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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2026
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to
Commission File Number 001-36548

ATARA BIOTHERAPEUTICS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**46-0920988**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
1280 Rancho Conejo Boulevard **Thousand Oaks, CA**	**91320**
(Address of Principal Executive Offices)	**(Zip Code)**

(805) 623-4211
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value $0.0001 per share	ATRA	The Nasdaq Stock Market LLC

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of outstanding shares of the Registrant's Common Stock as of November 6, 2026 was 10,188,438 shares.

ATARA BIOTHERAPEUTICS, INC.

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NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Such forward-looking statements, which represent our intent, belief or current expectations, involve risks and uncertainties and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. In some cases, you can identify these statements by forward-looking words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "could," "would," "project," "predict," "plan," "expect" or the negative or plural of these words or similar expressions. The forward-looking statements include, but are not limited to, statements about:

- our review of strategic alternatives;
- our expectations with regard to our programs, including clinical sites, the clinical studies, and reporting results of such studies;
- the likelihood and timing of regulatory submissions or related approvals for tab-cel, including the expectations about the timing of approvals for a biologics license application (BLA) for tab-cel® for patients with Epstein-Barr virus with post-transplant lymphoproliferative disease (EBV+ PTLD);
- the potential indications for tab-cel;
- commercialization of tab-cel (Ebvallo™ in the United Kingdom (UK), the European Economic Area (EEA) and Switzerland) worldwide and our amended and restated Commercialization Agreement with Pierre Fabre Medicament, including potential milestone and royalty payments under the agreement (Ebvallo in the UK, the EEA and Switzerland subject to the Purchase and Sale Agreement with HCR Molag Fund, L.P.);
- our Purchase and Sale Agreement, as amended, and related transactions with HCR Molag Fund, L.P.;
- our expectations regarding the potential commercial market opportunities, market size and the size of the patient populations for tab-cel;
- estimates of our expenses, capital requirements and need for additional financing;
- our expectation regarding the length of time that our existing capital resources will be sufficient to enable us to fund our planned operations, including our going concern assessment;
- the scope of protection we are able to obtain and maintain for the intellectual property rights covering tab-cel;
- our financial performance;
- our election to rely on reduced reporting and disclosure requirements available to smaller reporting companies;
- developments and projections relating to our competitors and our industry;
- our partner's ability to have tab-cel manufactured for clinical studies or for commercial sale, including at commercially reasonable values;
- the impact of public health emergencies to our business and operations, as well as the businesses and operations of third parties on which we rely;
- the impact of our workforce reductions on our ability to attract, retain and motivate qualified personnel and on our business, operations, and financial condition; and

- timing and costs related to the qualification of the manufacturing facilities of CMOs for commercial production.

These statements are only current predictions and are subject to known and unknown risks and uncertainties, including, without limitation, risks and uncertainties associated with the costly and time-consuming pharmaceutical product development process and the uncertainty of clinical success; the sufficiency of our cash resources and need for additional capital; and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from those anticipated by the forward-looking statements. We discuss many of these risks in this report in greater detail under the heading "Item 1A. Risk Factors" and elsewhere in this report. You should not rely upon forward-looking statements as predictions of future events. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risks and uncertainties.

In this Quarterly Report on Form 10-Q, unless the context requires otherwise, "Atara," "Atara Biotherapeutics," "Company," "we," "our," and "us" means Atara Biotherapeutics, Inc. and, where appropriate, its subsidiaries.

Summary Risk Factors

Our business is subject to numerous risks and uncertainties that may have a material adverse effect on our business, financial condition, or results of operations. These risks are more fully described under the heading "Item 1A. Risk Factors" and elsewhere in this report and include, among others:

- our activities to review and pursue strategic alternatives may not result in a strategic transaction, and even if we do consummate a strategic transaction, there is no assurance that it will deliver the benefits we expect or enhance stockholder value;
- our board of directors may determine to pursue a liquidation and dissolution or other wind down of our business, and in such event, the amount of cash available for distribution to our stockholders, if any, will depend heavily on the timing of such liquidation as well as the amount of cash that will need to be reserved for commitments and contingent liabilities;
- we have incurred substantial losses since our inception and anticipate that we will continue to incur substantial losses for the foreseeable future;
- we have earned limited commercialization revenues to date, and we may never achieve profitability or we may be unable to sustain profitability on a continuing basis;
- we will require substantial near-term financing to continue operations, and a failure to obtain this necessary capital when needed could force us to delay, limit, reduce, or terminate our product development or manufacturing efforts, or impair our exploration of strategic alternatives, or require us to pursue a liquidation and dissolution or other wind down of our business;
- we have one approved product, Ebvallo, in the EEA, the UK, and Switzerland. If we or our collaborators are unable to successfully develop, manufacture, and commercialize tab-cel, or experience significant delays in doing so, our business may be materially harmed;
- tab-cel represents a new therapeutic approach that could result in heightened regulatory scrutiny, delays in clinical development or our inability to achieve regulatory approval, or our partner's inability to achieve commercialization or secure payor coverage of tab-cel;
- the results of preclinical studies or earlier clinical studies are not necessarily predictive of future results, and tab-cel may not receive regulatory approval in the U.S.;
- clinical drug development involves a lengthy and expensive process with an uncertain outcome;

- the market opportunities for tab-cel may be limited to those patients who are ineligible for or have failed prior treatments and may be small;
- we may not be able to obtain or maintain orphan drug exclusivity for tab-cel;
- the revision of the legislation on pharmaceuticals such as in the EU, changes in governmental administration, or changes in leadership at relevant regulatory agencies could lead to uncertainties over the regulatory framework that will be applicable to medicinal products in the EU and US, including orphan medicinal products;
- maintaining clinical and commercial timelines is dependent on our partner's end-to-end supply chain network to support manufacturing; if they experience problems with their third party suppliers or CMOs, development and/or commercialization of tab-cel may be adversely affected;
- if we are unable to obtain and maintain sufficient intellectual property protection for tab-cel, or if the scope of the intellectual property protection is not sufficiently broad, our partner's ability to commercialize tab-cel successfully and to compete effectively may be adversely affected;
- our principal stockholders own a significant percentage of our stock and will be able to exert control or significant influence over matters subject to stockholder approval;
- we qualify as a "smaller reporting company" and a "non-accelerated filer," and any decision on our part to comply only with certain reduced reporting and disclosure requirements applicable to such companies could make our stock less attractive to investors;
- our future success depends on our ability to retain our executive officers and to attract, retain, and motivate qualified personnel; and
- our workforce reductions may not result in anticipated savings, could result in total costs and expenses that are greater than expected, and could disrupt our business.

ATARA BIOTHERAPEUTICS, INC.
Condensed Consolidated Balance Sheets
(Unaudited)
(In thousands, except per share amounts)

	September 30, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 4,055	$ 8,482
Short-term investments	5,862	—
Accounts receivable	691	1,253
Other current assets	705	2,477
Total current assets	11,313	12,212
Property and equipment, net	38	73
Operating lease assets	6,494	7,064
Other assets	762	886
Total assets	$ 18,607	$ 20,235
Liabilities and stockholders' equity (deficit)		
Current liabilities:		
Accounts payable	$ 762	$ 127
Accrued compensation	471	1,271
Accrued research and development expenses	24	82
Deferred revenue	513	716
Liability related to the sale of future revenues – current portion	1,105	9,750
Other current liabilities	3,693	2,976
Total current liabilities	6,568	14,922
Operating lease liabilities – long-term	8,482	9,347
Liability related to the sale of future revenues – long-term	39,560	32,673
Other long-term liabilities	1,899	1,795
Total liabilities	56,509	58,737
Commitments and contingencies (Note 9)		
Stockholders' equity (deficit):		
Common stock—$0.0001 par value, 500,000 shares authorized as of September 30, 2026 and December 31, 2025; 10,188 and 7,324 shares issued and outstanding as of September 30, 2026 and December 31, 2025, respectively	1	1
Additional paid-in capital	1,995,171	1,983,361
Accumulated other comprehensive income (loss)	(1)	1
Accumulated deficit	(2,033,073)	(2,021,865)
Total stockholders' equity (deficit)	(37,902)	(38,502)
Total liabilities and stockholders' equity (deficit)	$ 18,607	$ 20,235

See accompanying notes to the condensed consolidated financial statements.

ATARA BIOTHERAPEUTICS, INC.
Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)
(Unaudited)
(In thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Commercialization revenue	$ 1,224	$ 3,453	$ 2,370	$ 119,177
Costs and operating expenses:				
Cost of commercialization revenue	265	115	580	21,108
Research and development expenses	1,099	2,925	2,608	37,668
General and administrative expenses	2,830	3,987	10,241	21,976
Total costs and operating expenses	4,194	7,027	13,429	80,752
Income (loss) from operations	(2,970)	(3,574)	(11,059)	38,425
Other income (expense), net:				
Interest income	68	204	199	583
Interest income (expense) on sale of future revenues	682	(906)	(333)	(2,745)
Other income (expense), net	(9)	1	(14)	(138)
Total other income (expense), net	741	(701)	(148)	(2,300)
Income (loss) before provision for (benefit from) income taxes	(2,229)	(4,275)	(11,207)	36,125
Provision for (benefit from) income taxes	—	28	1	31
Net income (loss)	$ (2,229)	$ (4,303)	$ (11,208)	$ 36,094
Other comprehensive gain (loss):				
Unrealized gain (loss) on available-for-sale securities	1	2	(2)	(6)
Comprehensive income (loss)	$ (2,228)	$ (4,301)	$ (11,210)	$ 36,088
Basic (loss) earnings per common share	$ (0.15)	$ (0.32)	$ (0.76)	$ 2.96
Diluted (loss) earnings per common share	$ (0.15)	$ (0.32)	$ (0.76)	$ 2.93
Basic and diluted weighted-average shares outstanding	15,326	13,564	14,818	12,185
Diluted weighted-average shares outstanding	15,326	13,564	14,818	12,319

See accompanying notes to the condensed consolidated financial statements.

ATARA BIOTHERAPEUTICS, INC.
Condensed Consolidated Statements of Changes in Stockholders' Equity (Deficit)
(Unaudited)

For the Nine Months Ended September 30, 2026	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balance as of January 1, 2026	7,324	$ 1	$ 1,983,361	$ 1	$ (2,021,865)	(38,502)
Issuance of pre-funded warrants in connection with HCRx Amendment	—	—	1,672	—	—	1,672
Issuance of common stock through ATM facilities, net of commissions and offering costs of $82	493	—	2,915	—	—	2,915
Exercise of pre-funded warrants	630	—	—	—	—	—
RSU settlements, net of shares withheld	65	—	—	—	—	—
Stock-based compensation expense	—	—	749	—	—	749
Net (loss) income	—	—	—	—	(4,145)	(4,145)
Unrealized gain (loss) on available-for-sale securities	—	—	—	(1)	—	(1)
Balance as of March 31, 2026	8,512	$ 1	$ 1,988,697	$ -	$ (2,026,010)	$ (37,312)
Issuance of common stock through ATM facilities, net of commissions & offering cost of $145	498	—	4,758	—	—	4,758
Stock-based compensation expense	—	—	394	—	—	394
Exercise of pre-funded warrants	362	—	—	—	—	—
RSU settlements, net of shares withheld	71	—	—	—	—	—
Net (loss) income	—	—	—	—	(4,834)	(4,834)
Unrealized gain (loss) on available-for-sale securities	—	—	—	(2)	—	(2)
Balance as of June 30, 2026	9,443	$ 1	$ 1,993,849	$ (2)	$ (2,030,844)	$ (36,996)
Issuance of common stock in ATM, net of commissions and offering costs of $134	104	—	865	—	—	865
RSU settlements, net of shares withheld	46	—	—	—	—	—
Exercise of pre-funded warrants	595	—	—	—	—	—
Stock-based compensation expense	—	—	457	—	—	457
Net (loss) income	—	—	—	—	(2,229)	(2,229)
Unrealized gain (loss) on available-for-sale securities	—	—	—	1	—	1
Balance as of September 30, 2026	10,188	$ 1	$ 1,995,171	$ (1)	$ (2,033,073)	$ (37,902)

For the Nine Months Ended September 30, 2025	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balance as of January 1, 2025	5,859	$ 1	$ 1,957,261	$ 8	$ (2,054,553)	$ (97,283)
RSU settlements, net of shares withheld	65	—	—	—	—	—
Stock-based compensation expense	—	—	4,209	—	—	4,209
Net (loss) income	—	—	—	—	38,010	38,010
Unrealized gain (loss) on available-for-sale securities	—	—	—	(8)	—	(8)
Balance as of March 31, 2025	5,924	$ 1	$ 1,961,470	$ —	$ (2,016,543)	$ (55,072)
Issuance of pre-funded warrants to purchase common stock through an underwritten registered direct offering, net of offering costs of $522	834	—	14,843	—	—	14,843
RSU settlements, net of shares withheld	220	—	(1)	—	—	(1)
Issuance of common stock pursuant to employee stock awards	—	—	1	—	—	1
Stock-based compensation expense	—	—	2,801	—	—	2,801
Net (loss) income	—	—	—	—	2,387	2,387
Balance as of June 30, 2025	6,978	$ 1	$ 1,979,114	$ —	$ (2,014,156)	$ (35,041)
Issuance of common stock through ATM facilities, net of commissions and offering costs of $48	125	—	1,471	—	—	1,471
RSU settlements, net of shares withheld	106	—	—	—	—	—
Issuance of common stock pursuant to employee stock awards	1	—	12	—	—	12
Stock-based compensation expense	—	—	1,225	—	—	1,225
Net (loss) income	—	—	—	—	(4,303)	(4,303)
Unrealized gain (loss) on available-for-sale securities	—	—	—	2	—	2
Balance as of September 30, 2025	7,210	$ 1	$ 1,981,822	$ 2	$ (2,018,459)	$ (36,634)

See accompanying notes to the condensed consolidated financial statements.

ATARA BIOTHERAPEUTICS, INC.
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	Nine Months Ended September 30,	
	2026	2025
Operating activities		
Net income (loss)	$ (11,208)	$ 36,094
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Stock-based compensation expense	1,600	8,235
Depreciation and amortization expense	46	2,067
Change in liability related to sale of future revenues	276	2,700
Amortization (accretion) of investment premiums (discounts)	(71)	175
Non-cash operating lease expense	570	4,733
Loss on impairment of lease right-of-use asset	—	4,130
Gain on derecognition of lease liabilities	—	(1,167)
Other non-cash items, net	164	551
Changes in operating assets and liabilities:		
Accounts receivable	562	(431)
Inventories	—	10,655
Other current assets	1,772	5,844
Other assets	113	42
Accounts payable	635	(4,049)
Accrued compensation	(800)	(4,522)
Accrued research and development expenses	(58)	(7,642)
Other current liabilities	121	(3,677)
Deferred revenue	(203)	(94,081)
Operating lease liabilities	(809)	(4,901)
Other long-term liabilities	—	1
Net cash used in operating activities	(7,290)	(45,243)
Investing activities		
Purchases of short-term investments	(9,493)	(7,885)
Proceeds from maturities and sales of short-term investments	3,700	17,200
Proceeds from sale of property and equipment	—	393
Net cash (used in) provided by investing activities	(5,793)	9,708
Financing activities		
Proceeds from issuance of common stock through ATM facilities, net	8,656	1,496
Proceeds from sale of pre-funded warrants to purchase common stock in an underwritten registered direct offering or registered direct offering, net	—	14,843
Proceeds from employee stock awards	—	13
Principal payments on finance lease obligations	—	(250)
Other financing activities, net	—	(1)
Net cash provided by financing activities	8,656	16,101
Increase (decrease) in cash, cash equivalents and restricted cash	(4,427)	(19,434)
Cash, cash equivalents and restricted cash at beginning of period	8,482	25,176
Cash, cash equivalents and restricted cash at end of period	$ 4,055	$ 5,742
Non-cash financing activities		
Issuance of pre-funded warrants in connection with HCRx Amendment	$ 1,672	$ —
Accrued costs related to underwritten registered direct offering	$ —	$ 25
Accrued costs related to ATM facility	$ 118	$ —
Supplemental cash flow disclosure		
Cash paid for interest	$ 421	$ 171
Cash paid for income taxes	$ 1	$ 31

See accompanying notes to the condensed consolidated financial statements.

ATARA BIOTHERAPEUTICS, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. Description of Business

Atara Biotherapeutics, Inc. (Atara, we, our or the Company) was incorporated in August 2012 in Delaware. Atara is a leader in T-cell immunotherapy, leveraging its novel allogeneic Epstein-Barr Virus (EBV) T-cell platform to develop transformative therapies for patients with cancer and autoimmune disease.

Our most advanced T-cell immunotherapy program, tab-cel® (tabelecleucel), has received marketing authorization approval under the proprietary name Ebvallo™ by the European Commission (EC) for commercial sale and use in the European Economic Area (EEA), by the Medicines and Healthcare products Regulatory Agency (MHRA) for commercial sale and use in the United Kingdom (UK) and by Swissmedic for commercial sale and use in Switzerland. Tab-cel is currently in Phase 3 development in the US. In October 2021, we entered into a commercialization agreement (Pierre Fabre Commercialization Agreement) with Pierre Fabre Medicament (Pierre Fabre), as amended in September 2022, pursuant to which we granted to Pierre Fabre an exclusive, field-limited license to commercialize and distribute Ebvallo in Europe and select emerging markets in the Middle East, Africa, Eastern Europe and Central Asia (the Initial Territory), following regulatory approval. In December 2022, we sold a portion of our right to receive royalties and certain milestones in Ebvallo under the Pierre Fabre Commercialization Agreement to HCR Molag Fund L.P. (HCRx) for a total investment amount of $31.0 million, subject to a repayment cap between 185% and 250% of the total investment amount by HCRx. In February 2026, we entered into an amendment to the Purchase and Sale Agreement (HCRx Agreement) with HCRx. Under the terms of the amendment, HCRx agreed to amend the due date of the one-time $9.0 million cash payment from June 30, 2026 to January 1, 2028. In September 2026, Pierre Fabre resubmitted the biologics license application (BLA) for tab-cel. In October 2026, the U.S. Food and Drug Administration (FDA) accepted the resubmission for a Class 2 review with a March 31, 2027 target action date. See Note 6 for further information.

In October 2023, we amended and restated the Pierre Fabre Commercialization Agreement (A&R Commercialization Agreement). Pursuant to the A&R Commercialization Agreement, Pierre Fabre's exclusive rights to research, develop, manufacture, commercialize and distribute tab-cel (Ebvallo) were expanded to include all other countries in the world (Additional Territory) in addition to the Initial Territory (Initial Territory and Additional Territory together, the Territory), subject to our performance of certain obligations. See Note 5 for further information. In March 2025, we completed the transfer of all manufacturing responsibility to Pierre Fabre and Pierre Fabre is, at its cost, responsible for manufacturing and supplying tabelecleucel for development and commercialization worldwide under an amendment to the A&R Commercialization Agreement (A&R Commercialization Agreement Amendment). Pursuant to the A&R Commercialization Agreement Amendment, Pierre Fabre also agreed to assume the future costs related to remediation of the third party manufacturing facility to address the FDA's requests to support resubmission of the BLA for tab-cel. In exchange for accelerating the transfer of all manufacturing responsibility and assumption of such remediation costs by Pierre Fabre, among other things, we agreed to reduce the amount of certain potential future regulatory and commercial milestone payments under the A&R Commercialization Agreement. In July 2025, we further amended the A&R Commercialization Agreement and completed the transfer of all clinical (including sponsorship of the ALLELE and tab-cel multi-cohort studies) and development responsibility for tab-cel to Pierre Fabre. Pierre Fabre is, at its cost, responsible for all clinical (including sponsorship of the ALLELE and tab-cel multi-cohort studies) and development activities (other than responsibility for regulatory activities) for tabelecleucel worldwide. In October 2025, we further amended the A&R Commercialization Agreement to transfer all regulatory activities (including sponsorship of the tab-cel BLA) to Pierre Fabre. Pierre Fabre is, at its cost, responsible for all regulatory activities (including sponsorship of the tab-cel BLA) for tab-cel worldwide, and Pierre Fabre is to use commercially reasonable efforts to obtain BLA approval as soon as possible. We will, at Pierre Fabre's expense, continue to observe the regulatory activities and support Pierre Fabre in its efforts to obtain BLA approval.

We have licensed rights to T-cell product candidates from Memorial Sloan Kettering Cancer Center (MSK), rights related to our next-generation CAR T programs from MSK, and rights to know-how and technology from the Council of

the Queensland Institute of Medical Research (QIMR Berghofer). In May 2025, we returned the rights to the ATA188 and EBV Vaccine programs to QIMR Berghofer. See Note 9 for further information.

We have executed various strategic reductions in force over the past several years. As of September 30, 2026 and December 31, 2025, we had approximately $0.6 million and $0.9 million, respectively, of further separation payments and benefits. In the three and nine months ended September 30, 2026, expenses related to reductions in force were $0 and $0.8 million, respectively. In the three and nine months ended September 30, 2025, expenses related to reductions in force were approximately $0 and $11.4 million, respectively.

In June 2026, we executed a reduction in force of, at that time, approximately 23% of our total workforce, retaining approximately 10 employees essential to executing on our strategic priorities. We recognized approximately $0.8 million in total severance and related benefits as a result of this reduction in force. We may also incur other charges or cash expenditures not currently contemplated due to events that may occur as a result of, or associated with, the workforce reduction.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements include the accounts of Atara and its wholly owned subsidiaries and have been prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) and the requirements of the Securities and Exchange Commission (SEC) for interim reporting. As permitted under those rules, certain footnotes or other financial information that are normally required by U.S. GAAP can be condensed or omitted. These unaudited interim condensed consolidated financial statements should therefore be read in conjunction with the audited consolidated financial statements and notes for the year ended December 31, 2025, included in the Company's Annual Report on Form 10-K filed with the SEC on March 16, 2026. In the opinion of management, the condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, which are necessary for a fair presentation of the Company's condensed consolidated financial statements. The results of operations for any interim period are not necessarily indicative of the results to be expected for the full year or any other future period. The condensed consolidated balance sheet as of December 31, 2025 has been derived from audited consolidated financial statements at that date but does not include all of the information required by U.S. GAAP for complete consolidated financial statements.

Liquidity Risk

We have incurred significant operating losses since inception and have relied primarily on public and private equity financings and receipts from commercialization and license and collaboration agreements to fund our operations. As we continue to incur losses, our transition to profitability will depend on the successful development, approval and commercialization of product candidates and on the achievement of sufficient revenues to support our cost structure. We may never achieve sustained operating cash inflows or profitability.

Going Concern

With the exception of the year ended December 31, 2025, we have incurred substantial operating losses since inception, and we expect that existing cash, cash equivalents and short-term investments as of September 30, 2026, will not be sufficient to fund our planned operations for at least 12 months from the date of issuance of these condensed consolidated financial statements.

To alleviate the conditions that raise substantial doubt about our ability to continue as a going concern, we plan to secure additional capital, potentially through a combination of public or private security offerings; use of our ATM facility as described in Note 10; issuance of debt; and/or execution of strategic transactions. We may need to raise additional funding as required based on the status of our product candidate program and our projected cash flows. Even though we have been successful in raising capital in the past, and expect to continue to raise capital as required, there is no assurance that we will be successful in obtaining sufficient funding on terms acceptable to us to fund continuing

operations, if at all, or identify and enter into any strategic transactions that will provide the capital that we will require. If we are unable to obtain sufficient funding on acceptable terms, we could be forced to delay, limit, reduce or terminate ongoing activities for our product candidate, which could have a material adverse effect on our business, results of operations, and financial condition. Accordingly, we have concluded that substantial doubt exists with respect to our ability to continue as a going concern for at least 12 months after the issuance of the accompanying condensed consolidated financial statements. The condensed consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Segment and Geographic Information

We operate and manage our business as one operating and reportable segment, which is the business of developing therapeutics. Our President and Chief Executive Officer, who is our chief operating decision maker (CODM), reviews financial information on an aggregate basis for purposes of allocating resources and evaluating financial performance. The CODM assesses performance for the business and decides how to allocate resources based on net income (loss) that also is reported on the income statement as consolidated net income (loss). The CODM uses net income (loss) to monitor expenditures and budget versus actual results. The measure of segment assets is reported on the balance sheet as total consolidated assets. The following tables represent information provided to the chief operating decision maker:

	Three Months Ended Sep 30,		Nine Months Ended Sep 30,	
	2026	2025	2026	2025
Revenue	$ 1,224	$ 3,453	$ 2,370	$ 119,177
Less:				
Cost of commercialization revenue	265	115	580	21,108
Technical operations and quality expense	776	1,669	2,742	23,479
Medical and safety expense	39	299	(1,185)	9,262
Regulatory expense	284	957	1,051	4,927
General and administrative expense	2,830	3,987	10,241	21,976
Other segment items*	(741)	729	149	2,331
Net income (loss)	$ (2,229)	$ (4,303)	$ (11,208)	$ 36,094

*Other segment items include Other Income (expense), net and Provision for (benefit from) income taxes

All of our assets are located in the U.S. All commercialization revenue recognized in the three and nine months ended September 30, 2026 and 2025 was related to our agreements with Pierre Fabre, a French company.

Use of Estimates

We prepare our condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP), which requires us to make estimates and assumptions that affect the amounts reported in our condensed consolidated financial statements and accompanying notes. The level of uncertainty in estimates and assumptions increases with the length of time until the underlying transactions are completed. Significant estimates and assumptions relied upon in preparing these financial statements include those related to revenue recognition, accrued research and development expenses, stock-based compensation expense, liability related to the sale of future revenues and income taxes. Additionally, we use available market information to assess the fair value of our short-term investments. Actual results could differ materially from those estimates. If actual amounts differ from estimates, we include the updates in our consolidated results of operations in the period the actual amounts become known. Historically, the aggregate differences, if any, between our estimates and actual amounts in any year have not had a material effect on our consolidated financial statements.

Recent Accounting Pronouncements

We consider the applicability and impact of any recent Accounting Standards Update (ASU) issued by the Financial Accounting Standards Board (FASB). Other than the ASUs listed below, all other ASUs were assessed and determined

to be either not applicable to Atara or are expected to have minimal impact on our condensed consolidated financial statements.

In November 2024, the FASB issued ASU No. 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40), which requires disclosure of additional information about specific expense categories underlying certain income statement expense line items. This ASU is effective for our fiscal years beginning after December 15, 2026, and for interim periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of adopting ASU 2024-03.

3. Net Income (Loss) per Common Share

Basic net income (loss) per common share is calculated by dividing net income (loss) by the weighted-average number of shares of common stock and pre-funded warrants outstanding during the period, without consideration of common share equivalents. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted-average number of shares of common stock, pre-funded warrants and common share equivalents outstanding for the period. The pre-funded warrants are included in the computation of basic and diluted net income (loss) per common share as the exercise price is negligible and the pre-funded warrants are fully vested and exercisable. Common share equivalents are only included in the calculation of diluted net income (loss) per common share when their effect is dilutive. The following table is a reconciliation of the share amounts used in computing earnings per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
	(in thousands)		(in thousands)	
Weighted average shares outstanding – Basic	15,326	13,564	14,818	12,185
Effect of dilutive securities	—	—	—	134
Weighted average shares outstanding – Diluted	15,326	13,564	14,818	12,319

Potential dilutive securities, which include unvested restricted stock units (RSUs), unvested performance-based RSUs and performance-based options to purchase common stock for which established performance criteria have been achieved as of the end of the respective periods, vested and unvested options to purchase common stock and shares to be issued under our employee stock purchase plan (ESPP), have been excluded from the computation of diluted net earnings (loss) per common share as the effect is antidilutive. Therefore, the denominator used to calculate both basic and diluted net earnings (loss) per common share is the same in all periods for which we record a net loss.

The following table represents the potential common shares issuable pursuant to outstanding securities as of the related period end dates that were excluded from the computation of diluted net income (loss) per common share, as their inclusion would have an antidilutive effect:

	As of September 30,	
	2026	2025
Unvested RSUs	43,389	31,221
Vested and unvested options	60,916	142,338
ESPP share purchase rights	3,456	5,763
Total	107,761	179,322

4. Financial Instruments

Our financial assets are measured at fair value on a recurring basis using the following hierarchy to prioritize valuation inputs, in accordance with applicable U.S. GAAP:

Level 1: Quoted prices in active markets for identical assets or liabilities that we have the ability to access.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data such as quoted prices, interest rates and yield curves.

Level 3: Inputs that are unobservable data points that are not corroborated by market data.

We review the fair value hierarchy classification on a quarterly basis. Changes in the ability to observe valuation inputs may result in a reclassification of levels of certain securities within the fair value hierarchy. We recognize transfers into and out of levels within the fair value hierarchy in the period in which the actual event or change in circumstances that caused the transfer occurs. There have been no transfers between Level 1, Level 2 and Level 3 in any periods presented.

Financial assets and liabilities are considered Level 2 when their fair values are determined using inputs that are observable in the market or can be derived principally from or corroborated by observable market data such as pricing for similar securities, recently executed transactions, cash flow models with yield curves, and benchmark securities. In addition, Level 2 financial instruments are valued using comparisons to like-kind financial instruments and models that use readily observable market data as their basis. U.S. Treasury, government agency and corporate debt obligations, commercial paper and asset-backed securities are valued primarily using market prices of comparable securities, bid/ask quotes, interest rate yields and prepayment spreads and are included in Level 2.

Financial assets and liabilities are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies, or similar techniques, and at least one significant model assumption or input is unobservable. We have no Level 3 financial assets or liabilities.

The following tables summarize the estimated fair value and related valuation input hierarchy of our available-for-sale securities as of each period end:

As of September 30, 2026:	Input Level	Total Amortized Cost	Total Unrealized Gain	Total Unrealized Loss	Total Estimated Fair Value
			(in thousands)		
Money market funds	Level 1	$ 1,108	$ —	$ —	$ 1,108
U.S. Treasury obligations	Level 2	8,548	—	(1)	8,547
Total available-for-sale securities		9,656	—	(1)	9,655
Less: amounts classified as cash equivalents		(3,793)	—	—	(3,793)
Amounts classified as short-term investments		$ 5,863	$ —	$ (1)	$ 5,862

As of December 31, 2025:	Input Level	Total Amortized Cost	Total Unrealized Gain	Total Unrealized Loss	Total Estimated Fair Value
			(in thousands)		
Money market funds	Level 1	$ 3,528	$ —	$ —	$ 3,528
U.S. Treasury obligations	Level 2	4,692	1	—	4,693
Total available-for-sale securities		8,220	1	—	8,221
Less: amounts classified as cash equivalents		(8,220)	(1)	—	(8,221)
Amounts classified as short-term investments		$ —	$ —	$ —	$ —

The amortized cost and fair value of our available-for-sale securities by contractual maturity were as follows:

	As of September 30, 2026		As of December 31, 2025	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
	(in thousands)		(in thousands)	
Maturing within one year	$ 9,656	$ 9,655	$ 8,220	$ 8,221
Total available-for-sale securities	$ 9,656	$ 9,655	$ 8,220	$ 8,221

We considered the current and expected future global economic and market conditions, including, but not limited to, the wars in Ukraine and the Middle East and increased tensions between the U.S. and China, and determined that our investments have not been significantly impacted. As of September 30, 2026, no significant facts or circumstances were

present to indicate a deterioration in the creditworthiness of the issuers of the available-for-sale securities we hold, and we have no requirement or intention to sell these securities before maturity or recovery of their amortized cost basis. For all securities with a fair value less than its amortized cost basis, we determined the decline in fair value below amortized cost basis to be non-credit related and no allowance for losses has been recorded. During the nine months ended September 30, 2026 and 2025, we did not recognize any impairment losses on our investments.

We have elected the practical expedient to exclude the applicable accrued interest from both the fair value and the amortized cost basis of our available-for-sale securities for purposes of identifying and measuring an impairment. We present accrued interest receivable related to our available-for-sale securities in other current assets, separate from short-term investments, on our condensed consolidated balance sheet. As of September 30, 2026 and December 31, 2025, accrued interest receivable was immaterial. We have not written off any accrued interest receivables during the nine months ended September 30, 2026 and 2025.

Our cash, cash equivalents and short-term investments totaled $9.9 million and $8.5 million as of September 30, 2026 and December 31, 2025, respectively.

5. Out-license Agreements

Pierre Fabre Agreements

In October 2021, we entered into the Pierre Fabre Commercialization Agreement, pursuant to which we granted to Pierre Fabre an exclusive, field-limited license to commercialize and distribute Ebvallo in Europe and select emerging markets in the Initial Territory following regulatory approval. In September 2022, we entered into Amendment No. 1 to the Pierre Fabre Commercialization Agreement (PF Amendment No. 1). Under the terms of PF Amendment No. 1, following European Commission approval of Ebvallo for EBV+ PTLD and subsequent filing of the Marketing Authorization Application (MAA) transfer to Pierre Fabre, we received an additional $30 million milestone payment in exchange for, among other things, a reduction in: (i) royalties we are eligible to receive as a percentage of net sales of tab-cel (Ebvallo) in the Territory, and (ii) the supply price markup on tab-cel purchased by Pierre Fabre. Additionally, we agreed to extend the time period for provision of certain services to Pierre Fabre in the Initial Territory at our cost pursuant to the Pierre Fabre Commercialization Agreement. In December 2022, we sold a portion of our right to receive royalties and certain milestone payments related to Ebvallo in the Initial Territory under the Pierre Fabre Commercialization Agreement to HCRx for a total investment amount of $31.0 million, subject to a repayment cap between 185% and 250% of the total investment amount by HCRx. See Note 6 for further information related to the agreement with HCRx.

In October 2023, we entered into the A&R Commercialization Agreement with Pierre Fabre. Pursuant to the A&R Commercialization Agreement, Pierre Fabre's exclusive rights to research, develop, manufacture, commercialize and distribute tab-cel were expanded to include all other countries in the world (Additional Territory) in addition to the Initial Territory (together, the Territory), subject to our performance of certain obligations as described below.

In August 2024, we sold certain intermediates used in the manufacture of Ebvallo to Pierre Fabre for $15.5 million, transferring title and risk of loss to these intermediates in advance of the Manufacturing Transition Date (as defined below), which guarantees Pierre Fabre supply and control of intermediates to be used in the production of Ebvallo. We received payment for these intermediates in September 2024.

We also entered into a separate manufacturing and supply agreement with Pierre Fabre for us to manufacture Ebvallo for Pierre Fabre to use in the Initial Territory based on a fixed price through December 31, 2023 and at a price equal to cost plus a margin for orders placed after December 31, 2023, subject to a maximum annual increase. In March 2025, we completed the transfer of all manufacturing responsibility to Pierre Fabre and Pierre Fabre is, at its cost, responsible for manufacturing and supplying tabelecleucel for development and commercialization worldwide under an amendment to the A&R Commercialization Agreement (A&R Commercialization Agreement Amendment). The A&R Commercialization Agreement Amendment defined the Manufacturing Transition Date as March 31, 2025 (the Manufacturing Transition Date). At the Manufacturing Transition Date, we sold to Pierre Fabre certain unreleased batches and intermediate inventory used in the production of tab-cel. We also sold to Pierre Fabre certain materials that

support tab-cel manufacturing at no cost. Pursuant to the A&R Commercialization Agreement Amendment, Pierre Fabre has also agreed to pay certain liabilities owed to our CMOs that were incurred as of December 31, 2024. In exchange for accelerating the transfer of all manufacturing responsibility and assumption of such costs by Pierre Fabre, among other things, we agreed to reduce the amount of certain potential future regulatory and commercial milestone payments under the A&R Commercialization Agreement.

Cell selection is the process of identifying the appropriate cell line from available tab-cel inventory to be used for a patient. In February 2025, we transferred commercial cell selection in the Initial Territory and the Additional Territory to Pierre Fabre. Prior to the transfer of commercial cell selection, we were responsible for the performance of commercial cell selection services in the Initial Territory at our cost, and we were responsible for the performance of commercial cell selection services in the Additional Territory at the sole expense of Pierre Fabre. Without transfer of the cell selection technology, no other party can provide such services. In July 2025, we transferred clinical cell selection to Pierre Fabre.

As part of the Pierre Fabre Commercialization Agreement, we formed a joint steering committee (JSC) with Pierre Fabre that provides oversight, decision making and implementation guidance regarding the commercialization activities, the responsibilities of which have been expanded to cover the incremental scope of the A&R Commercialization Agreement.

During the applicable period specified in the A&R Commercialization Agreement, we were responsible for various development, safety, process science, and regulatory activities, including obtaining regulatory approval in the United States for tab-cel for EBV-associated post-transplant lymphoproliferative disease. Pierre Fabre will pay us for these services in accordance with the A&R Commercialization Agreement. Pierre Fabre is responsible, at its cost, for obtaining and maintaining all other required regulatory approvals and for commercialization and distribution of tab-cel in the Additional Territory, including conducting any other clinical study required. We will own any intellectual property rights developed solely by us under the A&R Commercialization Agreement. As described above, in March 2025, we transferred all process science services and manufacturing responsibilities to Pierre Fabre. In July 2025, we further amended the A&R Commercialization Agreement and completed the transfer of all development, clinical (including sponsorship of the ALLELE and tab-cel multi-cohort study) and safety activities for tab-cel to Pierre Fabre. In October 2025, we further amended the A&R Commercialization Agreement to transfer all regulatory activities (including sponsorship of the tab-cel BLA) to Pierre Fabre. Pierre Fabre is, at its cost, responsible for all regulatory activities (including sponsorship of the tab-cel BLA) for tab-cel worldwide, and Pierre Fabre is to use commercially reasonable efforts to obtain BLA approval as soon as possible. We will, at Pierre Fabre's expense, continue to observe the regulatory activities and support Pierre Fabre in its efforts to obtain BLA approval. In December 2025, we further amended the A&R Commercialization Agreement to, among other things, mitigate the impact of the cost of rebuilding commercial inventory in the United States. We agreed to reduce the milestone payment due upon BLA approval of tab-cel to $31.0 million in exchange for the right to receive an additional $15.0 million potential milestone payment upon achieving a certain commercial milestone. Under the terms of the A&R Commercialization Agreement, as amended by the A&R Commercialization Agreement Amendment, we are entitled to receive an aggregate of up to $308.0 million in remaining milestone payments upon achieving certain regulatory and commercial milestones relating to tab-cel in the Initial Territory, and an aggregate of up to $556.0 million in additional potential milestone payments upon achieving certain regulatory and commercial milestones relating to tab-cel in the Additional Territory, including up to $31.0 million in potential regulatory milestones in connection with the approval by the FDA of a BLA for tab-cel. We are also eligible to receive significant double-digit tiered royalties as a percentage of net sales of tab-cel (Ebvallo) in the Territory until the later of 12 years after the first commercial sale in each such country, the expiration of specified patent rights in each such country, or the expiration of all regulatory exclusivity for tab-cel in each such country. Royalty payments may be reduced in certain specified customary circumstances. Royalties and milestones from the commercialization of Ebvallo in the Initial Territory remain subject to the HCRx Agreement.

Accounting Analysis

Identification of the Contract

We assessed this arrangement in accordance with ASC 606 and concluded that the promises in the A&R Commercialization Agreement represent transactions with a customer.

Identification of the Promises and Performance Obligations

We identified five performance obligations under the A&R Commercialization Agreement, as amended, which consist of the following material promises:

(1) the transfer of intellectual property rights in the form of a license in the Initial Territory, the obligation to participate in the JSC, the manufacture and supply of Ebvallo, a material right for purchases associated with the manufacture and supply of Ebvallo, and the performance of cell-selection services. We concluded that the individual promises are not distinct because Pierre Fabre cannot benefit from the license without the other services and vice versa, since Pierre Fabre is not capable of carrying out the manufacturing and supply and cell selection services on their own, until the transfer of the related technologies occurs. Consequently, these promises represent a single performance obligation, collectively referred to as the Initial Territory Obligation.

(2) the transfer of intellectual property rights in the form of a license in the Additional Territory, the manufacture and supply of tab-cel and the performance of cell-selection services, as well as the promises to transfer the related technologies, and perform certain development, safety, regulatory and information technology transition services. We concluded that the promises are not distinct because Pierre Fabre cannot benefit from the license without the other services and vice versa. Consequently, these promises represent a single performance obligation, collectively referred to as the Additional Territory Obligation.

(3) performance of certain process science services, referred to as the Process Sciences Obligation.

(4) the sale of certain intermediate inventory used in the production of tab-cel in existence on the Manufacturing Transition Date, referred to as the Intermediate Inventory Obligation; and

(5) the sale of certain materials to support the production of tab-cel in existence on the Manufacturing Transition Date, referred to as the Manufacturing Materials Obligation.

Determination of the Transaction Price

Under the Pierre Fabre Commercialization Agreement, we determined that the $45.0 million upfront payment constituted the entire consideration to be included in the transaction price at the outset of the arrangement, and the $40.0 million in regulatory milestones achieved in December 2022 were added to the transaction price upon meeting the related milestone criteria. The remaining $308.0 million of potential regulatory and commercial milestone payments that we are eligible to receive associated with the Initial Territory were excluded from the transaction price, as the milestone amounts were fully constrained based on the probability of achievement or have not been earned. None of the future royalty and sales-based milestone payments were included in the transaction price, as the potential payments represent sales-based consideration.

Upon the effective date of the A&R Commercialization Agreement, the $20.0 million additional upfront payment was received and estimated revenue for the development, safety, regulatory and process science services were added to the transaction price, and the $20.0 million regulatory milestone achieved in March 2024 and the $20.0 million regulatory milestone achieved in July 2024 were added to the transaction price upon meeting the related milestone criteria. The remaining $556.0 million of potential regulatory and commercial milestone payments that we are eligible to receive associated with the Additional Territory were excluded from the transaction price, as the milestone amounts were fully constrained based on the probability of achievement or have not been earned. None of the future royalty and sales-based milestone payments were included in the transaction price, as the potential payments represent sales-based consideration. Upon the effective date of the A&R Commercialization Agreement Amendment, the liabilities owed to the CMOs that were relieved by Pierre Fabre were added to the transaction price.

We reevaluate the transaction price at the end of each reporting period and as uncertain events are resolved or other changes in circumstances occur, and, as necessary, we adjust our estimate of the transaction price.

Allocation of the Transaction Price to Performance Obligations

The transaction price was allocated to each performance obligation based on their relative standalone selling price. We developed the estimated standalone selling price for each of the A&R Commercialization Agreement performance obligations with the objective of determining the price at which we would sell such an item if it were to be sold regularly on a standalone basis.

Recognition of Revenue

Commercialization revenue associated with the Initial Territory Obligation was recognized over the period during which the material right existed, which ended on March 31, 2025, the Manufacturing Transition Date. Commercialization revenue associated with sales of Ebvallo and intermediate inventory to Pierre Fabre was deferred until we performed the associated manufacturing of finished Ebvallo product inventory and cell selection services, or until the transfer of manufacturing and cell selection technology to Pierre Fabre. All revenue associated with the Initial Territory Obligation was recognized as of March 31, 2025. As of March 31, 2025, Pierre Fabre was able to utilize the inventory it had purchased from us on its own.

Commercialization revenue associated with the Additional Territory Obligation and the Process Sciences Obligation is recognized using a cost-based input method based on the amount of actual costs incurred relative to the total budgeted costs expected to be incurred for the respective performance obligations. A cost-based input method of revenue recognition requires us to make estimates of costs to complete our performance obligation. In making such estimates, significant judgment is required to evaluate assumptions related to cost estimates. The cumulative effect of revisions to estimated costs to complete our performance obligation will be recorded in the period in which changes are identified and amounts can be reasonably estimated. The Process Sciences Obligation was completed on the Manufacturing Transition Date. All revenue associated with the Process Sciences Obligation was recognized as of March 31, 2025. As of September 30, 2026, there is approximately $0.5 million of deferred revenue remaining associated with the Additional Territory Obligation to be recognized upon completion of certain regulatory obligations. The transfer of control occurs over the respective time period and, in our judgment, is the best measure of progress towards satisfying the performance obligation. A significant change in these assumptions and estimates could have a material impact on the timing and amount of revenue recognized in future periods. We recognized all revenue associated with the Intermediate Inventory Obligation and the Manufacturing Materials Obligation at a point in time, upon the Manufacturing Transition Date, which is when title and risk of loss, and thus, control, of the intermediate inventory and materials transferred to Pierre Fabre.

Deferred revenue activity related to commercialization revenue for the nine months ended September 30, 2026 was as follows:

	September 30, 2026 (in thousands)
Deferred revenue, January 1, 2026	$ 716
Additions	402
Recognized into commercialization revenue	(605)
Deferred revenue September 30, 2026	513
Less: deferred revenue – current portion	(513)
Deferred revenue – long-term, September 30, 2026	—

During the nine months ended September 30, 2026, we recognized approximately $0.2 million of revenue that was included in the deferred revenue balance as of December 31, 2025.

Costs incurred relating to performing the services within the Additional Territory Obligation and Process Sciences Obligation consist of third party expenses and time incurred by our employees to satisfy requirements set forth by the A&R Commercialization Agreement. These costs are included in research and development expenses in the condensed consolidated statements of operations and comprehensive income (loss). Such costs were $0.2 million and $0.4 million

for the three and nine months ended September 30, 2026, respectively, and such costs were $0.9 million and $12.0 million for the three and nine months ended September 30, 2025, respectively.

6. Liability Related to the Sale of Future Revenues

In December 2022, we entered into a Purchase and Sale Agreement (HCRx Agreement) with HCR Molag Fund, L.P., a Delaware limited partnership (HCRx). In exchange for a payment of $31.0 million (Investment Amount) to Atara, net of certain transaction expenses, HCRx obtained the right to receive certain Ebvallo royalties and milestone payments payable by Pierre Fabre under the Pierre Fabre Commercialization Agreement, up to an agreed upon multiple of the Investment Amount.

In February 2026, we entered into an amendment to the Purchase and Sale Agreement (HCRx Amendment) with HCRx. Under the terms of the HCRx Amendment, HCRx agreed to amend the due date of the one-time cash payment of $9.0 million associated with the achievement of a certain milestone within the A&R Commercialization Agreement, as amended, from June 30, 2026 to January 1, 2028. In connection with the HCRx Amendment, the Company issued a pre-funded warrant to purchase up to 400,000 shares of the Company's common stock. During the nine months ended September 30, 2026, all 400,000 of the February 2026 pre-funded warrants were exercised. As of September 30, 2026, no February 2026 pre-funded warrants were outstanding.

Under the HCRx Agreement, HCRx is entitled to receive tiered royalties on net sales of Ebvallo in the Initial Territory in amounts ranging from the mid-single digits to double digits based on annual net sales. HCRx is also entitled to certain milestone payments due to Atara from Pierre Fabre. The total royalties and milestones payable to HCRx are capped between 185% and 250% of the Investment Amount, depending upon the timing of such royalties and milestones. Upon meeting the cap amount, HCRx's right to receive royalties and milestone payments will terminate and all rights will revert to Atara. To the extent a certain milestone within the Pierre Fabre Commercialization Agreement is not achieved on or prior to January 1, 2028, we will be required to make a one-time cash payment in the amount of $9.0 million to HCRx, and HCRx shall transfer all of its right, title and interest in this certain $9.0 million milestone payment to Atara. This payment, if required, would be included in the calculation of aggregate payments made to HCRx.

The gross proceeds of the Investment Amount of $31.0 million were recorded as a liability related to the sale of future revenues, net of transaction costs of $0.4 million, and is amortized using the effective interest method over the life of the arrangement.

To determine the carrying value of the recorded liability, we are required to estimate the remaining future payments to be received by HCRx. The sum of these amounts less the $31.0 million proceeds we received will be recorded as interest over the life of the HCRx Agreement. We estimate the effective interest rate used to record non-cash interest under the HCRx Agreement based on the estimate of future royalty payments to be received by HCRx. During the third quarter of 2026, we had a change in estimate of remaining future payments to be received by HCRx such that we no longer estimated the achievement of a certain sales threshold within the royalty term, which resulted in an exclusion of a potential commercial milestone payment of $11.3 million. Under the prospective interest method, the revised estimated remaining future payments resulted in a negative effective interest rate and prospective recognition of non-cash interest income under the Company's existing accounting policy. On September 30, 2026, the annual effective interest rate was approximately (6.77)%. Over the life of the arrangement, the actual effective interest rate will be affected by the amount and timing of the actual and forecasted royalty and milestone payments to HCRx. At each reporting date, we will reassess our estimate of the timing and amounts of future payments made to HCRx, and prospectively adjust the effective interest rate and net carrying amount of the liability as necessary. In the three and nine months ended September 30, 2026, we incurred interest income (expense) on the sale of future revenues of $0.7 million and ($0.3) million, respectively.

The following table presents the changes in the liability related to the sale of future revenues under the HCRx Agreement for the nine months ended September 30, 2026:

	September 30, 2026 (in thousands)
Liability related to sale of future revenues as of January 1, 2026	$ 42,423
Reduction of debt in exchange for pre-funded warrants	(1,672)
Change in liability related to sale of future revenues	276
Amortization of debt discount and debt issuance costs	58
Repayment of the liability	(420)
Liability related to the sale of future revenues as of September 30, 2026	40,665
Less: current portion	(1,105)
Liability related to sale of future revenues - long-term	$ 39,560

7. Leases

In November 2018, we entered into a lease agreement for office space in Thousand Oaks, California, that expired in February 2026 and for which we had the option to extend the lease for an additional period of five years after the initial term. In February 2025, we vacated this office space prior to the termination of the lease, resulting in the abandonment of the right-of-use asset. When a lease right-of-use asset has been abandoned, the estimated useful life of the asset is updated to reflect the cease use date, and the remaining carrying value of the asset is amortized ratably over the period between the commitment date and the cease use date. In February 2025, with the abandonment of the lease, we recognized accelerated amortization expense on the abandoned right-of-use asset in the amount of $1.0 million within general and administrative expenses. The lease associated with the Thousand Oaks office ended in February 2026, and no lease liability remained on our balance sheet as of September 30, 2026.

In March 2021, we entered into a lease agreement for the 33,659 square feet of office, lab and warehouse space at the Atara Research Center (ARC). During the third quarter of 2021, the initial 10.5-year lease term commenced, upon substantial completion of the landlord's work as defined under the agreement. Base rent is subject to annual increases of 3% with each annual anniversary of the rent commencement date. In March 2025, we announced a pause on our CAR T research and development activities and initiated the wind-down of the ARC facility. We considered this to be a triggering event and performed an impairment analysis on the right-of-use asset. In April 2025, we recorded a non-cash impairment of the right-of-use asset of $4.1 million, representing the amount by which the carrying value of the right-of-use asset exceeded its estimated fair value. We recorded the impairment loss within research and development expenses on the accompanying consolidated statements of operations and comprehensive income (loss). In August 2025, we executed an amendment to the ARC lease that reduced our leased premises to 12,750 square feet and terminated our option to extend the lease. We determined that this amendment constituted a triggering event resulting in a partial lease termination modification. In 2025, we recorded a non-cash reduction of $3.4 million to the right-of-use asset to reflect the decrease in the asset's value following the lease modification. The modification also reduced the related lease liability, generating a $6.0 million gain. Overall, these changes resulted in a net gain of $2.6 million recorded within research and development expenses in 2025. The remaining right-of-use asset and lease liability associated with the ARC facility continue to be reflected on our balance sheet.

In February 2017, we entered into a lease agreement (the ATOM Lease) for approximately 90,580 square feet of office, lab and cellular therapy manufacturing space in Thousand Oaks, California (the ATOM Facility). The initial 15-year term of the headlease commenced on February 15, 2018, upon the substantial completion of landlord's work as defined under the agreement. In April 2022, we assigned the ATOM Lease to FDB in connection with the closing of the sale of the ATOM Facility to FDB. Under ASC 842, we are considered to be the sub-lessor of the ATOM Lease. We have not received novation from the landlord and therefore have not been relieved of our primary obligations under the headlease. Therefore, the right-of-use asset and lease liability for the ATOM Facility remain on our balance sheet. Given the continued use of the ATOM lease by another party, we did not consider there to be a trigger for valuation considerations following our restructuring activities.

We evaluated our vendor contracts to identify embedded leases and determined that the Master Services and Supply Agreement (Fujifilm MSA) we entered into with FUJIFILM Diosynth Biotechnologies California, Inc. (FDB) contained items that constituted a lease under ASC 842, Leases, as Atara has the right to substantially all of the economic benefits from the use of the asset and can direct the use of the asset. We concluded that the Fujifilm MSA contains an embedded operating lease for certain dedicated processing rooms for the manufacturing of Atara product and an embedded finance lease for certain freezers dedicated for our use. The Fujifilm MSA includes contractual obligations in the form of payments for the processing rooms and the freezers, each over a term of five years. As a result, we added right-of-use assets and lease liabilities for the processing rooms and freezers for the initial term of the lease in the amounts of $50.8 million and $4.8 million, respectively. In November 2023, we agreed to forgo the use of one processing room for approximately one year in return for a reduction in contractual obligations under the Fujifilm MSA, and in November 2024, we exercised the option to release the processing room to FDB for the remainder of the initial term. The Fujifilm MSA was novated to Pierre Fabre in March 2025 as part of the A&R Commercialization Agreement Amendment. As of June 30, 2025, we were relieved of our primary obligations under the Fujifilm MSA. Therefore, the right-of-use assets and lease liabilities for the processing rooms and the freezers have been removed from our consolidated balance sheet as of June 30, 2025. At the time of this release in June 2025, we recognized a gain on derecognition of the operating lease liability of $0.7 million and a gain on derecognition of the finance lease liability of $0.5 million within research and development expenses.

Additionally, in 2021, we entered into an amended lease agreement (Aurora Lease) for our office and lab space in Aurora, Colorado, to add additional lab space and in November 2023, we further amended the Aurora Lease to extend the term to April 2025. The lease agreement expired on April 30, 2025, and the right-of-use asset and lease liability for the Aurora Lease are no longer on our balance sheet.

We originally leased office space in South San Francisco, California under a non-cancellable lease agreement. In December 2021, we entered into a second amendment with the landlord to extend the lease term through May 2025. The amended lease agreement does not include an option to extend the lease term. In connection with the amended lease, we were required to maintain a letter of credit in the amount of $0.1 million to the landlord. In October 2022, we entered into a sub-lease agreement with a third party for this office space. The sub-lease term commenced in November 2022 and expired in May 2025. At the expiration of the lease in May 2025, our right-of-use asset and lease liability for the South San Francisco office were removed from our balance sheet and the requirement to maintain a letter of credit was released.

We have no finance leases as of September 30, 2026. The maturities of lease liabilities under our operating leases as of September 30, 2026 were as follows:

Years Ending December 31,	Operating Leases (in thousands)
2026	$ 414
2027	1,942
2028	2,000
2029	2,061
2030	2,122
Thereafter	3,981
Total lease payments	$ 12,520
Less: amount representing interest	(2,954)
Present value of lease liabilities	$ 9,566
Balance as of September 30, 2026	
Other current liabilities	$ 1,084
Operating lease liabilities - long-term	8,482
Total	$ 9,566

The components of lease cost were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
	(in thousands)		(in thousands)	
Operating lease cost:				
Operating lease cost	$ 195	$ 502	$ 586	$ 4,900
Short-term lease cost	—	—	—	42
Total operating lease cost	$ 195	$ 502	$ 586	$ 4,942
Finance lease cost:				
Amortization expense	$ —	$ —	$ —	$ 240
Interest on lease liabilities	—	—	—	66
Total finance lease cost	$ —	$ —	$ —	$ 306

Other information related to leases was as follows:

	Nine Months Ended September 30,	
	2026	2025
	(in thousands, except lease term and discount rate)	
Supplemental Cash Flows Information		
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows for operating leases	$ 655	$ 5,997
Operating cash flows for finance leases	—	66
Financing cash flows for finance leases	—	250
Decrease in operating lease liabilities upon derecognition	$ —	$ 20,237
Decrease in finance lease liabilities upon derecognition	—	1,918
Weighted Average Remaining Lease Term		
Operating leases	6.2	6.7
Weighted Average Discount Rate		
Operating leases	8.8 %	9.6 %

8. Restructuring

We have executed various strategic reductions in force over the past several years. As of September 30, 2026 and December 31, 2025, we had approximately $0.6 million and $0.9 million, respectively, of further separation payments and benefits. In the three and nine months ended September 30, 2026, expenses related to reductions in force were $0 and $0.8 million, respectively. In the three and nine months ended September 30, 2025, expenses related to reductions in force were approximately $0 and $11.4 million, respectively.

In June 2026, we executed a reduction in force of, at that time, approximately 23% of our total workforce, retaining approximately 10 employees essential to executing on our strategic priorities. We recognized approximately $0.8 million in total severance and related benefits as a result of this reduction in force. We may also incur other charges or cash expenditures not currently contemplated due to events that may occur as a result of, or associated with, the workforce reduction.

The following is a summary of restructuring charges associated with the reductions in force for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
	(in thousands)		(in thousands)	
Research and development expense	$ —	$ 15	$ —	$ 9,308
General and administrative expense	—	12	767	2,055
Total restructuring charges	$ —	$ 27	$ 767	$ 11,363

The following restructuring liability activity was recorded in connection with the reductions in force for the nine months ended September 30, 2026:

	September 30, 2026
	(in thousands)
Liability balance, January 1, 2026	$ 871
Restructuring charges	767
Cash payments	(1,044)
Liability balance, September 30, 2026	$ 594

The liability balance as of September 30, 2026 and December 31, 2025 is recorded within other current liabilities on the accompanying condensed consolidated balance sheet.

9. Commitments and Contingencies

MSK In-License Agreements

In June 2015, we entered into an exclusive license agreement with MSK for three clinical stage T-cell therapies. We are required to make payments to MSK based on achievement of specified regulatory and sales-related milestones, as well as mid-single-digit percentage tiered royalty payments based on future sales of products resulting from the development of the licensed product candidates, if any. In addition, under certain circumstances, we are required to make certain minimum annual royalty payments to MSK, which are creditable against earned royalties owed for the same annual period. We are also required to pay a low double-digit percentage of any consideration we receive for sublicensing the licensed rights, subject to certain conditions. The license agreement expires on a product-by-product and country-by-country basis on the latest of: (i) expiration of the last licensed patent rights related to each licensed product, (ii) expiration of any market exclusivity period granted by law with respect to each licensed product, and (iii) a specified number of years after the first commercial sale of the licensed product in each country. Upon expiration of the license agreement, we will retain non-exclusive rights to the licensed products.

In May and December 2018, we licensed additional technology from MSK. We are obligated to make additional milestone payments based on achievement of specified development, regulatory and sales-related milestones as well as mid-single-digit percentage tiered royalty payments based on future sales of products resulting from the development of the licensed product candidates, if any.

In March 2021, we amended and restated our license agreement with MSK to terminate our license to certain rights and license additional know-how rights not otherwise covered by our existing agreements.

In March 2024, we terminated our license agreements with MSK to the ATA2271 and ATA3271 programs targeting mesothelin.

During the third quarter of 2024, MSK sent us a notice alleging that under the terms of our license agreements with MSK, MSK is entitled to $6.0 million of sub-licensing fees as a result of the $60.0 million we received from Pierre Fabre related to the Additional Territory upfront and milestone payments in 2024 pursuant to the A&R Commercialization Agreement. We paid the $6.0 million to MSK under protest in the third quarter of 2024 in order to

proceed with the dispute process per the terms of the license agreements. We recorded this cost in research and development expenses on the consolidated statements of operations and comprehensive income (loss) during the year ended December 31, 2024.

In March 2025, we resolved and settled our dispute with MSK regarding sub-licensing fees related to the Additional Territory and milestone payments pursuant to the A&R Commercialization Agreement. Under the terms of the settlement, MSK returned $3.0 million of the $6.0 million paid under protest and we agreed to make future additional sub-licensing fee payments based on amounts we receive from Pierre Fabre pursuant to the A&R Commercialization Agreement based on achievement of specified development, regulatory and sales-related milestones, when and if such milestones are achieved.

QIMR Berghofer In-License Agreements

In October 2015, we entered into an exclusive license agreement and a research and development collaboration agreement with QIMR Berghofer. Under the terms of the license agreement, we obtained an exclusive, worldwide license to develop and commercialize allogeneic T-cell therapy programs utilizing technology and know-how developed by QIMR Berghofer. In September 2016, the exclusive license agreement and research and development collaboration agreement were amended and restated. Under the amended and restated agreements, we obtained an exclusive, worldwide license to develop and commercialize additional T-cell programs, as well as the option to license additional technology that we exercised in June 2018. We further amended and restated our license agreement and research and development collaboration agreements with QIMR Berghofer in August 2019, August 2020 and December 2021, in each case, to terminate our license to certain rights. Our current license agreement also provides for various milestone and royalty payments to QIMR Berghofer based on future product sales, if any. Under the terms of our current research and development collaboration agreement, we are also required to reimburse the cost of agreed-upon development activities related to programs developed under the collaboration. These payments are expensed on a straight-line basis over the related development periods. The agreement also provides for various milestone payments to QIMR Berghofer based on achievement of certain developmental and regulatory milestones. In May 2025, we returned the rights to the ATA188 and EBV Vaccine programs to QIMR Berghofer.

Other In-License and Collaboration Agreements

From time to time, we have entered into other license and collaboration agreements with other parties. For example, we licensed rights related to our MSK-partnered next-generation CAR T programs from the National Institutes of Health in December 2018.

Milestones and royalties under each of the above agreements are contingent upon future events and will be recorded as expense when the underlying milestones are achieved or royalties are earned. Sales related milestone and royalty costs related to Ebvallo are recorded in cost of commercialization revenue, whereas regulatory milestone costs are recorded in research and development expense. As of September 30, 2026 and December 31, 2025, there were no material outstanding obligations for milestones and royalties under our in-license and collaboration agreements.

Fujifilm Master Services and Supply Agreement

In January 2022, we entered into the Fujifilm MSA, which became effective upon the closing of the sale of the ATOM Facility on April 4, 2022 and could extend for up to ten years. Pursuant to the Fujifilm MSA, FDB will supply us with specified quantities of our cell therapy products and product candidates, manufactured in accordance with current Good Manufacturing Practices (cGMP) standards. In March 2025, in connection with the transition of manufacturing responsibility for tab-cel to Pierre Fabre, we assigned the Fujifilm MSA to Pierre Fabre. As of June 30, 2025, we have been relieved of our primary obligations under the Fujifilm MSA.

Other Research, Development and Manufacturing Agreements

We may enter into other contracts in the normal course of business with clinical research organizations for clinical trials, with CMOs for product, product candidates and clinical supplies, and with other vendors for preclinical studies,

supplies and other services for our operating purposes. These contracts generally provide for termination on notice. As of September 30, 2026 and December 31, 2025, there were no material amounts accrued related to contract termination charges.

Minimum Commitments

We had certain non-cancellable minimum commitments for products and services, subject to agreements with a term of greater than one year with clinical research organizations and CMOs. In March 2025, we assigned these agreements to Pierre Fabre in conjunction with the Pierre Fabre Amendment and have been relieved of our obligations under these agreements.

Indemnification Agreements

In the normal course of business, we enter into contracts and agreements that contain a variety of representations and warranties and provide for indemnification for certain liabilities. The exposure under these agreements is unknown because it involves claims that may be made against us in the future but have not yet been made. To date, we have not paid any claims or been required to defend any action related to our indemnification obligations. However, we may record charges in the future as a result of these indemnification obligations. We also have indemnification obligations to our directors and executive officers for specified events or occurrences, subject to some limits, while they are serving at our request in such capacities. There have been no claims to date, and we consider the fair value of these indemnification agreements to be minimal. Accordingly, we did not record liabilities for these agreements as of September 30, 2026 and December 31, 2025.

Contingencies

From time to time, we may be involved in legal proceedings, as well as demands, claims and threatened litigation, which arise in the normal course of our business or otherwise. The ultimate outcome of any litigation is uncertain and unfavorable outcomes could have a negative impact on our results of operations and financial condition. Regardless of outcome, litigation can have an adverse impact on us because of the defense costs, diversion of management resources and other factors.

On March 23, 2026, a putative shareholder class action captioned *Kuang v. Atara Biotherapeutics, Inc. et al,* was filed in the U.S. District Court for the Central District of California against the Company and certain of its current and former officers, asserting claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. For additional information, see Part II, Item 1 (Legal Proceedings) of this Quarterly Report on Form 10-Q. The Company believes that the allegations are without merit and intends to vigorously defend against them. Based on information available to the Company at present, any loss is neither probable nor reasonably estimable, and accordingly the Company has not accrued any liability associated with this action.

10. Stockholders' Equity (Deficit)

Our authorized capital stock consists of 520,000,000 shares, all with a par value of $0.0001 per share, of which 500,000,000 shares are designated as common stock and 20,000,000 shares are designated as preferred stock. There were no shares of preferred stock outstanding as of September 30, 2026 and December 31, 2025.

Equity Offerings

As part of our July 2019 underwritten public offering, we issued and sold pre-funded warrants to purchase 117,801 shares of common stock in an underwritten public offering pursuant to a shelf registration on Form S-3.

Each pre-funded warrant entitles the holder to purchase one share of common stock at an exercise price of $0.0025 per share and expires seven years from the date of issuance. These warrants were recorded as a component of stockholders' equity (deficit) within additional paid-in capital. Per the terms of the warrant agreement, a holder of the outstanding warrants is not entitled to exercise any portion of any pre-funded warrant if, upon exercise of the warrant,

the holder's ownership (together with its affiliates) of our common stock or combined voting power of our securities beneficially owned by such holder (together with its affiliates) would exceed 9.99% after giving effect to the exercise (2019 Warrant Maximum Ownership Percentage). Upon at least 61 days' prior notice to us by the holder, any holder may increase or decrease the 2019 Warrant Maximum Ownership Percentage to any other percentage not to exceed 19.99%. During the nine months ended September 30, 2026, 101,089 of the July 2019 pre-funded warrants were exercised. As of September 30, 2026 no pre-funded warrants from the July 2019 underwritten public offering were outstanding.

As part of the May 2020 underwritten public offering, we issued and sold pre-funded warrants to purchase 114,678 shares of common stock in an underwritten public offering pursuant to a shelf registration on Form S-3. Additionally, as part of the December 2020 underwritten public offering, we issued and sold pre-funded warrants to purchase 81,632 shares of common stock in an underwritten public offering pursuant to a shelf registration on Form S-3. These warrants were recorded as a component of stockholders' equity (deficit) within additional paid-in capital.

The terms of the pre-funded warrants issued and sold as part of the 2020 public offerings were similar to those issued and sold in 2019. During the nine months ended September 30, 2026, 38,735 and 55,387 of the May and December 2020 pre-funded warrants, respectively, were exercised. As of September 30, 2026, no pre-funded warrants issued in the May and December 2020 underwritten public offering were outstanding.

In January 2024, we issued and sold pre-funded warrants to purchase 1,090,907 shares of common stock at a price of $13.7475 per warrant in a registered direct offering pursuant to a shelf registration on Form S-3. The gross proceeds from this sale were $15.0 million, resulting in net proceeds of $14.8 million after deducting offering expenses payable by us.

Each of the January 2024 pre-funded warrants issued entitles the holder to purchase one share of common stock at an exercise price of $0.0025 per share, with no expiration date. These warrants were recorded as a component of stockholders' equity (deficit) within additional paid-in capital. Per the terms of the warrant agreement, a holder of the outstanding warrants is not entitled to exercise any portion of any pre-funded warrant if, upon exercise of the warrant, the holder's ownership (together with its affiliates) of our common stock or combined voting power of our securities beneficially owned by such holder (together with its affiliates) would exceed 9.99% after giving effect to the exercise (January 2024 Maximum Ownership Percentage). Upon at least 61 days' prior notice to us by the holder, any holder may increase or decrease the January 2024 Maximum Ownership Percentage to any other percentage not to exceed 19.99%. No January 2024 pre-funded warrants were exercised during the nine months ended September 30, 2026 and all 1,090,907 of the January 2024 pre-funded warrants remain outstanding as of September 30, 2026.

In September 2024, we issued and sold 758,900 shares of common stock at an offering price of $8.25 per share and pre-funded warrants to purchase 3,604,780 shares of common stock at an offering price of $8.2499 per warrant in a registered direct offering pursuant to a shelf registration on Form S-3. The gross proceeds from this sale were $36.0 million, resulting in net proceeds of $35.8 million after deducting offering expenses payable by us.

Each of the September 2024 pre-funded warrants issued entitles the holder to purchase one share of common stock at an exercise price of $0.0001 per share, with no expiration date. These warrants were recorded as a component of stockholders' equity (deficit) within additional paid-in capital. Per the terms of the warrant agreement, a holder of the outstanding warrants is not entitled to exercise any portion of any pre-funded warrant if, upon exercise of the warrant, the holder's ownership (together with its affiliates) of our common stock or combined voting power of our securities beneficially owned by such holder (together with its affiliates) would exceed, at the holder's election, 4.99%, 9.99% or 19.99% after giving effect to the exercise (the September 2024 Warrant Maximum Ownership Percentage). Upon at least 61 days' prior notice to us by the holder, any holder may increase or decrease the September 2024 Warrant Maximum Ownership Percentage to any other percentage not to exceed 19.99%. During the nine months ended September 30, 2026, 360,976 of the September 2024 pre-funded warrants were exercised. As of September 30, 2026, pre-funded warrants to purchase 3,235,170 shares of our common stock from the September 2024 direct offering were outstanding.

In May 2025, we issued and sold 834,237 shares of common stock at an offering price of $6.61 per share and pre-funded warrants to purchase 1,587,108 shares of common stock at an offering price of $6.6099 per warrant in an

underwritten registered direct offering pursuant to a shelf registration on Form S-3. The gross proceeds from this sale were $16.0 million, resulting in net proceeds of $14.8 million after deducting underwriting discounts and commissions and offering expenses payable by us.

Each of the May 2025 pre-funded warrants issued entitles the holder to purchase one share of common stock at an exercise price of $0.0001 per share, with no expiration date. These warrants are recorded as a component of stockholders' equity (deficit) within additional paid-in capital. Per the terms of the warrant, a holder of the outstanding warrants is not entitled to exercise any portion of any pre-funded warrant if, upon exercise of the warrant, the holder's ownership (together with its affiliates) of our common stock or combined voting power of our securities beneficially owned by such holder (together with its affiliates) would exceed, at the holder's election, 4.99%, 9.99% or 19.99% after giving effect to the exercise (the May 2025 Warrant Maximum Ownership Percentage). Upon at least 61 days' prior notice to us by the holder, any holder may increase or decrease the May 2025 Warrant Maximum Ownership Percentage to any other percentage not to exceed 19.99%. During the nine months ended September 30, 2026, 630,575 of the May 2025 pre-funded warrants were exercised**.** As of September 30, 2026, pre-funded warrants to purchase 907,796 shares of our common stock from the May 2025 underwritten registered direct offering were outstanding.

In February 2026, we entered into an amendment to the Purchase and Sale Agreement (HCRx Amendment) with HCR Molag Fund L.P. (HCRx). Under the terms of the HCRx Amendment, HCRx agreed to amend the due date of the one-time $9.0 million cash payment associated with the achievement of a certain milestone within the A&R Commercialization Agreement dated October 31, 2023 with Pierre Fabre Medicament (see Note 6), as amended, from June 30, 2026 to January 1, 2028. In connection with the HCRx Amendment, the Company issued a pre-funded warrant to purchase up to 400,000 shares of the Company's common stock. The Company recorded these equity warrants as a charge of $1.7 million, netted against the liability from the sale of the future HCRx royalties. During the nine months ended September 30, 2026, all 400,000 of the February 2026 pre-funded warrants were exercised. As of September 30, 2026, no February 2026 pre-funded warrants were outstanding.

ATM Facilities

We entered into a sales agreement with Cowen and Company, LLC (Cowen) in November 2023 (2023 ATM Facility). TD Securities (USA) LLC (TD Cowen) is now the sales agent under the 2023 ATM Facility as successor to Cowen. The ATM facility provides or provided for the sale, in our sole discretion, of shares of our common stock having an aggregate offering price of up to $100.0 million, through TD Cowen, as our sales agent. We filed a registration statement on Form S-3 registering the offer and sale of these shares under the Securities Act (2023 Registration Statement). The issuance and sale of these shares by us pursuant to the ATM facility are deemed "at the market" offerings as defined in Rule 415 under the Securities Act of 1933, as amended (Securities Act), and were registered under the Securities Act. Commissions of up to 3.0% are due on the gross sales proceeds of the common stock sold under the ATM facility. The 2023 Registration Statement will expire on November 13, 2026.

We intend to file a new shelf registration statement on Form S-3 (2026 Registration Statement) to replace the 2023 Registration Statement following the filing of this Quarterly Report on Form 10-Q and before the 2023 Registration Statement expires on November 13, 2026. Upon the filing of the 2026 Registration Statement, in accordance with Rules 415(a)(5) and 415(a)(6) under the Securities Act, we may continue to offer and sell shares of our common stock under the 2023 ATM Facility pursuant to the 2023 Registration Statement, including the full amount remaining available under the related prospectus, until the earlier of the effective date of the 2026 Registration Statement and May 12, 2027. If we do not file the 2026 Registration Statement before November 13, 2026, we will not be able to make sales under the 2023 ATM Facility until a new registration statement is declared effective. If our public float remains below $75 million, the 2026 Registration Statement will be filed in reliance on General Instruction I.B.6 of Form S-3 and sales of our common stock under the 2026 Registration Statement, including at-the-market sales, will be limited to one-third of our public float, measured as of a date within 60 days prior to each sale, in any 12-month period, unless and until our public float equals or exceeds $75 million.

We intend to continue to offer and sell shares of our common stock under the 2023 ATM Facility after the 2026 Registration Statement is declared effective. We intend for the 2026 Registration Statement to include a prospectus covering the offer and sale under the 2023 ATM Facility of shares of our common stock having an aggregate offering

price of up to $200 million of the amount remaining available under the sales agreement, which amount reflects the limitations of General Instruction I.B.6 of Form S-3. Once the 2026 Registration Statement is declared effective, we will make no further sales under the 2023 Registration Statement. Other than as described above, the sales agreement for the 2023 ATM Facility remains in full force and effect. If our public float increases such that we may sell additional amounts under the 2023 ATM Facility, we may file a prospectus supplement to register additional shares.

During the nine months ended September 30, 2026, we sold an aggregate of 1,095,183 shares of common stock under the 2023 ATM Facility, at an average price of $8.12 per share, for gross proceeds of $8.9 million and net proceeds of $8.5 million, after deducting commissions and other offering expenses payable by us.

As of September 30, 2026, $78.3 million of common stock remained available to be sold under the 2023 ATM Facility.

Equity Incentive Plans

In June 2024, we adopted the 2024 Equity Incentive Plan (2024 EIP), under which we may grant stock options, restricted stock awards (RSAs) and RSUs to employees, directors, consultants and other service providers. RSUs generally vest over two to four years. The 2014 Equity Incentive Plan, as amended (2014 EIP), expired March 31, 2024, after which no new awards can be granted from it. All awards granted prior to the 2014 EIP expiration continue to remain outstanding and governed in accordance with the rules set forth in the 2014 EIP and the terms of the associated grant notice. To the extent forfeited, cancelled or expired, certain awards granted under the 2014 EIP will become available for grant under the 2024 EIP.

RSUs generally vest over two to four years. We have granted performance-based RSUs to certain of our employees that provide for the issuance of common stock if specified Company performance criteria related to tab-cel regulatory milestones are achieved. The number of performance-based RSUs that ultimately vests depends upon if and which performance criteria are achieved, as well as the employee's continuous service, as defined in the 2014 EIP and 2024 EIP, through the date of vesting. The fair value of performance-based RSUs is determined as the closing stock price on the date of grant.

Stock options are granted at prices no less than 100% of the estimated fair value of the shares on the date of grant as determined by the board of directors, provided, however, that the exercise price of an option granted to a 10% shareholder cannot be less than 110% of the estimated fair value of the shares on the date of grant. Options granted generally vest over three to four years and expire in seven to ten years. We have granted performance-based stock options to certain of our employees that provide for the issuance of a right to purchase a share of common stock if specified Company performance criteria related to tab-cel regulatory milestones are achieved. The vesting of performance-based stock options depends upon if and when the performance criteria are achieved, as well as the employee's continuous service as defined in the 2014 EIP and 2024 EIP, through the date of vesting.

As of September 30, 2026, a total of 60,651 shares of common stock were reserved for issuance under the 2014 EIP, of which all were subject to outstanding options and RSUs, including performance-based awards.

As of September 30, 2026, a total of 671,052 shares of common stock were reserved for issuance under the 2024 EIP, of which 336,618 shares were available for future grant and 334,434 shares were subject to outstanding options and RSUs.

In February 2018, we adopted the 2018 Inducement Plan (Inducement Plan), under which we may grant options, stock appreciation rights, RSAs and RSUs to new employees. In November 2020, September 2021 and June 2022 we amended the Inducement Plan to reserve an additional 60,000 shares of the Company's common stock for issuance under the Inducement Plan in each case.

As of September 30, 2026, 149,371 shares of common stock were reserved for issuance under the Inducement Plan, of which 141,763 shares were available for future grant and 7,608 shares were subject to outstanding options and RSUs.

Restricted Stock Units

The following is a summary of RSU activity under our 2014 EIP, 2024 EIP and Inducement Plan:

	RSUs	
	Shares	Weighted Average Grant Date Fair Value
Balance as of December 31, 2025	216,048	$ 9.72
Granted	315,200	8.36
Forfeited	(12,495)	7.92
Vested	(180,536)	9.97
Balance as of September 30, 2026	338,217	$ 8.39

As of September 30, 2026, there was $1.7 million of unrecognized stock-based compensation expense related to RSUs that is expected to be recognized over a weighted average period of 1.06 years. This excludes unrecognized stock-based compensation expense for performance-based RSUs that were deemed not probable of vesting in accordance with U.S. GAAP.

Stock Options

The following is a summary of stock option activity under our 2014 EIP, 2024 EIP and Inducement Plan:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in thousands)
Balance as of December 31, 2025	72,290	$ 191.81	6.2	$ 23
Forfeited or expired	(7,814)	202.18	—	—
Balance as of September 30, 2026	64,476	$ 190.54	4.5	$ —
Vested and expected to vest as of September 30, 2026	64,476	$ 190.54	4.5	$ -
Exercisable as of September 30, 2026	64,476	$ 190.54	4.5	$ -

Aggregate intrinsic value represents the difference between the closing stock price of our common stock on September 30, 2026 and the exercise price of outstanding, in-the-money options. As of September 30, 2026, there was no unrecognized stock-based compensation expense related to stock options.

Employee Stock Purchase Plan

In May 2014, we adopted the 2014 Employee Stock Purchase Plan (“2014 ESPP”), which became effective on October 15, 2014 upon the pricing of our IPO. Following stockholder approval, in June 2024, we amended the 2014 ESPP to increase the number of shares of our common stock available for issuance under the 2014 ESPP by 40,000 shares. The 2014 ESPP permits eligible employees to purchase common stock at a discount through payroll

deductions during defined offering periods. Eligible employees can purchase shares of the Company's common stock at 85% of the lower of the fair market value of the common stock at (i) the beginning of the offering period or (ii) at the end of the purchase period. For the nine months ended September 30, 2026, the amount of expense related to the 2014 ESPP was immaterial.

As of September 30, 2026, there was approximately $5,000 of unrecognized stock-based compensation expense related to the ESPP that is expected to be recognized by the end of the fourth quarter of 2026. As of September 30, 2026, there were 139,283 shares authorized under the 2014 ESPP.

Reserved Shares

The following shares of common stock were reserved for future issuance under our equity incentive plans as of September 30, 2026:

	Total Shares Reserved
2014 Equity Incentive Plan	60,651
2018 Inducement Plan	149,371
2024 Equity Incentive Plan	671,052
2014 Employee Stock Purchase Plan	20,738
Total reserved shares of common stock	901,812

Stock-based Compensation Expense

The following is a summary of stock-based compensation expense for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
	(in thousands)		(in thousands)	
Research and development	$ 98	$ 336	$ 453	$ 2,676
General and administrative	359	889	1,147	5,559
Total stock-based compensation expense	$ 457	$ 1,225	$ 1,600	$ 8,235

11. Supplemental Balance Sheet Information

Other current liabilities

Other current liabilities consisted of the following as of each period end:

	September 30, 2026	December 31, 2025
	(in thousands)	
Accrued operating expenses	$ 2,279	$ 1,798
Current portion of operating lease liabilities	1,084	1,028
Other accrued liabilities	330	150
Total other current liabilities	$ 3,693	$ 2,976

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with our condensed consolidated financial statements and related notes included elsewhere in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2026 and our Annual Report on Form 10-K for the year ended December 31, 2025. This discussion and other parts of this Quarterly Report contain forward-looking statements that involve risk and uncertainties, such as statements of our plans, objectives, expectations and intentions. As a result of many factors, including those factors set forth in the "Risk Factors" section of this Quarterly Report, our actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

Atara Biotherapeutics is a leader in T-cell immunotherapy, leveraging its novel allogeneic Epstein-Barr virus (EBV) T-cell platform to develop transformative therapies for patients with cancer and autoimmune disease. Tab-cel (tabelecleucel) has received MAA under the proprietary name Ebvallo™ for commercial sale in the European Economic Area (EEA) by the European Commission (EC), for commercial sale and use in the United Kingdom (UK) by the Medicines and Healthcare products Regulatory Agency (MHRA), and for commercial sale and use in Switzerland by Swissmedic. We are partnered with Pierre Fabre Medicament (Pierre Fabre) for commercialization in Europe and potential commercialization, if approved, worldwide, including in the U.S. Tab-cel is currently in Phase 3 development in the U.S. for patients with EBV-associated post-transplant lymphoproliferative disease (EBV+ PTLD) who have failed rituximab or rituximab plus chemotherapy, as well as other EBV-driven diseases.

In September 2026, Pierre Fabre resubmitted the biologics license application (BLA) for tab-cel to the U.S. Food and Drug Administration (FDA). The FDA accepted the resubmission in October 2026, with a March 31, 2027 target action date.

In March 2025, we announced our decision to pause development of our allogeneic CAR T cell programs and to discontinue development operations for our CAR T programs, including all clinical trials evaluating ATA3219 and development operations for ATA3431. We have completed nearly all wind-down activities for the CAR T programs. We have also stopped development on ATA188, an allogeneic T-cell immunotherapy targeting multiple sclerosis (MS).

Our T-cell immunotherapy platform is potentially applicable to a broad array of targets and diseases. Our off-the-shelf, allogeneic T-cell platform allows for rapid delivery of a T-cell immunotherapy product manufactured in advance of patient need and stored in inventory, with each manufactured lot of cells providing therapy for numerous potential patients. This differs from autologous treatments, in which each patient's own cells must be extracted, genetically modified outside the body and then delivered back to the patient, requiring a complex logistics network. We select the appropriate set of cells for use based on a patient's unique immune profile.

In October 2021, we entered into the Commercialization Agreement with Pierre Fabre (Pierre Fabre Commercialization Agreement), pursuant to which we granted to Pierre Fabre an exclusive, field-limited license to commercialize and distribute Ebvallo in Europe and select emerging markets in the Initial Territory following regulatory approval. As contemplated by the Pierre Fabre Commercialization Agreement, we entered into (i) a Manufacturing and Supply Agreement, (ii) a Pharmacovigilance Agreement and (iii) a Quality Agreement, in each case, with Pierre Fabre to further advance our partnership with Pierre Fabre. In September 2022, we amended the Pierre Fabre Commercialization Agreement and received an additional $30 million milestone payment from Pierre Fabre following EC approval of Ebvallo for EBV+ PTLD and subsequent filing of the MAA transfer to Pierre Fabre, in exchange for, among other things, a reduction in: (i) royalties we are eligible to receive as a percentage of net sales of Ebvallo in the Initial Territory, and (ii) the supply price markup on tab-cel purchased by Pierre Fabre. Additionally, we agreed to extend the time period for provision of certain services to Pierre Fabre under the Pierre Fabre Commercialization Agreement. In December 2022, we entered into the HCRx Agreement with HCR Molag Fund, L.P. (HCRx), a Delaware limited partnership. Pursuant to the terms of the HCRx Agreement, we received a total investment amount of $31 million in exchange for HCRx being entitled to receive a portion of the tiered, sales-based royalties for Ebvallo, in amounts

ranging from the mid-single digits to significant double digits, as well as certain milestone payments, both related to the Initial Territory and otherwise payable to us by Pierre Fabre. The total royalties and milestones payable to HCRx related to the Initial Territory under the HCRx Agreement are capped between 185% and 250% of the total investment amount by HCRx, dependent upon the timing of such royalty and milestone payments to HCRx.

On October 31, 2023, we entered into an amended and restated Pierre Fabre Commercialization Agreement (A&R Commercialization Agreement), pursuant to which we expanded Pierre Fabre's exclusive rights to research, develop, manufacture, commercialize and distribute tab-cel (Ebvallo) to include all other countries in the world (Additional Territory) in addition to the Initial Territory (together, the Territory), subject to our performance of certain obligations as described below. In December 2023, upon the effective date of the A&R Commercialization Agreement, we met the contractual right to receive an additional upfront cash payment of $20.0 million for the expanded exclusive license grant, for which the cash was received in January 2024. In March 2024, we met the contractual right to receive $20.0 million in milestone payments upon achieving a regulatory milestone, for which the cash was received in April 2024. In July 2024, we met the contractual right to receive an additional $20.0 million in milestone payments upon achieving acceptance of our BLA for tab-cel by the FDA and we received the cash in August 2024. In March 2025, we completed the transfer of all manufacturing responsibility to Pierre Fabre under the A&R Commercialization Agreement Amendment. Pierre Fabre is now responsible for manufacturing and supplying tabelecleucel for development and commercialization worldwide at its cost. Pursuant to the A&R Commercialization Agreement Amendment, Pierre Fabre has also agreed to assume the costs related to remediation of the third party manufacturing facility to address the FDA's requests to support resubmission of the BLA for tab-cel. In exchange for accelerating the transfer of all manufacturing responsibility and assumption of such remediation costs by Pierre Fabre, among other things, we agreed to reduce the amount of certain potential future regulatory and commercial milestone payments under the A&R Commercialization Agreement. In July 2025, we further amended the A&R Commercialization Agreement and completed the transfer of all clinical (including sponsorship of the ALLELE and tab-cel multi-cohort studies) and development responsibility to Pierre Fabre. Pierre Fabre is, at its cost, responsible for all clinical (including sponsorship of the ALLELE and tab-cel multi-cohort studies) and development activities (other than responsibility for regulatory activities) for tabelecleucel worldwide. In October 2025, we further amended the A&R Commercialization Agreement to transfer all regulatory activities (including sponsorship of the tab-cel BLA) to Pierre Fabre. Pierre Fabre is, at its cost, responsible for all regulatory activities (including sponsorship of the tab-cel BLA) for tab-cel worldwide, and Pierre Fabre is to use commercially reasonable efforts to obtain BLA approval as soon as possible. We will, at Pierre Fabre's expense, continue to observe the regulatory activities and support Pierre Fabre in its efforts to obtain BLA approval. In December 2025, we amended the A&R Commercialization Agreement to, among other things, mitigate the impact of the cost of rebuilding commercial inventory in the United States. We agreed to reduce the milestone payment due upon BLA approval of tab-cel to $31.0 million in exchange for the right to receive an additional $15.0 million potential milestone payment upon achieving a certain commercial milestone. Under the terms of the A&R Commercialization Agreement, as amended by the A&R Commercialization Agreement Amendment, we are entitled to receive an aggregate of up to $308.0 million in remaining milestone payments upon achieving certain regulatory and commercial milestones relating to tab-cel in the Initial Territory, and an aggregate of up to $556.0 million in additional potential milestone payments upon achieving certain regulatory and commercial milestones relating to tab-cel in the Additional Territory, including up to $31.0 million in potential regulatory milestones in connection with the approval by the FDA of a BLA for tab-cel. We are also eligible to receive significant double-digit tiered royalties as a percentage of net sales of tab-cel (Ebvallo) in the Territory until the later of 12 years after the first commercial sale in each such country, the expiration of specified patent rights in each such country, or the expiration of all regulatory exclusivity for tab-cel in each such country. Royalty payments may be reduced in certain specified customary circumstances. Royalties and milestones from the commercialization of Ebvallo in the Initial Territory remain subject to the HCRx Agreement.

We entered into research collaborations with leading academic institutions such as Memorial Sloan Kettering Cancer Center (MSK) and the Council of the Queensland Institute of Medical Research (QIMR Berghofer) pursuant to which we acquired rights to novel and proprietary technologies and programs. In May 2025, we returned the rights to the ATA188 and EBV Vaccine programs to QIMR Berghofer.

We and FUJIFILM Diosynth Biotechnologies California, Inc. (FDB) entered into a Master Services and Supply Agreement (Fujifilm MSA), which became effective in April 2022 and could extend for up to ten years. Pursuant to the Fujifilm MSA, FDB will supply us with specified quantities of our cell therapy products (if approved) and product

candidates, manufactured in accordance with cGMP standards. The Fujifilm MSA does not obligate us to purchase products and product candidates exclusively from FDB. In March 2025, in connection with the transition of manufacturing responsibility for tab-cel to Pierre Fabre, we assigned and Pierre Fabre assumed, the Fujifilm MSA.

We had non-cancellable minimum commitments for products and services, subject to agreements with a term of greater than one year, with CROs and CMOs. In March 2025, the CMO agreements were assigned to Pierre Fabre as part of the A&R Commercialization Agreement Amendment, and we have been relieved of our obligations under the CMO agreements as of June 30, 2025. In July 2025, the CRO agreements were assigned to Pierre Fabre and we have been relieved of our obligations under the CRO agreements.

We have executed various strategic reductions in force over the past several years. As of September 30, 2026 and December 31, 2025, we had approximately $0.6 million and $0.9 million, respectively of further separation payments and benefits. In the three and nine months ended September 30, 2026, expenses related to reductions in force were $0 and $0.8 million, respectively. In the three and nine months ended September 30, 2025, expenses related to reductions in force were approximately $0 and $11.4 million, respectively.

In January 2025, the FDA issued a Complete Response Letter (Response Letter) for the BLA for tab-cel as monotherapy treatment for adult and pediatric patients two years of age and older with Epstein-Barr virus positive post-transplant lymphoproliferative disease (EBV+ PTLD), who have received at least one prior therapy including an anti-CD20 containing regimen. The Response Letter only cited findings that arose during a pre-license inspection of a third party manufacturing facility for tab-cel. The Response Letter did not identify any deficiencies related to the manufacturing process, the clinical efficacy, or clinical safety data in the BLA, and the FDA did not request any new clinical trials to support a potential approval of tab-cel. Additionally, in January 2025, the FDA placed a clinical hold on Atara's active Investigational New Drug (IND) applications. These INDs include the tab-cel program as monotherapy treatment for adult and pediatric patients two years of age and older with Epstein-Barr virus positive post-transplant lymphoproliferative disease (EBV+ PTLD). The clinical hold was directly linked to inadequately addressed Good Manufacturing Practices (GMP) compliance issues referenced in the Response Letter. In May 2025, the FDA notified us that we had satisfactorily addressed all clinical hold issues and the FDA has lifted the clinical holds. In May 2025, we aligned with the FDA on a plan to address the issues raised by the FDA in the Response Letter and the path forward for resubmission of the tab-cel BLA at a Type A meeting. In July 2025, we resubmitted, and the FDA accepted, the tab-cel BLA. In January 2026, the FDA issued a second Complete Response Letter (Second Complete Response Letter) for the BLA for tab-cel as monotherapy treatment for adult and pediatric patients two years of age and older with EBV+ PTLD, who have received at least one prior therapy including an anti-CD20 containing regimen. In the Second Complete Response Letter, the FDA confirmed that the GMP compliance issues identified in the Response Letter had been satisfactorily resolved, and importantly, no safety issues were raised. However, the Second Complete Response Letter claims that the ALLELE trial, previously confirmed by the FDA as adequate to support the BLA filing, is no longer considered to be an adequate and well-controlled study due to deficiencies in study design, conduct and analysis, to provide substantial evidence of effectiveness of tab-cel to treat relapsed or refractory EBV+ PTLD. In March 2026, our partner, Pierre Fabre, submitted a request for, and the FDA has granted, a Type A meeting to address the FDA's concerns in the Second Complete Response Letter. In April 2026, Pierre Fabre, with our support, had a productive meeting with the FDA and discussed with the FDA a potential path forward to resubmitting the tab-cel BLA. The FDA agreed that a single arm study using an appropriate historical control applicable to the trial population, conducted in a pre-specified manner, could serve as an adequate and well-controlled study and provide safety and efficacy data in support of a future marketing application of tab-cel for the proposed indication.

On September 30, 2026, we announced that Pierre Fabre, with our support, had resubmitted the tab-cel BLA. The resubmission included additional ALLELE patients and longer follow-up from the ongoing Phase 3 single arm ALLELE study of tab-cel, together with supplemental data from expanded access programs, a separate clinical study, and European commercial experience. On October 14, 2026, we announced that the FDA had accepted the resubmission for a Class 2 review and assigned a Prescription Drug User Fee Act target action date of March 31, 2027. We continue to support Pierre Fabre during the review process.

Review of Strategic Alternatives

Our board of directors regularly reviews our strategic plan, priorities, and opportunities as part of its commitment to act in the best interest of the Company and its stockholders. In January 2025, we announced that we had previously engaged a well-known financial advisor to support the assessment of opportunities to advance and realize value from our CAR T assets, for which we announced in March 2025 that we paused development. The advisor's scope was expanded to include a wider range of additional strategic alternatives designed to maximize value for our stockholders, which may include, but are not limited to, an acquisition, merger, reverse merger, other business combinations, sale of assets, licensing, or other strategic transactions. Through this process, we were in active discussions with several potential parties. However, there can be no assurance regarding the results or outcome of this process. It is possible that we may not pursue a strategic alternative or transaction or that any strategic alternative or transaction, if pursued, will not be completed on attractive terms, or that a strategic alternative or transaction may not ultimately be consummated. Our board of directors continues to evaluate potential strategic transactions.

Pipeline

Our most advanced T-cell immunotherapy program, tab-cel, is approved for commercial sale and use in the EEA, the UK and Switzerland under the proprietary name Ebvallo. Pierre Fabre continues to advance development of tab-cel in the U.S. in a Phase 3 clinical trial for patients with EBV+ PTLD (ALLELE). Tab-cel has received Breakthrough Therapy Designation (BTD) in the U.S. for the treatment of patients with EBV+ PTLD after hematopoietic cell transplants (HCT) who have failed rituximab and orphan drug designation in the U.S. and UK for the treatment of patients with EBV+ PTLD following HCT or solid organ transplants (SOT).

- In January 2026, the FDA issued a Second Complete Response Letter for the BLA for tab-cel as monotherapy treatment for adult and pediatric patients two years of age and older with EBV+ PTLD, who have received at least one prior therapy including an anti-CD20 containing regimen. In the Second Complete Response Letter, the FDA confirmed that the GMP compliance issues identified in the Response Letter had been satisfactorily resolved, and importantly, no safety issues were raised. However, the Second Complete Response Letter claims that the ALLELE trial, previously confirmed by the FDA as adequate to support the BLA filing, is no longer considered to be an adequate and well-controlled study due to deficiencies in study design, conduct and analysis, to provide substantial evidence of effectiveness of tab-cel to treat relapsed or refractory EBV+ PTLD.

- In March 2026, our partner, Pierre Fabre, submitted a request for, and the FDA granted, a Type A meeting to address the FDA's concerns raised in the Second Complete Response Letter. In April 2026, Pierre Fabre, with our support, met with the FDA at the Type A meeting. In September 2026, Pierre Fabre resubmitted the tab-cel BLA, and in October 2026, the FDA accepted the resubmission for a Class 2 review with a target action date of March 31, 2027.

Other Programs

ATA3431 is an allogeneic, bispecific CAR directed against CD19 and CD20 for B-cell malignancies and autoimmune disease, leveraging our 1XX CAR co-stimulatory domain and EBV T-cell platform and does not require TCR or HLA gene editing. Preclinical data presented at the American Society of Hematology 2023 demonstrated potential for potent antitumor activity, long-term persistence, and superior tumor growth inhibition compared to an autologous CD19/CD20 CAR T benchmark. In March 2025, we announced our decision to pause the development of our allogeneic CAR T cell programs and discontinue all development operations, including ATA3431. We completed nearly all wind-down activities for the CAR T cell programs. We continue to maintain the patent portfolio and related rights for the ATA3431 program as we evaluate options for this program.

We have also discontinued some programs and will return the programs to our collaborators. For example, in May 2025 we returned the rights to ATA188 and the EBV vaccine to QIMR Berghofer.

Manufacturing

In April 2022, we entered into the Fujifilm MSA, which could extend for up to ten years. Pursuant to the Fujifilm MSA, FDB will supply us with specified quantities of our product and product candidates, manufactured in accordance with cGMP standards. The Fujifilm MSA does not obligate us to purchase our product and product candidates exclusively from FDB. In March 2025, in connection with the transition of manufacturing responsibility for tab-cel to Pierre Fabre, we have assigned and Pierre Fabre has assumed, the Fujifilm MSA.

We worked with Charles River Laboratories (CRL) pursuant to a Commercial Manufacturing Services Agreement (CRL MSA) that we entered into in December 2019. The CRL MSA expired on August 31, 2024 and we have transitioned manufacturing responsibility for tab-cel to Pierre Fabre.

Financial Overview

We have a limited operating history. Since our inception in 2012, we have devoted substantially all of our resources to identify, acquire and develop our product candidates, including conducting preclinical and clinical studies, acquiring or manufacturing materials for clinical studies, and providing general and administrative support for these operations.

Our net income (loss) was ($11.2) million and $36.1 million for the nine months ended September 30, 2026 and 2025, respectively. As of September 30, 2026, we had an accumulated deficit of $2.0 billion. Substantially all of our net losses have resulted from costs incurred in connection with our research and development programs and from general and administrative expenses associated with our operations. As of September 30, 2026, our cash, cash equivalents and short-term investments totaled $9.9 million, which we intend to use to fund our operations.

Revenues

We have generated commercialization revenues under the A&R Commercialization Agreement, following the December 2022 EC approval of Ebvallo. Our commercialization revenue recognized to date is derived from agreements with Pierre Fabre, primarily related to upfront license fees, milestone payments and amounts recognized from the sale of zero-cost inventories for which all performance obligations are complete, and is subject to the terms of the HCRx Agreement. We do not retain any meaningful milestone or royalty payments related to the Initial Territory under the A&R Commercialization Agreement until the applicable royalty cap under the HCRx Agreement is met, if at all, and milestone or royalty payments related to the Additional Territory under the A&R Commercialization Agreement are subject to us obtaining regulatory approval in the US or for another market within the Additional Territory.

We expect that any revenue we generate from the A&R Commercialization Agreement, subject to the terms of the HCRx Agreement, will fluctuate from period to period as a result of the timing of potential milestone achievement and any potential regulatory approvals.

Cost of Commercialization Revenue

Cost of commercialization revenue consists primarily of expenses associated with cell selection services performed for Pierre Fabre, in-license sales-related milestone costs, period manufacturing expenses and the lower of cost or net realizable value adjustments to inventories. Costs incurred to produce Ebvallo prior to regulatory approval, referred to as zero cost inventories, have been recorded as research and development expense in our condensed consolidated statement of operations and comprehensive income (loss). Cost of commercialization revenue for Ebvallo produced after receiving regulatory approval and in a qualified manufacturing facility also include direct and indirect costs related to the production of Ebvallo. Such costs are recorded into cost of commercialization revenue as the related commercialization revenue is recognized. Such costs include, but are not limited to, CMO costs, quality testing and validation, materials used in production, and an allocation of compensation, benefits and overhead costs associated with employees involved with production.

Research and Development Expenses

Research and development expenses consist primarily of compensation and benefits for research and development and regulatory support employees, including stock-based compensation; expenses incurred under agreements with contract research organizations and investigative sites that conduct preclinical and clinical studies; the costs of acquiring and manufacturing clinical study materials and other supplies, including expenses incurred under agreements with CMOs; payments under licensing and research and development agreements; other outside services and consulting costs; and facilities, information technology and overhead expenses. Research and development costs are expensed as incurred.

Our expenditures on future preclinical and clinical development programs are subject to numerous uncertainties in timing and cost to completion. The duration, costs, and timing of clinical studies and development of our product candidates will depend on a variety of factors, including:

- the scope, rate of progress, and expenses of research and development activities;
- the potential review or reanalysis of our clinical study results;
- future clinical study results;
- the availability of qualified drug supply;
- potential additional safety monitoring or other studies requested by regulatory agencies;
- changing medical practice patterns related to the indications we are investigating;
- significant and changing government regulation;
- disruptions caused by man-made or natural disasters or public health pandemics or epidemics; and
- the timing and receipt of any regulatory approvals, as well as potential post-market requirements.

The process of conducting the necessary clinical research to obtain approval from the FDA and other regulators is costly and time consuming and the successful development of our product candidates is highly uncertain. The risks and uncertainties associated with our research and development projects are discussed more fully in the section of this report titled “Item 1A. Risk Factors.” As a result of these risks and uncertainties, we are unable to determine with any degree of certainty the duration and completion costs of our research and development projects, or if, when, or to what extent we will generate revenues from the commercialization and sale of any of our product candidates that obtain regulatory approval.

General and Administrative Expenses

General and administrative expenses consist primarily of compensation and benefits for legal, human resources, finance and other general and administrative employees, including stock-based compensation; professional services costs, including legal, patent, human resources, audit and accounting services; other outside services; and consulting costs; and information technology and overhead expenses.

Interest Income

Interest income consists of interest earned on our cash, cash equivalents and short-term investments.

Interest Income (Expense) On Sale of Future Revenues

Interest income (expense) on sale of future revenues consists of income (expense) recorded in connection with the HCRx Agreement.

Critical Accounting Policies and Significant Judgments and Estimates

There have been no significant changes to our critical accounting policies and significant judgments and estimates during the nine months ended September 30, 2026 from those disclosed in our management's discussion and analysis of financial condition and results of operations included in our Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC on March 16, 2026.

Results of Operations

Comparison of the Three and Nine Months Ended September 30, 2026 and 2025

Revenues

Revenue consisted of the following in the periods presented:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2026	2025	Increase (Decrease)	2026	2025	Increase (Decrease)
		(in thousands)			(in thousands)	
Commercialization revenue	$ 1,224	$ 3,453	$ (2,229)	$ 2,370	$ 119,177	$ (116,807)

Commercialization revenues were $1.2 million and $2.4 million for the three and nine months ended September 30, 2026 as compared to $3.5 million and $119.2 million in the comparative 2025 periods. The revenue in the prior-year period reflects the transfer of tab-cel manufacturing responsibilities to Pierre Fabre on March 31, 2025, which resulted in a one-time acceleration of revenue recognized upon satisfaction of substantially all commercialization and transition-related performance obligations. In the current period, commercialization revenues relate solely to ongoing regulatory activities and clinical vial sales, resulting in significantly lower revenue recognized during the three and nine months ended September 30, 2026.

Cost of commercialization revenue

Cost of commercialization revenue consisted of the following in the periods presented:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2026	2025	Increase (Decrease)	2026	2025	Increase (Decrease)
		(in thousands)			(in thousands)	
Cost of commercialization revenue	$ 265	$ 115	$ 150	$ 580	$ 21,108	$ (20,528)

Cost of commercialization revenue was $0.3 million and $0.6 million for the three and nine months ended September 30, 2026, as compared to $0.1 million and $21.1 million in the comparative 2025 periods. The decrease in the 2026 period is primarily due to the recognition of deferred cost of commercialization revenue in the prior-year period upon the transfer of manufacturing responsibilities to Pierre Fabre on March 31, 2025.

Research and development expenses

Research and development expenses consisted of the following costs, by function, in the periods presented:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2026	2025	Increase (Decrease)	2026	2025	Increase (Decrease)
		(in thousands)			(in thousands)	
Technical operations and quality expenses	$ 776	$ 1,669	$ (893)	$ 2,742	$ 23,479	$ (20,737)
Medical and safety expenses	39	299	(260)	(1,185)	9,262	(10,447)
Regulatory expenses	284	957	(673)	1,051	4,927	(3,876)
Total research and development expenses	$ 1,099	$ 2,925	$ (1,826)	$ 2,608	$ 37,668	$ (35,060)

Technical operations and quality expenses were $0.8 million and $2.7 million in the three and nine months ended September 30, 2026, as compared to $1.7 million and $23.5 million in the comparative 2025 periods. The decrease in 2026 was primarily due to the transition of tab-cel manufacturing activities to Pierre Fabre as of March 31, 2025 and reduced headcount following the 2025 reductions in force.

Medical and safety expenses were $39.0 thousand and a benefit of $1.2 million in the three and nine months ended September 30, 2026, as compared to $0.3 million and $9.3 million in the comparative 2025 periods. The decrease in 2026 was primarily due to reduced headcount following the 2025 reductions in force, transition of tab-cel clinical trials to Pierre Fabre in July 2025, and termination of the ATA3219 phase 1 trials after the decision to pause research and development for CAR T assets in March 2025. The decrease in the nine month period was also due to a change in estimate of final clinical related costs upon agreement being reached as of March 31, 2026.

Regulatory expenses were $0.3 million and $1.1 million in the three and nine months ended September 30, 2026, as compared to $1.0 million and $4.9 million in the comparative 2025 periods. The decrease in 2026 was primarily due to reduced headcount following the 2025 reductions in force.

General and administrative expenses

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2026	2025	Increase (Decrease)	2026	2025	Increase (Decrease)
		(in thousands)			(in thousands)	
General and administrative expenses	$ 2,830	$ 3,987	$ (1,157)	$ 10,241	$ 21,976	$ (11,735)

General and administrative expenses were $2.8 million and $10.2 million in the three and nine months ended September 30, 2026, as compared to $4.0 million and $22.0 million in the respective comparative 2025 periods. The decrease in 2026 was primarily due to reduced headcount following the 2025 reductions in force.

Other income (expense), net

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2026	2025	Increase (Decrease)	2026	2025	Increase (Decrease)
		(in thousands)			(in thousands)	
Interest income	$ 68	$ 204	$ (136)	$ 199	$ 583	$ (384)
Interest income (expense) on sale of future revenues	682	(906)	1,588	(333)	(2,745)	2,412
Other income (expense), net	(9)	1	(10)	(14)	(138)	124
Total other income (expense), net	$ 741	$ (701)	$ 1,442	$ (148)	$ (2,300)	$ 2,152

Interest income was $0.1 million and $0.2 million in the three and nine months ended September 30, 2026, as compared to $0.2 million and $0.6 million in the comparative 2025 periods. The decrease in the 2026 period was primarily due to lower average balances of cash, cash equivalents and available-for-sale securities.

Interest income (expense) on sale of future revenues was approximately $0.7 million and ($0.3) million in the three and nine months ended September 30, 2026, as compared to ($0.9) million and ($2.9) million in the comparative 2025 periods. During the third quarter of 2026, we had a change in estimate of remaining future payments to be received by HCRx such that we no longer estimated the achievement of a certain sales threshold within the royalty term, resulting in the prospective recognition of non-cash interest income.

Liquidity and Capital Resources

Sources of Liquidity

Since our inception in 2012, we have funded our operations primarily through the issuance of common and preferred stock, issuance of pre-funded warrants to purchase common stock, upfront fees and milestone payments from the Research, Development and License Agreement with Bayer and the A&R Commercialization Agreement and the sale of the ATOM Facility to FDB in 2022.

We entered into a sales agreement with Cowen and Company, LLC (Cowen) in November 2023 (2023 ATM Facility). TD Securities (USA) LLC (TD Cowen) is now the sales agent under the 2023 ATM Facility as successor to Cowen. The ATM facility provides or provided for the sale, in our sole discretion, of shares of our common stock having an aggregate offering price of up to $100.0 million, through TD Cowen, as our sales agent. We filed a registration statement on Form S-3 registering the offer and sale of these shares under the Securities Act (2023 Registration Statement). The issuance and sale of these shares by us pursuant to the ATM facility are deemed “at the market” offerings defined in Rule 415 under the Securities Act of 1933, as amended (Securities Act), and were registered under the Securities Act. Commissions of up to 3.0% are due on the gross sales proceeds of the common stock sold under the ATM facility. The 2023 Registration Statement will expire on November 13, 2026.

We intend to file a new shelf registration statement on Form S-3 (2026 Registration Statement) to replace the 2023 Registration Statement following the filing of this Quarterly Report on Form 10-Q and before the 2023 Registration Statement expires on November 13, 2026. Upon the filing of the 2026 Registration Statement, in accordance with Rules 415(a)(5) and 415(a)(6) under the Securities Act, we may continue to offer and sell shares of our common stock under the 2023 ATM Facility pursuant to the 2023 Registration Statement, including the full amount remaining available under the related prospectus, until the earlier of the effective date of the 2026 Registration Statement and May 12, 2027. If we do not file the 2026 Registration Statement before November 13, 2026, we will not be able to make sales under the 2023 ATM Facility until a new registration statement is declared effective. If our public float remains below $75 million, the 2026 Registration Statement will be filed in reliance on General Instruction I.B.6 of Form S-3 and sales of our common stock under the 2026 Registration Statement, including at-the-market sales, will be limited to one-third of our public float, measured as of a date within 60 days prior to each sale, in any 12-month period, unless and until our public float equals or exceeds $75 million.

We intend to continue to offer and sell shares of our common stock under the 2023 ATM Facility after the 2026 Registration Statement is declared effective. We intend for the 2026 Registration Statement to include a prospectus covering the offer and sale under the 2023 ATM Facility of shares of our common stock having an aggregate offering price of up to $200 million of the amount remaining available under the sales agreement, which amount reflects the limitations of General Instruction I.B.6 of Form S-3. Once the 2026 Registration Statement is declared effective, we will make no further sales under the 2023 Registration Statement. Other than as described above, the sales agreement for the 2023 ATM Facility remains in full force and effect. If our public float increases such that we may sell additional amounts under the 2023 ATM Facility, we may file a prospectus supplement to register additional shares.

During the nine months ended September 30, 2026, we sold an aggregate of 1,095,183 shares of common stock under the 2023 ATM Facility, at an average price of $8.12 per share, for gross proceeds of $8.9 million and net proceeds of $8.5 million, after deducting commissions and other offering expenses payable by us.

As of September 30, 2026, $78.3 million of common stock remained available to be sold under the 2023 ATM Facility.

In May 2025, we issued and sold 834,237 shares of common stock at an offering price of $6.61 per share and pre-funded warrants to purchase 1,587,108 shares of common stock at an offering price of $6.6099 per warrant in an underwritten registered direct offering pursuant to a shelf registration on Form S-3. The gross proceeds from this sale were $16.0 million, resulting in net proceeds of $14.8 million after deducting underwriting discounts and commissions and offering expenses payable by us.

In March 2025, we completed the transfer of all manufacturing responsibility to Pierre Fabre and Pierre Fabre is, at its cost, responsible for manufacturing and supplying tabelecleucel for development and commercialization worldwide under an amendment to the A&R Commercialization Agreement (A&R Commercialization Agreement Amendment). Pursuant to the A&R Commercialization Agreement Amendment, Pierre Fabre has also agreed to assume the costs related to remediation of the third party manufacturing facility to address the FDA's requests to support resubmission of the BLA for tab-cel. In exchange for accelerating the transfer of all manufacturing responsibility and assumption of such remediation costs by Pierre Fabre, among other things, we agreed to reduce the amount of certain potential future regulatory and commercial milestone payments under the A&R Commercialization Agreement.

We have incurred losses and negative cash flows from operations in each year since inception and have generated limited commercialization revenues from the A&R Commercialization Agreement, following the December 2022 EU regulatory approval of Ebvallo, which is subject to the terms of the HCRx Agreement. We do not retain any meaningful milestone or royalty payments from Pierre Fabre relative to the Initial Territory until the applicable royalty cap under the HCRx Agreement is met, if at all. We continue to incur significant research and development and other expenses related to our ongoing operations and expect to incur losses for the foreseeable future. As a result, we will need additional capital to fund our operations, which we may raise through a combination of equity offerings, debt financings, other third party funding and other collaborations, strategic alliances and partnering arrangements. We may borrow funds on terms that may include restrictive covenants, including covenants that restrict the operation of our business, liens on assets, high effective interest rates and repayment provisions that reduce cash resources and limit future access to capital markets. In addition, we expect to continue to opportunistically seek access to additional funds through additional public or private equity offerings or debt financings including by utilizing the 2023 ATM Facility, through potential collaboration, partnering or other strategic arrangements, or a combination of the foregoing. To the extent that we raise additional capital by issuing equity securities, our stockholders may experience substantial dilution. To the extent that we raise additional funds through collaboration or partnering arrangements, we may be required to relinquish some of our rights to our technologies or rights to market and sell our products in certain geographies or grant licenses or other rights on terms that are not favorable to us.

As of the date of the filing of our Annual Report on Form 10-K for the year ended December 31, 2025, our public float was less than $75 million. As a result, we are subject to the limitations of General Instruction I.B.6 to Form S-3 until such time as our public float exceeds $75 million, which means we only have the capacity to sell shares up to one-third of our public float under shelf registration statements in any twelve-month period. We will remain constrained by the limitations of General Instruction I.B.6 to Form S-3 until such time as our public float exceeds $75 million, at which time the number of securities we may sell under a Form S-3 registration statement will no longer be limited by the limitations of General Instruction I.B.6 to Form S-3. Consistent with Securities Act Forms Corporation Finance Interpretation 116.26, the limitations of General Instruction I.B.6 of Form S-3 do not apply to the 2023 ATM Facility under the 2023 Registration Statement. Further, the 2023 Registration Statement expires on November 13, 2026. Assuming our public float remains below $75 million, the 2026 Registration Statement will be subject to General Instruction I.B.6, which will limit the aggregate amount we may sell in primary offerings under that registration statement, including pursuant to the 2023 ATM Facility, in any 12-month period to one-third of our public float.

Cash in excess of immediate requirements is invested in accordance with our investment policy, primarily with a view to liquidity and capital preservation. Currently, our cash, cash equivalents and short-term investments are held in bank and custodial accounts and consist of money market funds, U.S. Treasury, and corporate debt obligations.

Our cash, cash equivalents and short-term investments totaled $9.9 million and $8.5 million as of September 30, 2026 and December 31, 2025, respectively.

Cash Flows

Comparison of the Nine Months Ended September 30, 2026 and 2025

The following table details the primary sources and uses of cash for each of the periods set forth below:

	Nine Months Ended September 30,	
	2026	2025
	(in thousands)	
Net cash (used in) provided by:		
Operating activities	$ (7,290)	$ (45,243)
Investing activities	(5,793)	9,708
Financing activities	8,656	16,101
Net increase (decrease) in cash, cash equivalents and restricted cash	$ (4,427)	$ (19,434)

Operating activities

Net cash used in operating activities was $7.3 million in the nine months ended September 30, 2026 as compared to $45.2 million in the comparative 2025 period. The decrease of $37.9 million was primarily due to lower compensation-related costs resulting from lower headcount driven by the 2025 reductions in force, as well as transition of tab-cel clinical trials and manufacturing activities to Pierre Fabre in 2025.

Investing activities

Net cash used in investing activities in the nine months ended September 30, 2026 was $5.8 million, primarily reflecting $9.5 million of purchases of short-term investments, partially offset by $3.7 million of proceeds from maturities of short-term investments, as compared to net cash provided by investing activities of $9.7 million in the comparative 2025 period, which primarily reflected proceeds from maturities and sales of available-for-sale securities.

Financing activities

Net cash provided by financing activities in the nine months ended September 30, 2026 consisted of $8.7 million of net proceeds received from the 2023 ATM Facility. Net cash provided by financing activities in the nine months ended September 30, 2025 was $16.1 million, consisting primarily of $14.8 million in net proceeds from the issuance of pre-funded warrants and shares in an underwritten registered direct offering, and $1.5 million in net proceeds from the 2023 ATM Facility.

Operating Capital Requirements and Plan of Operations

We do not know when, or if, we will generate sufficient revenue from commercialization to offset our operating expenses. We anticipate that we will continue to generate losses for the foreseeable future, and we expect the accumulated losses to increase as we continue the development of, and seek regulatory approvals for, our product candidate. We are subject to all of the risks inherent in the development of new products, and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown factors that may adversely affect our business. We anticipate that we will need to raise substantial additional funding in the near term to finance our planned operations.

Our operating plan may change as a result of many factors currently unknown to us, and we may need additional funds sooner than planned. We do not have any committed external source of funds other than milestone and royalty payments that we may receive under the A&R Commercialization Agreement, subject to the terms of the HCRx Agreement. We do not retain any meaningful milestone or royalty payments related to the Initial Territory from Pierre Fabre until the applicable royalty cap under the HCRx Agreement is met, if at all.

Our existing cash, cash equivalents and short-term investments as of September 30, 2026 will not be sufficient to fund our planned operations for at least the next 12 months after the date of issuance of these financial statements. These conditions raise substantial doubt about our ability to continue as a going concern for at least 12 months after the issuance of the accompanying condensed consolidated financial statements.

In order to complete the process of obtaining regulatory approval for tab-cel in the US, we may require substantial additional funding. We expect to continue to seek access to additional funds through additional public or private equity offerings or debt financings, through potential collaboration, partnering or other strategic arrangements, or a combination of the foregoing. If we are unable to obtain sufficient funding on acceptable terms, we could be forced to further delay, limit, reduce or terminate clinical studies or other development activities.

We have based our projections of operating capital requirements on assumptions that may prove to be incorrect, and we may use all of our available capital resources sooner than we expect. Because of the numerous risks and uncertainties associated with research, development and commercialization of pharmaceutical products, we are unable to estimate the exact amount of our operating capital requirements. Our future funding requirements will depend on many factors, including, but not limited to:

- the timing, costs and results of our ongoing and planned clinical studies for our product candidates;
- our partner's success in establishing and maintaining manufacturing relationships with their CMOs;
- the number and characteristics of product candidates that we pursue;
- the outcome, timing and costs of seeking regulatory approvals;
- subject to receipt of regulatory approval, costs associated with the commercialization of our product candidates by our partners and the amount of revenues received from commercial sales of our product candidates;
- the timing of proceeds from, and our ability to perform under, the A&R Commercialization Agreement, subject to the HCRx Agreement, as well as the terms and timing of any future commercialization, collaboration, licensing, partnering or other arrangements that we may establish;
- the amount and timing of any payments we may be required to make in connection with the licensing, filing, prosecution, maintenance, defense and enforcement of any patents or patent applications or other intellectual property rights;
- the extent to which we in-license or acquire other products and technologies; and
- the timing of the qualification of our partner's CMOs' manufacturing facilities.

Until we are able to generate a sufficient amount of net cash inflows from operations, which we may never do, meeting our long-term capital requirements is in large part reliant on access to public and private equity and debt capital markets, augmented by cash generated from operations and interest income earned on the investment of our cash balances. We expect to continue to seek access to the equity and debt capital markets to support our development efforts and operations. To the extent that we raise additional capital by issuing equity securities, our stockholders may experience substantial dilution. To the extent that we raise additional funds through commercialization, collaboration or partnering arrangements, we may be required to relinquish some of our rights to our technologies or rights to market and

sell our products in certain geographies, grant licenses or other rights on terms that are not favorable to us, or issue equity that may be substantially dilutive to our stockholders.

As a result of economic conditions, general global economic uncertainty, political change and other factors, we do not know whether additional capital will be available when needed, or that, if available, we will be able to obtain additional capital on reasonable terms. If we are unable to raise additional capital due to the volatile global financial markets, general economic uncertainty or other factors, we will be forced to delay, limit, reduce or terminate preclinical studies, clinical studies or other development activities for one or more of our product candidates.

Contractual Obligations and Commitments

Our contractual obligations primarily consist of our obligations under non-cancellable operating leases and contracts we enter into in the normal course of business with CROs for clinical studies, with CMOs for clinical and commercial materials, and with other vendors for preclinical studies and supplies and other services and products for operating purposes. These contracts generally provide for termination for convenience following a notice period. There have been no material changes to our contractual obligations and commitments reported in our Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC on March 16, 2026 other than those previously discussed in this document.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

During the nine months ended September 30, 2026, there were no material changes to our interest rate risk disclosures, market risk disclosures and foreign currency exchange rate risk disclosures reported in our Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC on March 16, 2026.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision of our Chief Executive Officer and Interim Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (Exchange Act) as of September 30, 2026. Based on that evaluation, our Chief Executive Officer and Interim Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of September 30, 2026 to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Interim Chief Financial Officer, as appropriate to allow timely discussion regarding required disclosures. In designing and evaluating our disclosure controls and procedures, management recognizes that any disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the three months ended September 30, 2026 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

As previously disclosed, on March 23, 2026, a putative shareholder class action captioned *Kuang v. Atara Biotherapeutics, Inc., et al.*, No. 2:26-cv-03083 (the "Class Action"), was filed in the U.S. District Court for the Central District of California (the "Court") against the Company and certain of its current and former officers (collectively, "Defendants"). On June 11, 2026, the Court issued an order appointing a lead plaintiff (the "Lead Plaintiff"), and on August 10, 2026, the Lead Plaintiff filed an Amended Class Action Complaint. The amended complaint purports to assert claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and SEC Rule 10b-5 promulgated thereunder on behalf of purchasers or acquirers of the Company's securities from May 20, 2024 through January 9, 2026. The complaint alleges, among other things, that Defendants made materially false or misleading statements and omissions regarding alleged deficiencies in the Company's Phase 3 ALLELE study of tabelecleucel for the treatment of Epstein-Barr virus-positive post-transplant lymphoproliferative disease, and the likelihood of FDA approval and regulatory prospects for the Company's Biologics License Application for tabelecleucel. Defendants have filed a motion to dismiss the complaint. The Company believes that the allegations are without merit and intends to vigorously defend against them.

Item 1A. Risk Factors

Investing in our common stock involves a high degree of risk. Investors should carefully consider all of the risk factors and uncertainties described below, in addition to the other information contained in this Quarterly Report on Form 10-Q, including the section of this report titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our condensed consolidated financial statements and related notes, before investing in our common stock.

The risks described below may not be the only ones relating to our company and additional risks that we currently believe are immaterial may also affect us. If any of these risks, including those described below, materialize, our business, competitive position, reputation, financial condition, results of operations, cash flows and future prospects could be seriously harmed. In these circumstances, the market price of our securities could decline, and investors may lose all or a part of their investment.

Risks Related to Our Financial Results, Capital Needs, and Review of Strategic Alternatives

Our activities to review and pursue strategic alternatives may not result in a strategic transaction, and even if we do consummate a strategic transaction, there is no assurance that it will deliver the benefits we expect or enhance stockholder value.

In January 2025, we announced that our board of directors, working with the company's financial and legal advisors, initiated a process to explore a range of strategic alternatives designed to maximize value for our stockholders, which may include, but are not limited to, an acquisition, merger, reverse merger, other business combinations, sale of assets, licensing, or other strategic transactions. Our board of directors continues to evaluate potential strategic alternatives.

We have not set a definitive timetable for completion of this process, and there can be no assurance regarding the results or outcome of this process. It is possible that we may not pursue a strategic alternative as a result of this process, that a strategic alternative that has been pursued may not be attractive, or that a strategic alternative may not ultimately be consummated. As part of the process, our board of directors will consider a full range of strategic alternatives, including, but not limited to, those identified in the range of strategic alternatives described above.

We expect to continue devoting significant time and resources and to incur expenses in identifying and evaluating strategic alternatives for the company, which could have a material adverse effect on our business. A considerable portion of these expenses will be incurred regardless of whether a transaction is completed. Any such expenses will decrease the remaining cash available for use in our business. In addition, potential strategic transactions that require

stockholder approval may not be approved by our stockholders or, if required, a counterparty's stockholders. Further, any strategic transaction that is completed ultimately may not deliver the benefits we expect or enhance stockholder value.

Pursuing or consummating any strategic transaction may disrupt our management or business, require us to incur non-recurring or other charges, increase our near- and long-term expenditures, and may pose significant integration challenges, which could adversely affect our operations and financial results. For example, pursuing or consummating these transactions may entail numerous operational and financial risks, including:

- the inability to retain our key employees or our other service providers;
- increased volatility of our stock price;
- higher than anticipated transaction or integration costs;
- exposure to unknown liabilities;
- write downs of assets or goodwill or impairment charges;
- increased amortization expenses; and
- the possibility of future litigation.

Accordingly, there can be no assurance that we will undertake or successfully complete any strategic transactions of the nature described above and any transactions that we do complete may be subject to the foregoing or other risks and could have a material adverse effect on our business, financial condition and prospects.

In the event that we do not successfully identify a viable strategic alternative, or consummate such a transaction, or if we are unable to raise sufficient capital to fund our operations, our board of directors may determine to pursue a liquidation and dissolution or other wind down of our business. In such an event, the amount of cash available for distribution to our stockholders, if any, will depend heavily on the timing of such liquidation as well as the amount of cash that will need to be reserved for commitments and contingent liabilities.

There can be no assurance that the process to identify strategic alternatives for our business will result in a successfully consummated transaction. If we are unable to identify a viable strategic alternative or if such a transaction is not completed in a timely manner, or if we are unable to raise additional capital sufficient to fund our operations, our board of directors may determine to pursue a liquidation and dissolution or other wind down of our business. In such an event, the amount of cash available for distribution to our stockholders, if any, will depend heavily on the timing of such decision and, ultimately, such liquidation, since the amount of cash available for distribution continues to decrease as we fund our operations while we evaluate our strategic options.

In addition, if our board of directors were to approve and recommend, and our stockholders were to approve, a dissolution and liquidation of our business, we would be required under Delaware law (in addition to paying the costs of the liquidation) to pay our outstanding obligations, as well as to make reasonable provisions for contingent and unknown obligations, prior to making any distributions in liquidation to our stockholders. As a result of this requirement, a portion of our assets may need to be reserved pending the satisfaction of such obligations. In addition, we may be subject to litigation or other claims related to a liquidation and dissolution of our business. If a liquidation and dissolution are pursued, our board of directors, in consultation with its legal and financial advisors, would need to evaluate these matters and make a determination about a reasonable amount to reserve.

Accordingly, holders of our securities may suffer a total loss of their investment.

We have incurred substantial losses since our inception and anticipate we will continue to incur substantial losses for the foreseeable future.

Investment in biopharmaceutical product development is highly speculative because it entails substantial upfront capital expenditures and significant risk that product candidates will fail to prove effective, gain regulatory approval or become commercially viable. We have one product, Ebvallo, which is approved in the EEA, the UK and Switzerland and have generated limited revenues from commercialization, and have incurred significant research, development and other expenses related to our ongoing operations and expect to continue to incur such expenses. As a result, we have incurred significant operating losses in every annual reporting period since our inception, with the exception of the twelve months ended December 31, 2025. For the nine months ended September 30, 2026, we reported a net loss of $11.2 million.

We expect to continue to incur significant expenses and operating losses for the foreseeable future as we continue to research, develop and seek regulatory approvals for our product candidate and any additional product candidates we may acquire, in-license or develop. We may encounter unforeseen expenses, difficulties, complications, delays and other unknown factors that may adversely affect our business. The size of our future net losses will depend, in part, on the rate of change of our expenses and our ability to generate revenues. If any of our product candidates fails in clinical studies or does not gain regulatory approval, or if approved, fails to achieve market acceptance, we may never become profitable. Even if we achieve profitability in the future, we may not be able to sustain profitability in subsequent periods. Our expenses may increase in the future as we continue to invest in research and development of our existing product candidates, investigate and potentially acquire new product candidates.

We have a limited operating history, which may make it difficult to evaluate the success of our business to date and to assess our future viability.

Our operations to date have been limited to organizing and staffing our company, acquiring product and technology rights and conducting product development activities for our product candidates. We have not yet demonstrated our ability to successfully complete any Phase 3 clinical studies, obtain regulatory approval in the U.S., consistently manufacture a commercial scale product or arrange for a third party to do so on our behalf, or conduct sales and marketing activities necessary for successful commercialization for any of our product candidates or arrange for a third party to do so on our behalf. In addition, the adoptive immunotherapy technology underlying our T-cell product candidates, including our next-generation CAR T programs, is new and largely unproven. Any predictions about our future success, performance or viability, particularly in view of the rapidly evolving immunotherapy field, may prove to be inaccurate.

We may encounter unforeseen expenses, difficulties, complications, delays and other known and unknown factors. We expect our financial condition and operating results to continue to fluctuate significantly from quarter to quarter and year to year due to a variety of factors, many of which are beyond our control. Accordingly, any of our quarterly or annual periods' results are not indicative of future operating performance.

We have earned limited commercialization revenues to date. We may never achieve profitability or we may be unable to sustain profitability on a continuing basis.

To date, we have generated only limited revenues from commercialization. We have obtained regulatory approval for one product, Ebvallo, in the EEA, Switzerland and the UK. We have out-licensed the commercialization rights to tab-cel (Ebvallo in the EEA, Switzerland and the UK) to Pierre Fabre under the A&R Commercialization Agreement and we have sold certain royalty and milestone interests for the Initial Territory, subject to a specified cap, to HCRx pursuant to the HCRx Agreement. Our ability to generate revenues from commercialization and achieve profitability will be subject to the A&R Commercialization Agreement, the HCRx Agreement and depend on our commercialization partners' ability to successfully commercialize products, including any of our current product and product candidates, and other product candidates that we may develop, in-license or acquire in the future. Our ability to generate revenues

from the sale of products and achieve profitability will also depend on a number of additional factors, including our ability, or our commercialization partner's ability, to:

- successfully complete development activities, including the necessary clinical studies with positive results;
- complete and submit regulatory submissions to the FDA, EMA or other agencies and obtain regulatory approval for indications for which there is a commercial market;
- develop manufacturing and distribution processes for tab- cel;
- develop commercial quantities of tab-cel, including at acceptable cost levels;
- establish and maintain adequate supply of tab-cel, including cell lines with sufficient breadth to treat patients;
- establish and maintain manufacturing and commercialization relationships with reliable third parties;
- qualify CMOs' manufacturing facilities such that Pierre Fabre can maintain the supply of our products by ensuring adequate manufacturing of bulk drug substances and drug products in a manner that is compliant with global legal and regulatory requirements;
- achieve market acceptance of and pricing and reimbursement for our products, if any;
- retain qualified personnel; and
- protect our rights in our intellectual property and regulatory protections portfolio.

Our revenues from Ebvallo will be dependent, in part, upon the size of the markets in the territories for which we gain regulatory approval, the accepted price for the product, the ability to get reimbursement at any price, and the terms and conditions of our commercialization agreement with Pierre Fabre for that territory. We do not retain any meaningful milestones or royalty payments from Pierre Fabre for Ebvallo in the Initial Territory until the applicable royalty cap under the HCRx Agreement is met, which could take many years, if at all. If the number of our addressable disease patients is not as significant as we estimate, the indication approved by regulatory authorities is narrower than we expect, or the reasonably accepted population for treatment is narrowed by competition, physician choice, treatment guidelines or a reduction in the incidence of the addressable disease, Pierre Fabre may not successfully commercialize tab-cel, even if approved. The timing and amount of any milestone and royalty payments we may receive from Pierre Fabre, as well as the commercial success of tab-cel will depend on, among other things, the efforts, allocation of resources, negotiation of pricing and reimbursement and successful commercialization by Pierre Fabre. As a result, even if we generate product revenues, we may not become profitable and may need to obtain additional funding to continue operations. If we fail to become profitable or are unable to sustain profitability on a continuing basis, then we may be unable to continue our operations at planned levels and may be forced to reduce our operations.

We will require substantial near-term financing to continue operations, and a failure to obtain this necessary capital when needed could force us to delay, limit, reduce or terminate our product development or manufacturing efforts, impair our exploration of strategic alternatives, or require us to pursue a liquidation and dissolution or other wind down of our business.

We expect to expend substantial resources for the foreseeable future to continue our operations. Under the terms of our license agreements with each of our in-license partners, we are obligated to make payments upon the achievement of certain development, regulatory and commercial milestones. In addition, other unanticipated costs may arise. Because the design and outcome of our ongoing, planned and anticipated clinical studies is highly uncertain, we cannot reasonably estimate the actual amounts necessary to successfully complete the development and commercialization of our product and product candidates.

Our future capital requirements depend on many factors, including:

- the scope, progress, results and costs of researching and developing tab-cel, and conducting clinical studies;
- the timing of, and the costs involved in, obtaining regulatory approvals for tab-cel, including any costs from post-market requirements;
- our ability to establish and maintain strategic licensing or other arrangements and the financial terms of such agreements;
- the costs involved in preparing, filing, prosecuting, maintaining, expanding, defending and enforcing patent claims, including litigation costs and the outcome of such litigation;
- the timing, receipt and amount of sales of, or royalties on tab-cel; and
- the emergence of competing technologies or other adverse market developments.

Our operating plan may change as a result of many factors currently unknown to us, and we may need additional funds sooner than planned. We do not have any committed external source of funds other than milestone and royalty payments that we may receive under the A&R Commercialization Agreement, subject to the terms of the HCRx Agreement. We do not retain any meaningful milestone or royalty payments related to the Initial Territory from Pierre Fabre until the applicable royalty cap under the HCRx Agreement is met, if at all.

As of September 30, 2026, we had total cash, cash equivalents and short-term investments of $9.9 million. Our existing cash, cash equivalents and short-term investments as of September 30, 2026 will not be sufficient to fund our planned operations for at least the next twelve months from the date of issuance of these financial statements. These conditions raise substantial doubt about our ability to continue as a going concern for at least 12 months after the issuance of the accompanying condensed consolidated financial statements.

To alleviate the conditions that raise substantial doubt about our ability to continue as a going concern, we plan to secure additional capital, potentially through a combination of public or private security offerings; use of our ATM facility; issuance of debt; and/or execution of strategic transactions. We may also need to raise additional funding as required based on the status of our development program and our projected cash flows. Although we have been successful in raising capital in the past, and expect to continue to raise capital as required, there is no assurance that we will be successful in obtaining sufficient funding on terms acceptable to us to fund continuing operations, if at all, or identify and enter into any strategic transactions that will provide the capital that we will require. In addition, as of the date of the filing of our Annual Report on Form 10-K for the year ended December 31, 2025, our public float was less than $75 million. As a result, we are subject to the limitations of General Instruction I.B.6 to Form S-3 until such time as our public float exceeds $75 million, which means we only have the capacity to sell shares up to one-third of our public float under shelf registration statements in any twelve-month period. We will remain constrained by the limitations of General Instruction I.B.6 to Form S-3 until such time as our public float exceeds $75 million, at which time the number of securities we may sell under a Form S-3 registration statement will no longer be limited by the limitations of General Instruction I.B.6 to Form S-3. Further, our existing shelf registration statement on Form S-3 expires on November 13, 2026, and we intend to file a replacement registration statement on Form S-3 before that date. If we do so, we believe that we may be able to continue to sell under the 2023 ATM Facility pursuant to our existing shelf registration statement, without regard to the limitations of General Instruction I.B.6, until the earlier of the effectiveness of the replacement registration statement and May 12, 2027. If we do not file the replacement registration statement before November 13, 2026, we will not be able to sell under the 2023 ATM Facility until a new registration statement is declared effective. In any event, if our public float remains below $75 million when the replacement registration statement is filed, sales under it will be subject to General Instruction I.B.6, which would limit the aggregate amount we may sell in primary offerings under that registration statement, including pursuant to the 2023 ATM Facility, in any 12-month period to one-third of our public float. If we are unable to obtain sufficient funding on acceptable terms, we could be forced to delay, limit, reduce or terminate ongoing activities of our product candidate, as well as our exploration of strategic alternatives, which could have a material adverse effect on our business, results of operations, and financial condition.

Raising additional capital may cause dilution to our existing stockholders, restrict our operations or require us to relinquish rights to our product candidates on terms that are unfavorable to us.

We plan to seek required additional capital, and may do so through a variety of means, including through private and public equity offerings and debt financings. For example, in December 2022, we sold certain of our royalty and milestone interests related to the Initial Territory under the Pierre Fabre Commercialization Agreement, subject to a specified cap, to HCRx pursuant to the HCRx Agreement. To the extent that we raise additional capital through the sale of equity or convertible debt securities, or if existing holders of warrants exercise their rights to purchase common stock, the ownership interest of existing stockholders will be diluted, and the terms may include liquidation or other preferences that adversely affect the rights of stockholders. To the extent equity valuations, including the trading price of our common stock, are depressed as a result of economic disruptions or other uncertainties, for example due to rising inflationary pressures, the war in Ukraine, the war in the Middle East or other factors, the potential magnitude of this dilution will increase. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take certain actions, including incurring additional debt, making capital expenditures, entering into licensing arrangements, or declaring dividends. If we raise additional funds from third parties, we may have to relinquish valuable rights to our technologies or product candidates or grant licenses or other rights on terms that are not favorable to us. If we are unable to raise additional funds through equity or debt financing when needed, we may be required to delay, limit, reduce or terminate our product development efforts for our product candidates, grant to others the rights to develop and market product candidates that we would otherwise prefer to develop ourselves or take other actions that are adverse to our business.

Risks Related to the Development of Our Product and Product Candidates

We have one approved product, Ebvallo, which is currently approved in the European Economic Area (EEA), the UK and Switzerland. If we or our collaborators are unable to successfully develop, manufacture and commercialize tab-cel or experience significant delays in doing so, our business may be materially harmed.

We have one approved product, Ebvallo, which is currently approved in the EEA, the UK and Switzerland. We have invested substantial resources in identifying and developing potential product candidates, conducting preclinical and clinical studies, manufacturing activities, and preparing for the commercial launch of our product and product candidates. Our ability to generate revenues from the sale of tab-cel, if approved, will depend heavily on the successful development and manufacture, and our partners' eventual commercialization of tab-cel.

The success of tab-cel depends on many factors, including the following:

- completion of preclinical and clinical studies with positive results, including demonstrating the stability, safety, purity, and potency of our product candidates to the satisfaction of the FDA or other regulatory agencies;
- receipt of regulatory approvals from applicable authorities, including required authorizations for clinical trials and marketing authorizations;
- protecting our rights in our intellectual property portfolio, including by obtaining and maintaining patent and trade secret protection and regulatory exclusivity for our product candidates;
- establishing or making successful arrangements with third party manufacturers and commercialization partners;
- qualifying our and our CMOs' manufacturing facilities for clinical and commercial manufacturing purposes;
- developing manufacturing and distribution processes for our novel T-cell product candidates and next-generation CAR T programs;
- contracting with third parties for the manufacture of our product candidates at an acceptable cost;

- contracting with third parties for commercialization of our products on terms favorable to us, if approved by applicable regulatory authorities;
- acceptance of our products, if approved by applicable regulatory authorities, by patients and the medical community;
- our partners' ability to obtain and maintain coverage and adequate reimbursement by third party payors, including government payors, for our products, if approved by applicable regulatory authorities;
- effectively competing with other therapies;
- maintaining a continued acceptable benefit/risk profile of the products following approval; and
- maintaining and growing an organization of scientists and functional experts who can develop our products and technology.

If we do not achieve one or more of these factors in a timely manner or at all, we could experience significant delays or an inability to successfully develop and commercialize our product candidates, which could materially harm our business.

Our future success is dependent on the marketing authorization of tab-cel.

We only have one product, Ebvallo, that has gained marketing authorization, with approval currently in the EEA, the UK, and Switzerland. Tab-cel (tabelecleucel) is currently in Phase 3 development in the U.S. In September 2026, Pierre Fabre resubmitted the BLA for tab-cel, and in October 2026, the FDA accepted the resubmission for a Class 2 review with a target action date of March 31, 2027. The FDA may not act by that date, and there can be no assurance that the FDA will approve the BLA. Our business is substantially dependent on our partner's ability to obtain regulatory approval for, and, if approved, to successfully commercialize tab-cel in a timely manner.

Neither we nor our partner can commercialize tab-cel in the U.S. without first obtaining marketing authorization for tab-cel from the FDA; similarly, neither we nor our partners can commercialize tab-cel outside of the U.S. without obtaining marketing authorization from comparable foreign regulatory authorities. Before obtaining regulatory approvals for the commercial sale of tab-cel for a target indication, we must demonstrate with substantial evidence gathered in preclinical and clinical studies that tab-cel is safe and effective for use for that target indication and that the manufacturing facilities, processes and controls are adequate to assure stability, safety, purity and potency.

The time required to obtain approval by the FDA and comparable foreign regulatory authorities is unpredictable but typically takes many years following the commencement of preclinical and clinical studies and depends upon numerous factors, including the substantial discretion of the regulatory authorities. The novel nature of tab-cel may create further challenges in obtaining regulatory approval. For example, the FDA and comparable foreign regulatory authorities have limited experience with regulating the development and commercialization of T-cell immunotherapies, particularly allogeneic T-cell product candidates, and CAR T therapies, including assessing the comparability of different versions of such product candidates. In addition, approval policies, regulations, regulatory positions or the type and amount of clinical and other data necessary to gain approval may change during the course of a product candidate's clinical development and throughout regulatory interactions, and may vary among jurisdictions, particularly for novel therapies. The EC has approved the MAA for Ebvallo as a monotherapy treatment for patients with EBV+ PTLD who have received at least one prior therapy under "exceptional circumstances," which is a pathway under which marketing authorization is granted when "comprehensive data cannot be obtained even after authorization." The MHRA and Swissmedic approved the marketing application for Ebvallo leveraging the EMA assessment. Under the exceptional circumstances marketing authorization, our commercial partner, Pierre Fabre, is subject to ongoing post-marketing obligations to continue confirmation of the benefits of Ebvallo. Continuation of the Ebvallo marketing authorization is subject to annual re-assessment. The annual re-assessment will determine whether the Ebvallo marketing authorization should be maintained, changed, or suspended, based on Pierre Fabre's fulfillment of post-marketing obligations and the

risk/benefit profile of Ebvallo. If we, or Pierre Fabre, do not satisfy the ongoing post-marketing obligations or the risk/benefit profile of Ebvallo is determined not to be acceptable based on new clinical or post-marketing data, the EC, MHRA, or Swissmedic may change or suspend the marketing approval for Ebvallo. It is possible Ebvallo (tabelecleucel) may not be approved in any other country other than those in which approval has been obtained.

Tab-cel could fail to receive regulatory approval from the FDA or a comparable foreign regulatory authority for many reasons, including:

- disagreement with the design or conduct of our clinical studies;
- failure to demonstrate positive benefit/risk profile of the product candidate for its proposed indication;
- failure to demonstrate the stability, safety, purity and potency of tab-cel;
- failure of clinical sites to conduct the study in accordance with applicable regulatory requirements;
- failure of clinical studies to meet the level of statistical significance required for approval;
- disagreement with our interpretation of data from preclinical studies or clinical studies;
- the insufficiency of data collected from clinical studies of tab-cel to support the submission and filing of a BLA or other submission or to obtain regulatory approval;
- inability to reach agreement with the FDA or comparable foreign regulatory authorities on the methodologies for, and assessment of, comparability of different versions of tab-cel used in non-pivotal studies, pivotal studies and for intended commercial use;
- failure to obtain approval of our manufacturing processes or facilities of third party manufacturers with whom we contract for clinical and commercial supplies or our own manufacturing facility; or
- changes or inconsistencies in the requested or required methodologies, statistical analyses, specification criteria or regulatory submission requirements for tab-cel, including changes to, or inconsistencies with, applicable industry practice or precedent; or
- changes in the approval policies or regulations that render our preclinical and clinical data insufficient for approval or in positions, guidance or feedback communicated by the FDA or comparable foreign regulatory authorities that have a negative impact on the potential approval of tab-cel.

The FDA or a comparable foreign regulatory authority may require information beyond what we plan to provide in or expect to be required for a marketing application, including additional CMC information, preclinical or clinical data to support approval. These requirements may delay or prevent approval and our commercialization plans, or we may decide to abandon the development program. Although the FDA designated tabelecleucel as a breakthrough therapy, a breakthrough designation (BTD) status is not considered in the FDA's decision to approve or not approve a product candidate. Designation as a breakthrough therapy is at the discretion of the FDA, and receipt of a BTD designation may not result in a faster development process, review or approval compared to drugs considered for approval under non-expedited FDA review procedures and does not assure ultimate approval by the FDA. In addition, the FDA may later decide that the product no longer meets the conditions for qualification and rescind the BTD designation or decide that the time period for FDA review or approval will not be shortened. Furthermore, our CMOs for tab-cel will undergo pre-approval inspection in connection with our tab-cel BLA, and we cannot be certain that we will be able to adequately support them through such inspection nor that they will successfully pass any such inspection. For example, in January 2025, we received the Response Letter from the FDA relating solely to observations during pre-approval inspection of a third party manufacturing facility in connection with our tab-cel BLA. In addition, in January 2025, the FDA placed a clinical hold on Atara's active Investigational New Drug (IND) applications. These INDs include the tab-

cel program as monotherapy treatment for adult and pediatric patients two years of age and older with Epstein-Barr virus positive post-transplant lymphoproliferative disease (EBV+ PTLD) and ATA3219 for the treatment of non-Hodgkin's lymphoma and systemic lupus erythematosus. The clinical hold is directly linked to inadequately addressed GMP compliance issues identified during the pre-approval inspection of a third party manufacturing facility referenced in the Response Letter. In January 2025, we notified investigators of the clinical holds for the tab-cel program. In February 2025, the third party manufacturing facility referenced in the Response Letter was inspected and received an FDA Form 483. We worked with our partner, Pierre Fabre, to support this third party manufacturer in addressing the compliance issues and in May 2025, the FDA confirmed the clinical hold issues were satisfactorily addressed and the FDA lifted the clinical holds for tab-cel and ATA3219 programs. In January 2026, the FDA confirmed it completed a follow-up inspection of the third party manufacturing facility and determined the inspectional issues at such facility have been adequately addressed and the deficiency comment in the Response Letter has been satisfactorily resolved. In January 2026, we received a second Complete Response Letter from the FDA (Second Complete Response Letter) claiming that the ALLELE trial, previously confirmed by the FDA as adequate to support the BLA filing, is no longer considered to be an adequate and well-controlled study due to deficiencies in study design, conduct and analysis, to provide substantial evidence of effectiveness of tab-cel to treat relapsed or refractory EBV+ PTLD. Following the April 2026 Type A meeting, Pierre Fabre resubmitted the BLA in September 2026, and the FDA accepted the resubmission in October 2026. The resubmission may not resolve the deficiencies identified in the Second Complete Response Letter, and the FDA may raise new issues, extend the review period or issue another complete response letter.

Some clinical sites that participated in tabelecleucel studies will also undergo inspection, and the FDA may also choose to inspect us as the sponsor of these studies. The FDA ultimately may not approve the BLA for any of the reasons named above or other reasons. If the FDA does not approve the BLA, this could result in a considerable delay to a subsequent BLA submission or could lead us not to pursue a BLA submission at all. For example, the FDA may not approve the BLA based on adequacy of the study or data provided, including a concern that the current clinical dataset is insufficient. In this case, the conduct of an additional clinical trial or trials in the lead indication or completing the ongoing ALLELE study may be necessary to support a BLA approval for tab-cel. Conducting an additional clinical trial, if required, may prove too difficult or too expensive, and the process of designing a new clinical trial, enrolling enough patients, and completing treatment and data collection under the protocol could take a significant amount of time, effort, and resources. Even if we complete the clinical trial, the study may not meet its prespecified endpoints, and even if it does, the FDA may still disagree that the clinical trial is sufficient to support submission and approval of a BLA for tab-cel, or may consider that the data, while adequate for BLA approval, can support only a more limited indication than that for which we initially applied.

Our development activities and/or commercialization planning with our partners could be harmed or delayed by governmental or regulatory delays due to a variety of factors. These factors include limitations on the availability of governmental and regulatory agency personnel to review regulatory filings or engage with us (caused by global health concerns or otherwise); changes to governmental regulatory requirements, policies, guidelines or priorities, reallocation, or availability of government resources; or for other reasons, that may significantly delay the FDA's, or other regulatory agencies', ability to review and process any submissions we have filed or may file or cause other regulatory delays. If global health or other concerns prevent the FDA or other regulatory authorities from conducting their regular inspections, or impact reviews or other regulatory activities, it could significantly impact the ability of the FDA or other regulatory authorities to review and process our regulatory submissions in a timely fashion, which could have a material adverse effect on our business.

If we do obtain approval for a product candidate marketing application, regulatory authorities may approve any of our product candidates for fewer or more limited indications than we request (including failing to approve the most commercially promising indications), may grant approval contingent on the performance of costly post-marketing clinical studies, or may approve a product candidate with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that product candidate. In addition, the clinical study requirements of the FDA, EMA, MHRA, Swissmedic and other regulatory agencies and the criteria these regulators use to determine the safety and efficacy of a product candidate are determined according to the type, complexity, novelty and intended use and market of the potential products. The regulatory approval process for novel product candidates, can be more complex and consequently more expensive and take longer than for other, better known or extensively studied pharmaceutical or other product candidates. Approvals by the EC and FDA of autologous CAR T therapies, such as

Novartis' Kymriah® and Gilead's Yescarta®, may not be indicative of what these regulators may require for approval of our therapies. If an adverse safety issue or other adverse finding occurs in one or more of our clinical trials, including those that could result in a clinical hold, such events could adversely affect our other clinical trials of the same or related product candidates. Moreover, our product candidates may not perform successfully in clinical studies or may be associated with adverse events that distinguish them from those that have previously been approved, such as approved autologous CAR T therapies. For instance, exposure to allogeneic product candidates may result in adverse events not experienced with autologous products. Even if a product candidate is approved by the FDA and comparable foreign regulatory authorities, the approval might contain significant limitations related to use for specified age groups, warnings, precautions or contraindications, or may be subject to burdensome post-approval study or risk management requirements. If we are unable to obtain regulatory approval for one of our product candidates in one or more jurisdictions, or any approval contains significant limitations, we may not be able to obtain sufficient funding to continue the development of that product or generate revenues attributable to that product candidate. Also, any regulatory approval of our current or future product candidates, once obtained, may be withdrawn in a region or country by the respective regulatory agency.

Our T-cell immunotherapy product and product candidates represent new therapeutic approaches that could result in heightened regulatory scrutiny, delays in clinical development or our inability to achieve regulatory approval, commercialize or secure payor coverage of our product candidates.

Our future success is dependent on the successful development and commercialization of T-cell immunotherapies in general and our development product candidates in particular. Because these programs, particularly our pipeline of allogeneic T-cell product and product candidates that are bioengineered from donors, represent a new approach to immunotherapy for the treatment of cancer and other diseases, developing and commercializing our product candidates subject us to a number of challenges, including but not limited to:

- obtaining regulatory approval from the FDA and other regulatory authorities, which have limited experience with regulating the development and commercialization of T-cell immunotherapies, particularly allogeneic T-cell products and product candidates;
- developing and deploying consistent and reliable processes for procuring blood from consenting third party donors, isolating T cells from the blood of such donors, activating the isolated T cells against a specific antigen, characterizing and storing the resulting activated T cells for future therapeutic use, selecting and delivering a sufficient supply and breadth of appropriate partially HLA-matched cell line from among the available T-cell lines, and finally infusing these activated T cells into patients;
- utilizing these product candidates in combination with other therapies (e.g., immunomodulatory approaches such as checkpoint inhibitors), which may increase the risk of adverse side effects;
- educating medical personnel regarding the potential side effect profile of our product and each of our product candidates, particularly those that may be unique to our allogeneic T-cell product and product candidates;
- understanding and addressing variability in the quality of a donor's T cells, which could ultimately affect our ability to manufacture products and product candidates in a reliable and consistent manner;
- developing processes for the safe administration of these product and product candidates, including long-term follow-up and registries, for all patients who receive these product candidates;
- establishing or making arrangements with third party manufacturers to manufacture, or manufacturing on our own, product and product candidates to our specifications and in a timely manner to support our clinical studies and, if approved, commercialization;

- sourcing clinical and, if approved by applicable regulatory authorities, commercial supplies for the materials used to manufacture and process these product and product candidates that are free from viruses and other pathogens that may increase the risk of adverse side effects;

- developing a manufacturing process and distribution network that can provide a stable supply with a cost of goods that allows for an attractive return on investment;

- establishing favorable terms with commercialization partners that possess appropriate sales and marketing capabilities ahead of and after obtaining any regulatory approval to gain market acceptance, and obtaining adequate coverage, reimbursement and pricing by third party payors and government authorities; and

- developing therapies for types of diseases beyond those initially addressed by our current product and product candidates.

We cannot be sure that the manufacturing processes used in connection with our T-cell immunotherapy product and product candidates will yield a sufficient supply of satisfactory products that are stable, safe, pure, and potent, or comparable to those T cells historically produced by our partners, or that processes will be scalable or profitable.

Moreover, actual or perceived safety issues, including adoption of new therapeutics or novel approaches to treatment, may adversely influence the willingness of subjects to participate in clinical studies, or, if one of our product candidates is approved by applicable regulatory authorities, of physicians to subscribe to the novel treatment mechanics or of patients to provide consent to receive a novel treatment despite its regulatory approval. The FDA or other applicable regulatory authorities may require specific post-market studies or additional information that communicates the benefits or risks of our products. New data may reveal new risks of our product candidates at any time prior to or after regulatory approval.

Furthermore, regulatory agencies may also modify or enhance trial requirements which may affect enrollment. For example, in August 2023, the FDA published a guidance document entitled, Informed Consent, Guidance for IRBs, Clinical Investigators, and Sponsors, which supersedes past guidance and finalizes draft guidance on informed consent. The FDA's new guidance presents evolving requirements for informed consent which may affect recruitment and retention of patients in clinical trials. Effects on recruitment and retention of patients may hinder or delay a clinical trial and could cause a significant setback to an applicable program.

Physicians, hospitals and third party payors often are slow to utilize new products, technologies and treatment practices that require additional upfront costs and training. Physicians may not be willing to undergo training on this novel therapy, may decide the therapy is too complex to adopt without appropriate training or not cost-efficient, and may choose not to administer the therapy. Based on these and other factors, hospitals and payors may decide that the benefits of this new therapy do not or will not outweigh its costs.

The results of preclinical studies or earlier clinical studies are not necessarily predictive of future results. Our existing product candidates may not receive regulatory approval.

Success in preclinical studies and early clinical studies does not ensure that later clinical studies will generate adequate data to demonstrate the efficacy and safety of an investigational drug. Indeed, a number of companies in the pharmaceutical and biotechnology industries, including those with greater resources and experience than us, have suffered significant setbacks in clinical studies, even after seeing promising results in earlier preclinical studies or clinical studies. Despite the results reported in earlier preclinical studies or clinical studies for our product candidates, there can be significant variability in safety and efficacy results between different clinical trials of the same product candidate due to numerous factors. We do not know whether the clinical studies we may conduct, or clinical studies in progress, will demonstrate adequate efficacy and safety to result in regulatory approval to market any product candidates in any particular jurisdiction.

Tab-cel has been predominantly evaluated in single-center studies under investigator-sponsored investigational new drug (IND) applications held by MSK and in our Expanded Access Programs, utilizing different response criteria and

endpoints from those we have used or may utilize in later clinical studies. These Phase 2 clinical studies with tab-cel also enrolled a heterogeneous group of patients with a variety of EBV-driven malignancies, including EBV+ PTLD after HCT and EBV+ PTLD after SOT. These Phase 2 studies were not prospectively designed to evaluate the efficacy of tab-cel in the treatment of a single disease state for which we may later seek approval. Findings from early studies may not be reproducible in late phase studies we conduct. For instance, the current protocol for our ALLELE study in EBV+ PTLD is designed to rule out a 20% ORR as the null hypothesis. This means that if the lower bound of the 95% confidence interval on ORR among patients receiving at least one dose of tab-cel exceeds 20% at the end of the study, then the study would be expected to meet the primary endpoint for the treatment of PTLD. Assuming enrollment of 33 patients in a cohort of ALLELE, an observed ORR above approximately 37% would be expected to meet the primary endpoint for that cohort. In addition, our amended ALLELE study protocol includes an interim analysis as well as a final study analysis. We have previously received feedback from the FDA that an interim analysis of the ALLELE study may not be sufficient to support approval of a BLA. Moreover, final study results may not be consistent with interim study results. Furthermore, modifications to the total sample size of the ALLELE study and the statistical approach may be necessary in connection with the review of the BLA by the FDA. For example, in January 2026 we received the Second Complete Response Letter claiming that the ALLELE trial, previously confirmed by the FDA as adequate to support the BLA filing, is no longer considered to be an adequate and well-controlled study due to deficiencies in study design, conduct and analysis, to provide substantial evidence of effectiveness of tab-cel to treat relapsed or refractory EBV+ PTLD.

Efficacy data from prospectively designed studies may differ significantly from those obtained from retrospective subgroup analyses. In addition, clinical data obtained from a clinical study with an allogeneic product candidate may not yield the same or better results as compared to an autologous product candidate. If later-stage clinical studies do not produce favorable results, our ability to achieve regulatory approval for any of our product candidates may be adversely impacted. Even if we believe that we have adequate data to support an application for regulatory approval to market any of our product candidates, the FDA or other regulatory authorities may not agree and may require that we conduct additional clinical studies.

Clinical drug development involves a lengthy and expensive process with an uncertain outcome.

Clinical testing is expensive and can take many years to complete, and its outcome is inherently uncertain. Failure can occur at any time during the clinical study process, and FDA or comparable foreign regulatory authorities may ultimately disagree with study findings. Product candidates in later stages of clinical studies may fail to show the desired safety and efficacy traits despite having progressed through preclinical and clinical studies.

We may experience delays in our ongoing or future clinical studies and we do not know whether clinical studies will begin or enroll subjects on time, will need to be redesigned or will be completed on schedule, if at all. There can be no assurance that the FDA or comparable foreign regulatory authorities will not put clinical studies of any of our product candidates on clinical hold in the future. In January 2025, we received the Response Letter from the FDA relating solely to observations during pre-approval inspection of a third party manufacturing facility in connection with our tab-cel BLA. The FDA placed a clinical hold on our active IND applications which include the tab-cel program and product candidate ATA3219. The clinical hold was directly linked to inadequately addressed GMP compliance issues identified during the pre-approval inspection of a third party manufacturing facility referenced in the Response Letter. Our ATA3219 product candidate is manufactured at a separate, fully compliant GMP-certified facility, the starting material used in its production are affected by the compliance issues at the same third party facility referenced in the Response Letter. In January 2025, we notified investigators of the clinical holds for the tab-cel program. In February 2025, the third party facility referenced in the Response Letter was inspected and received an FDA Form 483. We worked with our partner, Pierre Fabre, to support this third party manufacturer in addressing the compliance issues and in May 2025, the FDA confirmed the clinical hold issues were satisfactorily addressed and the FDA lifted the clinical holds for the tab-cel and ATA3219 programs. In January 2026, the FDA confirmed it completed a follow-up inspection of the third party manufacturing facility and determined the inspectional issues at such facility have been adequately addressed and the deficiency comment in the Response Letter has been satisfactorily resolved. In January 2026, we received the Second Complete Response Letter claiming that the ALLELE trial, previously confirmed by the FDA as adequate to support the BLA filing, is no longer considered to be an adequate and well-controlled study due to deficiencies in study design,

conduct and analysis, to provide substantial evidence of effectiveness of tab-cel to treat relapsed or refractory EBV+ PTLD.

The FDA or comparable foreign regulatory authorities may also modify standards related to clinical trials, and these changes may limit, delay or prevent completion of clinical trials or use of clinical trial data. In the US, FDA officials stated that randomized clinical trials will generally be the standard for CAR T cell therapy. In addition, the new EU Clinical Trials Regulation (EU) No 536/2014 (CTR) has amended the system of approval for clinical trials in the EU and has established a new clinical trials portal and database, called the Clinical Trials Information System (CTIS), for the submission and authorization of clinical trial applications. Statements or other changes by the FDA or comparable foreign regulatory authorities may delay the commencement or completion of clinical studies and/or ultimately lead to the denial of regulatory approval of our product candidates.

Recent and potential further turnover in FDA leadership, particularly at the Center for Biologics Evaluation and Research (CBER), could adversely affect the regulatory review of the resubmitted tab-cel BLA. Tab-cel is regulated by the FDA as a biological product and is subject to review by CBER. CBER has experienced publicly reported leadership turnover and uncertainty during the past twelve months, including reported changes in, and potential further changes to, the position of CBER Director. Changes in CBER leadership, and related changes in reviewing staff, review priorities, practices, or interpretive positions, could result in changes in the scientific or regulatory standards applied to tab-cel, in the positions taken on key issues raised in the second Complete Response Letter (including the adequacy of the ALLELE study's design, conduct, and analysis to provide substantial evidence of effectiveness), in the composition or pace of subsequent regulatory interactions, or in the FDA's willingness to accept proposals developed at or following the Type A meeting that had been previously discussed with prior CBER leadership.

Clinical studies may be delayed, suspended or prematurely terminated for a variety of reasons, such as:

- delays in enrollment due to travel, shelter-in-place or quarantine policies, or other factors, related to the COVID-19 pandemic or other epidemics or pandemics;
- delays in corresponding with the FDA or a comparable foreign regulatory authority regarding regulatory issues;
- delay or failure in reaching agreement with the FDA or a comparable foreign regulatory authority on a study design that we are able to execute;
- delay or failure in obtaining authorization to commence a study or inability to comply with conditions imposed by a regulatory authority regarding the scope or design of a study;
- delay or failure in reaching agreement on acceptable terms with prospective contract research organizations (CROs) and clinical study sites, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and study sites;
- delay or failure in obtaining institutional review board (IRB) approval or the approval of other reviewing entities, including comparable foreign regulatory authorities, to conduct a clinical study at each site;
- withdrawal of clinical study sites from our clinical studies or the ineligibility of a site to participate in our clinical studies;
- delay or failure in recruiting and enrolling eligible subjects to participate in a study;
- delay or failure in subjects completing a study or returning for post-treatment follow-up;
- clinical sites and investigators deviating from study protocol, failing to conduct the study in accordance with regulatory requirements, or dropping out of a study;

- an FDA or other regulatory authority clinical site inspection revealing serious violations of regulations applicable to clinical investigations, which may result in requests for additional data analyses and/or rejection of data deemed unreliable;
- inability to identify and maintain a sufficient number of study sites, including because potential study sites may already be engaged in competing clinical study programs enrolling the same population;
- failure of our third party clinical study managers to satisfy their contractual duties, meet expected deadlines or return trustworthy data;
- delay or failure in adding new study sites;
- interim results or data that are ambiguous or negative or are inconsistent with earlier results or data;
- feedback from the FDA, the IRB, data safety monitoring boards or comparable foreign authorities, or results from earlier stage or concurrent preclinical and clinical studies, that might require modification to a study protocol;
- a decision by the FDA, the IRB, comparable foreign authorities, or us, or a recommendation by a data safety monitoring board or comparable foreign authority, to suspend or terminate clinical studies for non-compliance with regulatory requirements, safety issues, including a finding that our product candidates have undesirable side effects or other unexpected characteristics, or a finding that the participants are being exposed to unacceptable health risk, or for any other reason;
- data that demonstrate an unacceptable benefit/risk profile, including a lack of efficacy, unforeseen safety issues or adverse side effects;
- difficulties in manufacturing or obtaining from third parties sufficient quantities of clinical product and/or inability to supply a breadth of appropriate partially HLA matched cell lines from among the available T-cell lines to start or to use in clinical studies;
- lack of adequate funding to continue a study, including the incurrence of unforeseen costs due to enrollment delays, requirements to conduct additional studies or increased expenses associated with the services of our CROs and other third parties;
- non-compliance with CTIS processes under the new EU Clinical Trial Regulation, including with the CTIS transparency rules, which became applicable on June 18, 2024 and which require adapting business processes of clinical trial sponsors; or
- changes in governmental regulations or administrative actions or lack of adequate funding to continue a clinical study.

Patient enrollment, a significant factor in the timing of clinical studies, is affected by many factors including:

- the size and nature of the patient population;
- the possibility that the rare diseases that many of our product candidates address are under-diagnosed;
- changing medical practice patterns or guidelines related to the diseases or conditions we are investigating;
- the severity of the disease under investigation;

- our ability to open clinical study sites;
- the proximity of subjects to clinical sites;
- the patient referral practices of physicians;
- the design and eligibility criteria of the clinical study;
- ability to obtain and maintain patient consents;
- risk that enrolled subjects will drop out or die before completion;
- competition for patients from other clinical studies;
- our or our partner's ability to manufacture the requisite materials for a study;
- risk that we do not have appropriately matched HLA cell lines;
- clinicians' and patients' perceptions as to the potential advantages and risks of the drug being studied in relation to other available therapies, including any new drugs that may be approved for the diseases or conditions we are investigating; and
- disruptions caused by man-made or natural disasters or public health pandemics or epidemics, including, for example, the COVID-19 pandemic.

As an example, we activated additional clinical sites for the ALLELE study of tab-cel over the course of 2018 and increased HLA coverage during this period. As a result, enrollment in our studies was limited in the early part of 2018 and increased through the course of the year as we increased clinical sites and HLA coverage. However, in May 2019, we announced that enrollment in our Phase 3 studies of tab-cel for patients with EBV+ PTLD was proceeding slower than anticipated. Many of our product candidates are designed to treat rare diseases, and as a result, the pool of potential patients with respect to a given disease is small. We may not be able to initiate or continue to support clinical studies of tab-cel or any other product candidates if we are unable to locate and enroll a sufficient number of eligible participants in these studies as required by the FDA or other regulatory authorities. We experienced some transient delays in clinical trial site initiation and patient enrollment in certain of our clinical trials, including our ALLELE study, as a result of the COVID-19 pandemic. Even if we are able to enroll a sufficient number of patients in our clinical studies, if the pace of enrollment is slower than we expect, the development costs for our product candidates may increase and the completion of our studies may be delayed or our studies could become too expensive to complete.

We rely on our partner, their CROs, other vendors and clinical study sites to ensure the proper and timely conduct of our clinical studies, and while we have agreements governing their committed activities, we have limited influence over their actual performance. Furthermore, these third parties may also have relationships with other entities, some of which may be our competitors. Reliance on CROs entails risks to which we would not be subject if we conducted our clinical studies ourselves, including reliance on the CRO for clinical site initiation and monitoring, the possibility that the CRO does not maintain the financial resources to meet its obligations under our agreements, the possibility of breach of these agreements by the CRO because of factors beyond our control, including a failure to properly perform their obligations under these agreements, and the possibility of termination or non-renewal of the agreements by the CROs, based on their own business priorities, at a time that is costly or damaging to us.

Our reliance on these third parties for research and development activities will reduce our control over these activities but will not relieve us of our regulatory responsibilities. For example, we will remain responsible for ensuring that each of our clinical trials is conducted in accordance with the general investigational plan, study protocols for the trial, statistical analysis plan and other study-specific documents (for example, monitoring and blinding plans). Moreover, the FDA requires us to comply with standards, commonly referred to as Good Clinical Practice (GCP),

International Council for Harmonization of Technical Requirements for Pharmaceuticals for Human Use, or ICH, guidelines, and regulations regarding the informed consent process, safety reporting requirements, data collection guidelines, and other regulations for conducting, recording and reporting the results of clinical trials to assure that data and reported results are credible and accurate and that the rights, integrity and confidentiality of trial participants are protected. The EMA also requires us to comply with similar standards. Regulatory authorities enforce these GCP requirements through periodic inspections of trial sponsors, principal investigators and trial sites. If we or any of our CROs fail to comply with applicable GCP requirements, the clinical data generated in our clinical trials may be deemed unreliable and the FDA, EMA or comparable foreign regulatory authorities may require us to perform additional clinical trials before approving our marketing applications. We cannot assure that upon inspection by a given regulatory authority, such regulatory authority will determine that any of our clinical trials comply with GCP and other applicable regulations. In addition, our clinical trials must be conducted with product produced under applicable current Good Manufacturing Practices (cGMP) and current Good Tissue Practices (cGTP) regulations. Our, or our third party vendors', failure to comply with these regulations may require us to conduct new clinical trials, which would delay the marketing approval process. We also are required to register certain ongoing clinical trials and post the results of certain completed clinical trials on government-sponsored databases, such as ClinicalTrials.gov, within certain timeframes. Failure to do so can result in fines, adverse publicity and civil and criminal sanctions.

If we experience delays or quality issues in the conduct, completion or termination of any clinical study of our product candidates, the approval and commercial prospects of such product candidate will be harmed, and our ability to generate product revenues from such product candidate will be delayed. In addition, any delays in completing our clinical studies will increase our costs, slow down our product candidate development and approval process and jeopardize our ability to generate revenues. Any delays in completing our clinical studies for our product candidates may also decrease the period of commercial exclusivity. In addition, many of the factors that could cause a delay in the commencement or completion of clinical studies may also ultimately lead to the denial of regulatory approval of our product candidates.

Our product and product candidates, the methods used to deliver them or their dosage levels may cause undesirable side effects or have other properties that could delay or prevent their regulatory approval, limit the commercial profile of an approved label or result in significant negative consequences following any regulatory approval.

Undesirable side effects caused by our product and product candidates, their delivery methods or dosage levels could cause us or regulatory authorities to interrupt, delay or halt clinical studies and could result in a more restrictive label or the delay or denial of regulatory approval by the FDA or other comparable foreign regulatory authority. As a result of safety or toxicity issues that we or our partners may experience in our clinical studies, we or our partners may not receive approval to market any product candidates, which could prevent us from ever generating product or royalty revenues for such product candidates or achieving profitability. Results of our studies could reveal an unacceptably high severity and incidence of side effects, or risks that outweigh the benefits of our product and product candidates. In such an event, our studies could be suspended or terminated, and the FDA or comparable foreign regulatory authorities could order us to cease further development of or deny approval of our product candidates for any or all targeted indications. The drug-related side effects could affect patient recruitment or the ability of enrolled subjects to complete the study or result in potential product liability claims.

Additionally, if any of our product candidates receives regulatory approval, and we or others later identify undesirable side effects caused by such product, a number of potentially significant negative consequences could result, including that:

- we may be forced to suspend marketing of that product;
- regulatory authorities, IRBs, or other clinical trial oversight bodies may place a hold on any ongoing clinical trials;
- regulatory authorities may withdraw or change their approvals of that product;

- regulatory authorities may require additional warnings on the label or limit access of that product to selective specialized centers with additional safety reporting and with requirements that patients be geographically close to these centers for all or part of their treatment;
- we may be required to conduct post-marketing studies;
- we may be required to change the way the product is administered;
- we could be sued and held liable for harm caused to subjects or patients;
- our products may be seized, or we may be required to recall our products;
- our products may become less competitive in the marketplace; and
- our reputation may suffer.

Any of these events could diminish the usage or otherwise limit the commercial success of our product and product candidates and prevent us from achieving or maintaining market acceptance of the affected product candidate, if approved by applicable regulatory authorities.

The market opportunities for our product and product candidates may be limited to those patients who are ineligible for or have failed prior treatments and may be small.

The FDA often approves new cancer therapies initially only for use in patients with relapsed or refractory metastatic disease. We expect to seek initial approval of tab-cel in the US and our other product candidates in this setting. Subsequently, for those products that prove to be sufficiently beneficial, if any, we may seek approval for earlier lines of treatment and potentially as a first line therapy, but there is no guarantee that our product and product candidates, even if approved, would be approved for earlier lines of therapy, and, prior to any such approvals, we will have to conduct additional clinical trials.

Our projections of both the number of people who have the diseases we are targeting, as well as the subset of people with these diseases in a position to receive second or later lines of therapy, and who have the potential to benefit from treatment with our product and product candidates, are based on our current beliefs and estimates. These estimates have been derived from a variety of sources, including scientific literature, surveys of clinicians, patient foundations, or our own market research, and may prove to be incorrect. Further, new studies, product approvals, changes to the standard of care and diagnosis rates or scientific understanding of disease burden may change the estimated incidence or prevalence of these diseases, and the number of patients who could benefit from our products may turn out to be lower than expected. Additionally, the potentially addressable patient population for our product candidates may be limited or may not be amenable to treatment with our product candidates. For instance, for our product, tab-cel, we have initially pursued marketing authorization for a patient population that suffers from aggressive EBV+PTLD and received at least one prior therapy. Our commercial partners may have different estimates of the market opportunities for our product or product candidates. At the outset of the COVID-19 pandemic, we initially observed a temporary slow-down in stem cell and solid organ transplant volumes. These reductions were transient, but if a reduction in such volumes resumes or if there are other disruptive factors that reduce PTLD incidence, such as changes in immunosuppression regimens or treatment of re-activated viremia, it could result in lower PTLD incidence and thus reduce the demand for tab-cel. Even if our product and product candidates obtain significant market share, because the potential target populations are small, we may never achieve profitability without obtaining regulatory approval for additional indications.

We may not be able to obtain or maintain orphan drug exclusivity for our product candidates.

Regulatory authorities in some jurisdictions, including the U.S., EU and the UK, may designate drugs for relatively small patient populations as orphan drugs. Under the Orphan Drug Act, the FDA may designate a product as an orphan drug if it is a drug intended to treat a rare disease or condition, which is generally defined as a patient population of

fewer than 200,000 individuals annually in the U.S. The FDA, the EMA, and the MHRA have granted us orphan drug designation for tab-cel for EBV+ PTLD.

Generally, if a product with an orphan drug designation subsequently receives the first regulatory approval for the indication for which it has such designation, the product is entitled to a period of marketing exclusivity, which precludes the FDA, the EMA, and the MHRA from approving another marketing application for the same biologic for the same indication for that time period. The applicable period is seven years in the U.S. and ten years in the EU and the UK. The EU and UK exclusivity periods can be reduced to six years if a drug no longer meets the criteria for orphan drug designation or if the drug is sufficiently profitable so that market exclusivity is no longer justified. These periods may be reduced in the EU based on a new applicable legal framework, which was provisionally agreed by the European Parliament, the Council and the European Commission in December 2025 and remains subject to formal adoption. Orphan drug exclusivity may be lost if the FDA, EMA or MHRA determines that the request for designation was materially defective or if the manufacturer is unable to assure sufficient quantity of the drug to meet the needs of patients with the rare disease or condition. In the U.S., the FDA may still approve a later marketing application blocked by an ongoing period of orphan drug exclusivity in limited circumstances such as a demonstration of clinical superiority to the product with orphan drug exclusivity or if the FDA finds that the holder of the orphan drug exclusivity has not shown that it can assure the availability of sufficient quantities of the orphan drug to meet the needs of patients with the disease or condition for which the product was approved. As a result, even if one of our product candidates receives orphan exclusivity, the FDA can still approve or license other drugs or biological products that have a different active ingredient for use in treating the same indication or disease.

It is also possible that current or future litigation or action by Congress could change the scope of available orphan exclusivity. Any changes to the orphan drug provisions could change our opportunities for, or likelihood of success in obtaining, orphan drug exclusivity and could materially adversely affect our business, financial condition, results of operations, cash flows and prospects. Separately, loss or narrowing of orphan drug designation or exclusivity, whether as a result of any of the matters described above or otherwise, could have collateral consequences beyond the loss of exclusivity itself. For example, tab-cel may no longer qualify for the exemption applicable to orphan drug products under Annex IV to the April 2026 Proclamation (as defined below) from tariffs on specified imported pharmaceutical products, which could adversely affect the commercial viability of tab-cel in the United States if approved. See the risk factor captioned "*Current and future legislation, including potentially unfavorable pricing regulations or other healthcare reform initiatives, may increase the difficulty and cost for us to obtain regulatory approval of our product candidates and affect the prices for our product and product candidates.*" below for additional information on the April 2026 Proclamation.

Even if we obtain orphan drug exclusivity for a product, that exclusivity may not be maintained or effectively protect the product from competition because different drugs can be approved for the same condition.

BTD by the FDA and PRIME designation by the EMA may not lead to a faster development or regulatory review or approval process and it does not increase the likelihood that our product candidates will receive marketing approval.

We have obtained BTD for tab-cel in the U.S. for treatment of patients with EBV+ PTLD who have failed rituximab, however this designation may not lead to faster development or regulatory review and does not increase our likelihood of success. A breakthrough therapy is defined as a drug or biologic that is intended, alone or in combination with one or more other drugs or biologics, to treat a serious or life-threatening disease or condition and preliminary clinical evidence indicates that the drug, or biologic in our case, may demonstrate substantial improvement over existing therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development. For product candidates that have been designated as breakthrough therapies, interaction and communication between the FDA and the sponsor of the study can help to identify the most efficient path for clinical development while minimizing the number of patients placed in ineffective control regimens. Biologics designated as breakthrough therapies by the FDA may also be eligible for other expedited review programs, such as priority review. Even though the FDA may grant priority review of a marketing application for a product granted BTD, BTD status is not considered in the FDA's decision to approve or not approve a product candidate.

In the EU, the EMA may offer PRIME designation to support the development and accelerated review by the EMA of new therapies that are expected to be of major public health interest to treat patients with unmet medical needs. With the new EU Pharmaceutical Regulation, expected to apply generally 24 months after its entry into force, PRIME becomes subject to formal regulation. Despite PRIME designation and the associated opportunity for accelerated assessment, the EMA may decide that additional time is needed for the MAA review and convert the MAA to a standard review timeline. For example, the EMA converted the tab-cel MAA review timeline from accelerated to standard, despite tab-cel's PRIME designation.

Designation as a breakthrough therapy is at the discretion of the FDA, and access to PRIME is at the discretion of the EMA. Receipt of a BTD or PRIME designation for a product candidate may not result in a faster development process, review or approval compared to drugs considered for approval under non-expedited FDA or EMA review procedures and does not assure ultimate approval by the FDA or in the EU. In addition, the FDA or EMA, respectively, may later decide that the product no longer meets the conditions for qualification and rescind the BTD or PRIME designation or decide that the time period for FDA or EMA, respectively, review or approval will not be shortened.

A Fast Track designation by the FDA or other priority review program may not lead to a faster development, regulatory review or licensure process and does not increase the likelihood that our product candidates will receive marketing licensure.

We may seek fast track designation for one or more of our future product candidates. If a drug or biological product is intended for the treatment of a serious or life-threatening disease or condition and it demonstrates the potential to address unmet medical needs for such a disease or condition, the drug sponsor may apply for FDA fast track designation for a particular indication. We may seek fast track designation for our product candidates, but there is no assurance that the FDA will grant this designation to any of our proposed product candidates, even if such a designation has been granted to similar products. Marketing applications submitted by sponsors of products in fast track development may qualify for priority review under the policies and procedures offered by the FDA, but the fast track designation does not assure any such qualification or ultimate marketing licensure by the FDA. The FDA has broad discretion whether or not to grant fast track designation, so even if we believe a particular product candidate is eligible for this designation, there can be no assurance that the FDA would decide to grant it. Even if we do receive fast track designation, we may not experience a faster development process, review or licensure compared to conventional FDA procedures or pathways and receiving a fast track designation does not provide assurance of ultimate FDA licensure. In addition, the FDA may withdraw fast track designation at any time, including if it believes that the designation is no longer supported by data from our clinical development program.

Failure to obtain regulatory or payor approval in international jurisdictions would prevent our product candidates from being marketed abroad.

In addition to regulations in the U.S., to market and sell our products in the EU, the UK, many Asian countries and other jurisdictions, we, or our current or future commercialization partners, must obtain separate regulatory approvals and comply with numerous and varying regulatory requirements, both from a clinical and manufacturing perspective. The approval procedure varies among countries and can involve additional testing. The time required to obtain approval may differ substantially from that required to obtain FDA approval. The regulatory approval process outside the U.S. generally includes all of the risks associated with obtaining FDA approval and may include additional risks. Clinical studies accepted in one country may not be accepted by regulatory authorities in other countries. In addition, many countries outside the U.S. require that a product be approved for reimbursement before it can be approved for sale in that country. A product candidate that has been approved for sale in a particular country may not receive reimbursement approval in that country. We or our partners may not be able to obtain approvals from regulatory authorities or payor authorities outside the U.S. on a timely basis, if at all. Approval by a regulatory agency or payor does not ensure approval by any other regulatory or payor authorities in other countries or jurisdictions. We may not be able to file for regulatory approvals and may not receive the approvals necessary to commercialize our product candidates in any market. If we or our partners are unable to obtain approval of any of our product candidates by regulatory or payor authorities in the US, EU, the UK, Asia or elsewhere, the commercial prospects of that product candidate may be significantly diminished.

The revision of the European legislation on pharmaceuticals, changes in governmental administration or changes in leadership at relevant agencies could lead to uncertainties over the regulatory framework that will be applicable to medicinal products in the EU and US, including orphan medicinal products.

In December 2025, the EU legislators reached a political agreement to adopt two new pieces of legislation, which will amend and/or repeal and replace the existing legislation concerning medicinal products for human use in the EU, including legislation concerning orphan medicinal products and medicinal products for pediatric use. In September 2026, the Council adopted its position on the new EU Pharmaceutical Regulation and EU Pharmaceutical Directive, which remain subject to approval by the European Parliament and publication in the Official Journal. Amongst other changes, this new legislation will have a significant impact on the designation of and incentives offered to orphan medicinal products in the EU. The new EU Pharmaceutical Regulation restructures orphan market exclusivity (OME) in several key ways. The baseline OME drops from 10 to 9 years for standard orphan products, while "breakthrough" products benefit from 11 years; the protection threshold also shifts from MA application acceptance to MA grant, effectively trimming about a year of real-world protection. The pediatric two-year OME extension is replaced by a six-month SPC extension. Most significantly, the current system allowing separate 10-year OME periods per orphan indication is replaced by a single "global" OME period (GOMA) for the product as a whole, with only up to two one-year extensions available for additional indications.

Even if our product candidates receive regulatory approval, they may still face future development and regulatory difficulties.

Even if we, or our partners obtain regulatory approval for a product candidate, it would be subject to ongoing requirements by the FDA and comparable foreign regulatory authorities governing the manufacture, quality control, further development, labeling, packaging, storage, distribution, adverse event reporting, safety surveillance, import, export, advertising, promotion, recordkeeping and reporting of safety and other post-marketing information. These requirements include submissions of safety and other post-marketing information and reports, registration, as well as continued compliance by us, our partner and/or our partner's CMOs and CROs for any post-approval clinical studies that we conduct and for continued commercialization of the product. They also include any post-approval requirements or commitments imposed by the FDA or comparable foreign regulatory authorities as a condition of approval, and/or any risk evaluation or mitigation strategies (REMS), if applicable. The safety profile of any product will continue to be closely monitored by the FDA and comparable foreign regulatory authorities after approval. If the FDA or comparable foreign regulatory authorities become aware of new safety information after approval of any of our product candidates, they may require labeling changes or establishment of a risk evaluation and mitigation strategy, impose significant restrictions on a product's indicated uses or marketing or impose ongoing requirements for potentially costly post-approval studies or post-market surveillance.

In addition, manufacturers of drug products and their facilities are subject to initial and continual review and periodic inspections by the FDA and other regulatory authorities for compliance with cGMP, cGCP, cGTP and other regulations. If we or a regulatory agency discover previously unknown problems with a product, such as adverse events of unanticipated severity or frequency, or problems with the facility where the product is manufactured or materials for the product manufacture are sourced, a regulatory agency may impose restrictions on that product, the manufacturing facility or us, including requiring recall or withdrawal of the product from the market or suspension of manufacturing. If we, our products, product candidates, or the manufacturing facilities for our products or product candidates fail to comply with applicable regulatory requirements, a regulatory agency may:

- issue warning letters or untitled letters;
- mandate modifications to promotional materials or require us to provide corrective information to healthcare practitioners;
- require us or our partners to enter into a consent decree, which can include imposition of various fines, reimbursements for inspection costs, required due dates for specific actions and penalties for noncompliance;
- seek an injunction or impose civil or criminal penalties or monetary fines;

- suspend, withdraw or modify regulatory approval;
- suspend or modify any ongoing clinical studies;
- refuse to approve pending applications or supplements to applications filed by us;
- suspend or impose restrictions on operations, including costly new manufacturing requirements; or
- seize or detain products, refuse to permit the import or export of products, require us to withdraw product from the market, or require us to initiate a product recall.

The occurrence of any event or penalty described above may also generate negative publicity or inhibit our ability to successfully commercialize our products.

Advertising and promotion of any product candidate that obtains approval in the U.S. will be heavily scrutinized by the FDA, the Department of Justice (DOJ), the Office of Inspector General of the Department of Health and Human Services (HHS), state attorneys general, members of the U.S. Congress and the public. Additionally, advertising and promotion of any product candidate that obtains approval outside of the U.S. will be heavily scrutinized by comparable foreign entities and stakeholders. For example, a company may not promote "off-label" uses for its drug products. An off-label use is the use of a product for an indication that is not described in the product's FDA-approved label in the U.S. or for uses in other jurisdictions that differ from those approved by the applicable regulatory agencies. Physicians, on the other hand, may prescribe products for off-label uses. Although the FDA and other regulatory agencies do not regulate a physician's choice of drug treatment made in the physician's independent medical judgment, they do restrict promotional communications from companies or their sales force with respect to off-label uses of products for which marketing clearance has not been issued. However, companies may share truthful and not misleading information that is otherwise consistent with a product's FDA approved labeling. Violations, including actual or alleged promotion of our products for unapproved or off-label uses, are subject to enforcement letters, inquiries and investigations, and civil and criminal sanctions by the FDA or comparable foreign bodies. The FDA has increased scrutiny of product claims and, in 2025, issued a significant number of enforcement actions to companies. Any actual or alleged failure to comply with labeling and promotion requirements may result in fines, warning letters, mandates to provide corrective information to healthcare practitioners, injunctions, or civil or criminal penalties. Further, promotion of products is currently an area of government scrutiny, and the applicable statutes, regulations and guidance and policies are complex, subject to changing interpretation, and subject to amendment.

Changes to regulations, guidelines and recommendations published by various government agencies and organizations may affect the use of our product candidates.

Changes to regulations, recommendations or other guidelines advocating alternative therapies for the indications we treat could result in decreased use of our products. For example, although treatment with EBV-specific T cells is recognized as a recommended treatment for persistent or progressive EBV+ PTLD as set forth in the National Comprehensive Cancer Network Guidelines, future guidelines from governmental agencies, professional societies, practice management groups, private health/science foundations and other organizations could lead to decreased ability to develop our product candidates, or decreased use of our products once approved by applicable regulatory authorities.

Risks Related to Manufacturing

We are subject to a multitude of manufacturing risks, any of which could substantially increase our costs and limit supply of our product and product candidates.

Concurrently with the in-license of our existing product and product candidates, we acquired manufacturing process know-how and, in some cases, inventory of process intermediates and clinical materials from our partners. Transferring manufacturing processes, testing and associated know-how is complex and involves review and incorporation of both documented and undocumented processes that may have evolved over time. In addition, transferring production to

different facilities may require utilization of new or different processes and/or equipment to meet the specific requirements of a given facility. Each stage is retroactively and concurrently verified to be compliant with appropriate regulations. As a result, there is a risk that all relevant know-how was not adequately transferred to us from our partners or that previous execution was not compliant with applicable regulations.

In addition, we need to conduct significant development and scale-up work to transfer these processes and manufacture each of our product and product candidates for various studies, clinical studies and commercial launch readiness. To the extent we elect to transfer manufacturing within our network of third party CMOs, we are required to demonstrate that the product manufactured in the new or "receiving" facility is comparable and/or non-inferior to the product manufactured in the original or "sending" facility. The inability to demonstrate to each of the applicable regulatory authorities that acceptable drug product was manufactured could delay the development of our product candidates or availability of additional commercial product supplies.

The processes by which some of our product and product candidates are manufactured were initially developed by our partners for clinical purposes. We intend to evolve the processes developed by our partners and the processes developed by us to support advanced clinical studies and commercialization requirements. We similarly intend to evolve the processes originating at Atara to support advanced clinical studies and commercialization requirements. Developing commercially viable manufacturing processes is a difficult and uncertain task, and there are risks associated with scaling to the level required for advanced clinical studies or commercialization, including cost overruns, potential problems with process scale-up, process reproducibility, comparability issues, stability, safety, purity and potency issues, regulatory agency review and endorsement processes, consistency and timely availability of reagents or raw materials. The manufacturing facilities in which our product and product candidates will be made could be adversely affected by pandemics, earthquakes and other natural or man-made disasters, equipment failures, labor shortages, power failures, and numerous other factors. In addition, there have been, and there may continue to be, transient interruptions in the supply of raw materials and consumables used in the development and manufacturing of our preclinical and clinical cell therapies related to raw material shortages due to the COVID-19 pandemic or other global pressures, including leukapheresis collections, which supply starting materials used in our product and product candidates, and raw materials and consumables specialized for cell therapy manufacturing. If we are unable to obtain such raw materials or other necessary raw materials in a timely manner, our business operations and manufacturing capabilities could be adversely affected.

The process of manufacturing cellular therapies is susceptible to product loss due to contamination, equipment failure or improper installation or operation of equipment, or vendor or operator error. Even minor deviations from normal manufacturing and distribution processes for any of our product and product candidates could result in reduced production yields, impact to key product quality attributes, and other supply disruptions. Product defects can also occur unexpectedly. If microbial, viral or other contamination is discovered in reagents or in our product and product candidates or in the manufacturing facilities in which our product or product candidates are made, these manufacturing facilities may need to be closed for an extended period of time to allow us to investigate and remedy the contamination. For example, we have been informed by a CMO of mold and other contamination in certain manufacturing suites related to the manufacture of finished Ebvallo and tab-cel product and intermediates at the CMO's facility. We have had to, and may in the future need to, pause certain manufacturing activities at this CMO. We, through our commercialization partner, worked with the CMO to investigate and remediate contamination issues but can make no assurance regarding such remediation efforts. The FDA confirmed in the Second Complete Response Letter that it completed a follow-up inspection of the CMO facility and determined the inspectional issues at such facility have been adequately addressed and the deficiency comment in the Response Letter has been satisfactorily resolved. Because our T-cell immunotherapy product and product candidates are manufactured from cells collected from the blood of third party donors, the process of manufacturing is susceptible to the availability of the third party donor material. The process of developing products that can be commercialized may be particularly challenging, even if they otherwise prove to be safe and effective. The manufacture of these products and product candidates involves complex processes. Some of these processes require specialized equipment and highly skilled and trained personnel. The process of manufacturing these products and product candidates will be susceptible to additional risks, given the need to maintain aseptic conditions throughout the manufacturing process, which can be weeks. Contamination with viruses or other pathogens in either the donor material or materials utilized in the manufacturing process or ingress of microbiological material at any point in the process may result in contaminated or unusable product. Viral contaminants may also arise in recombinant viral reagent production

systems used to manufacture viral reagents which are used to manufacture product and product candidates. These types of contamination could result in delays in the manufacture of products which could result in delays in the development of our product candidates. Contamination could also increase the risk of adverse side effects. Furthermore, our allogeneic product ultimately consist of intermediates from individual donors, each with a different HLA profile. As a result, the selection and distribution of the appropriate cell product lot for therapeutic use in a patient requires close coordination between clinical operations, supply chain and quality assurance personnel.

Any adverse developments affecting our partner's CMOs' manufacturing operations for our product and product candidates may result in lot failures, inventory shortages, shipment delays, product withdrawals or recalls or other interruptions in the supply of our drug product which could delay the development of our product candidates or our partner's ability to supply product. We may also have to write off inventory, incur other charges and expenses for supply of drug product that fails to meet specifications, undertake costly remediation efforts, or seek more costly manufacturing alternatives. Inability to meet the demand for our product and product candidates could damage our or our partner's reputation and the reputation of our or our partner's products among physicians, healthcare payors, patients or the medical community that supports our product development efforts, including hospitals and outpatient clinics.

Delays in receiving regulatory approvals for product candidates produced at our partners' CMOs' facilities could delay our development plans and thereby limit our ability to generate revenues.

The research and development and process and analytical development labs within ARC support our mid/late development activities. Product-specific qualification to support clinical development and commercial production qualification activities are ongoing for product candidates at our partner's CMOs' facilities. If the appropriate regulatory approvals for manufacturing product candidates at our partner's CMOs' facilities are delayed, we may not be able to manufacture sufficient quantities of our product candidates, which would negatively impact commercial supply, limit our development activities and limit our opportunities for growth.

In addition to the similar manufacturing risks described in "Risks Related to Our Dependence on Third Parties," our facilities, and our partners' CMOs' facilities, will be subject to ongoing, periodic inspection by the FDA, EMA or other comparable regulatory agencies to ensure compliance with cGMP and cGTP. Our, or our partners', failure to follow and document adherence to these regulations or other regulatory requirements may lead to significant delays in the availability of products for clinical or commercial use, may result in the termination of or a hold on a clinical study, or may delay or prevent filing or approval of commercial marketing applications for our product candidates. In January 2025, we received the Response Letter from the FDA relating solely to observations during pre-approval inspection of a third party manufacturing facility in connection with our tab-cel BLA. The FDA placed a clinical hold on our active IND applications which include the tab-cel program and product candidate ATA3219. The clinical hold is directly linked to inadequately addressed GMP compliance issues identified during the pre-approval inspection of a third party manufacturing facility referenced in the Response Letter. In January 2025, we notified investigators of the clinical holds for the tab-cel program. In February 2025, the third party facility referenced in the Response Letter was inspected and received an FDA Form 483. We worked with our partner, Pierre Fabre, to support this third party manufacturer in addressing the compliance issues and in May 2025, the FDA confirmed the clinical hold issues were satisfactorily addressed and the FDA lifted the clinical holds for the tab-cel and the ATA3219 programs. In January 2026, the FDA confirmed it completed a follow-up inspection of the third party manufacturing facility and determined the inspectional issues at such facility have been adequately addressed and the deficiency comment in the Response Letter has been satisfactorily resolved. We also may encounter problems with the following:

- achieving adequate inventory of clinical-grade materials that meet regulatory agency standards or specifications with consistent and acceptable production yield and costs;
- shortages of qualified personnel, raw materials or key contractors; and
- achieving and maintaining ongoing compliance with cGMP regulations and other requirements of the FDA, EMA or other comparable regulatory agencies.

Failure to comply with applicable regulations could also result in sanctions being imposed on us, including fines, injunctions, civil penalties, a requirement to suspend or put on hold one or more of our clinical studies, failure of regulatory authorities to grant marketing approval of our product candidates, delays, suspension or withdrawal of approvals, license revocation, seizures or recalls of product candidates, operating restrictions and criminal prosecutions, any of which could harm our business.

Developing advanced manufacturing techniques and process controls is costly, time consuming and is required to fully utilize our partner's CMOs' facilities. Failure to advance manufacturing techniques and process controls could lead to a delay in obtaining approval for our product candidates. Without further investment, advances in manufacturing techniques may render the facilities and equipment that manufacture our product candidates inadequate or obsolete.

A number of the product candidates in our portfolio, if approved by applicable regulatory authorities, may require significant commercial supply to meet market demand. In these cases, we may need to increase, or "scale up," the production process by a significant factor over the initial level of production. If we are unable to do so, are delayed, or if the cost of this scale up is not economically feasible for us or we cannot find a third party supplier, we may not be able to produce our product candidates in sufficient quantities to meet future demand.

If one or more of our partner's CMOs' facilities is damaged or destroyed or production at these facilities is otherwise interrupted, our business would be negatively affected.

If any of our partner's CMOs' manufacturing facilities, or the equipment in any such facilities, is either damaged or destroyed, we or our partner may not be able to quickly or inexpensively replace such manufacturing capacity or replace it at all. In the event of a temporary or protracted disruption in operations or loss of a facility or its equipment, we or our partner may not be able to transfer manufacturing to another third party in the time required to maintain supply. Even if we or our partner could transfer manufacturing to another third party, the shift would likely be expensive and time-consuming, particularly since the new facility would need to comply with the necessary regulatory requirements or may require regulatory approval before selling any products manufactured at that facility. Such an event could delay our clinical studies or reduce our commercial product revenues.

Currently, we maintain insurance coverage against damage to our property and to cover business interruption and research and development restoration expenses. However, our insurance coverage may not reimburse us, or may not be sufficient to reimburse us, for any expenses or losses we may suffer. We may be unable to meet our requirements for our product candidates if there were a catastrophic event or failure of our partner's current manufacturing facility or processes.

Risks Related to Our Dependence on Third Parties

Maintaining clinical and commercial timelines is dependent on our partner's end-to-end supply chain network to support manufacturing; if we or our partner experience problems with third party suppliers or CMOs, we or our partner may delay development and/or commercialization of our product and product candidates.

We rely on our partner and their CMOs for the current production of our product and product candidates and the acquisition of materials incorporated in or used in the manufacturing or testing of our product and product candidates. Our partner and their CMOs are not our employees, and except for remedies available to us under our agreement with our partner, we cannot directly control whether or not they or their CMOs devote sufficient time and resources, including experienced staff, to the manufacturing of supply for our ongoing clinical, nonclinical and preclinical programs and commercial product. Our partner's CMOs for our product and product candidates will need to be prepared to undergo pre-approval inspection in connection with our regulatory filings, and we cannot be certain that we will be able to adequately support them through such inspection nor that they will successfully pass any such inspection. In January 2025, we received the Response Letter from the FDA relating solely to observations during pre-approval inspection of a third party manufacturing facility in connection with our tab-cel BLA. The FDA placed a clinical hold on our active IND applications which include the tab-cel program and product candidate ATA3219. The clinical hold is directly linked to inadequately addressed GMP compliance issues identified during the pre-approval inspection of a third party manufacturing facility referenced in the Response Letter.

In January 2025, we notified investigators of the clinical holds for the tab-cel program. In February 2025, the third party facility referenced in the Response Letter was inspected and received an FDA Form 483. We worked with our partner, Pierre Fabre, to support this third party manufacturer in addressing the compliance issues and in May 2025, the FDA confirmed the clinical hold issues were satisfactorily addressed and the FDA lifted the clinical holds for the tab-cel and ATA3219 programs. In January 2026, the FDA confirmed it completed a follow-up inspection of the third party manufacturing facility and determined the inspectional issues at such facility have been adequately addressed and the deficiency comment in the Response Letter has been satisfactorily resolved. To meet our supply needs for clinical materials to support our activities for our product candidates resulting from our next-generation CAR T programs or any other product candidates, we will need to transition the manufacturing of these materials to a CMO. Regardless of where production occurs, we will need to develop relationships with suppliers of critical starting materials or reagents, increase the scale of production and demonstrate comparability and/or non-inferiority of the material produced at these facilities to the material that was previously produced. Transferring manufacturing processes, analytical methods and know-how is complex and involves review and incorporation of both documented and undocumented processes that may have evolved over time.

In addition, transferring production to different facilities may require utilization of new or different processes to meet the specific requirements of a given facility. We would expect additional comparability work will also need to be conducted to support the transfer of certain manufacturing processes and process improvements. We cannot be certain that all relevant know-how and data have been adequately incorporated into the manufacturing process until the completion of studies (and the related evaluations) intended to demonstrate the comparability of material previously produced with that generated by us or our CMOs.

If we, our partner or their CMOs are not able to successfully transfer and produce comparable product and product candidates, our ability to further develop and manufacture our product and product candidates may be negatively impacted.

We still may need to identify additional CMOs for continued production of supply for some of our product and product candidates. Given the nature of our manufacturing processes, the number of CMOs who possess the requisite skill and capability to manufacture our T-cell immunotherapy product candidates, and the critical intermediates or reagents used to manufacture such products, are limited. We have not yet identified alternate suppliers in the event the current CMOs that we utilize are unable to scale production, or if we otherwise experience any problems with them.

We rely on our partner's CMOs and manufacturing network for the production of our product and product candidates. Our supply, and ability to maintain inventory, of these products and product candidates depends on the uninterrupted and efficient operation of these facilities, which could be adversely affected by equipment failures, failure to meet regulatory or cGMP requirements, labor or raw material shortages, public health epidemics, natural disasters, power failures, cyber-attacks and many other factors. If we encounter any manufacturing or supply chain difficulties, we may be unable to meet the demand for our products and product candidates.

Manufacturing cellular therapies is complicated and tightly regulated by the FDA and comparable regulatory authorities around the world, and although alternative third party suppliers with the necessary manufacturing and regulatory expertise and facilities exist, it could be expensive and take a significant amount of time to arrange for alternative suppliers, transfer manufacturing procedures and analytical methods to these alternative suppliers, and demonstrate comparability and/or non-inferiority of material produced by such new suppliers. New manufacturers of any product, product candidate, or intermediate would be required to qualify procedures under applicable regulatory requirements. These manufacturers may not be able to manufacture our product and product candidates at costs, or in sufficient quantities, or in a timely manner necessary to complete development of our product candidates or make commercially successful products. If we or our partner are unable to arrange for alternative third party manufacturing sources, or to do so on commercially reasonable terms or in a timely manner, we may not be able to complete development of our product candidates, or market or distribute them. In addition, should the FDA or comparable regulatory authorities not agree with our product candidate specifications and comparability methodologies or assessments for these materials, regulatory authorities may require that we conduct additional studies, including bridging comparability testing, and further clinical development or commercial launch of our product candidates could be substantially delayed.

Reliance on third party manufacturers entails risks to which we would not be subject if we manufactured product and product candidates ourselves, including reliance on the third party for regulatory compliance and quality assurance, the possibility that the third party manufacturer does not maintain the financial resources to meet its obligations under the manufacturing agreement, the possibility of breach of the manufacturing agreement by the third party because of factors beyond our control, including a failure to manufacture our product candidates or any products we or our partners may eventually commercialize in accordance with our specifications, misappropriation of our proprietary information, including our trade secrets and know-how, the possibility that the third party does not devote sufficient time or resources to our product candidates or any products we or our partners may eventually commercialize based on its own business priorities, the possibility that the third party is acquired by another party and changes its business priorities, and the possibility of termination or nonrenewal of the agreement by the third party, based on its own business priorities, at a time that is costly or damaging to us. We have transferred responsibility for the manufacture of our product to Pierre Fabre, and there can be no assurance that we will be able to find a new CMO or enter into a new commercial drug product supply agreement with a new CMO on terms favorable or acceptable to us or at all if Pierre Fabre does not perform its obligations. Any delays in entering into a new commercial manufacturing agreement could delay the development and commercialization of our product and product candidates, if approved. If Fujifilm does not perform its obligations under its agreement with Pierre Fabre adequately or does not devote sufficient time or resources to our product or product candidates, our operations, including the commercialization of our products, may be adversely impacted. Similarly, if CRL does not perform its obligations under its agreement with Pierre Fabre adequately or does not devote sufficient time or resources to our product or product candidates, our operations, including the commercialization of our products, may be adversely impacted. In addition, the FDA and other regulatory authorities require that our product candidates and any products that we or our partners may eventually commercialize be manufactured according to cGMP, cGTP and similar regulatory jurisdictional standards. These requirements include, among other things, quality control, quality assurance and the maintenance of records and documentation. The FDA or similar foreign regulatory agencies may also implement new standards at any time or change their interpretations and enforcement of existing standards for manufacture, packaging or testing of products. We have limited control over our partners' or their manufacturers' compliance with these regulations and standards and although we monitor them, we depend on them to provide honest and accurate information. Any failure by our partner or their third party manufacturers to comply with cGMP or cGTP or failure to scale up manufacturing processes, including any failure to deliver sufficient quantities of product candidates in a timely manner, could lead to a delay in, or failure to obtain, regulatory approval of any of our product candidates. In addition, such failure could be the basis for the FDA to issue a warning letter, withdraw approvals for product candidates previously granted to us, or take other regulatory or legal action, including recall or seizure of outside supplies of the product candidate, total or partial suspension of production, suspension of ongoing clinical studies, refusal to approve pending applications or supplemental applications, detention of product, refusal to permit the import or export of products, injunction or imposing civil and criminal penalties.

We depend on third party suppliers and testing laboratories for key materials used to produce or test our product and product candidates. Any significant disruption in our supplier relationships could harm our business. Any significant delay in the supply of a product candidate for an ongoing clinical study could considerably delay initiation or completion of our clinical studies, product testing and potential regulatory approval of our product candidates. If raw materials or components cannot be purchased or fail to meet approved specifications, the commercial launch of our product and product candidates could be delayed, or there could be a shortage in supply, which could impair our ability to generate revenues from the sale of our product and product candidates.

In January 2025, we received the Response Letter from the FDA relating solely to observations during pre-approval inspection of a third party manufacturing facility in connection with our tab-cel BLA. The FDA placed a clinical hold on our active IND applications which include the tab-cel program and product candidate ATA3219. The clinical hold is directly linked to inadequately addressed GMP compliance issues identified during the pre-approval inspection of a third party manufacturing facility referenced in the Response Letter. In January 2025, we notified investigators of the clinical holds for the tab-cel program. In February 2025, the third party facility referenced in the Response Letter was inspected and received an FDA Form 483. We worked with our partner, Pierre Fabre, to support this third party manufacturer in addressing the compliance issues and in May 2025, the FDA lifted the clinical holds for the tab-cel and ATA3219 programs. In January 2026, the FDA confirmed it completed a follow-up inspection of the third party manufacturing facility and determined the inspectional issues at such facility have been adequately addressed and the deficiency comment in the Response Letter has been satisfactorily resolved.

We are dependent on Pierre Fabre for the development, manufacturing and commercialization of tab-cel (Ebvallo in the EEA, Switzerland and the UK) worldwide, including the United States. The failure of Pierre Fabre to meet its contractual, regulatory or other obligations could adversely affect our business and our obligations under the HCRx Agreement.

We have entered into the A&R Commercialization Agreement for tab-cel (Ebvallo in the EEA, Switzerland and the UK) worldwide for EBV-positive cancers and throughout 2025, we completed the transfer of substantially all responsibility for tab-cel to Pierre Fabre. As a result, we are entirely dependent on Pierre Fabre for development, manufacturing, marketing and commercialization, including negotiation of pricing and reimbursement, of tab-cel. The timing and amount of any milestone and royalty payments we may receive under the A&R Commercialization Agreement, as well as the commercial success of tab-cel, will depend on, among other things, the efforts, allocation of resources, negotiation of pricing and reimbursement and successful development, manufacture and commercialization of tab-cel by Pierre Fabre.

Under the terms of the A&R Commercialization Agreement, Pierre Fabre is responsible for all regulatory activities, including obtaining and maintaining all regulatory approvals for tab-cel, including in the US following transfer of the sponsorship of the tab-cel BLA to Pierre Fabre in October 2025. We will depend on Pierre Fabre to comply with numerous and varying regulatory requirements governing, if and when applicable, the manufacture, quality control, further development, labeling, packaging, storage, distribution, adverse event reporting, safety surveillance, import, export, advertising, promotion, recordkeeping and reporting of safety and other post-marketing information. We do not control the individual efforts of Pierre Fabre and have limited ability to terminate the A&R Commercialization Agreement if Pierre Fabre does not perform as expected. The failure of Pierre Fabre to devote sufficient time and effort to obtain regulatory approvals, including in the US, comply with regulatory requirements, and maintain the US BLA (if approved), the EEA, Switzerland and UK marketing authorizations and other regulatory approvals and/or to meet their obligations to us, could have an adverse impact on our financial results and operations, and our obligations under the HCRx Agreement with respect to the Initial Territory.

We also depend on Pierre Fabre to comply with all applicable laws relative to the development, manufacture and commercialization of tab-cel in the Territory. The failure of Pierre Fabre to devote sufficient time and effort to the development, manufacture and commercialization of tab-cel; to obtain regulatory approvals, including in the US; to meet their obligations to us, including for future royalty and milestone payments; to adequately deploy business continuity plans in the event of a crisis; and/or to satisfactorily resolve significant disagreements with us or address other factors could have an adverse impact on our financial results and operations. In addition, if Pierre Fabre violates, or is alleged to have violated, any laws or regulations during the performance of their obligations for us, it is possible that we could suffer financial and reputational harm or other negative outcomes, including possible legal consequences.

Any termination, breach or expiration of the A&R Commercialization Agreement or ancillary agreements, could have a material adverse effect on our financial position, and our obligations under the HCRx Agreement with respect to the Initial Territory, by reducing or eliminating our right to receive fees, milestones and royalties. In such an event, we may be required to devote additional efforts and to incur additional costs associated with the development, manufacture, and commercialization of tab-cel. Alternatively, we may attempt to identify and transact with a new commercialization partner, but there can be no assurance that we would be able to identify a suitable partner or transact on terms similar to the A&R Commercialization Agreement or that are favorable to us.

We may not realize the benefits of strategic alliances that we may form in the future or of potential future product acquisitions or licenses.

We may desire to form additional strategic alliances, commercialization partnerships, create joint ventures or collaborations, enter into licensing arrangements with third parties or acquire products or business, in each case that we believe will complement or augment our existing business. These relationships or transactions, or those like them, may require us to incur nonrecurring and other charges, increase our near- and long-term expenditures, issue securities that dilute our existing stockholders, reduce the potential profitability of the products that are the subject of the relationship or disrupt our management and business. In addition, we face significant competition in seeking appropriate strategic alliances and transactions and the negotiation process is time-consuming and complex and there can be no assurance that

we can enter into any of these transactions even if we desire to do so. Moreover, we may not be successful in our efforts to establish a strategic alliance or other alternative arrangements for any future product candidates and programs because our research and development pipeline may be insufficient, our product candidates and programs may be deemed to be at too early a stage of development for collaborative effort and third parties may not view our product candidates and programs as having the requisite potential to demonstrate a positive benefit/risk profile. Any delays in entering into new strategic alliance agreements related to our product candidates could also delay the development and commercialization of our product candidates and reduce their competitiveness even if they reach the market. In addition, any termination of established strategic alliance agreements will terminate any potential future funding we may receive under the relevant agreements, and we would have to seek a new partner for development or commercialization, curtail or abandon that development or commercialization, or undertake and fund the development and commercialization of the relevant product. If we seek a new partner but are unable to do so on acceptable terms, or at all, or do not have sufficient funds to conduct the development or commercialization of products ourselves, we would have to explore other strategic options, including curtailing or abandoning that development or commercialization, which could harm our business.

If we license products or acquire businesses, we may not be able to realize the benefit of these transactions if we are unable to successfully integrate them with our existing operations and company culture. We cannot be certain that, following an acquisition or license, we will achieve the financial or strategic results that would justify the transaction.

Risks Related to Our Intellectual Property

If we are unable to obtain and maintain sufficient intellectual property protection for our product candidates, or if the scope of the intellectual property protection is not sufficiently broad, our ability to commercialize our product candidates successfully and to compete effectively may be adversely affected.

We rely upon a combination of patents, trademarks, trade secrets and confidentiality agreements – both that we own or possess or that are owned or possessed by our partners and are in-licensed to us – to protect the intellectual property related to our technology, product and product candidates. When we refer to "our" technologies, inventions, patents, patent applications or other intellectual property rights, we are referring to both the rights that we own or possess as well as those that we in-license, many of which are critical to our intellectual property protection and our business. For example, the product, product candidates and platform technology we have licensed from our partners are protected primarily by patent or patent applications of our partners that we have licensed and as confidential know-how and trade secrets. If the intellectual property that we rely on is not adequately protected, competitors may be able to use our technologies and erode or negate any competitive advantage we may have.

The patentability of inventions and the validity, enforceability and scope of patents in the biotechnology field is uncertain because it involves complex legal, scientific and factual considerations, and it has in recent years been the subject of significant litigation. Moreover, the standards applied by the U.S. Patent and Trademark Office (USPTO) and non-U.S. patent offices in granting patents are not always applied uniformly or predictably. For example, there is no uniform worldwide policy regarding patentable subject matter or the scope of claims allowable in biotechnology patents.

There is no assurance that all potentially relevant prior art relating to our patents and patent applications is known to us or has been found in the instances where searching was done. We may be unaware of prior art that could be used to invalidate an issued patent or prevent a pending patent application from being issued as a patent. There also may be prior art of which we are aware, but which we do not believe affects the validity or enforceability of a claim of one of our patents or patent applications, which may, nonetheless, ultimately be found to affect the validity or enforceability of such claim. As a consequence of these and other factors, our patent applications may fail to result in issued patents with claims that cover our products and product candidates in the U.S. or in other countries.

Even if patents have issued or do successfully issue from patent applications, and even if these patents cover our product and product candidates, third parties may still challenge the validity, enforceability or scope thereof, which may result in these patents being narrowed, invalidated or held to be unenforceable. No assurance can be given that if challenged, our patents would be declared by a court to be valid or enforceable.

Even if unchallenged, our patents and patent applications or other intellectual property rights may not adequately protect our intellectual property, provide exclusivity for our product and product candidates or prevent others from designing around our claims. The possibility exists that others will develop products on an independent basis which have the same effect as our product and product candidates and which do not infringe our patents or other intellectual property rights, or that others will design around the claims of patents that we have had issued that cover our product and product candidates. If the breadth or strength of protection provided by our patents and patent applications with respect to our product and product candidates are threatened, it could jeopardize our ability to commercialize our products and product candidates and dissuade companies from collaborating with us.

We may also desire to seek a license from a third party who owns intellectual property that may be useful for providing exclusivity for our product and product candidates, or for providing the ability to develop and commercialize a product candidate in an unrestricted manner. There is no guarantee that we will be able to obtain a license from such a third party on commercially reasonable terms, or at all.

Additionally, the USPTO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process. While an inadvertent lapse can in many cases be cured by payment of a late fee or by other means in accordance with the applicable rules, there are situations in which noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction.

We and our partners have filed a number of patent applications with claims directed to our product and product candidates or methods of using or making the product and those product candidates. We cannot offer any assurances about which, if any, patents will be issued with respect to these pending patent applications, the breadth of claims in any such patents that are ultimately issued or whether any issued patents will be found invalid and unenforceable or will be threatened by third parties. Because patent applications in the U.S. and most other countries are confidential for a period of time after filing, and some remain so until issued, we cannot be certain that we or our partners were the first to file any patent application related to a product or product candidate. We or our partners may also become involved in proceedings regarding our patents, including patent infringement lawsuits, interference or derivation proceedings, oppositions, and *inter partes* and post-grant review proceedings before the USPTO the European Patent Office and other foreign patent offices.

Even if granted, patents have a limited lifespan. In the U.S., the natural expiration of a patent generally occurs 20 years after it is filed. Although various extensions may be available if certain conditions are met, the life of a patent and the protection it affords is limited. If we encounter delays in our clinical studies or in obtaining regulatory approvals, the period of time during which we could exclusively market any of our product and product candidates under patent protection, if approved, could be reduced. Even if patents covering our product and product candidates are obtained, once the patent life has expired for a product, we may be vulnerable to competition from biosimilar products, as we may be unable to prevent competitors from entering the market with a product that is similar or identical to our product candidates.

Furthermore, the research resulting in certain of our licensed patent rights and technology was funded by the U.S. government. As a result, the government has certain rights to these patent rights and technology. When new technologies are developed with government funding, the government generally obtains certain rights in any resulting patents, including a non-exclusive license authorizing the government to practice the invention for or on behalf of the U.S. These rights may permit the government to disclose confidential information on which we rely to third parties and to exercise march-in rights to use or allow third parties to use our licensed technology. The government can exercise its march-in rights if it determines that action is necessary because we fail to achieve practical application of the government-funded technology, because action is necessary to alleviate health or safety needs, to meet requirements of federal regulations or to give preference to U.S. industry. In addition, our rights in any inventions that result from government-funded research may be subject to certain requirements to manufacture products embodying these inventions in the U.S.

If we are sued for infringing the intellectual property rights of third parties, the resulting litigation could be costly and time-consuming and could prevent or delay our or our partners' development and commercialization efforts.

Our commercial success depends, in part, on us and our partners not infringing the patents and proprietary rights of third parties. There is a substantial amount of litigation and other adversarial proceedings, both within and outside the U.S., involving patent and other intellectual property rights in the biotechnology and pharmaceutical industries, including patent infringement lawsuits, interference or derivation proceedings, oppositions, and *inter partes* and post-grant review proceedings before the USPTO and non-U.S. patent offices. Numerous U.S. and non-U.S. issued patents and pending patent applications owned by third parties exist in the fields in which we are developing and may develop our product and product candidates. As the biotechnology and pharmaceutical industries expand and more patents are issued, the risk increases that our product and product candidates may be subject to claims of infringement of third parties' patent rights, as it may not always be clear to industry participants, including us, which patents cover various types of products or methods of use. The coverage of patents is subject to interpretation by the courts, and the interpretation is not always uniform or predictable.

Third parties may assert infringement claims against us based on existing or future intellectual property rights, alleging that we are employing their proprietary technology without authorization. There may be third party patents or patent applications with claims to materials, formulations, methods of manufacture or methods for treatment related to the use or manufacturing of our product and product candidates that we failed to identify. For example, patent applications covering our product and product candidates could have been filed by others without our knowledge, since these applications generally remain confidential for some period of time after their filing date. Even pending patent applications that have been published, including some of which we are aware, could be later amended in a manner that could cover our product and product candidates or their use or manufacture. In addition, we may have analyzed patents or patent applications of third parties that we believe are relevant to our activities and believe that we are free to operate in relation to any of our product and product candidates, but our competitors may obtain issued claims, including in patents we consider to be unrelated, which may block our efforts or potentially result in any of our product, product candidates or our activities infringing their claims.

If we or our partners are sued for patent infringement, we would need to demonstrate that our product candidates, product and methods either do not infringe the patent claims of the relevant patent or that the patent claims are invalid, and we may not be able to do this. Proving that a patent is invalid is difficult and even if we are successful in the relevant proceedings, we may incur substantial costs and the time and attention of our management and scientific personnel could be diverted from other activities. If any issued third party patents were held by a court of competent jurisdiction to cover aspects of our materials, formulations, methods of manufacture or methods for treatment, we could be forced, including by court order, to cease developing, manufacturing or commercializing the relevant product or product candidate until the relevant patent expired. Alternatively, we may desire or be required to obtain a license from such third party in order to use the infringing technology and to continue developing, manufacturing or marketing the infringing product or product candidate. However, we may not be able to obtain any required license on commercially reasonable terms, or at all. Even if we were able to obtain a license, the rights may be nonexclusive, which could result in our competitors gaining access to the same intellectual property licensed to us.

We may face claims that we misappropriated the confidential information or trade secrets of a third party. If we are found to have misappropriated a third party's trade secrets, we may be prevented from further using these trade secrets, which could limit our ability to develop our product candidates.

Defending against intellectual property claims could be costly and time consuming, regardless of the outcome. Thus, even if we were to ultimately prevail, or to settle before a final judgment, any litigation could burden us with substantial unanticipated costs. In addition, litigation or threatened litigation could result in significant demands on the time and attention of our management team, distracting them from the pursuit of other company business. During the course of any intellectual property litigation, there could be public announcements of the results of hearings, rulings on motions, and other interim proceedings in the litigation and these announcements may have negative impact on the perceived value of our product, product candidates, programs or intellectual property. In the event of a successful intellectual property claim against us, we may have to pay substantial damages, including treble damages and attorneys' fees if we are found to have willfully infringed a patent, or to redesign our infringing product and product candidates, which may

be impossible or require substantial time and monetary expenditure. In addition to paying monetary damages, we may lose valuable intellectual property rights or personnel and the parties making claims against us may obtain injunctive or other equitable relief, which could impose limitations on the conduct of our business. We may also elect to enter into license agreements in order to settle patent infringement claims prior to litigation, and any of these license agreements may require us to pay royalties and other fees that could be significant. As a result of all of the foregoing, any actual or threatened intellectual property claim could prevent us or our partners from developing or commercializing a product or product candidate or force us to cease some aspect of our business operations.

We may not be able to protect our intellectual property rights throughout the world.

Filing, prosecuting, enforcing and defending patents on all of our products and product candidates in all countries throughout the world would be prohibitively expensive. Our intellectual property rights in certain countries outside the U.S. may be less extensive than those in the U.S. In addition, the laws of certain foreign countries do not protect intellectual property rights to the same extent as laws in the U.S. Consequently, we and our partners may not be able to prevent third parties from practicing our inventions in countries outside the U.S., or from selling or importing infringing products made using our inventions in and into the U.S. or other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection or where we do not have exclusive rights under the relevant patents to develop their own products and, further, may export otherwise-infringing products to territories where we and our partners have patent protection but where enforcement is not as strong as that in the U.S. These infringing products may compete with our product and product candidates in jurisdictions where we or our partners have no issued patents or where we do not have exclusive rights under the relevant patents, or our patent claims and other intellectual property rights may not be effective or sufficient to prevent them from so competing.

Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents and other intellectual property protection, particularly those relating to biopharmaceuticals, which could make it difficult for us and our partners to stop the infringement of our patents or marketing of competing products in violation of our intellectual property rights generally. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial costs and divert our attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly, could put our patent applications at risk of not issuing, and could provoke third parties to assert claims against us or our partners. We or our partners may not prevail in any lawsuits that we or our licensors initiate, and even if we or our licensors are successful the damages or other remedies awarded, if any, may not be commercially meaningful.

We have in-licensed a significant portion of our intellectual property from our partners. If we breach any of our license agreements with these partners, we could lose the ability to continue the development and potential commercialization of one or more of our product candidates.

We hold rights under license agreements with our partners, including MSK that are important to our business. Our discovery and development platform is built, in part, around patent rights in-licensed from our partners. Under our existing license agreements, we are subject to various obligations, including diligence obligations with respect to development and commercialization activities, payment obligations upon achievement of certain milestones and royalties on product sales. If there is any conflict, dispute, disagreement or issue of nonperformance between us and our counterparties regarding our rights or obligations under these license agreements, including any conflict, dispute or disagreement arising from our failure to satisfy diligence or payment obligations, we may be liable to pay damages and our counterparties may have a right to terminate the affected license. For example, we were in disagreement with MSK on whether we owe a portion of the upfront payments and milestones we received from Pierre Fabre under the A&R Commercialization Agreement to MSK under the terms of our license agreements with MSK, and in March 2025, we resolved and settled this dispute. The termination of any license agreement with one of our partners would materially adversely affect our ability to utilize the intellectual property that is subject to that license agreement in our drug discovery and development efforts, our ability to enter into future collaboration, licensing and/or marketing agreements for one or more affected product and product candidates and our, or our partners' ability to commercialize the affected product and product candidates. Furthermore, a disagreement under any of these license agreements may harm our relationship with the partner, which could have negative impacts on other aspects of our business.

We may become involved in lawsuits to protect or enforce our intellectual property, which could be expensive, time-consuming and unsuccessful and have a material adverse effect on the success of our business.

Third parties may infringe our patents or misappropriate or otherwise violate our intellectual property rights. Our patent applications cannot be enforced against third parties practicing the technology claimed in these applications unless and until a patent issues from the applications, and then only to the extent the issued claims cover the technology. In the future, we or our partners may elect to initiate legal proceedings to enforce or defend our or our partners' intellectual property rights, to protect our or our partners' trade secrets or to determine the validity or scope of our intellectual property rights. Any claims that we or our partners assert against perceived infringers could also provoke these parties to assert counterclaims against us or our partners alleging that we or our partners infringe their intellectual property rights or that our intellectual property rights are invalid.

Interference or derivation proceedings provoked by third parties, brought by us or our partners, or brought by the USPTO or any non-U.S. patent authority may be necessary to determine the priority of inventions or matters of inventorship with respect to our patents or patent applications. We or our partners may also become involved in other proceedings, such as reexamination or opposition proceedings, *inter partes* review, post-grant review or other pre-issuance or post-grant proceedings in the USPTO or its foreign counterparts relating to our intellectual property or the intellectual property of others. An unfavorable outcome in any of these proceedings could require us or our partners to cease using the related technology and commercializing our product and product candidates, or to attempt to license rights to it from the prevailing party. Our business could be harmed if the prevailing party does not offer us or our partners a license on commercially reasonable terms if any license is offered at all. Even if we or our licensors obtain a license, it may be non-exclusive, thereby giving our competitors access to the same technologies licensed to us or our licensors. In addition, if the breadth or strength of protection provided by our patents and patent applications is threatened, it could dissuade companies from collaborating with us to license, develop or commercialize current or future product and product candidates.

Any intellectual property proceedings can be expensive and time-consuming. Our or our partners' adversaries in these proceedings may have the ability to dedicate substantially greater resources to prosecuting these legal actions than we or our partners can. Accordingly, despite our or our partners' efforts, we or our partners may not be able to prevent third parties from infringing upon or misappropriating our intellectual property rights, particularly in countries where the laws may not protect our rights as fully as in the U.S. Even if we are successful in the relevant proceedings, we may incur substantial costs and the time and attention of our management and scientific personnel could be diverted from other activities. We could be found liable for monetary damages, including treble damages and attorneys' fees, if we are found to have willfully infringed a patent. In addition, in an infringement proceeding, a court may decide that one or more of our patents is invalid or unenforceable, in whole or in part, or may refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover the technology in question. An adverse result in any litigation proceeding could put one or more of our patents at risk of being invalidated, held unenforceable or interpreted narrowly.

Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments.

If we are unable to protect the confidentiality of our trade secrets and other proprietary information, the value of our technology could be materially adversely affected and our business could be harmed.

In addition to seeking the protection afforded by patents, we rely on trade secret protection and confidentiality agreements to protect proprietary know-how that is not patentable or that we elect not to patent, processes for which patents are difficult to enforce, and other elements of our technology, discovery and development processes that involve proprietary know-how, information or technology that is not covered by patents. The T-cell immunotherapy product candidates and platform technology we have licensed from our partners are protected primarily as confidential know-how and trade secrets. Any disclosure to or misappropriation by third parties of our confidential proprietary information could enable competitors to quickly duplicate or surpass our technological achievements, including by enabling them to

develop and commercialize products substantially similar to or competitive with our product candidates, thus eroding our competitive position in the market.

Trade secrets can be difficult to protect. We seek to protect our proprietary technology and processes, in part, by entering into confidentiality agreements and invention assignment agreements with our employees, consultants, CMOs, and outside scientific advisors, contractors and collaborators. These agreements are designed to protect our proprietary information. Although we use reasonable efforts to protect our trade secrets, our employees, consultants, contractors, or outside scientific advisors might intentionally or inadvertently disclose our trade secrets or confidential, proprietary information to competitors. In addition, competitors may otherwise gain access to our trade secrets or independently develop substantially equivalent information and techniques. If any of our confidential proprietary information were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent such competitor from using that technology or information to compete with us, which could harm our competitive position.

Enforcing a claim that a third party illegally obtained and is using any of our trade secrets is expensive and time consuming, and the outcome is unpredictable. In addition, the laws of certain foreign countries do not protect proprietary rights such as trade secrets to the same extent or in the same manner as the laws of the U.S. Misappropriation or unauthorized disclosure of our trade secrets to third parties could impair our competitive advantage in the market and could materially adversely affect our business, results of operations and financial condition.

Risks Related to Commercialization of Our Product and Product Candidates

Our commercial success depends upon developing a clearly differentiated product and attaining significant market acceptance of our product and product candidates, if approved, among physicians, patients, healthcare payors and the medical community, including hospitals and outpatient clinics.

Even if we or our partners obtain regulatory approval for any of our product candidates that we may develop or acquire in the future, the product may not gain market acceptance among physicians, healthcare payors, patients or the medical community that supports our product development efforts, including hospitals and outpatient clinics. Market acceptance of our product and product candidates for which we receive approval depends on a number of factors, including:

- the efficacy and safety of the product candidates as demonstrated in clinical studies;
- the clinical indications and patient populations for which the product candidate is approved;
- the inclusion into clinical treatment guidelines;
- acceptance by physicians and patients of the product as a safe and effective treatment;
- the administrative and logistical burden of treating patients;
- the differentiation profile versus other approved therapies at the time of commercialization;
- the ability to identify in a timely manner the appropriate patients who will benefit from specific therapy;
- the consideration of novel cellular therapies by physicians, hospitals and third party payors;
- the potential and perceived advantages of product candidates over alternative treatments;
- the safety of product candidates seen in a broader patient group, including its use outside the approved indications;
- any restrictions on use together with other medications;

- the prevalence and severity of any side effects;
- product labeling or product insert requirements of the FDA or other regulatory authorities;
- the geography and timing of market introduction of our products as well as competitive products;
- the development of manufacturing and distribution processes for our product and product candidates;
- the cost of treatment in relation to alternative treatments;
- the availability of coverage and adequate reimbursement from, and our commercialization partners' ability to negotiate pricing with, third party payors and government authorities;
- the limited healthcare resources to accommodate CAR T therapies;
- relative convenience and ease of administration;
- the ability to achieve a pricing and reimbursement recommendation or commercial agreement with national payors; and
- the effectiveness of our commercialization partners' sales and marketing efforts.

Even if we or our partners are able to commercialize our product and product candidates, the products may not receive coverage and adequate reimbursement from third party payors in the U.S. and in other countries in which our partners seek to commercialize our products, which could harm our business.

Our or our partner's ability to commercialize any product successfully will depend, in part, on the extent to which coverage and adequate reimbursement for these products and related treatments will be available from government health administration authorities, private health insurers and other organizations.

Government authorities and third party payors, such as private health insurers and health maintenance organizations, determine which medications they will cover and establish reimbursement levels. A primary trend in the healthcare industry is cost containment. Government authorities and third party payors continue to support initiatives to control costs by limiting coverage and the amount of reimbursement for particular medications. Increasingly, third party payors are requiring that drug companies provide them with predetermined discounts from list prices and are challenging the prices charged for medical products. Third party payors may also seek additional clinical evidence, beyond the data required to obtain regulatory approval, demonstrating clinical benefits and value in specific patient populations before covering our products for those patients. We cannot be sure that coverage and adequate reimbursement will be available for any product that our partners commercialize and, if reimbursement is available, what the level of reimbursement will be. In some countries such as the U.S., greater cost-shifting from the payor to the patient is also a trend, and higher patient copayments or other administrative burdens could lead to reduced demand from patients or healthcare professionals. This could particularly be the case in a challenging economic climate. Coverage and reimbursement may impact the demand for, or the price of, any product or product candidate for which we obtain regulatory approval, and ultimately our partners' ability to successfully commercialize any product or product candidate for which we obtain regulatory approval.

There may be significant delays in obtaining coverage and reimbursement for newly approved drugs, and coverage may be more limited than the purposes for which the drug is approved by the FDA or comparable foreign regulatory authorities. Moreover, eligibility for coverage and reimbursement does not imply that any drug will be paid for in all cases or at a rate that covers our costs, including research, development, manufacture, sale and distribution. Interim reimbursement levels for new drugs, if applicable, may also not be sufficient to cover our costs and may only be temporary. Reimbursement rates may vary according to the use of the drug and the clinical setting in which it is used, may be based on reimbursement levels already set for lower cost drugs and may be incorporated into existing payments

for other services. Net prices for drugs may be reduced by mandatory discounts or rebates required by government healthcare programs or private payors and by any future relaxation of laws that presently restrict imports of drugs from countries where they may be sold at lower prices than in the U.S. Coverage and reimbursement policies for drug products can differ significantly from payor to payor as there is no uniform policy of coverage and reimbursement for drug products among third party payors in the U.S. Third party payors in the U.S. often rely upon Medicare coverage policy and payment limitations in setting their own reimbursement policies. The process of determining coverage and reimbursement is often time consuming and costly which will require us to provide scientific and clinical support for the use of our products to each payor separately, with no assurance that coverage or adequate reimbursement will be obtained. It is difficult to predict at this time what government authorities and third party payors will decide with respect to coverage and reimbursement for our drug products. Our partners' inability to promptly obtain coverage and adequate reimbursement rates from both government-funded and private payors for any approved products that we develop could have a material adverse effect on our operating results, our ability to raise capital needed and our overall financial condition.

Current and future legislation, including potentially unfavorable pricing regulations or other healthcare reform initiatives, may increase the difficulty and cost for us to obtain regulatory approval of our product candidates and affect the prices for our product and product candidates.

The regulations that govern, among other things, regulatory approvals, coverage, pricing and reimbursement for new drug products vary widely from country to country. In the U.S. and some foreign jurisdictions, there have been a number of legislative and regulatory changes and proposed changes regarding the healthcare system that could prevent or delay regulatory approval of our product candidates, restrict or regulate post-approval activities and affect our ability to successfully sell any product and product candidates for which we obtain regulatory approval. In particular, in March 2010, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act, collectively, the Affordable Care Act (ACA), was enacted, which substantially changed the way healthcare is financed by both governmental and private insurers, and continues to significantly impact the U.S. pharmaceutical industry. The Affordable Care Act and its implementing regulations, among other things, addressed a new methodology by which rebates owed by manufacturers under the Medicaid Drug Rebate Program are calculated for certain drugs and biologics, including our product candidates, increased the minimum Medicaid rebates owed by manufacturers under the Medicaid Drug Rebate Program, extended the Medicaid Drug Rebate Program to utilization of prescriptions of individuals enrolled in Medicaid managed care organizations, subjected manufacturers to new annual fees and taxes for certain branded prescription drugs, and provided incentives to programs that increase the federal government's comparative effectiveness research. As of January 1, 2024, manufacturers' Medicaid Drug Rebate Program rebate liability is no longer capped, potentially resulting in a manufacturer paying more in Medicaid Drug Rebate Program rebates than it receives on the sale of certain covered outpatient drugs.

Other legislative changes have been proposed and adopted in the U.S. since the ACA was enacted. In August 2011, the Budget Control Act of 2011, among other things, created measures for spending reductions by the U.S. Congress. This includes aggregate reductions of Medicare payments to providers of 2% per fiscal year, which went into effect in April 2013, and due to subsequent legislation, will stay in effect through fiscal year 2032. In January 2013, the American Taxpayer Relief Act of 2012 was enacted which, among other things, further reduced Medicare payments to several providers, including hospitals and outpatient clinics, and increased the statute of limitations period for the government to recover overpayments to providers from three to five years.

There have been judicial and congressional challenges to numerous elements of the ACA, as well as efforts by both the executive and legislative branches of the federal government to repeal or replace certain aspects of the ACA. While the U.S. Congress has not passed comprehensive repeal legislation, it has enacted laws that modify certain provisions of the ACA, such as removing penalties, starting January 1, 2019, for not complying with the ACA's individual mandate to carry health insurance and eliminating the implementation of certain mandated fees. On June 17, 2021, the U.S. Supreme Court dismissed a legal challenge to the law brought by several states arguing that, without the individual mandate, the entire ACA was unconstitutional. The Supreme Court dismissed the lawsuit without ruling on the merits of the states' constitutionality arguments. Further, the Inflation Reduction Act (IRA), signed into law in August 2022, extended the provision of enhanced subsidies for individuals purchasing health coverage through the ACA marketplace. The enhanced subsidies expired on December 31, 2025, but remain the subject of Congressional debate. In the future, there may be

additional challenges and/or amendments to the ACA. It is unclear how future litigation and the healthcare reform measures of future presidential administrations will impact the ACA and our business.

There have been, and likely will continue to be, legislative and regulatory proposals at the foreign, federal and state levels directed at broadening the availability of healthcare and containing or lowering the cost of healthcare. We cannot predict the initiatives that may be adopted in the future. The continuing efforts of governments, insurance companies, managed care organizations and other payors of healthcare services to contain or reduce costs of healthcare, including by imposing price controls, may adversely affect the demand for our product and product candidates for which we obtain regulatory approval and our ability to set a price that we believe is fair for our products. Any reduction in reimbursement from Medicare or other government programs may result in a similar reduction in payments from private payors.

For example, in December 2025, the EU legislators reached a political agreement on a new EU Pharmaceutical Directive and Regulation. This new legislation will amend and/or replace and repeal the existing general pharmaceutical legislation. This change will result in significant changes to the pharmaceutical industry. In particular, the new Directive and Regulations will affect the duration of the period of regulatory protection afforded to medicinal products, including regulatory data protection, market exclusivity and market exclusivity afforded to orphan medicinal products, as well as the conditions of eligibility to the orphan designation.

Legislative and regulatory proposals have been made to expand post-approval requirements and restrict sales and promotional activities for pharmaceutical products. We cannot be sure whether additional legislative changes will be enacted, or whether the U.S. or foreign regulations, guidance or interpretations will be changed, or what the impact of these changes on the regulatory approvals of our product and product candidates, if any, may be. In the U.S., the EU and other potentially significant markets for our product and product candidates, government authorities and third party payors are increasingly attempting to limit or regulate the price of medical products and services, particularly for new and innovative products and therapies, which has resulted in lower average selling prices for certain products in certain markets. In the U.S., there have been several congressional inquiries and proposed and enacted federal and state legislation designed to, among other things, bring more transparency to drug pricing, review the relationship between pricing and manufacturer patient programs, and reform government program reimbursement methodologies for drugs. For example, the IRA allows Medicare to: establish a “maximum fair price” for certain pharmaceutical and biological products covered under Medicare Parts B and D; penalize drug companies that raise prices for products covered under Medicare Parts B and D faster than inflation; and impose new discount obligations on pharmaceutical and biological manufacturers for products covered under Medicare Part D. The Centers for Medicare and Medicaid Services (CMS) has taken and continues to take steps to implement the IRA, including negotiating and publishing "maximum fair prices" for drugs selected under the IRA’s price negotiation framework and releasing quarterly lists of Medicare Part B products and annual lists of Medicare Part D products that are subject to adjusted coinsurance rates based on the inflationary rebate provisions of the IRA. Additionally, when originally enacted, the IRA explicitly excluded from price negotiation orphan drugs designated for only one rare disease or condition and for which the only active approved indication is for such disease or condition. However, the One Big Beautiful Bill Act (OBBBA) signed into law on July 4, 2025, amended the applicable statute to broaden the orphan drug exclusion such that products with more than one orphan designation and more than one approved indication will remain exempt from price negotiation, so long as each approved indication is for a rare disease or condition. The OBBBA also postpones the start of price negotiation requirements for drugs and biologics with orphan designations until the product receives approval for a non-orphan indication. While it remains to be seen how the drug pricing provisions imposed by the IRA will affect the broader pharmaceutical industry, several pharmaceutical manufacturers and other industry stakeholders have challenged the law, including through lawsuits brought against the U.S. Department of Health and Human Services, the Secretary of the U.S. Department of Health and Human Services, CMS, and the CMS Administrator challenging the constitutionality and administrative implementation of the IRA’s drug price negotiation provisions.

The current presidential administration has also signaled its intent to pursue healthcare reform measures, including those aimed at reducing prescription drug prices. In January 2026, the White House released information on the “Great Healthcare Plan”, which included proposals to codify most-favored nation drug pricing, expand access to over-the-counter pharmaceuticals, increase transparency requirements for health insurers, cut payments to pharmacy benefit managers, and expand the use of health savings accounts. President Trump has also signed multiple executive orders addressing prescription drug pricing and access, including an order on May 12, 2025 aiming to establish a “most favored

nation" drug pricing policy that would tie US drug prices to the prices paid for drugs in other countries. Since the May 12, 2025 "most favored nation" executive order, the Trump administration has continued to exert pressure on drug manufacturers to implement "most favored nation" pricing. For example, in November 2025, CMS announced a new voluntary payment initiative, the GENErating cost Reductions for U.S. Medicaid Model (GENEROUS) Model, where drug manufacturers may voluntarily offer supplemental rebates to participating state Medicaid programs that are intended to provide such Medicaid programs with a "most favored nation" price for participating manufacturers' products. In December 2025, the Trump administration released Proposed Rules for two new mandatory models: the Global Benchmark for Efficient Drug Pricing (GLOBE) and Guarding U.S. Medicare Against Rising Drug Costs (GUARD) Models, which would impose international benchmarks for certain drugs covered by Medicare Part B and Medicare Part D, respectively. In October 2026, CMS published a final rule implementing the GLOBE Model beginning January 1, 2027, which, as finalized, excludes orphan-only drugs and cell and gene therapies, among other products. The GUARD Model has not been finalized.

In April 2026, President Trump issued a proclamation pursuant to Section 232 of the Trade Expansion Act of 1962 (April 2026 Proclamation), which, among other things, directs the imposition of tariffs on specified imported pharmaceutical products and active pharmaceutical ingredients, subject to the exemptions set forth in Annex IV of the April 2026 Proclamation. Annex IV includes, among other categories, products designated as orphan drugs by the FDA. While tab-cel has received FDA orphan drug designation for the treatment of EBV+ PTLD following hematopoietic cell transplant or solid organ transplant and Breakthrough Therapy Designation for the treatment of patients with EBV+ PTLD after hematopoietic cell transplant who have failed rituximab and we believe tab-cel is likely to qualify for the orphan drug exemption from Section 232 tariffs, we cannot assure you that the scope and application of the orphan drug carve-out will remain as currently drafted, or will not be narrowed, modified, or eliminated by subsequent executive, legislative, or administrative action; the carve-out will continue to apply if tab-cel is approved for any non-orphan indication or if tab-cel's orphan drug designation or exclusivity is lost, narrowed, or not maintained; additional tariffs, import restrictions, or other trade measures will not be imposed on pharmaceutical products generally or on products imported from the European Union specifically, outside the framework of the April 2026 Proclamation, including through retaliatory measures imposed by the European Union or other jurisdictions; Pierre Fabre will be able to pass any incremental cost of tariffs through to payors, providers, or patients without adversely affecting the commercial viability of tab-cel in the United States or the pricing and reimbursement available for tab-cel; or tariffs or other trade measures, if imposed, will not cause delays, cost increases, or disruptions in Pierre Fabre's supply chain or in the timing of a U.S. commercial launch of tab-cel, if approved.

Other recent administrative actions may affect our partner's upcoming government pricing responsibilities stemming from our anticipated participation in government pricing programs. For example, CMS continues to publish new regulations and guidance that revise key components of government pricing programs such as the Medicaid Drug Rebate Program and Medicare Part B. In addition, there are pending legal and legislative developments relating to the 340B drug pricing program, including ongoing litigation challenging federal enforcement actions against manufacturers and recently introduced and enacted state legislation. In March 2024, the US Court of Appeals for the Eighth Circuit upheld the Arkansas law prohibiting drug makers from restricting 340B drug discounts for providers using contract pharmacies. The current administration has also considered several changes to the 340B program, including a proposal in the President's 2026 budget to shift oversight of the 340B program from the Health Resources and Services Administration (HRSA) to CMS. Additionally, on July 31, 2025, HRSA announced that it will implement a 340B Rebate Model Pilot Program that will be open to a selected group of drugs and manufacturers. However, HRSA withdrew this proposal in January 2026 following litigation that resulted in a federal court granting a temporary restraining order to block the program and has since requested information from stakeholders as to alternative rebate models. It remains to be seen how these drug pricing initiatives will affect the broader pharmaceutical industry.

Any resulting changes in regulation may result in unexpected delays, increased costs, or other negative impacts that are difficult to predict but could have a material adverse effect on our business and financial condition. For example, certain of these changes could impose additional limitations on the rates we will be able to charge for our future products or the amounts of reimbursement available for our future products from governmental agencies or third party payors.

At the state level, legislatures have increasingly passed legislation and implemented regulations designed to control pharmaceutical and biological product pricing, including price or patient reimbursement constraints, discounts,

restrictions on certain product access marketing cost disclosure and transparency measures, and, in some cases, to encourage importation from other countries and bulk purchasing. Another emerging trend at the state level is the establishment of prescription drug affordability boards, some of which will prospectively permit certain states to establish upper payment limits for drugs that the state has determined to be "high-cost". Prescription drug affordability boards in several states, including Colorado, Maryland, Oregon, and Washington, have begun identifying products for affordability reviews, issuing information requests to manufacturers to determine whether upper payment limits may be justified, and implementing upper payment limits. Furthermore, the increased emphasis on managed healthcare in the U.S. and on country and regional pricing and reimbursement controls in the EU will put additional pressure on product pricing, reimbursement and usage, which may adversely affect our future product sales. These pressures can arise from rules and practices of managed care groups, other insurers, judicial decisions and governmental laws and regulations related to Medicare, Medicaid and healthcare reform, pharmaceutical reimbursement policies and pricing in general.

In addition, there is significant uncertainty regarding the reimbursement status of newly approved healthcare products. We may need to conduct expensive pharmacoeconomic studies in order to demonstrate the cost-effectiveness of our product and product candidates. If third party payors do not consider our product and product candidates to be cost-effective compared to other therapies, the payors may not cover our product and product candidates after approval as a benefit under their plans or, if they do, the level of payment may not be sufficient to allow us to sell our products on a profitable basis.

Price controls may be imposed in foreign markets, which may adversely affect our future profitability.

In some countries, particularly Member States of the EU and the UK, the pricing of prescription drugs is subject to governmental control. In these countries, pricing negotiations with governmental authorities can take considerable time after receipt of regulatory approval for a product. In addition, there can be considerable pressure by governments and other stakeholders on prices and reimbursement levels, including as part of cost containment measures. Political, economic and regulatory developments may further complicate pricing negotiations, and pricing negotiations may continue after reimbursement has been obtained. Reference pricing used by various EU Member States and parallel distribution, or arbitrage between low-priced and high-priced Member States, can further reduce prices. In some countries, we, or our collaborators, may be required to conduct a clinical study or other studies that compare the cost-effectiveness of our product and product candidates to other available therapies in order to obtain or maintain reimbursement or pricing approval. Publication of discounts by third party payors or authorities may lead to further pressure on the prices or reimbursement levels within the country of publication and other countries. If reimbursement of our products is unavailable or limited in scope or amount, or if pricing is set at unsatisfactory levels, our business could be adversely affected.

We face substantial competition, which may result in others discovering, developing or commercializing products before or more successfully than we do.

We face competition from numerous pharmaceutical and biotechnology enterprises, as well as from academic institutions, government agencies and private and public research institutions for our current product and product candidates. Our commercial opportunities will be reduced or eliminated if our competitors develop and commercialize products that are safer, more effective, patient convenient, have fewer side effects or are less expensive than any products that we may develop, and if our product cannot be administered in a treatment setting proximate to the patient (e.g., community practices). Additionally, our commercial opportunities will be reduced or eliminated if novel upstream products or changes in treatment protocols reduce the overall incidence or prevalence of our current or future target diseases. Competition could result in reduced sales and pricing pressure on our product and product candidates, if approved by applicable regulatory authorities. In addition, significant delays in the development of our product candidates could allow our competitors to bring products to market before us and impair any ability to commercialize our product and product candidates.

There are currently no FDA-approved products for the treatment of relapsed and/or refractory of EBV+ PTLD, and there are no EC-approved products for this indication except for Ebvallo. However, we are aware some marketed products and therapies are used per global physician treatment guidelines in the US and the EU in the treatment of EBV+ PTLD by some healthcare professionals and institutions, such as rituximab and combination chemotherapy regimens.

There are currently seven autologous CAR T therapies approved in the U.S. and/or EU: Novartis' Kymriah® (tisagenlecleucel), Gilead/Kite's Yescarta® (axicabtagene ciloleucel) and Tecartus™ (brexucabtagene autoleucel) and Bristol-Myers Squibb's Breyanzi® (lisocabtagene maraleucel) and Abecma (idecabtagene vicleucel) with 2seventy bio, Johnson & Johnson and Legend Biotech's Carvykti™ (ciltacabtagene autoleucel) and Aucatzyl® (obecabtagene autoleucel) with Autolus. There are many CAR-mediated cell therapies in development, and, although the majority are autologous, they also include allogeneic and off-the-shelf cell therapies. There are multiple allogeneic CAR platforms being developed with differences in approaches to minimize instances of donor cells recognizing the patient's body as foreign or rejection of the donor cells by the patient's body. These approaches include the use of gene-editing to remove or inhibit the TCR and the use of cell types without a TCR. The majority of clinical stage allogeneic CAR programs utilize alpha beta T cells as the cell type and gene editing of the T-cell receptor and HLA as the preferred technology approach, however, other strategies are also in development such as Gamma Delta T cells and NK cells. It is possible that some of these other approaches will have more favorable characteristics than the approach we utilize, which would result in them being favored by potential partners or customers over our products. Depending on the diseases (such as autoimmune diseases) that we target in the future, we may face competition from both autologous and allogeneic CAR T therapies and other modalities (e.g., small molecules, antibodies, bispecifics) in the indication of interest.

Many of the approved or commonly used drugs and therapies for our current or future target diseases, including EBV+ PTLD, NHL and lupus, are well established and are widely accepted by physicians, patients and third party payors. Some of these drugs are branded and subject to patent protection, and other drugs and nutritional supplements are available on a generic basis. Insurers and other third party payors may encourage the use of generic products or specific branded products. We expect that our product and our product candidates, if approved, will be priced at a significant premium over competitive generic products. Absent differentiated and compelling clinical evidence, pricing premiums may impede the adoption of our products over currently approved or commonly used therapies, which may adversely impact our business. In addition, many companies are developing new therapeutics, and we cannot predict what the standard of care will become as our product candidates continue in clinical development.

Many of our competitors or potential competitors have significantly greater established presence in the market, financial resources and expertise in research and development, manufacturing, preclinical testing, conducting clinical studies, obtaining regulatory approvals and marketing approved products than we do, and as a result may have a competitive advantage over us. Smaller or early-stage companies may also prove to be significant competitors, including through collaborative arrangements with large and established companies or if they are acquired by larger companies. These third parties compete with us in recruiting and retaining qualified scientific and management personnel, establishing clinical study sites and patient registration for clinical studies, establishing agreements with CROs and CMOs, as well as in acquiring technologies and technology licenses complementary to our programs or advantageous to our business.

As a result of these factors, these competitors may obtain regulatory approval of their products before we are able to obtain patent protection or other intellectual property rights, which will limit our ability to develop or commercialize our product candidates. Our competitors may also develop products that are safer, more effective, more widely used and cheaper than ours, and may also be more successful than us in manufacturing and marketing their products. These appreciable advantages could render our product candidates obsolete or noncompetitive before we can recover development and other expenses.

We are subject to certain contractual obligations under our royalty financing agreement with HealthCare Royalty Partners and may be subject to claims for damages if we fail to fulfill these obligations.

In December 2022, we entered into a purchase and sale agreement (HCRx Agreement) with HCR Molag Fund, L.P. (HCRx). Under the terms of the HCRx Agreement, we received $31.0 million in cash in consideration for our right to receive a portion of future royalty payments and certain milestones for Ebvallo in the Initial Territory due to us from Pierre Fabre under the A&R Commercialization Agreement. The HCRx Agreement contains certain customary terms and conditions, including representations and warranties, covenants, and indemnification obligations in favor of each party. Among these terms, there are certain covenants regarding our compliance with the A&R Commercialization Agreement. In the event of actual or alleged breaches of the A&R Commercialization Agreement or the HCRx Agreement, we could be subject to claims for damages from HCRx and could be subject to costly litigation.

We expect the product candidates we develop will be regulated as biological products (biologics) and therefore they may be subject to competition sooner than anticipated.

The Biologics Price Competition and Innovation Act of 2009 (BPCIA) was enacted as part of the Affordable Care Act to establish an abbreviated pathway for the approval of biosimilar and interchangeable biological products. The regulatory pathway establishes legal authority for the FDA to review and approve biosimilar biologics, including the possible designation of a biosimilar as "interchangeable" based on its similarity to an approved biologic. Under the BPCIA, an application for a biosimilar product cannot be approved by the FDA until 12 years after the reference product was approved under a BLA. During this 12-year period of exclusivity, another company may still market a competing version of the reference product if the FDA approves a full BLA for the competing product containing the sponsor's own preclinical data and data from adequate and well-controlled clinical trials to demonstrate the safety, purity and potency of their product. The law is complex and is still being interpreted and implemented by the FDA. As a result, its ultimate impact, implementation, and meaning are subject to uncertainty. While it is uncertain when processes intended to implement BPCIA may be fully adopted by the FDA, any of these processes could have a material adverse effect on the future commercial prospects for our biological products.

We believe that our product and any of the product candidates we develop that are approved in the U.S. as a biological product under a BLA should qualify for the 12-year period of exclusivity. However, there is a risk that this exclusivity could be shortened due to congressional action or otherwise, or that the FDA will not consider the subject product candidates to be reference products for competing products, potentially creating the opportunity for generic competition sooner than anticipated. Moreover, the extent to which a biosimilar, once approved, will be substituted for any one of the reference products in a way that is similar to traditional generic substitution for non-biological products is not yet clear, and will depend on a number of marketplace and regulatory factors that are still developing.

In addition, the approval of a biologic product biosimilar to one of our products could have a material adverse impact on our business as it may be significantly less costly to bring to market and may be priced significantly lower than our products.

If we are unable to enter into agreements with third parties to market and sell our product and product candidates, we may be unable to generate any revenue from the sale of our products.

In order to market any products that may be approved by the FDA and comparable foreign regulatory authorities, we must enter into agreements with third parties to market and sell our product. There is no guarantee that we will be able to enter into such agreements with third parties or to do so on commercially reasonable terms or in a timely manner. Any failure or delay in entering into agreements with third parties to market and sell our products, would adversely impact the commercialization of these products. There can be no assurance that we would be able to identify a suitable third party to market and sell our product or agree upon terms with third parties that are favorable or acceptable to us, or at all. If we are unable to identify and reach agreement with a third party to market and commercialize our product, we may need to explore other strategic options, including commercializing products ourselves, and there is no guarantee we can successfully commercialize products ourselves. We may be competing with many companies that currently have extensive and well-funded sales and marketing operations. Without a sufficiently scaled, appropriately timed and trained third party to perform sales and marketing functions, we may be unable to compete successfully against these more established companies.

We may encounter difficulties in managing our growth, including with respect to our employee base, and managing our operations successfully.

We currently have 10 employees. We may encounter difficulties in managing the size of our operations to support our continuing development activities and the commercialization of our product and potential commercialization of our product candidates by our partners. As our development and commercialization plans and strategies continue to evolve, or as a result of any future acquisitions, we must continue to improve our managerial, operational, financial and other procedures and processes to manage the size of our operations. Our management, personnel and systems currently in

place may not be adequate to support any future growth. Future growth would impose significant added responsibilities on members of management, including:

- managing our clinical studies effectively;
- managing CMC operations and our external manufacturing partners effectively;
- identifying, recruiting, maintaining, motivating and integrating additional employees, including the additional personnel needed to support continued development of our product candidates;
- managing our internal development efforts effectively while complying with our contractual obligations to licensors, licensees, contractors and other third parties;
- improving our managerial, development, operational, information technology, and finance systems; and
- expanding our facilities.

As our operations expand, we will also need to manage additional relationships with various strategic partners, suppliers and other third parties. Our future financial performance and our ability to compete effectively will depend, in part, on our ability to manage any future growth effectively. To that end, we must be able to manage our development efforts and clinical studies effectively and hire, train and integrate additional management, research and development, regulatory, manufacturing and administrative personnel. Our failure to accomplish any of these tasks could prevent us from successfully growing our company.

Risks Related to Ownership of Our Common Stock

Our stock price has been and will likely continue to be volatile and may decline regardless of our operating performance.

Our stock price has fluctuated in the past and can be expected to be volatile in the future. On June 20, 2024, we effected a 1-for-25 reverse stock split of our common stock, which contributed to the fluctuation in our stock price. From January 1, 2025 through September 30, 2026, the reported sale price of our common stock has fluctuated between $3.92 and $19.15 per share. The stock market in general and the market for biotechnology companies in particular have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. As a result of the general volatility of the biopharmaceutical market, investors may experience losses on their investment in our common stock. The market price of our common stock may be influenced by many factors, including the following:

- the success of competitive products or technologies;
- regulatory actions with respect to our product candidates or products or our competitors' product candidates or products;
- actual or anticipated changes in our growth rate relative to our competitors;
- announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures, collaborations or capital commitments;
- announcements of the results, including safety and efficacy of our product candidates, or progress of our clinical studies;
- results of clinical studies, including safety and efficacy, of our product candidates or those of our competitors;
- regulatory or legal developments in the U.S. and other countries;

- developments or disputes concerning patent applications, issued patents or other proprietary rights;
- the recruitment or departure of key personnel;
- the level of expenses related to any of our product candidates or clinical development programs;
- the results of our efforts to in-license or acquire additional product candidates or products;
- actual or anticipated changes in estimates as to financial results, development timelines or recommendations by securities analysts;
- variations in our financial results or those of companies that are perceived to be similar to us;
- fluctuations in the valuation of companies perceived by investors to be comparable to us;
- inconsistent or unusual trading volume levels of our shares or derivatives thereof;
- announcement or expectation of additional financing efforts;
- sales of our common stock by us, our insiders or our other stockholders;
- changes in the structure of healthcare payment systems;
- market conditions in the pharmaceutical and biotechnology sectors;
- general economic, industry and market conditions; and
- the other risks described in this "Risk Factors" section.

In addition, the stock markets in general, and the markets for biotechnology and pharmaceutical stocks in particular, have experienced significant volatility that has often been unrelated to the operating performance of particular companies, which has resulted in decreased stock prices for many companies. For example, negative publicity regarding drug pricing and price increases by pharmaceutical companies has negatively impacted, and may continue to negatively impact, the markets for biotechnology and pharmaceutical stocks. Likewise, as a result of significant changes in U.S. social, political, regulatory and economic conditions or in laws and policies governing foreign trade and healthcare spending and delivery, including the possible repeal and/or replacement of all or portions of the Affordable Care Act or changes in tariffs and other restrictions on free trade stemming from U.S. and foreign government policies, or for other reasons, the financial markets could experience significant volatility that could also negatively impact the markets for biotechnology and pharmaceutical stocks. These market fluctuations may adversely affect the trading price of our common stock.

Class action litigation has often been instituted against companies whose securities have experienced periods of volatility in market price. Any such litigation brought against us could result in substantial costs and divert management's attention and resources, which could result in delays of our clinical studies or our partners' commercialization efforts. For example, on March 23, 2026, a putative securities class action captioned *Kuang v. Atara Biotherapeutics, Inc., et al.* was filed against us and certain of our current and former officers asserting claims based on alleged misstatements and omissions relating to manufacturing issues, the Phase 3 ALLELE study of tab-cel, and the likelihood of FDA approval of the tab-cel BLA. For additional information, see Part II, Item 1 (Legal Proceedings) of this Quarterly Report on Form 10-Q.

Our principal stockholders own a significant percentage of our stock and will be able to exert significant control or significant influence over matters subject to stockholder approval.

Our principal stockholders own a significant portion of our outstanding common stock. These stockholders may be able to determine the outcome of all matters requiring stockholder approval. For example, these stockholders may be able to control elections of directors, amendments of our organizational documents, or approval of any merger, sale of assets, or other major corporate transaction. This may prevent or discourage unsolicited acquisition proposals or offers for our common stock. The interests of our significant stockholders may not always coincide with the interests of other stockholders, and they may act in a manner that advances their best interests and not necessarily those of other stockholders, including seeking a premium value for their common stock, which might affect the market price for our common stock.

Sales of a substantial number of shares of our common stock in the public market could cause our stock price to fall.

Sales of a substantial number of shares of our common stock in the public market could occur at any time. These sales, or the perception in the market that the holders of a large number of shares intend to sell shares, could reduce the market price of our common stock. Moreover, certain holders of shares of our common stock will have rights, subject to certain conditions, to require us to file registration statements covering their shares or to include their shares in registration statements that we may file for ourselves or other stockholders. We have registered and intend to continue to register all shares of common stock that we may issue under our equity compensation plans. Once we register these shares, they can be freely sold in the public market upon issuance, subject to volume limitations applicable to affiliates.

We have incurred and will continue to incur increased costs as a result of being a public company and our management expects to devote substantial time to public company compliance programs.

As a public company, we have incurred and will continue to incur significant legal, accounting and other expenses. We are subject to the reporting requirements of the Exchange Act, which require, among other things, that we file with the SEC annual, quarterly and current reports with respect to our business and financial condition. In addition, the Sarbanes-Oxley Act, as well as rules subsequently adopted by the SEC and The Nasdaq Stock Market to implement provisions of the Sarbanes-Oxley Act, impose significant requirements on public companies, including requiring establishment and maintenance of effective disclosure and financial controls and changes in corporate governance practices. Further, pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the SEC has adopted and will adopt additional rules and regulations, such as mandatory “say on pay” voting requirements, that now apply to us. Stockholder activism, the current political environment and the potential for future regulatory reform may lead to substantial new regulations and disclosure obligations, which may lead to additional compliance costs and impact the manner in which we operate our business in ways we cannot currently anticipate.

The rules and regulations applicable to public companies have substantially increased our legal and financial compliance costs and make some activities more time-consuming and costly. To the extent these requirements divert the attention of our management and personnel from other business concerns, they could have a material adverse effect on our business, financial condition and results of operations. The increased costs will decrease our net income or increase our net loss and may require us to reduce costs in other areas of our business or increase the prices of our products or services.

If we fail to maintain proper and effective internal controls, our ability to produce accurate and timely financial statements could be impaired, which could harm our business and investor confidence in us, and, as a result, the value of our common stock.

Ensuring that we have adequate internal financial and accounting controls and procedures in place to produce accurate financial statements on a timely basis is a costly and time-consuming effort that needs to be re-evaluated frequently. To ensure the level of segregation of duties customary for a U.S. public company and the requirement to produce timely financial information requires sufficient resources within the accounting and finance functions. Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for

external purposes in accordance with generally accepted accounting principles. Our management does not expect that our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within our company will have been detected.

In March 2025, Eric Hyllengren, our Chief Financial Officer and Chief Operating Officer, left the Company, and in July 2026, Yanina Grant-Huerta, our Chief Accounting Officer, left the Company. Since June 2026, our interim Chief Financial Officer has provided services to us as a consultant through a third party firm rather than as an employee. In connection with our reductions in force in 2025 and 2026, we have reduced the size of our accounting and finance function. If we fail to staff our accounting and finance function adequately, if key employees within our accounting and finance function leave or if we fail to maintain internal control over financial reporting adequate to meet the requirements of the Sarbanes-Oxley Act, our business and reputation may be harmed. If we are unable to produce accurate financial statements on a timely basis, investors could lose confidence in the reliability of our financial statements, which could cause the market price of our common stock to decline and make it more difficult for us to finance our operations and growth. The occurrence of any of the foregoing could also require additional financial and management resources.

Because we do not anticipate paying any cash dividends on our capital stock in the foreseeable future, capital appreciation, if any, will be the sole source of potential gain for our stockholders.

We have never declared or paid cash dividends on our capital stock. We currently intend to retain all of our future earnings, if any, to finance the growth and development of our business. In addition, the terms of any future debt agreements may preclude us from paying dividends. As a result, capital appreciation, if any, of our common stock will be the sole source of gain for our stockholders for the foreseeable future.

Future sales and issuances of our common stock or rights to purchase common stock, including pursuant to our equity incentive plans, could result in additional dilution of the percentage ownership of our stockholders and could cause our stock price to fall.

We expect that significant additional capital will be needed in the future to continue our planned operations. To raise capital, we may sell substantial amounts of common stock or securities convertible into or exchangeable for common stock in one or more transactions at prices and in a manner we determine from time to time. These future issuances of common stock or common stock-related securities, together with the exercise of outstanding options or warrants, and any additional shares issued in connection with acquisitions or in-licenses, if any, may result in material dilution to our investors. Such sales may also result in material dilution to our existing stockholders, and new investors could gain rights, preferences and privileges senior to those of holders of our common stock. To the extent equity valuations, including the trading price of our common stock, are depressed as a result of economic disruptions or other factors, the potential magnitude of this dilution will increase. Pursuant to our equity incentive plans, our compensation committee is authorized to grant equity-based incentive awards to our employees, non-employee directors and consultants. Future grants of RSUs, options and other equity awards and issuances of common stock under our equity incentive plans will result in dilution and may have an adverse effect on the market price of our common stock.

Some terms of our charter documents and Delaware law may have anti-takeover effects that could discourage an acquisition of us by others, even if an acquisition would be beneficial to our stockholders and may prevent attempts by our stockholders to replace or remove our current management.

Our amended and restated certificate of incorporation (Certificate of Incorporation) and amended and restated bylaws (Bylaws), as well as Delaware law, could make it more difficult for a third party to acquire us or increase the cost

of acquiring us, even if doing so would benefit our stockholders, or remove our current management. These include terms that:

- permit our board of directors to issue up to 20,000,000 shares of preferred stock, with any rights, preferences and privileges as they may designate;
- provide that all vacancies on our board of directors, including as a result of newly created directorships, may, except as otherwise required by law, be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum;
- establish that our board of directors is divided into three classes, with each class serving three-year staggered terms, which makes it more difficult to replace a majority of our directors in a short period of time;
- require that any action to be taken by our stockholders must be effected at a duly called annual or special meeting of stockholders and not be taken by written consent;
- provide that stockholders seeking to present proposals before a meeting of stockholders or to nominate candidates for election as directors at a meeting of stockholders must provide advance notice in writing, and also specify requirements as to the form and content of a stockholder's notice;
- not provide for cumulative voting rights, thereby allowing the holders of a majority of the shares of common stock entitled to vote in any election of directors to elect all of the directors standing for election; and
- provide that special meetings of our stockholders may be called only by our board of directors, the chairperson of our board of directors or our chief executive officer.

Any of the factors listed above may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, who are responsible for appointing the members of our management.

In addition, because we are incorporated in Delaware, we are governed by Section 203 of the Delaware General Corporation Law, which may discourage, delay or prevent someone from acquiring us or merging with us whether or not it is desired by or beneficial to our stockholders. Under Delaware law, a corporation may not, in general, engage in a business combination with any holder of 15% or more of its capital stock unless the holder has held the stock for three years or, among other things, the board of directors has approved the transaction. Any term of our Certificate of Incorporation or Bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock and could also affect the price that some investors are willing to pay for our common stock.

Our Bylaws designate a state or federal court located within the State of Delaware as the sole and exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our current or former directors, officers, stockholders, or other employees.

Our bylaws provide that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of us under Delaware law, (ii) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, or other employee of the Company to us or our stockholders, (iii) any action asserting a claim against us or any of our directors, officers, or other employees arising pursuant to any provision of the DGCL or our Certificate of Incorporation or Bylaws (as either may be amended from time to time), (iv) any action asserting a claim against us governed by the internal affairs doctrine, or (v) any other action asserting an "internal corporate claim," as defined under Section 115 of the DGCL. The foregoing provisions do not apply to any claims arising under the Securities Act and, unless we consent in writing to the selection of an alternative forum, the federal district courts of the

United States will be the sole and exclusive forum for resolving any action asserting a claim arising under the Securities Act.

These choice of forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our current or former directors, officers, or other employees, which may discourage lawsuits with respect to such claims. There is uncertainty as to whether a court would enforce such provisions, and the enforceability of similar choice of forum provisions in other companies' charter documents has been challenged in legal proceedings. It is possible that a court could find these types of provisions to be inapplicable or unenforceable, and if a court were to find the choice of forum provision to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, results of operations, and financial condition.

We qualify as a "smaller reporting company" and a "non-accelerated filer," and any decision on our part to comply only with certain reduced reporting and disclosure requirements applicable to such companies could make our common shares less attractive to investors.

We qualify as a "smaller reporting company," as defined under the Exchange Act. In addition, we are a "non-accelerated filer" as defined under the Exchange Act. For as long as we continue to be a smaller reporting company or a non-accelerated filer, we may choose to take advantage of exemptions from various reporting requirements applicable to other public companies that are not smaller reporting companies or non-accelerated filers, as applicable, including, but not limited to, an exemption from the requirement that our independent registered public accounting firm attest to the effectiveness of our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act.

If we choose to rely on any of these reporting and disclosure exemptions, the information we provide stockholders will be different than the information that is available with respect to many other public companies. Moreover, if some investors find our common stock less attractive as a result of any choices to reduce future disclosure or not having an independent review and attestation of our internal control over financial reporting, there may be a less active trading market for our common stock and the market price of our common stock may be more volatile.

If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.

The trading market for our common stock will depend in part on the research and reports that securities or industry analysts publish about us and our business. In the event securities or industry analysts who cover us downgrade our stock or publish inaccurate or unfavorable research about us or our business, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, demand for our stock could decrease, which might cause our stock price and trading volume to decline.

We have in the past and may in the future fail to meet the continued listing standards of the Nasdaq Stock Market LLC (Nasdaq), and as a result, our common stock may be delisted, which could have a material adverse effect on the liquidity of our common stock.

Our common stock is currently listed on the Nasdaq Global Select Market, and we are therefore subject to its continued listing requirements, including, among others, the requirement to maintain a minimum market value of $50 million for listed securities (the MVLS Requirement). If we fail to satisfy one or more of the requirements, we may be delisted from the Nasdaq Global Select Market.

On April 30, 2026, we received a notice from the Listing Qualifications department of Nasdaq (the Staff) notifying us that we were not then in compliance with the MVLS Requirement for continued listing on the Nasdaq Global Select Market, based on the Staff's review of the market value of our common stock from March 18, 2026 through April 29, 2026. On May 21, 2026, we received a written notice from the Staff stating that, for the 10 consecutive business days from May 7, 2026 to May 20, 2026, the market value of our listed securities was $50,000,000 or greater, and accordingly, we have regained compliance with the MVLS Requirement and the matter was closed.

While we have regained compliance with the MVLS Requirement, there is no guarantee that we will be able to maintain compliance with the MVLS Requirement, or other Nasdaq continued listing requirements, in the future. If we fail to maintain compliance with Nasdaq's continued listing requirements, our common stock may be subject to delisting. If our common stock were to be delisted, the actual and potential liquidity of our common stock and our ability to raise future capital would be adversely affected and the market price of our common stock could decrease. If, for any reason, we would be unable to obtain listing on another national securities exchange or take action to restore our compliance with Nasdaq's continued listing requirements, a reduction in some or all of the following may occur, each of which could have a material adverse effect on our stockholders:

- the liquidity of our common stock;
- the market price of our common stock;
- our ability to obtain financing for the continuation of our operations;
- the number of institutional and general investors that will consider investing in our securities;
- the number of market makers in our common stock;
- the availability of information concerning the trading prices and volume of our common stock; and the number of broker-dealers willing to execute trades in shares of our common stock.

General Risk Factors

Our future success depends on our ability to retain and motivate our executive officers and qualified personnel.

We are highly dependent upon our executive officers and other key employees and the loss of the services of any of our executive officers or other key employees, including scientific, technical, accounting and finance or management personnel, could impede the achievement of our corporate objectives. In August 2022, we announced a reduction of our workforce by approximately 20% across all areas of our company, including members of management. In November 2023, we implemented a further reduction of our workforce by approximately 30%, and in January 2024, we conducted an additional reduction of our workforce by approximately 25%, including a member of management. In September 2024, Pascal Touchon, our President and Chief Executive Officer stepped down from his position and was appointed Chairperson of our board of directors, and AnhCo "Cokey" Nguyen, our Chief Scientific and Technical Officer, was appointed as our President and Chief Executive Officer. We implemented additional reductions in force in January, March, May and October 2025, as well as June 2026. Losing members of management and other key personnel subjects us to a number of risks, including the failure to coordinate responsibilities and tasks, the necessity to create new management systems and processes, the impact on corporate culture, and the retention of historical knowledge. In addition, we may not be able to effectively transition members of our management into their new roles.

Our success depends on our ability to retain, manage and motivate our employees. Although we enter into employment agreements or offer letters with our employees, these documents provide for "at-will" employment, which means that any of our employees could leave our employment at any time, with or without notice. Competition for skilled personnel in our industry and geographic regions is intense and may limit our ability to retain qualified personnel on acceptable terms or at all. To induce valuable employees to remain at our company, in addition to salary and cash incentives, we have provided equity awards that vest over time. The value to employees of equity awards may be significantly affected by movements in our stock price that are beyond our control and may at any time be insufficient to counteract more lucrative offers from other companies.

Our workforce reductions may not result in anticipated savings, could result in total costs and expenses that are greater than expected and could disrupt our business.

In August 2022, we reduced our workforce by approximately 20% across all areas of our company, including members of management. In November 2023, we further reduced our workforce by approximately 30%. In January 2024, we announced another reduction in force by approximately 25%. In January 2025, we announced another reduction in force by approximately 50%. In March 2025, we further reduced our workforce by approximately 50%. In May 2025, we completed an additional reduction in force of approximately 30%. In October 2025, we announced a further reduction in force of approximately 30%. In June 2026, we announced a further reduction in force of, at the time, approximately 23% of our total workforce, retaining approximately 10 employees essential to advancing our strategic priorities. The reductions in force reflect a prioritization around key research and development programs and the reduction of our expense profile. We may not realize, in full or in part, the anticipated benefits, savings and improvements in our cost structure from our restructuring efforts due to unforeseen difficulties, delays or unexpected costs. If we are unable to realize the expected operational efficiencies and cost savings from restructuring, our operating results and financial condition would be adversely affected. We also cannot be certain that we will not have to undertake additional workforce reductions or restructuring activities in the future. Furthermore, our cost savings plan may be disruptive to our operations, which could affect our ability to generate product revenue. In addition, our workforce reductions could yield unanticipated consequences, such as attrition beyond planned staff reductions, or disruptions in our day-to-day operations. Our workforce reductions could also harm our ability to attract and retain qualified management, scientific, clinical, and manufacturing personnel who are critical to our business. Any failure to attract or retain qualified personnel could prevent us from successfully developing and commercializing our product candidates in the future, including tab-cel, if approved.

Our relationships with customers and third party payors will be subject to applicable anti-kickback, fraud and abuse, privacy and other laws and regulations, which could expose us to criminal sanctions, civil penalties, contractual damages, reputational harm and diminished profits and future earnings.

Healthcare providers, including physicians, and third party payors will play a primary role in the recommendation and prescription of our product and any product candidates for which we obtain regulatory approval. Our current and future arrangements with third party payors and customers may expose us to broadly applicable federal and state fraud and abuse and other healthcare laws and regulations that may constrain the business or financial arrangements and relationships through which we conduct research and would market, sell and distribute our products. As a biopharmaceutical company, even though we do not and will not control referrals of healthcare services or bill directly to Medicare, Medicaid or other third party payors, federal and state healthcare laws and regulations pertaining to fraud and abuse and patients' rights are and will be applicable to our business. If we obtain FDA approval of any of our product candidates and our partners begin commercializing those products in the United States, our potential exposure under such laws will increase significantly, and our costs associated with compliance with such laws are also likely to increase. These laws may impact, among other things, our current activities with principal investigators and research patients, as well as proposed and future sales, marketing and education programs, distribution agreements, discounting, commission compensation, certain patient support offerings, and other business arrangements generally. In addition, the approval and commercialization of our product and any of our product candidates outside the United States will also likely subject us to foreign equivalents of such healthcare laws, among other foreign laws.

Efforts to ensure that our business arrangements with third parties comply with applicable healthcare laws and regulations will involve substantial costs. It is possible that governmental authorities will conclude that our business practices do not comply with current or future statutes, regulations or case law involving applicable healthcare laws and regulations. If our operations are found to be in violation of any of these laws or any other governmental regulations, we may be subject to significant civil, criminal and administrative penalties, damages, fines, imprisonment, exclusion from government-funded healthcare programs, such as Medicare and Medicaid, disgorgement, additional reporting requirements or oversight if we become subject to a corporate integrity agreement or similar agreement, and the curtailment or restructuring of our operations, reputational harm, contractual damages, and diminished profits and future earnings, any of which could adversely affect our ability to operate our business and our results of operations. If any physicians or other healthcare providers or entities with whom we expect to do business are found to not be in

compliance with applicable laws, they may be subject to significant criminal, civil or administrative sanctions, including exclusions from government-funded healthcare programs.

Our employees may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements, which could cause significant liability for us and harm our reputation.

We are exposed to the risk of employee fraud or other misconduct, including intentional failures to comply with FDA regulations or similar regulations of comparable foreign regulatory authorities, provide accurate information to the FDA or comparable foreign regulatory authorities, comply with manufacturing standards we have established, comply with federal and state healthcare fraud and abuse laws and regulations and similar laws and regulations established and enforced by comparable foreign regulatory authorities, report financial information or data accurately or disclose unauthorized activities to us. Employee misconduct could also involve the improper use of information obtained in the course of clinical studies, which could result in regulatory sanctions and serious harm to our reputation. It is not always possible to identify and deter employee misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business and results of operations, including the imposition of significant fines or other sanctions.

Product liability lawsuits against us could cause us to incur substantial liabilities and to limit commercialization of any products that we may develop.

We face an inherent risk of product liability exposure related to the testing of our product candidates in human clinical studies and will face an even greater risk if we commercially sell any products that we may develop. Product liability claims may be brought against us by subjects enrolled in our clinical studies, patients, healthcare providers or others using, administering or selling our products. If we cannot successfully defend ourselves against claims that our product candidates or products caused injuries, we could incur substantial liabilities. Regardless of merit or eventual outcome, liability claims may result in:

- decreased demand for any product candidates or products that we may develop;
- clinical holds or termination of clinical study sites or entire study programs;
- injury to our reputation and significant negative media attention;
- withdrawal of clinical study participants;
- significant costs to defend the related litigation;
- substantial monetary awards to study subjects or patients;
- loss of revenue;
- diversion of management and scientific resources from our business operations; and
- the inability to commercialize any products that we may develop.

We currently hold product liability insurance coverage at a level that we believe is customary for similarly situated companies and adequate to provide us with insurance coverage for foreseeable risks, but which may not be adequate to cover all liabilities that we may incur. We may not be able to maintain insurance coverage at a reasonable cost or in an amount adequate to satisfy any liability that may arise. As deemed necessary, we may expand our insurance coverage for products to include the sale of commercial products if we obtain regulatory approval for our product candidates in

development, but we may be unable to obtain commercially reasonable product liability insurance for any products that receive regulatory approval. Large judgments have been awarded in class action lawsuits based on drugs that had unanticipated side effects. A successful product liability claim or series of claims brought against us, particularly if judgments exceed our insurance coverage, could decrease our cash and adversely affect our business.

The actual or perceived failure by us, our customers, or vendors to comply with increasingly stringent laws, regulations and contractual obligations relating to privacy, data protection, and data security could harm our reputation, and subject us to significant fines and liability.

We are or may become subject to numerous domestic and foreign laws and regulations regarding privacy, data protection, data security, data residency or transfers, the scope of which is changing, subject to differing applications and interpretations and may be inconsistent among countries, or conflict with other rules. We are also subject to the terms of our contractual obligations to customers and third parties related to privacy, data protection, data security, and data transfers. The actual or perceived failure by us, our customers, our vendors, or other relevant third parties to address or comply with these laws, regulations, and obligations could increase our compliance and operational costs, expose us to regulatory scrutiny, actions, fines and penalties, cause regulators to reject, limit or disrupt our clinical trial activities, result in reputational harm, lead to a loss of customers, reduce the use of our products, result in litigation and liability, and could otherwise cause a material adverse effect on our business, financial condition, and results of operations.

For example, several laws and regulations such as the EU General Data Protection Regulation (EU) 2016/679 (EU GDPR) impose strict requirements on in-scope organizations regarding the processing of personal information (i.e., data which identifies an individual or from which an individual is identifiable) of individuals (or data subjects). The EU GDPR governs the collection, use, disclosure, transfer and other processing of personal information and has direct effect in all EU Member States and extraterritorial effect, including, for example, where organizations outside of the European Economic Area (EEA) process personal information of individuals in the EEA in relation to the offering of goods or services to those individuals or the monitoring of their behavior. The UK has implemented the EU GDPR into its national law by virtue of section 3 of the European Union (Withdrawal) Act as the UK GDPR (together, the UK GDPR and the EU GDPR, the GDPR). The UK GDPR sits alongside the UK Data Protection Act 2018 (as amended by the UK Data (Use and Access) Act 2025). As such, the GDPR applies to us to the extent we are established in an EU Member State or the UK, we are processing personal information in the context of an establishment in an EU Member State or the UK or we are processing personal information in relation to the offering of goods or services to individuals in the EEA or the UK or monitoring their behavior.

The GDPR imposes onerous and comprehensive privacy, data protection, and data security obligations onto controllers, including, as applicable: (i) contractual privacy, data protection, and data security commitments, including the requirement to implement appropriate technical and organizational measures to safeguard personal information processed; (ii) establishing means for individuals to exercise their data protection rights (e.g., the right to erasure of or access to personal information); (iii) limitations on retention and the amount of personal information processed; (iv) additional requirements pertaining to sensitive information (such as health data); (v) data breach notification requirements to: (x) supervisory authorities without undue delay (and no later than 72 hours where feasible) after becoming aware of the breach, unless the breach is unlikely to result in a risk to the data subjects' rights and freedoms; and/or (y) concerned individuals where the breach is likely to result in a high risk to their rights and freedoms without undue delay; (vi) requirements to process personal information lawfully including specific requirements for obtaining valid consent from data subjects where consent is the lawful basis for processing; (vii) obligations to consider data protection as any new products or services are developed and designed; and (viii) accountability and transparency requirements, which require controllers to demonstrate and record compliance with the GDPR and to provide more detailed information to data subjects (such as clinical trial subjects and investigators) regarding processing of their personal information. The GDPR also provides that EU Member States and the UK (as applicable) may introduce further laws and regulations limiting the processing of genetic, biometric, or health data, which could limit our ability to collect, use and share personal information subject to the GDPR, cause our compliance costs to increase, require us to change our practices, adversely impact our business, and harm our financial condition.

In addition, the EU GDPR also prohibits the transfer of personal information from the EEA to countries that the European Commission does not recognize as having an "adequate" level of data protection unless the parties to the

transfer have implemented specific safeguards to protect the transferred personal information (e.g., EU Standard Contractual Clauses or EU SCCs). Data protection, data residency or transfer laws or regulations in the UK, Switzerland, United States and other jurisdictions impose similar or related data residency or transfer restrictions. There is also a requirement in certain cases for companies to carry out data flow analysis, risk assessments, vendor diligence or transfer impact assessments (TIA). These obligations can, among other things, require assessments of laws governing access to personal information in the recipient country and considers whether supplementary measures that provide privacy protections additional to those under the EU SCCs will need to be implemented to ensure an "essentially equivalent" level of data protection to that afforded in the EU.

Complying with the GDPR involves rigorous and time-intensive processes that may cause us to incur certain operational costs and/or require us to change our business practices. There may also be a risk that the measures will not be implemented correctly or that individuals within the business will not be fully compliant with the required procedures. If there are breaches of these measures, we could face significant administrative and monetary sanctions as well as reputational damage which may have a material adverse effect on our operations, financial condition and prospects. Assisting our customers, partners, and vendors in complying with the GDPR, or complying with the GDPR ourselves, may cause us to incur substantial operational costs or require us to change our business practices. There is a risk that we could be impacted by a cybersecurity incident that results in loss or unauthorized disclosure of personal information, potentially resulting in us facing harms similar to those described above.

Companies that must comply with the GDPR face increased compliance obligations and risk, including more robust regulatory enforcement of data protection requirements, potential significant fines for non-compliance of up to the greater of €20 million (under the EU GDPR) or £17.5 million (under the UK GDPR) or 4% of consolidated annual global turnover and restrictions or prohibitions on the processing of personal information. The GDPR identifies a list of points to consider when determining the level of fines to impose (including the nature, gravity and duration of the infringement). The GDPR also confers a private right of action on data subjects and consumer associations to lodge complaints with supervisory authorities, seek judicial remedies and obtain compensation for damages resulting from violations of the GDPR.

Cybersecurity requirements are laid down in various laws in the EU and the UK, the key ones being: (i) the GDPR (as discussed above), which requires controllers and processors to implement appropriate technical and organizational measures to safeguard personal information to a level of security appropriate to the risk; (ii) the UK Network and Information Systems Regulations 2018 (NIS Regulations), and (iii) the EU Network and Information Systems 2 Directive (NISD2). Under the NISD2, stringent cybersecurity and incident reporting requirements are imposed on 'essential' and 'important' entities, including, for example, entities carrying out research and development activities of medicinal products. NISD2 states that any maximum fine which national implementing law provides for should at least be set at €10 million or 2% of total worldwide turnover, whichever is higher, where essential entities are concerned. Other sanctions may include (i) a temporary suspension to provide services in the EU (by suspending relevant authorizations/certifications); (ii) an order to make public certain elements of the infringement and/or inform customers; and (iii) injunctions to immediately cease infringing conduct. Importantly, NISD2 also provides that senior members of staff can be held personally liable and face administrative fines or be temporarily suspended from exercising managerial functions at the legal representative or chief executive officer level.

Other countries outside of the EU and the UK continue to enact or are considering enacting similar cross-border data transfer restrictions and laws requiring local data residency, which could increase the cost and complexity of delivering our services and operating our business. For example, Brazil recently enacted the General Data Protection Law (Lei Geral de Proteção de Dados Pessoais or LGPD) (Law No. 13,709/2018), which broadly regulates the processing of personal information and imposes compliance obligations and penalties comparable to those of the EU GDPR and the UK GDPR.

Regulation of privacy, data protection, and data security has also become more stringent in the United States. HIPAA imposes requirements to protect the privacy and security of protected health information (PHI) and to provide notification in the event of a breach of PHI. Violations of HIPAA are punishable by civil money penalties and, in some cases, criminal penalties and imprisonment. HHS' Office for Civil Rights (OCR), which is responsible for enforcing HIPAA, also may enter into resolution agreements requiring the payment of a civil money penalty and/or the

establishment of a corrective action plan to address violations of HIPAA. Pursuant to HIPAA, HHS has adopted privacy regulations, known as the privacy rule, to govern the use and disclosure of PHI (Privacy Rule). HHS has also adopted data security regulations that require Covered Entities and Business Associates to implement administrative, physical and technical safeguards to protect the integrity, confidentiality and availability of PHI that is electronically created, received, maintained or transmitted (such as between us and our affiliated practices). While the vast majority of HIPAA obligations do not apply to pharmaceutical companies or clinical trial data, the requirements inform privacy and security practices across the industry and may impact interactions with health care providers.

Numerous state laws are also designed to address privacy and information security issues, including but not limited to state medical privacy laws, state laws protecting personal information, state data breach notification laws, state genetic privacy laws, human subjects research laws and federal and state consumer protection laws. While some of these laws may include exemptions for HIPAA-covered data and clinical trial data, they add layers of complexity to compliance in the U.S. market, and could increase our compliance costs and adversely affect our business. For example, the California Consumer Privacy Act (CCPA), which took effect on January 1, 2020, give California residents expanded rights to access and delete their personal information, opt out of certain personal information sharing, and receive detailed information about how their personal information is used. The CCPA provides for civil penalties for violations, as well as a private right of action when certain personal information is subject to unauthorized access and exfiltration, theft or disclosure due to a business' failure to implement and maintain reasonable security procedures, for data breaches which are expected to increase data breach litigation. The CCPA may increase our compliance costs and potential liability. The CCPA was substantially expanded on January 1, 2023, when the California Privacy Rights Act (CPRA) amendments to the CCPA became fully operative. The CPRA amendments, among other things, give California residents the ability to limit use of certain sensitive personal information, further restrict the use of cross-contextual advertising, establish restrictions on the retention of personal information, expand the types of data breaches subject to the CCPA's private right of action, provide for increased penalties for CCPA violations concerning California residents under the age of 16, and establish a new California Privacy Protection Agency to implement and enforce the new law.

Multiple other states and the federal government are considering enacting similar legislation, demonstrating a strong trend towards state privacy, data protection and data security legislation in the U.S., as well as enhanced scrutiny on international data flows, which could increase our potential liability and adversely affect our business. Certain states have passed or amended existing state privacy laws to impose enhanced privacy and cybersecurity obligations for consumer health data. For instance, Washington State's "My Health My Data" Act regulates "consumer health data" which is defined as "personal information that is linked or reasonably linkable to a consumer and that identifies a consumer's past, present, or future physical or mental health status." Other states, such as Connecticut, Nevada, and Maryland have also enacted privacy legislation with particular provisions for consumer health data, and additional states may adopt health-specific privacy requirements that could impact our business activities depending on how they are interpreted.

The Federal Trade Commission (FTC) has authority under Section 5 of the FTC Act to regulate unfair or deceptive practices, and has used this authority to initiate enforcement actions against companies that it alleges implemented inadequate controls around privacy and information security in violation of their externally facing policies. The FTC has recently brought several cases alleging violations of Section 5 of the FTC Act with respect to health information.

Lawmakers and regulatory bodies at the federal level have been considering more detailed regulation regarding these subjects and the privacy and security of personal information. For example, the FTC finalized changes to the Health Breach Notification in May 2024. Additionally, in 2025, OCR issued a Notice of Proposed Rulemaking which proposed a number of changes to HIPAA Security Rule.

Compliance with applicable U.S. and foreign privacy, data protection, and data security laws and regulations may result in government investigations or cause us to incur substantial costs or require us to change our business practices and compliance procedures in a manner adverse to our business. Moreover, complying with these various laws could require us to take on more onerous obligations in our contracts, restrict our ability to collect, use and disclose data, or in some cases, impact our ability to operate in certain jurisdictions. Failure to comply with U.S. and foreign privacy, data protection, and data security laws and regulations could result in government investigations or enforcement actions (which could include civil or criminal penalties), private litigation, claims, or public statements against us and/or adverse

publicity and could negatively affect our operating results and business. Claims that we have violated individuals' privacy rights, failed to comply with privacy, data protection, and data security laws, or breached our contractual obligations, even if we are not found liable, could be expensive and time consuming to defend, could result in adverse publicity and could have a material adverse effect on our business, reputation, financial performance and operations. Furthermore, the costs of compliance with, and other burdens imposed by, the laws, regulations and policies that are applicable to the business of our customers may limit the adoption and use of, and reduce the overall demand for, our products and services.

If our security measures are compromised, or our information technology systems or those of our vendors, and other relevant third parties fail or suffer security breaches, loss or leakage of data, and other disruptions, this could result in a material disruption of our services, compromise sensitive information related to our business, harm our reputation, trigger our breach notification obligations, prevent us from accessing critical information, and expose us to liability or other adverse effects to our business.

In the ordinary course of our business, we may collect, process, and store proprietary, confidential, and sensitive information, including personal information (including health information), intellectual property, trade secrets, and proprietary business information owned or controlled by ourselves or other parties. It is critical that we do so in a secure manner to maintain the confidentiality, integrity, and availability of such information. We face several risks relative to protecting this critical information, including loss of access risk, inappropriate use or disclosure, inappropriate modification, and the risk of our being unable to adequately monitor, audit and modify our controls over our critical information. This risk extends to the third party service providers who handle elements of our operations.

We, our partners, our CROs, our CMOs, and other business vendors on which we rely depend on information technology and telecommunication systems for significant elements of our operations, including, for example, systems handling human resources, financial reporting and controls, regulatory compliance and other infrastructure operations. Notwithstanding the implementation of security measures, given the size and complexity of our information technology systems and those of our third party vendors and other contractors and consultants, and the increasing amounts of proprietary, confidential and sensitive information that they maintain, such information technology systems have been subject to and remain vulnerable to breakdown, service interruptions, system malfunction, natural disasters, terrorism, war and telecommunication and electrical failures, as well as security breaches from inadvertent or intentional actions by our personnel, third party vendors, contractors, consultants, business partners, and/or other third parties, or from cyber-attacks by malicious third parties (including the deployment of harmful malware, ransomware, denial-of-service attacks, social engineering, and other means to affect service reliability and threaten the confidentiality, integrity, and availability of information), which may compromise our system infrastructure, or that of our third party vendors and other contractors and consultants, or lead to data leakage. The risk of a security breach or disruption, particularly through accidental actions or omissions by trusted insiders, cyber-attacks or cyber intrusions, including by computer hackers, viruses, foreign governments, and cyber terrorists, has generally increased as the number, intensity, and sophistication of attempted attacks and intrusions from around the world have increased. Although we take measures to protect sensitive data from unauthorized access, use or disclosure, we and our third party service providers frequently defend against and respond to cyber-attacks, and our information technology and infrastructure may be vulnerable to attacks by hackers or viruses or breached due to personnel error, malfeasance, or other malicious or inadvertent disruptions. Any such breach or interruption could compromise our networks and the information stored there could be accessed by unauthorized parties, manipulated, publicly disclosed, lost, or stolen.

Failures or significant downtime of our information technology or telecommunication systems or those used by our third party service providers could cause significant interruptions to our operations, including preventing us from conducting tests or research and development activities and preventing us from managing the administrative aspects of our business. For example, the loss of clinical study data from completed, ongoing or planned clinical studies could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. In addition, sophisticated operating system software and applications that we procure from third parties may contain defects in design or manufacture, including vulnerabilities, "bugs" and other problems that could unexpectedly interfere with the operation of our networks, system, or our processing of personal information or other data. To the extent that any disruption or security breach results in a loss of or damage to our data or applications, or inappropriate disclosure of

confidential or proprietary information, we could incur liability, the further development of our product candidates could be delayed, and our business could be otherwise adversely affected.

We may not be able to anticipate all types of security threats, and we may not be able to implement preventative measures effective against all such security threats. We also may not be effective in responding to, containing or mitigating the risks of an attack. The techniques used by cyber criminals change frequently, may not be recognized until launched, and can originate from a wide variety of sources, including outside groups such as external service providers, organized crime affiliates, terrorist organizations, hostile foreign governments or agencies, or cybersecurity researchers. To the extent that any disruption or security breach were to result in a loss of, or damage to, our data or applications, or those of our third party vendors and other contractors and consultants, or inappropriate disclosure of confidential or proprietary information, we could incur liability and reputational damage and the further development and commercialization of our products and services could be delayed.

The costs related to significant security breaches or disruptions could be material and could exceed the limits of the cybersecurity insurance we maintain, if any, against such risks. If the information technology systems of our third party vendors and other contractors and consultants become subject to disruptions or security breaches, we may have insufficient recourse against such third parties and may have to expend significant resources to mitigate the impact of such an event, and to develop and implement protections to prevent future events of this nature from occurring.

We cannot assure you that our data protection efforts and our investment in information technology will prevent significant breakdowns, data leakages, breaches in our systems, or those of our third party vendors and other contractors and consultants, or other cyber incidents that could have a material adverse effect upon our reputation, business, operations, or financial condition. For example, if such an event were to occur and cause interruptions in our operations, or those of our third party vendors and other contractors and consultants, it could result in a material disruption of our programs and the development of our services and technologies could be delayed. Furthermore, significant disruptions of our internal information technology systems or those of our third party vendors and other contractors and consultants, or security breaches could result in the loss, misappropriation, and/or unauthorized access, use, or disclosure of, or the prevention of access to, confidential information (including trade secrets or other intellectual property, proprietary business information, and personal information), which could result in financial, legal, business, and reputational harm to us. Any such event that leads to unauthorized access, use, or disclosure of personal information, including personal information regarding our customers or employees, could harm our reputation directly, compel us to comply with federal and/or state breach notification laws and foreign law equivalents, subject us to mandatory corrective action, and otherwise subject us to liability under laws and regulations that protect the privacy and security of personal information, which could result in significant legal and financial exposure and reputational damages that could potentially have an adverse effect on our business. For example, in November 2023, we experienced a cybersecurity incident which resulted in unauthorized access of certain systems within our IT environment and a third party obtaining certain of our documents. Such unauthorized access was detected and contained within several hours and it was determined the third party did not access any of our material confidential information. Following such incident, we've taken additional measures to strengthen our IT environment.

Although we take measures to protect sensitive data from unauthorized access, use or disclosure, our information technology and infrastructure may be vulnerable to attacks by hackers or viruses or breached due to personnel error, malfeasance, or other malicious or inadvertent disruptions. Any such breach or interruption could compromise our networks and the information stored there could be accessed by unauthorized parties, manipulated, publicly disclosed, lost, or stolen.

Any such access, breach, or other loss of information could result in legal claims or proceedings, liability under domestic or foreign privacy, data protection and data security laws such as HIPAA and HITECH, and penalties. Notice of certain security breaches must be made to affected individuals, the Secretary of HHS, and for extensive breaches, notice may need to be made to the media or state attorneys general. Such notice could harm our reputation and our ability to compete. Although we have implemented security measures, such data is currently accessible through multiple channels, and there is no guarantee we can protect our data from breach. Unauthorized access, loss or dissemination could also damage our reputation or disrupt our operations, including our ability to conduct our analyses, conduct

research and development activities, collect, process and prepare company financial information, and manage the administrative aspects of our business.

Penalties for violations of these laws vary. For instance, penalties for failure to comply with a requirement of HIPAA and HITECH vary significantly, and include significant civil monetary penalties and, in certain circumstances, criminal penalties with fines up to $250,000 per violation and/or imprisonment. A person who knowingly obtains or discloses individually identifiable health information in violation of HIPAA may face a criminal penalty of up to $50,000 and up to one-year imprisonment. The criminal penalties increase if the wrongful conduct involves false pretenses or the intent to sell, transfer or use identifiable health information for commercial advantage, personal gain or malicious harm.

Further, various states, such as California and Massachusetts, have implemented similar privacy laws and regulations, such as the California Confidentiality of Medical Information Act, that impose restrictive requirements regulating the use and disclosure of health information and other personally identifiable information. These laws and regulations are not necessarily preempted by HIPAA, particularly if such a state law affords greater protection to individuals than HIPAA. Where state laws are more protective, we have to comply with the stricter provisions. In addition to fines and penalties imposed upon violators, some of these state laws also afford private rights of action to individuals who believe their personal information has been misused. California's patient privacy laws, for example, provide for penalties of up to $250,000 and permit injured parties to sue for damages. Similarly, the CCPA allows consumers a private right of action when certain personal information is subject to unauthorized access and exfiltration, theft or disclosure due to a business' failure to implement and maintain reasonable security procedures. The interplay of federal and state laws may be subject to varying interpretations by courts and government agencies, creating complex compliance issues for us and data we receive, use and share, potentially exposing us to additional expense, adverse publicity and liability. Further, as regulatory focus on privacy issues continues to increase and laws and regulations concerning the protection of personal information expand and become more complex, these potential risks to our business could intensify. Changes in laws or regulations associated with the enhanced protection of certain types of sensitive data, for the treatment of genetic data, along with increased customer demands for enhanced data security infrastructure, could greatly increase our cost of providing our products, decrease demand for our products, reduce our revenues and/or subject us to additional liabilities.

Changes in tax laws or regulations that are applied adversely to us or our customers may have an adverse effect on our business, cash flows, financial condition or results of operations.

We are subject to income and non-income based taxes in the U.S. and various jurisdictions outside the U.S. Our business and financial condition could be adversely affected by changes in federal, state, local or international tax laws, changes in taxing jurisdictions' administrative interpretations, decisions, policies and positions, changes in accounting principles, applicability of withholding taxes, and changes to our business operations. For example, U.S. legislation such as the Tax Act, the Coronavirus Aid, Relief, and Economic Security Act (CARES Act), the American Rescue Plan Act and the One Big Beautiful Bill Act (OBBBA), made significant changes to the corporate tax rate, the potential realization of net deferred tax assets relating to our operations, taxation of foreign earnings, and deductibility of expenses, and could have a material impact on our financial position or results of operations.

Our ability to use net operating loss carryforwards and certain tax assets to offset future taxable income or taxes may be subject to certain limitations.

Our ability to use our federal and state net operating losses (NOLs) and certain other tax attributes to offset potential future taxable income and related income taxes that would otherwise be due is dependent upon our generation of future taxable income, and we cannot predict with certainty when, or whether, we will generate sufficient taxable income to use all of our NOLs or other tax attributes.

As of September 30, 2026, we had significant U.S. federal and state NOLs due to prior period losses. Under the Tax Cuts and Jobs Act (the Tax Act), as modified by the CARES Act, federal NOLs generated in tax years beginning on or after January 1, 2018 may be carried forward indefinitely, but the utilization of such federal NOLs is limited to 80% of

current year taxable income. It is uncertain if and to what extent states will conform to all or portions of the Tax Act and the CARES Act.

In addition, under Section 382 of the Internal Revenue Code of 1986, as amended (the Code), our ability to utilize these NOLs and other tax attributes, such as federal tax credits, in any taxable year may be limited if we have experienced an "ownership change". Generally, a Section 382 ownership change occurs if one or more stockholders or groups of stockholders who owns at least 5% of a corporation's stock increases its ownership by more than 50 percentage points over its lowest ownership percentage within a three-year testing period. Similar rules may apply under state tax laws. We performed a Section 382 analysis of transactions in our stock through December 31, 2024 and concluded that we have experienced ownership changes since inception that we believe under Section 382 of the Code will result in limitations on our ability to use certain pre-change NOLs and credits. In addition, we may experience subsequent ownership changes as a result of future equity offerings or other changes in the ownership of our stock, some of which are beyond our control. As a result, the amount of the NOLs and tax credit carryforwards presented in our financial statements could be limited and, in the case of NOLs generated before January 1, 2018 may expire unused. Any such material limitation or expiration of our NOLs may harm our future operating results by effectively increasing our future tax obligations. Similar provisions of state tax law may also apply to limit the use of accumulated state tax attributes. Regulatory changes, such as suspensions on the use of NOLs, or other unforeseen reasons, may cause our existing tax attributes to expire, decrease in value or otherwise be unavailable to offset future income tax liabilities.

Business disruptions could seriously harm our future revenues and financial condition and increase our costs and expenses.

Our operations could be subject to earthquakes, power shortages, telecommunications failures, water shortages, floods, hurricanes, typhoons, fires, extreme weather conditions, medical epidemics and other natural or man-made disasters or business interruptions, for which we are predominantly self-insured. Two of our corporate locations are located in California, an area prone to earthquakes and fires. The occurrence of any of these business disruptions could seriously harm our operations and financial condition and increase our costs and expenses. We rely on third party manufacturers to produce our product candidates. Our ability to obtain clinical supplies of product candidates could be disrupted, if the operations of these suppliers are affected by a man-made or natural disaster or other business interruption, including, for example, the COVID-19 pandemic.

The biopharmaceutical industry is subject to extensive regulatory obligations and policies that are subject to significant and abrupt change, including due to judicial challenges, election cycles, and resulting regulatory updates and changes in policy priorities.

On June 28, 2024, the U.S. Supreme Court issued an opinion in *Loper Bright Enterprises v. Raimondo* holding that courts reviewing agency action pursuant to the Administrative Procedure Act (APA) "must exercise their independent judgment" and "may not defer to an agency interpretation of the law simply because a statute is ambiguous." The decision has impacted on how lower courts evaluate challenges to agency interpretations of law, including those by HHS, CMS, FDA and other agencies with significant oversight of the biopharmaceutical industry. This framework is likely to increase both the frequency of such challenges and their odds of success by eliminating one way in which the government previously prevailed in such cases. As a result, significant regulatory policies will be subject to increased litigation and judicial scrutiny.

In addition, federal agency activities, priorities, leadership, policies, rulemaking, communications, spending, and staffing may be significantly impacted by election cycles and legislative developments. For example, the current U.S. presidential administration has committed to significantly reduce government spending through cuts to federal healthcare programs and reductions in the workforces of key government agencies, such as HHS, FDA, and CMS. Further efforts by the current administration to reduce federal spending may result in reductions to agency budgets, employees, and operations, which may lead to slower response times, less guidance and longer review periods, potentially affecting our ability to progress development of our product candidates or obtain regulatory approval for our product candidates. The administration and agencies have also made abrupt announcements about new or changed regulatory policies, such as policies related to use of AI to review product applications. In February 2025, HHS ended a longstanding commitment to voluntarily comply with notice and comment requirements, even when not required by statute, which could further

contribute to rapid changes in policy without opportunity for public input. Additionally, federal government shutdowns may prevent the FDA or other regulatory authorities from conducting their regular inspections, reviews or other regulatory activities, and may significantly impact the ability of the FDA to timely review and process our regulatory submissions. For example, the federal government shut down from October 1, 2025 to November 12, 2025, and the FDA is currently funded under a continuing resolution that expires on December 11, 2026, before the March 31, 2027 target action date for the resubmitted tab-cel BLA. A future lapse in appropriations could delay the FDA's review of the BLA, related inspections or other interactions with Pierre Fabre. These developments may lead to greater uncertainty regarding FDA policies, slower response times, longer review periods, unexpected delays, increased costs, or other negative impacts on our business that are difficult to predict. These changes may potentially affect our or our partner's ability to progress development of our product candidates or obtain regulatory approval for our product candidates.

Item 5. Other Information

During the three months ended September 30, 2026, none of the Company's directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement" as defined in Item 408 of Regulation S-K under the Securities Exchange Act of 1934, as amended.

Item 6. Exhibits

Exhibit No.	Description of Exhibit	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of Atara Biotherapeutics, Inc.	S-1	333-196936	3.2	6/20/2014	
3.2	Third Amended and Restated Bylaws of Atara Biotherapeutics, Inc.	8-K	001-36548	3.1	12/23/2024	
3.3	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Atara Biotherapeutics, Inc.	8-K	001-36548	3.1	6/20/2024	
31.1	Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification by Principal Financial and Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1(1)	Certifications of Chief Executive Officer and Principal Financial and Accounting Officer pursuant to 18 U.S.C Section 1350 as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002					X
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document					X
101.SCH	Inline XBRL Taxonomy Extension Schema Document					X
104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2026, formatted in Inline XBRL.					X

(1) The certifications attached as Exhibit 32.1 accompany this Quarterly Report on Form 10-Q pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed "filed" by the Registrant for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Atara Biotherapeutics, Inc. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ATARA BIOTHERAPEUTICS, INC.

Date: November 10, 2026

By: /s/ AnhCo Thieu Nguyen
AnhCo Thieu Nguyen
President and Chief Executive Officer
(Duly Authorized Officer and Principal Executive Officer)

By: /s/ Kevin G. Sarney
Kevin G. Sarney
Interim Chief Financial Officer
(Duly Authorized Officer and Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER

PURSUANT TO

SECURITIES EXCHANGE ACT RULES 13A-14(A) AND 15D-14(A)

I, AnhCo Thieu Nguyen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Atara Biotherapeutics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 10, 2026

/s/ AnhCo Thieu Nguyen

AnhCo Thieu Nguyen
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF THE PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER

PURSUANT TO

SECURITIES EXCHANGE ACT RULES 13A-14(A) AND 15D-14(A)

I, Kevin G. Sarney, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Atara Biotherapeutics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 10, 2026

/s/ Kevin G. Sarney
Kevin G. Sarney
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in connection with the Quarterly Report of Atara Biotherapeutics, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2026, as filed with the Securities and Exchange Commission (the "Report"), AnhCo Thieu Nguyen, Chief Executive Officer of the Company, and Kevin G. Sarney, Interim Chief Financial Officer of the Company, respectively, do each hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 10, 2026

/s/ AnhCo Thieu Nguyen
AnhCo Thieu Nguyen
Chief Executive Officer
(Principal Executive Officer)

/s/ Kevin G. Sarney
Kevin G. Sarney
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.