



Additional information and where to find it

In connection with the proposed transaction, Gracell intends to file or furnish relevant materials with the Securities and Exchange Commission (the “SEC”), including a proxy statement. Promptly after the proxy statement is filed or furnished with the SEC, the Company will mail or otherwise provide the proxy statement and a proxy card to each of its shareholders entitled to vote at the extraordinary general meeting relating to the proposed transaction. This communication is not a substitute for the proxy statement or any other document that Gracell may file or furnish with the SEC or send to its shareholders in connection with the proposed transaction. BEFORE MAKING ANY VOTING DECISION, SHAREHOLDERS OF Gracell ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE PROPOSED TRANSACTION THAT Gracell WILL FILE OR FURNISHED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE PROPOSED TRANSACTION. The proxy statement and other relevant materials in connection with the proposed transaction (when they become available), and any other documents filed or furnished with the SEC by the Company, may be obtained free of charge at the SEC’s website at www.sec.gov or at Gracell’s website at www.gracellbio.com.

Forward looking statements

Forward-looking statements

This announcement may include statements that are not statements of historical fact, or “forward-looking statements,” including with respect to AstraZeneca’s proposed acquisition of Gracell. Such forward-looking statements include, but are not limited to, the ability of AstraZeneca and Gracell to complete the transactions contemplated by the acquisition agreement, including the parties’ ability to satisfy the conditions set forth in the merger agreement, statements about the expected timetable for completing the transaction, AstraZeneca’s and Gracell’s beliefs and expectations and statements about the benefits sought to be achieved in AstraZeneca’s proposed acquisition of Gracell, the potential effects of the acquisition on both AstraZeneca and Gracell, the possibility of any termination of the merger agreement, as well as the expected benefits and success of [GC012F and any combination product]. These statements are based upon the current beliefs and expectations of AstraZeneca’s and Gracell’s management and are subject to significant risks and uncertainties. There can be no guarantees that the conditions to the closing of the proposed transaction will be satisfied on the expected timetable or at all or that [GC012F will receive the necessary regulatory approvals or prove to be commercially successful if approved]. If underlying assumptions prove inaccurate or risks or uncertainties materialise, actual results may differ materially from those set forth in the forward-looking statements. Risks and uncertainties include, but are not limited to, uncertainties as to the timing of the merger; uncertainties as to how many of Gracell’s shareholders will vote in favour of the merger; the possibility that various conditions to the consummation of the merger contemplated by the merger agreement may not be satisfied or waived; the ability to obtain necessary regulatory approvals or to obtain them on acceptable terms or within expected timing; the effects of disruption from the transactions contemplated by the merger agreement and the impact of the announcement and pendency of the transactions on Gracell’s business; the risk that shareholder litigation in connection with the offer or the merger may result in significant costs of defence, indemnification and liability; the possibility that the achievement of the specified milestone described in the contingent value rights agreement may take longer to achieve than expected or may never be achieved and the resulting contingent milestone payment may never be realised; general industry conditions and competition; general economic factors, including interest rate and currency exchange rate fluctuations; the impact of COVID-19; the impact of pharmaceutical industry regulation and health care legislation in the United States and internationally; competition from other products; and challenges inherent in new product development, including obtaining regulatory approval.

Neither AstraZeneca nor Gracell undertakes any obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent required by law. Additional factors that could cause results to differ materially from those described in the forward-looking statements can be found in AstraZeneca’s Annual Report on Form 20-F for the year ended 31 December 2022 and Gracell’s Annual Report on Form 20-F for the year ended 31 December 2022, in each case as amended by any subsequent filings made with the SEC. These and other filings made by AstraZeneca and Gracell with the SEC are available at www.sec.gov.