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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE
ACT OF 1934

May 26, 2021

Commission File Number: 001-39363

IMMATICS N.V.

Paul-Ehrlich-Straße 15
72076 Tübingen, Federal Republic of Germany
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F



Form 40-F



Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

On May 26, 2021, Immatics N.V. (the “Company”) issued a press release announcing changes to its board of directors. A copy of the press release is attached hereto as Exhibit 99.1.

On May 26, 2021, the Company provided to its shareholders an invitation to the Company’s annual general meeting and other related materials. The annual general meeting is expected to take place at the offices of CMS Netherlands, Atrium, Parnassusweg 737, 1077 DG Amsterdam, the Netherlands, on June 17, 2021 at 14:00 hours CET. A copy of the invitation to the general meeting and the other related materials are attached hereto as Exhibits 99.2, 99.3 and 99.4.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated May 26, 2021
99.2	Notice of the Annual General Meeting of Immatics N.V.
99.3	Agenda of the Annual General Meeting of Immatics N.V.
99.4	Proxy Card

SIGNATURES

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

Date: May 26, 2021

IMMATICS N.V.

By: /s/ Harpreet Singh
Name: Harpreet Singh
Title: Chief Executive Officer



PRESS RELEASE

Immatics Announces Changes to its Board of Directors

Tuebingen, Germany and Houston, Texas, May 26, 2021 – Immatics N.V. (NASDAQ: IMTX, “Immatics”), a clinical-stage biopharmaceutical company active in the discovery and development of T cell-redirecting cancer immunotherapies, today announced changes to its Board of Directors. Christof Hettich, L.L.D., Managing Partner and founding member of the dievini Hopp BioTech holding GmbH & Co. KG, has decided to step down from Immatics’ Board of Directors. He has been a member of Immatics’ Board of Directors since 2006. Former Immatics Board member Friedrich von Bohlen und Halbach, PhD, Managing Partner and co-founder of dievini Hopp BioTech Holding GmbH & Co. KG has been nominated to be his successor. The election will take place at Immatics’ Annual General Meeting on June 17, 2021.

Peter Chambré, Chairman of Immatics’ Board of Directors commented: “I would like to thank Christof Hettich on behalf of my fellow Board members and the Immatics’ management team for his tremendous contributions to the company for more than 15 years. He has been instrumental in the development of Immatics over this period. We would be delighted to welcome Friedrich von Bohlen und Halbach back to our Board of Directors.”

Dr. Friedrich von Bohlen und Halbach is Managing Partner and co-founder of dievini Hopp BioTech Holding GmbH & Co. KG., the company managing the life science activities and investments of Dietmar Hopp, co-founder of SAP, and his family. Friedrich von Bohlen und Halbach holds a diploma in biochemistry from the University of Zurich and a PhD in neurobiology from the Swiss Federal Institute of Technology (ETH) in Zurich. He held various positions at Fresenius AG, FAG Kugelfischer KGaA and WASAG Chemie AG. In 1997 he founded LION bioscience AG whose CEO he was for seven years. He is chairman of the Board of Apogenix AG and Novaliq GmbH, and board member of CureVac AG, Heidelberg Pharma AG and Co-Chair of the Evaluation Board of the Wyss Translational Center Zurich. Friedrich von Bohlen und Halbach is also co-founder and Managing Director of Molecular Health GmbH. Friedrich von Bohlen und Halbach has been a member of Immatics’ Board of Directors from 2006 to 2020.

- END -

About Immatics

Immatics combines the discovery of true targets for cancer immunotherapies with the development of the right T cell receptors with the goal of enabling a robust and specific T cell response against these targets. This deep know-how is the foundation for our pipeline of

Adoptive Cell Therapies and TCR Bispecifics as well as our partnerships with global leaders in the pharmaceutical industry. We are committed to delivering the power of T cells and to unlocking new avenues for patients in their fight against cancer.

For regular updates about Immatics, visit www.immatics.com. You can also follow us on Twitter and LinkedIn.

For more information, please contact:

For media enquiries

Jacob Verghese or Stephanie May
Trophic Communications
Phone: +49 89 2388 7731
immatics@trophic.eu

Investor Relations Contact

John Graziano
Solebury Trout
Phone: +1 646-378-2942
jgraziano@soleburytrout.com

Immatics N.V.

Anja Heuer
Corporate Communications
Phone: +49 89 540415-606
media@immatics.com

Investor Relations Contact

Jordan Silverstein
Head of Strategy
Phone: +1 281-810-7545
InvestorRelations@immatics.com

**NOTICE OF ANNUAL GENERAL MEETING OF
IMMATICS N.V.**

Notice is given that the annual general meeting of Immatix N.V., a public company under Dutch law, registered with the Dutch trade register under number 77595726 (the "**Company**"), will be held at the offices of CMS Netherlands, Atrium, Parnassusweg 737, 1077 DG Amsterdam, the Netherlands, on 17 June 2021 at 14.00 hours CET (the "**AGM**").

Agenda

The agenda for the AGM and related documents and further information regarding the AGM can be found on the Company's website at <https://investors.immatix.com/events/event-details/annual-general-meeting-0>. They are also available for inspection and can be obtained free of charge at the offices of the Company.

COVID-19 pandemic

Taking into account the current status of the pandemic and applicable restrictive measures in the past months in the Netherlands, the Company decided to hold the AGM in physical form in the Netherlands with the following organisational measures:

- No social gatherings surrounding the AGM will take place.
- To be able to safeguard 1.5 meters distance between all attendees, the Company encourages shareholders and other persons with meeting rights, including proxy holders, not to attend the AGM but to exercise their voting rights by written or electronic proxy in accordance with the procedure described below.
- Shareholders and other persons with meeting rights, including proxy holders, who, despite current circumstances and associated health risks, wish to attend the meeting in person must come alone and, in addition to the below registration process, provide a valid e-mail address and telephone number to the Company by e-mail to investorrelations@immatix.com. These contact details will be used to inform the registered attendees of any last-minute changes or requirements.
- All attendees will be requested to wash and disinfect their hands before entry of the meeting room. Persons showing symptoms of COVID-19 are strongly advised to stay home and will not be admitted in the meeting.
- On behalf of the Company only the CEO, CFO, General Counsel and the Chairman of the Supervisory Board will physically attend. The new candidate nominated for appointment as supervisory director and the candidates nominated for reappointment as supervisory director may not be able to attend due to international restrictions or negative travel advice. The CEO, CFO and the General Counsel will not be available for social interaction other than during the AGM itself.
- The Company keeps continuous track of the developments with respect to the COVID-19 pandemic, including information and guidance published by healthcare authorities. If, in the opinion of the Company or by governmental directive, a health or safety issue would arise in relation to the meeting, last-minute changes to logistics or venue including additional requirements or limitations in relation to the attendance in person, may be taken. The Company

will inform persons with meeting rights of any such changes. You are advised to regularly check the Company's website for any updated information on the AGM.

Record date

The Record Date for the AGM is 20 May 2021, which is the 28th day prior to the date of the AGM. Each share outstanding on the Record Date entitles the holder to one vote on each voting item at the AGM.

Shareholders of Record and Beneficial Owners

Shareholders of Record are those who are shareholders of the Company, or otherwise have voting rights or meeting rights in respect of shares in the Company's share capital, at the Record Date and who are recorded as such in the Company's register of shareholders.

Beneficial Owners are those who beneficially own shares in the Company's share capital through a bank, broker or other nominee on the Record Date.

Attendance

A Shareholder of Record who wishes to attend the AGM, in person or by a proxy, must notify the Company of its intention to do so by e mail at investorrelations@immatics.com no later than 18.00 hours CET on 11 June 2021. The notice must contain the name and the number of shares the Shareholder of Record will represent at the AGM. In addition, a Shareholder of Record who wishes to attend the AGM by a proxy must enclose its signed proxy. A proxy can be downloaded from the Company's website at <https://investors.immatics.com/events/event-details/annual-general-meeting-0>.

A Beneficial Owner who wishes to attend the AGM in person must notify the Company of its intention to do so by e-mail at investorrelations@immatics.com no later than 18.00 hours CET on 11 June 2021. The notice must contain the name and the number of shares the Beneficial Owner will represent at the AGM. In addition, the Beneficial Owner must enclose:

- (a) proof of its beneficial ownership of the relevant shares, for instance a recent account statement;
- (b) a signed proxy from the bank, broker or other nominee registered in the Company's register of shareholders as the holder of the relevant shares on the Record Date confirming that the Beneficial Owner is authorised to attend the AGM. Beneficial Owners should contact their bank, broker or other nominee to obtain this proxy from them; and
- (c) if the Beneficial Owner wishes to attend the AGM by a proxy, a signed proxy. A proxy can be downloaded from the Company's website at <https://investors.immatics.com/events/event-details/annual-general-meeting-0>.

Any notice of attendance, proof of beneficial ownership or signed proxy received after 18.00 hours CET on 11 June 2021 will be disregarded. Shareholders of Record, Beneficial Owners and proxyholders who have not complied with the procedures described above may be refused entry to the AGM.

All attendees must be prepared to show a valid proof of identity for admittance.

How to vote

Shareholders of Record may vote in person or by proxy at the AGM in accordance with the procedures described above.

Beneficial Owners may vote in person or by proxy at the AGM in accordance with the procedures described above or have their shares voted by following the procedures specified on their broker's voting

instruction form. Shortly before the AGM, the brokers will tabulate the votes they have received and submit one or more proxy cards to the Company reflecting the aggregate votes of the Beneficial Owners.

Contact details

For further information please contact the Company's Investor Relations Department by e-mail at investorrelations@immatics.com.

AGENDA OF THE ANNUAL GENERAL MEETING OF IMMATICS N.V.

Agenda of the annual general meeting of Immatix N.V., a public company under Dutch law, registered with the Dutch trade register under number 77595726 (the "**Company**"), to be held at the offices of CMS, Atrium, Parnassusweg 737, 1077 DG Amsterdam, the Netherlands, on 17 June 2021 at 14.00 hours CET (the "**AGM**").

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|-----|---|------------------------|
| 1. | Opening | |
| 2. | Consideration of the the management report regarding the financial year ended 31 December 2020 | Discussion item |
| 3. | Adoption of the annual accounts for the financial year ended 31 December 2020 | Voting item |
| 4. | Discharge of the managing directors for their management during the financial year ended 31 December 2020 | Voting item |
| 5. | Discharge of the supervisory directors for their supervision during the financial year ended 31 December 2020 | Voting item |
| 6. | Appointment of Dr. E.R. Forster as supervisory director class I and appointment of Dr. E.R. Forster as non-executive director class I | Voting item |
| 7. | Appointment of Dr. F.H. von Bohlen und Halbach as supervisory director class III and appointment of Dr. F.H. von Bohlen und Halbach as non-executive director class III | Voting item |
| 8. | Reappointment of Mr. P.R. Carter as supervisory director class I and appointment of Mr. P.R. Carter as non-executive director class I | Voting item |
| 9. | Reappointment of Mr. M.G. Atieh as supervisory director class I and appointment of Mr. M.G. Atieh as non-executive director class I | Voting item |
| 10. | Extension of the authorisation of the Management Board to acquire ordinary shares or depositary receipts thereof | Voting item |
| 11. | Extension of the authorisation of the Management Board to acquire preferred shares or depositary receipts thereof | Voting item |
| 12. | Assignment of PricewaterhouseCoopers Accountants N.V. as auditor for the financial year 2021 | Voting item |
| 13. | Other matters for discussion | |
| 14. | Close | |

1. Opening

2. Consideration of the management report regarding the financial year ended 31 December 2020

Consideration of the statutory management report for the financial year ended 31 December 2020 as prepared in accordance with Dutch law. The statutory management report is available on the Company's website at <https://investors.immatics.com/events-presentations> and is available for inspection at the offices of the Company.

3. Adoption of the annual accounts for the financial year ended 31 December 2020

It is proposed that the statutory annual accounts for the financial year ended 31 December 2020 as prepared in accordance with Dutch law and International Financial Reporting Standards (IFRS) be adopted. The adoption of the statutory annual accounts includes the allocation of the losses made in the financial year ended 31 December 2020. PwC has audited the the statutory annual accounts and issued an auditor's report in respect thereof. The statutory annual accounts are available on the Company's website at <https://investors.immatics.com/events-presentations> and are available for inspection at the offices of the Company.

4. Discharge of the managing directors for their management during the financial year ended 31 December 2020

It is proposed that each managing director in office during the financial year ended 31 December 2020 be granted a discharge from liability for the exercise of his management duties during the financial year ended 31 December 2020 to the extent appearing from the statutory annual accounts or the statutory management report for the financial year ended 31 December 2020 or other public disclosures.

5. Discharge of the supervisory directors for their supervision during the financial year ended 31 December 2020

It is proposed that each supervisory director in office during the financial year ended 31 December 2020 be granted a discharge from liability for the exercise of his supervisory duties during the financial year ended 31 December 2020 to the extent appearing from the statutory annual accounts or the report of the Supervisory Board for the financial year ended 31 December 2020 or other public disclosures.

6. Appointment of Dr. E.R. Forster as supervisory director class I and appointment of Dr. E.R. Forster as non-executive director class I

In accordance with the applicable provisions of the Articles of Association, the Supervisory Board has nominated Dr. E.R. Forster for appointment as supervisory director class I effective as of the date of the AGM and appointment as non-executive director class I effective as of 1 July 2021. Dr. Forster has served as an interim member of the Supervisory Board since September 2020.

Eliot Forster Ph.D. was born on 27 February 1966. Dr. Forster has served on the Supervisory Board since September 2020. Since 2018, Dr. Forster has served as the Chief Executive Officer of F-star Therapeutics Ltd. From 2015 to 2018, Dr. Forster served as the Chief Executive Officer of Immunocore Limited. Prior to that, Dr. Forster served as the Chief Executive Officer of Creabilis SA, as the Chief Executive Officer of Solace Pharmaceuticals Inc., as Head of Development and Operations for the EU and Asia at Pfizer Inc. Dr. Forster is an honorary visiting Professor of Molecular and Clinical Cancer Medicine at the University of Liverpool and an honorary international visiting Professor at the University of Pavia. Dr. Forster serves on the board of directors of F-star Therapeutics Ltd, Avacta Group plc and OSCHR (Office for Strategic Coordination of Health Research) and the National Genomics Board and has previously served on the board of directors of MedCity Ltd., Spinifex Pty Ltd, Oxford BioTherapeutics and Atlantic Healthcare (UK) Ltd. Dr. Forster holds a B.Sc. in physiology from the University of Liverpool, an M.B.A. from Henley Business School and a Ph.D. in neurophysiology from the University of Liverpool.

Dr. Forster does not hold any shares in the share capital of the Company.

Given Dr. Forster's extensive experience, the Supervisory Board is of the opinion that the Company will benefit from Dr. Forster's membership on the Supervisory Board and, after the conversion of the Company's two-tier board structure into a one tier board, the Board.

It is proposed that Dr. E.R. Forster be appointed as supervisory director class I effective as of the date of the AGM and be appointed as non-executive director class I effective as of 1 July 2021. The proposed appointment is for a continuous term ending at the close of the annual general meeting to be held in 2024.

Dr. E.R. Forster's Services Agreement provides that it will automatically terminate upon the expiry of the term of his appointment. The remuneration of Dr. E.R. Forster has been determined in line with the remuneration policy as applicable to the supervisory directors of the Company.

Below is an overview of the remuneration for Dr. E.R. Forster as included in his Services Agreement:

- fixed annual remuneration: EUR 40,000 gross; and
- stock options and incentives: 25,000 stock options.

The appointment of Mr. E.R. Forster as supervisory director class I includes the determination of the remuneration set out above.

When making the nomination of Dr. E.R. Forster for appointment as supervisory director class I, the Supervisory Board took into account the profile of the Supervisory Board and the applicable independence standards of the Stock Market Rules of the Nasdaq Stock Market LLC. Dr. E.R. Forster is considered independent under Rule 5605(a)(2) under the Stock Market Rules of the Nasdaq Stock Market LLC.

7. Appointment of Dr. F.H. von Bohlen und Halbach as supervisory director class III and appointment of Dr. F.H. von Bohlen und Halbach as non-executive director class III

In accordance with the applicable provisions of the Articles of Association, the Supervisory Board has nominated Dr. F.H. von Bohlen und Halbach for appointment as supervisory

director class III effective as of the date of the AGM and appointment as non-executive director class III effective as of 1 July 2021.

The Supervisory Board has nominated Dr. F.H. von Bohlen und Halbach for appointment as supervisory director class III and appointment as non-executive director class III at the request of dievini Hopp BioTech holding GmbH & Co. KG in accordance with the applicable provisions of the investor rights and lock up agreement dated 17 March 2020 between the Company, dievini Hopp BioTech holding GmbH & Co. KG and the other investors named therein, which agreement was entered into in connection with the business combination agreement dated 17 March 2020 between the Company, Immatics Biotechnologies GmbH, ARYA Sciences Acquisition Corp., Immatics Merger Sub 1 and Immatics Merger Sub 2, as amended on 7 June 2020. Dr. F.H. von Bohlen und Halbach will replace Mr. C.A. Hettich, who has been appointed supervisory director on the basis of the nomination rights of dievini Hopp BioTech holding GmbH & Co. KG under the said investor rights and lock up agreement and who has recently announced to resign on or prior to the date of the AGM.

Dr. Friedrich von Bohlen und Halbach is managing partner and co-founder of dievini Hopp BioTech Holding GmbH & Co. KG., the company managing the life science activities and investments of Dietmar Hopp, co-founder of SAP, and his family.

Friedrich von Bohlen holds a diploma in biochemistry from the University of Zurich and a PhD in neurobiology from the Swiss Federal Institute of Technology (ETH) in Zurich.

He held various positions at Fresenius AG, FAG Kugelfischer KGaA and WASAG Chemie AG. In 1997 he founded LION bioscience AG whose CEO he was for seven years. He is chairman of the Board of Apogenix AG and Novaliq GmbH, and board member of CureVac AG, Heidelberg Pharma AG and Co-Chair of the Evaluation Board of the Wyss Translational Center Zurich. Friedrich von Bohlen is also co-founder and managing director of Molecular Health GmbH.

Dr. von Bohlen und Halbach does not hold any shares in the share capital of the Company.

Given Dr. von Bohlen und Halbach's extensive business leadership experience, the Supervisory Board is of the opinion that the Company will benefit from Dr. von Bohlen und Halbach's membership on the Supervisory Board and, after the conversion of the Company's two-tier board structure into a one tier board, the Board.

It is proposed that Dr. F.H. von Bohlen und Halbach be appointed as supervisory director class III effective as of the date of the AGM and be appointed as non-executive director class III effective as of 1 July 2021. The proposed appointment is for a continuous term ending at the close of the annual general meeting to be held in 2023.

Below is an overview of the remuneration for Dr. F.H. von Bohlen und Halbach as included in his Services Agreement:

- fixed annual remuneration: EUR 40,000 gross; and
- stock options and incentives: 25,000 stock options.

The appointment of Dr. F.H. von Bohlen und Halbach as supervisory director class III includes the determination of the remuneration set out above.

When making the nomination of Dr. F.H. von Bohlen und Halbach for appointment as supervisory director class III, the Supervisory Board took into account the profile of the Supervisory Board and the applicable independence standards of the Stock Market Rules of the Nasdaq Stock Market LLC. Dr. F.H. von Bohlen und Halbach is considered independent under Rule 5605(a)(2) under the Stock Market Rules of the Nasdaq Stock Market.

8. Reappointment of Mr. P.R. Carter as supervisory director class I and appointment of Mr. P.R. Carter as non-executive director class I

In accordance with the applicable provisions of the Articles of Association, the Supervisory Board has nominated Mr. P.R. Carter for reappointment as supervisory director class I effective as of the date of the AGM and appointment as non-executive director class I effective as of 1 July 2021.

Paul R. Carter FCMA was born on 13 July 1960. Mr. Carter has served on the Supervisory Board since 2020. From 2014 to 2016, Mr. Carter served as Executive Vice President, Commercial Operations of Gilead Sciences, Inc. Prior to that, Mr. Carter served as Senior Vice President and Head, International Commercial Operations of Gilead Sciences, Inc. and in various senior positions over a 10-year period at GlaxoSmithKline plc, including as Regional Vice President, China & Hong Kong, Vice President and General Manager, Pharmaceutical & Consumer Health, Hong Kong & South China, and General Manager, SmithKline Beecham Consumer Health, Russia & CIS. In addition to the Supervisory Board, Mr. Carter serves on the board of directors of Evox Therapeutics Ltd, Mallinckrodt PLC and Hutchison China MediTech Ltd. and has previously served on the board of directors of Alder Biopharmaceuticals Inc. Mr. Carter also serves as an advisor to Astorg Partners SAS, ZambonGroup, Indegene Inc. and GLG Institute. Mr. Carter holds a B.A. in business studies from the University of West London.

Mr. Carter does not hold any shares in the share capital of the Company.

Mr. Carter joined the Supervisory Board in July 2020 and serves as chairman of the compensation committee and is a member of the audit committee. Given Mr. Carter's extensive business leadership experience within the life sciences industry and valuable contribution to the Company, the Supervisory Board is of the opinion that the Company will continue to benefit from Mr. Carter's membership on the Supervisory Board and, after the conversion of the Company's two-tier board structure into a one tier board, the board.

It is proposed that Mr. P.R. Carter be reappointed as supervisory director class I effective as of the date of the AGM and be appointed as non-executive director class I effective as of 1 July 2021. The proposed reappointment and appointment are for a continuous term ending at the close of the annual general meeting to be held in 2024.

Mr. P.R. Carter's Services Agreement provides that it will automatically terminate upon the expiry of the term of his appointment. The remuneration of Mr. P.R. Carter has been determined in line with the remuneration policy as applicable to the supervisory directors of the Company.

Below is an overview of the remuneration for Mr. P.R. Carter as included in his Services Agreement:

- fixed annual remuneration: EUR 52,500 gross; and

- stock options and incentives: 25,000 stock options.

The reappointment of Mr. P.R. Carter as supervisory director class I includes the determination of the remuneration set out above.

When making the nomination of Mr. P.R. Carter for reappointment as supervisory director class I, the Supervisory Board took into account the profile of the Supervisory Board and the applicable independence standards of the Stock Market Rules of the Nasdaq Stock Market LLC. Mr. P.R. Carter is considered independent under Rule 5605(a)(2) under the Stock Market Rules of the Nasdaq Stock Market LLC.

9. Reappointment of Mr. M.G. Atieh as supervisory director class I and appointment of Mr. M.G. Atieh as non-executive director class I

In accordance with the applicable provisions of the Articles of Association, the Supervisory Board has nominated Mr. M.G. Atieh for reappointment as supervisory director class I effective as of the date of the AGM and appointment as non-executive director class I effective as of 1 July 2021.

Michael G. Atieh was born on 8 August 1953. Mr. Atieh has served on the Supervisory Board since 2020. From 2014 until his retirement in 2016, Mr. Atieh served as Executive Vice President, Chief Financial and Business Officer of Ophthotech Inc. Prior to that, he served as Executive Chairman of Eyetech Inc., as Executive Vice President and Chief Financial Officer of OSI Pharmaceuticals, as Group President – Global Business Unit and as Senior Vice President and Chief Financial Officer of Cegecim Inc., and in various executive-level positions over a 19-year period at Merck and Co., Inc., including as Vice President – U.S. Human Health, Senior Vice President – Merck Medco Managed Care, Vice President – Public Affairs, Vice President – Government Relations, and Treasurer. In addition to the Supervisory Board, Mr. Atieh serves on the board of directors of Chubb Limited, electroCore, Inc. and Oyster Point Pharma, Inc. and has previously served on the board of directors of Theravance BioPharma, Eyetech Inc. and OSI Pharmaceuticals. Mr. Atieh holds a B.A. in accounting from Upsala College.

Mr. Atieh does not hold any shares in the share capital of the Company.

Mr. Atieh joined Supervisory Board in July 2020 and serves as chairman of the audit committee. Given Mr. Atieh's business leadership experience, financial background, track record within the life sciences industry, and valuable contribution to the Company, the Supervisory Board is of the opinion that the Company will continue to benefit from Mr. Atieh's membership on the Supervisory Board and, after the conversion of the Company's two-tier board structure into a one tier board, the board.

It is proposed that Mr. M.G. Atieh be reappointed as supervisory director class I effective as of the date of the AGM and be appointed as non-executive director class I effective as of 1 July 2021. The proposed reappointment and appointment are for a continuous term ending at the close of the annual general meeting to be held in 2024.

Mr. M.G. Atieh's Services Agreement provides that it will automatically terminate upon the expiry of the term of his appointment. The remuneration of Mr. M.G. Atieh has been determined in line with the remuneration policy as applicable to the supervisory directors of the Company.

Below is an overview of the remuneration for Mr. M.G. Atieh as included in his Services Agreement:

- fixed annual remuneration: EUR 55,000 gross; and
- stock options and incentives: 25,000 stock options.

The reappointment of Mr. M.G. Atieh as supervisory director class I includes the determination of the remuneration set out above.

When making the nomination of Mr. M.G. Atieh for appointment as supervisory director class I, the Supervisory Board took into account the profile of the Supervisory Board and the applicable independence standards of the Stock Market Rules of the Nasdaq Stock Market LLC. Mr. M.G. Atieh is considered independent under Rule 5605(a)(2) under the Stock Market Rules of the Nasdaq Stock Market LLC.

10. Extension of the authorisation of the Management Board to acquire ordinary shares or depositary receipts thereof

On 30 June 2020, the general meeting of the Company authorised the Management Board to acquire ordinary shares in the share capital of the Company or depositary receipts thereof for consideration for a period of eighteen months, commencing on 1 July 2020, therefore ending on 31 December 2021.

It is proposed that the authorisation of the Management Board to acquire ordinary shares in the share capital of the Company or depositary receipts thereof for consideration be extended for a period of eighteen months, commencing on 17 June 2021.

The maximum number of ordinary shares permitted pursuant to applicable law and the articles of association from time to time may be acquired and ordinary shares may be acquired through repurchases negotiated in the open market or privately, in self-tender offers, or through accelerated repurchase arrangements, at prices ranging from the nominal value of the ordinary shares up to 110% of the market price of ordinary shares, provided that:

- (a) for open market or privately negotiated repurchases, the market price shall be the price for ordinary shares on the Nasdaq Stock Market at the time of the transaction;
- (b) for self-tender offers, the market price shall be the volume weighted average price for the ordinary shares on the Nasdaq Stock Market during a period, determined by the Management Board, of no less than one and no more than five consecutive trading days immediately prior to the expiration of the tender offer; and
- (c) for accelerated repurchase arrangements, the market price shall be the volume weighted average price of the ordinary shares on the Nasdaq Stock Market over the term of the arrangement; the volume weighted average price for any number of trading days shall be calculated as the arithmetic average of the daily volume weighted average price on those trading days;

The authorisation referred to above, as extended, shall survive the transition of the Articles of Association in accordance with article 50 of the articles of association and such authorisation, as extended, shall, to the extent necessary, from 1 July 2021 be deemed to have been granted to the board of the Company for the unexpired period of the authorisation, as extended.

11. Extension of the authorisation of the Management Board to acquire preferred shares or depositary receipts thereof

On 30 June 2020, the general meeting of the Company authorised the Management Board to acquire financing preferred shares in the share capital of the Company or depositary receipts thereof for consideration for a period of eighteen months, commencing on 1 July 2020, therefore ending on 31 December 2021.

It is proposed that the authorisation of the Management Board to acquire financing preferred shares in the share capital of the Company or depositary receipts thereof for consideration for a period of eighteen months, commencing on 17 June 2021.

The maximum number of financing preferred shares permitted pursuant to applicable law and the articles of association from time to time may be acquired and financing preferred shares may be acquired through repurchases negotiated in the open market or privately, in self-tender offers, or through accelerated repurchase arrangements, at prices ranging from the nominal value of the financing preferred shares up to the higher of:

- (a) the amount that would be paid by the Company upon cancellation of such financing preferred shares in accordance with the relevant provisions of the Articles of Association; and
- (b) 110% of the market price of the ordinary shares into which the financing preferred shares may be converted in accordance with the relevant provisions of the Articles of Association, whereby the market price will be determined in the manner as set out above under paragraph (a).

The authorisation referred to above, as extended, shall survive the transition of the Articles of Association in accordance with article 50 of the articles of association and such authorisation, as extended, shall, to the extent necessary, from 1 July 2021 be deemed to have been granted to the board of the Company for the unexpired period of the authorisation, as extended.

12. Assignment of PricewaterhouseCoopers Accountants N.V. as auditor for the financial year 2021

PricewaterhouseCoopers Accountants N.V. has audited the Company's statutory annual accounts for the financial year ended 31 December 2020.

It is proposed that PricewaterhouseCoopers Accountants N.V. be assigned as auditor to audit the Company's statutory annual accounts for the financial year 2021.

13. Other matters for discussion

14. Close

BROADRIDGE FINANCIAL SOLUTIONS, INC.
 51 MERCEDES WAY
 EDGEWOOD, NY 11717

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on June 15, 2021. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on June 15, 2021. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D55235-P58435

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

IMMATICS N.V.

The Board of Directors recommends you vote FOR the following:

	For	Against	Abstain		For	Against	Abstain
1. Adoption of the annual accounts for the financial year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Reappointment of Mr. M.G. Atieh as supervisory director class I and appointment of Mr. M.G. Atieh as non-executive director class I	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Discharge of the managing directors for their management during the financial year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Extension of the authorisation of the Management Board to acquire ordinary shares or depositary receipts thereof	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Discharge of the supervisory directors for their supervision during the financial year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Extension of the authorisation of the Management Board to acquire preferred shares or depositary receipts thereof	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of Dr. E. Forster as supervisory director class I and appointment of Dr. E. Forster as non-executive director class I	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Assignment of PricewaterhouseCoopers Accountants N.V. as auditor for the financial year 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Appointment of Mr. F. von Bohlen as supervisory director class III and appointment of Mr. F. von Bohlen as non-executive director class III	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6. Reappointment of Mr. P.R. Carter as supervisory director class I and appointment of Mr. P.R. Carter as non-executive director class I	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:

The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

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IMMATICS N.V.
Annual General Meeting of Shareholders
June 17, 2021 14:00 CET
This proxy is solicited by the Board of Directors

The shareholder(s) hereby appoint(s) Dr. H. Singh, Chief Executive Officer of the company and each civil law notary and candidate civil law notary working with CMS Derks Star Busmann N.V., or either of them, as proxies, each with the power to appoint (his/her) substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of (Common/Preferred) stock of IMMATICS N.V. that the shareholder(s) is/are entitled to vote at the Annual General Meeting of Shareholders to be held at 14:00 CET on June 17, 2021, at the offices of CMS Netherlands, Atrium, Parnassusweg 737, 1077 DG Amsterdam, the Netherlands, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side