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

**AMENDMENT NO. 1 TO
FORM F-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Immatics N.V.

(Exact Name of Registrant as specified in its charter)

The Netherlands
(State or other jurisdiction of
incorporation or organization)

2836
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

**Paul-Ehrlich-Straße 15
72076 Tübingen, Federal Republic of Germany**
Tel: +49 (7071) 5397-0
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Edward A. Sturchio
Immatics US, Inc.
2130 W. Holcombe Blvd., Suite 900
Houston, Texas 77030
(281) 810-7545**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Mitchell S. Bloom, Esq.
Edwin M. O'Connor, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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 7(a)(2)(B) of the Securities Act.

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Explanatory Note

This Amendment No. 1 to the Registration Statement on Form F-1 is being filed solely for the purpose of filing Exhibit 5.1. Accordingly, this Amendment No. 1 consists only of the facing page, this explanatory note and Part II of the Registration Statement, including the signature page and the exhibit index. No changes are being made to Part I of the Registration Statement by this filing and therefore it has been omitted.

PART II

Information Not Required in Prospectus

Item 6. Indemnification of Directors and Officers.

Under Dutch law, directors of a Dutch public company may be held jointly and severally liable to the company for damages in the event of improper performance of their duties. In addition, directors may be held liable to third parties for any actions that may give rise to a tort. This applies equally to our managing directors, supervisory directors, non-executive directors and executive directors.

Pursuant to our articles of association and unless Dutch law provides otherwise, the following will be reimbursed to actual and former managing directors, supervisory directors, non-executive directors and executive directors and other members of the executive committee:

- (i) the costs of conducting a defense against claims, also including claims by the company and its group companies, as a consequence of any acts or omissions in the fulfillment of their duties or any other duties currently or previously performed by them at our request;
- (ii) any damages or financial penalties payable by them as a result of any such acts or omissions;
- (iii) any amounts payable by them under settlement agreements entered into by them in connection with any such acts or omissions;
- (iv) the costs of appearing in other legal proceedings in which they are involved in such capacity, with the exception of proceedings primarily aimed at pursuing a claim on their own behalf; and
- (v) any taxes payable by them as a result of any reimbursements.

No indemnification shall be given to an indemnified officer or director under our articles of association unless:

- (i) it has been adjudicated by a Dutch court or, in the case of arbitration, an arbitrator, in a final and conclusive decision that the act or omission may be characterized as intentional, deliberately reckless or grossly negligent conduct, unless Dutch law provides otherwise or this would, in view of the circumstances of the case, be unacceptable according to standards of reasonableness and fairness; or
- (ii) the costs or financial loss are covered by an insurance and the insurer has paid out the costs or financial loss.

We have entered into indemnification agreement with each of our directors and executive officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is theretofore unenforceable.

Item 7. Recent Sales of Unregistered Securities.

Set forth below is information regarding all securities sold or granted by us within the past three years that were not registered under the Securities Act and the consideration, if any, received by us for such securities:

- In connection with the closing of the Business Combination, on July 1, 2020, we issued (i) 52,493,617 ordinary shares to former securityholders of Immatix OpCo and ARYA in exchange for their securities in Immatix OpCo and ARYA, as applicable, and (ii) 7,187,500 public warrants to former warrant holders of ARYA in exchange for outstanding public warrants of ARYA (other than public warrants held by the ARYA Sponsor, which were forfeited).

- In connection with the closing of the PIPE Financing, on July 1, 2020, we issued 10,415,000 ordinary shares to the PIPE investors for gross proceeds of approximately \$104.2 million, \$25.0 million of which was funded by an affiliate of the ARYA Sponsor.

The foregoing securities issuances were made in reliance upon the exemption provided in Section 4(a)(2) of the Securities Act and/or Regulation D or Regulation S promulgated thereunder.

Item 8. Exhibits and Financial Statement Schedules.

(a) The following exhibits are included or incorporated by reference in this registration statement on Form F-1:

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
2.1	<u>Business Combination Agreement, dated as of March 17, 2020, by and among ARYA Sciences Acquisition Corp., Immatix Biotechnologies GmbH, Immatix B.V., Immatix Merger Sub 1 and Immatix Merger Sub 2 (incorporated by reference to Exhibit 2.1 to the Registration Statement on Form F-4 (Reg. No. 333-237702), filed with the SEC on April 16, 2020)</u>
2.2	<u>Amendment No. 1 to Business Combination Agreement, dated as of June 7, 2020, by and among ARYA Sciences Acquisition Corp., Immatix Biotechnologies GmbH, Immatix B.V., Immatix Merger Sub 1 and Immatix Merger Sub 2 (incorporated by reference to Exhibit 2.2 to Amendment No. 3 to the Registration Statement on Form F-4 (Reg. No. 333-237702), filed with the SEC on June 8, 2020)</u>
2.3	<u>Plan of First Merger (incorporated by reference to Exhibit 2.3 to Amendment No. 3 to the Registration Statement on Form F-4 (Reg. No. 333-237702), filed with the SEC on June 8, 2020)</u>
2.4	<u>Plan of Second Merger (incorporated by reference to Exhibit 2.4 to Amendment No. 3 to the Registration Statement on Form F-4 (Reg. No. 333-237702), filed with the SEC on June 8, 2020)</u>
3.1*	<u>Deed of Conversion of Immatix B.V. and Articles of Association of Immatix N.V.</u>
4.1	<u>Amended and Restated Warrant Agreement, between Continental Stock Transfer & Trust Company, Immatix B.V. and ARYA Sciences Acquisition Corp. (incorporated by reference to Exhibit 4.1 to Amendment No. 2 to the Registration Statement on Form F-4 (Reg. No. 333-237702), filed with the SEC on June 5, 2020)</u>
5.1	<u>Opinion of CMS Derks Star Busmann N.V. regarding the validity of ordinary shares</u>
10.1*	<u>Investor Rights and Lock-up Agreement</u>
10.2	<u>Form of Subscription Agreement (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form F-4 (Reg. No. 333-237702), filed with the SEC on April 16, 2020)</u>
10.3	<u>Form of Sponsor Letter Agreement (incorporated by reference to Exhibit 10.3 to the Registration Statement on Form F-4 (Reg. No. 333-237702), filed with the SEC on April 16, 2020)</u>
10.4**	<u>Form of Indemnification Agreement (Executive Officers and Directors) (incorporated by reference to Exhibit 10.4 to Amendment No. 2 to the Registration Statement on Form F-4 (Reg. No. 333-237702), filed with the SEC on June 5, 2020)</u>
10.5†	<u>Collaboration & License Agreement, dated as of August 14, 2015, by and between Immatix US, Inc. and The University of Texas M.D. Anderson Center (incorporated by reference to Exhibit 10.5 to the Registration Statement on Form F-4 (Reg. No. 333-237702), filed with the SEC on April 16, 2020)</u>
10.6†	<u>License Royalty Adjustment Agreement, dated as of January 5, 2016, by and between Immatix US, Inc. and The Board of Regents of The University of Texas System on behalf of the University of Texas M.D. Anderson Cancer Center (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form F-4 (Reg. No. 333-237702), filed with the SEC on April 16, 2020)</u>
10.7†	<u>Master Clinical Trial Agreement, dated as of December 1, 2016, by and between Immatix US, Inc. and The University of Texas MD Anderson Center (incorporated by reference to Exhibit 10.7 to the Registration Statement on Form F-4 (Reg. No. 333-237702), filed with the SEC on April 16, 2020)</u>

- 10.8† [Restricted Stock Acquisition Agreement, dated as of August 14, 2015, by and between Immatics US, Inc. and The University of Texas M.D. Anderson Cancer Center \(incorporated by reference to Exhibit 10.8 to the Registration Statement on Form F-4 \(Reg. No. 333-237702\), filed with the SEC on April 16, 2020\)](#)
- 10.9† [Non-Exclusive License Agreement, dated as of August 3, 2015, by and between Immatics Biotechnologies GmbH and Stichting Sanquin Bloedvoorziening \(incorporated by reference to Exhibit 10.9 to the Registration Statement on Form F-4 \(Reg. No. 333-237702\), filed with the SEC on April 16, 2020\)](#)
- 10.10† [Facilities/Equipment Use and Services Agreement, dated as of September 1, 2015, by and between Immatics US, Inc. and The University of Texas Health Science Center at Houston \(incorporated by reference to Exhibit 10.10 to the Registration Statement on Form F-4 \(Reg. No. 333-237702\), filed with the SEC on April 16, 2020\)](#)
- 10.11† [Amendment Number 1 — Facilities/Equipment Use and Services Agreement, dated as of February 1, 2016, by and between Immatics US, Inc. and The University of Texas Health Science Center at Houston \(incorporated by reference to Exhibit 10.11 to the Registration Statement on Form F-4 \(Reg. No. 333-237702\), filed with the SEC on April 16, 2020\)](#)
- 10.12† [Amendment Number 2 — Facilities/Equipment Use and Services Agreement, dated as of August 10, 2016, by and between Immatics US, Inc. and The University of Texas Health Science Center at Houston \(incorporated by reference to Exhibit 10.12 to the Registration Statement on Form F-4 \(Reg. No. 333-237702\), filed with the SEC on April 16, 2020\)](#)
- 10.13† [Amendment Number 3 — Facilities/Equipment Use and Services Agreement, dated as of October 1, 2016, by and between Immatics US, Inc. and The University of Texas Health Science Center at Houston \(incorporated by reference to Exhibit 10.13 to the Registration Statement on Form F-4 \(Reg. No. 333-237702\), filed with the SEC on April 16, 2020\)](#)
- 10.14† [Amendment Number 4 — Facilities/Equipment Use and Services Agreement, dated as of April 1, 2017, by and between Immatics US, Inc. and The University of Texas Health Science Center at Houston \(incorporated by reference to Exhibit 10.14 to the Registration Statement on Form F-4 \(Reg. No. 333-237702\), filed with the SEC on April 16, 2020\)](#)
- 10.15† [Amendment Number 5 — Facilities/Equipment Use and Services Agreement, dated as of July 1, 2018, by and between Immatics US, Inc. and The University of Texas Health Science Center at Houston \(incorporated by reference to Exhibit 10.15 to the Registration Statement on Form F-4 \(Reg. No. 333-237702\), filed with the SEC on April 16, 2020\)](#)
- 10.16** [2020 Stock Option Incentive Plan and forms of award agreements thereunder \(incorporated by reference to Exhibit 10.16 to Amendment No. 3 to the Registration Statement on Form F-4 \(Reg. No. 333-237702\), filed with the SEC on June 8, 2020\)](#)
- 21.1 [List of subsidiaries of Immatics N.V. \(incorporated by reference to Exhibit 21.1 to Amendment No. 2 to the Registration Statement on Form F-4 \(Reg. No. 333-237702\), filed with the SEC on June 5, 2020\)](#)
- 23.1 [Consent of CMS Derks Star Busmann N.V. \(included in Exhibit 5.1 to this Registration Statement\).](#)
- 23.2* [Consent of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, independent registered accounting firm for Immatics Biotechnologies GmbH](#)
- 23.3* [Consent of WithumSmith+Brown, PC, independent registered accounting firm of ARYA Sciences Acquisition Corp.](#)
- 24.1* [Power of attorney \(included on the signature page to the Registrant's Registration Statement on Form F-1 filed on July 31, 2020\)](#)

* Previously filed.

** Indicates a management contract or any compensatory plan, contract or arrangement.

† Certain information has been excluded from the exhibit because such information (i) is not material and (ii) would likely cause competitive harm to the registrant if publicly disclosed.

(b) Financial Statement Schedules.

All schedules have been omitted because they are not required, are not applicable or the information is otherwise set forth in the financial statements or notes thereto.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement provided, however, that:

Paragraphs (i), (ii) and (iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

- (2) That for the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) To file a post-effective amendment to the registration statement to include any financial statements required by "Item 8.A. of Form 20-F" at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Securities Act need not be furnished, provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements. Notwithstanding the foregoing, a post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Securities Act or Item 8.A. of Form 20-F if such financial statements and information are contained in periodic reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.
- (5) That, for the purpose of determining liability under the Securities Act to any purchaser:

- (i) If the registrant is relying on Rule 430B:
 - (A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
 - (B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
 - (ii) If the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.
- (b) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
- (c) The undersigned registrant hereby undertakes:
- (1) That for purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.
 - (2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Amendment No. 1 to the Registration Statement on Form F-1 and has duly caused this Amendment No. 1 to the Registration Statement on Form F-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Tübingen, Germany, on the 11th day of August, 2020.

Immatics N.V.

By: /s/ Harpreet Singh
Name: Harpreet Singh
Title: Chief Executive Officer and Managing Director

Pursuant to the requirements of the Securities Act, this Amendment No. 1 to the Registration Statement on Form F-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Harpreet Singh</u> Harpreet Singh	Chief Executive Officer and Managing Director <i>(Principal Executive Officer)</i>	August 11, 2020
<u>/s/ Thomas Ulmer</u> Thomas Ulmer	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 11, 2020
* <u>Michael G. Atieh</u>	Supervisory Director	August 11, 2020
* <u>Paul R. Carter</u>	Supervisory Director	August 11, 2020
* <u>Peter Chambré</u>	Supervisory Director	August 11, 2020
* <u>Christof Hettich</u>	Supervisory Director	August 11, 2020
* <u>Heather L. Mason</u>	Supervisory Director	August 11, 2020
* <u>Adam Stone</u>	Supervisory Director	August 11, 2020

* Pursuant to Power of Attorney

By: /s/ Harpreet Singh
Name: Harpreet Singh
Title: Attorney-in-Fact

AUTHORIZED REPRESENTATIVE

Pursuant to the requirement of the Securities Act, the undersigned, the duly undersigned representative in the United States of Immatix N.V., has signed this Amendment No. 1 to the Registration Statement in the city of New York City, United States, on the 11th day of August, 2020.

Immatix N.V.

By: /s/ Edward A. Sturchio

Name: Edward A. Sturchio

Title: Authorized Representative in the United States

PRIVILEGED AND STRICTLY CONFIDENTIAL

Immatic N.V.
Paul-Ehrlich-Straße 15
72076 Tübingen,
Federal Republic of Germany

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Subject: Immatic N.V. / Legal Opinion

11 August 2020

Dear Sirs,

We have acted as Dutch legal counsel to Immatic N.V., a public company with limited liability (*naamloze vennootschap*) of Amsterdam, the Netherlands (the “**Company**”) in respect of certain matters of Dutch law in connection with the filing of a registration statement on Form F-1 (the “**Registration Statement**”) with the United States Securities and Exchange Commission. The Registration Statement describes the business combination between Immatic Biotechnologies GmbH and Arya Sciences Acquisition Corp. (“**ARYA**”), pursuant to which several transactions have occurred and in connection therewith, the Company has become the ultimate parent company of Immatic Biotechnologies GmbH and ARYA (the “**Business Combination**”).

As part of the Business Combination, ordinary shares in the capital of the Company with a nominal value of € 0.01 each (the “**Shares**”) have been issued by the Company to the following parties:

- (i) 10,415,000 Shares to the PIPE Investors (as such term has been defined in the Registration Statement);
- (ii) 3,593,750 Shares to holders of class B ordinary shares of ARYA;
- (iii) 105,987 Shares in exchange for shares outstanding under the Immatic board incentive program; and
- (iv) 33,093,838 Shares to the shareholders of Immatic Biotechnologies GmbH.

The Company’s US counsel, Goodwin Procter LLP, informed us by email of 7 August 2020 that the Registration Statement covers 39,332,281 Shares (the “Registration Shares”) consisting of the Shares referenced above under (i), (ii), (iii), and 25,217,544 of the 33,093,838 Shares referenced under (iv) that have been issued to shareholders of Immatic Biotechnologies GmbH who are also officers of that company or its affiliates or held more than 5% of its shares.

We do not express any opinion in relation to the content of the Registration Statement or the information we received from Goodwin Procter LLP as described above.

For the purpose of this legal opinion, we have examined and relied solely upon the following documents:

- (a) an electronically received copy of an extract relative to the Company, dated 11 August 2020 (the “**Extract**”) from the trade register (*handelsregister*) of the Dutch Chamber of Commerce (*Kamer van Koophandel*) (the “**Trade Register**”);
- (b) an official copy of the notarial deed of incorporation (*akte van oprichting*) of Immatic B.V., dated 10 March 2020 (the “**Deed of Incorporation**”), containing the articles of association of the Company before the execution of the Deed of Conversion (the “**B.V. Articles of Association**”);

All services are rendered under an agreement of instruction with CMS Derks Star Busmann N.V., with registered office in Amsterdam, the Netherlands. This agreement is subject to the General Conditions of CMS Derks Star Busmann N.V., which have been filed with the registrar of the District Court Amsterdam, the Netherlands, under no. 2017/51 and which contain a limitation of liability. These terms have been published on the website cms.law and will be provided upon request. CMS Derks Star Busmann N.V. is a company with limited liability under the laws of the Netherlands and is registered in the Netherlands with the trade register under no. 30201194 and in Belgium with the RPR Brussels under no. 0877.478.727. The VAT number of CMS Derks Star Busmann N.V. for the Netherlands is NL8140.16.479.B01 and for Belgium BE 0877.478.727.

CMS Derks Star Busmann is a member of CMS, the organisation of European law firms. In certain circumstances, CMS is used as a brand or business name of, or to refer to, some or all of the member firms or their offices. Further information can be found at www.cms.law.

CMS offices and associated offices: Aberdeen, Algiers, Amsterdam, Antwerp, Barcelona, Beijing, Belgrade, Berlin, Bratislava, Bristol, Brussels, Bucharest, Budapest, Casablanca, Cologne, Dresden, Duesseldorf, Dubai, Edinburgh, Frankfurt, Geneva, Hamburg, Hong Kong, Istanbul, Kyiv, Leipzig, Lisbon, Ljubljana, London, Luxembourg, Lyon, Madrid, Milan, Moscow, Munich, Muscat, Paris, Prague, Rio de Janeiro, Rome, Sarajevo, Seville, Shanghai, Sofia, Strasbourg, Stuttgart, Tehran, Tirana, Utrecht, Vienna, Warsaw, Zagreb and Zurich.

- (c) an official copy of the notarial deed of conversion, dated 1 July 2020 (the “**Deed of Conversion**”), containing the current articles of association of the Company (the “**N.V. Articles of Association**”);
- (d) an official copy of the notarial deed of issue of 33,093,838 Shares to shareholders of Immatrics Biotechnologies GmbH, dated 1 July 2020 (the “**First Deed of Issue**”);
- (e) a copy of the deed of issue of 17,968,750 Shares to Continental Stock Transfer & Trust Company for the account and benefit of holders of class A and class B ordinary shares of ARYA, 10,415,000 Shares to the investors as set out in the deed, and 105,987 Shares to Mr. P.A. Chambré, dated 1 July 2020 (the “**Second Deed of Issue**”, the First Deed of Issue and the Second Deed of Issue shall collectively be referred to as the “**Deeds of Issue**”);
- (f) an electronically received copy of a written resolution of the management board (*het bestuur*) of the Company, dated 30 June 2020 (the “**Board Resolution**”); and
- (g) an electronically received copy of a written resolution of the general meeting (*algemene vergadering*) of the Company, dated 30 June 2020 (the “**Shareholder Resolution**”, the Shareholder Resolution and the Board Resolution shall collectively be referred to as the “**Resolutions**”).

In connection with such examination and for the purpose of the legal opinion expressed herein we have assumed:

- (i) at the time of the issuances of the Registration Shares, the Company’s authorized capital was sufficient;
- (ii) each party other than the Company has validly entered into the First Deed of Issue;
- (iii) the Registration Shares issued pursuant to the Deeds of Issue have been accepted by their subscribers in accordance with all applicable laws (including for the avoidance of doubt, Dutch law);
- (iv) the Registration Shares have been validly paid up at the time of the issuances;
- (v) the genuineness of all signatures on all original documents of the persons purported to have signed the same;
- (vi) the conformity to their originals of all documents submitted or transmitted to us in the form of photocopies, electronically or otherwise, and the authenticity and completeness of such originals;
- (vii) that the Resolutions and the resolutions reflected therein have been validly signed and were and are in full force and effect at the time of the issuances of the Registration Shares and that none of these resolutions have been or will be withdrawn or restated and that no resolutions have been or will be adopted to amend the contents of these resolutions;
- (viii) that the Deed of Incorporation and the Deed of Conversion are valid notarial deeds (*notariële aktes*), that the contents thereof are correct and complete, it being hereby confirmed that on the face of the Deed of Incorporation and the Deed of Conversion it does not appear that the Deed of Incorporation and the Deed of Conversion are not valid notarial deeds;
- (ix) that the B.V. Articles of Association were in full force and effect before the execution of the Deed of Conversion and that the N.V. Articles of Association are in full force and effect as at the date hereof, it being hereby confirmed that on the face of the N.V. Articles of Association and the Extract it does not appear that the N.V. Articles of Association are not in full force and effect as at the date hereof;
- (x) any and all authorisations and consents of, or other filings with or notifications to, any public authority or other relevant body or person in or of any jurisdiction which may be required (other than under Dutch law) in respect of the execution or performance of the Business Combination have been or will be duly obtained or made, as the case may be;

- (xi) that no petition has been presented to nor order made by a court for the bankruptcy (*faillissement*) of the Company and that no resolution has been adopted concerning a statutory merger (*juridische fusie*) or division (*splitsing*) involving the Company as disappearing entity, or a voluntary liquidation (*ontbinding*) of the Company;
- (xii) that, at the date hereof, the information contained in the Extract truly and correctly reflects the position of the Company as mentioned therein;
- (xiii) that, at the date hereof, the Company is not included on the consolidated list of persons, groups and entities subject to EU financial sanctions (the “**Sanctions List**”);
- (xiv) that, at the date hereof, the directors of the Company are not included on the list of natural persons subject to a director’s disqualification (*civielrechtelijk bestuursverbod*) under the laws of the Netherlands (the “**Disqualification List**”); and
- (xv) that the Company has not been dissolved (*ontbonden*), merged (*gefuseerd*) involving the Company as disappearing entity, demerged (*gesplitst*), converted (*omgezet*), granted a suspension of payments (*surséance verleend*), subjected to emergency regulations (*noodregeling*) as provided for in the Financial Supervision Act (*Wet op het Financieel Toezicht*), declared bankrupt (*failliet verklaard*), subjected to any other insolvency proceedings listed in Annex A or winding up proceedings listed in Annex B of Council Regulation (EC) No 1346/2000 on insolvency proceedings of 29 May 2000, listed on the list referred to in article 2 (3) of Council Regulation (EC) No 2580/2001 of 27 December 2001, listed in Annex I to Council Regulation (EC) No 881/2002 of 27 May 2002 or listed and marked with an asterisk in the Annex to Council Common Position 2001/931 of 27 December 2001 relating to measures to combat terrorism, as amended from time to time, and no trustee (*curator*), administrator (*bewindvoerder*) or similar officer has been appointed in respect of the Company or any of its respective assets.

In support of the assumptions under (xi), (xii) and (xiii), we have carried out the following investigations. The office of the bankruptcy registrar of the District Court of Amsterdam has confirmed to us by telephone today at 15:20 CEST that the Company has not been declared bankrupt (*in staat van faillissement*) and has not been granted a suspension of payment (*surséance van betaling*). Furthermore, we have obtained a confirmation through <http://www.rechtspraak.nl>, derived from the segment for EU registrations of the Central Insolvency Register, that the Company is not registered as being subject to insolvency proceedings. The Trade Register has confirmed to us by telephone today at 15:06 CEST that the Company has not been dissolved at the initiative of the Dutch Chamber of Commerce and that no resolution to dissolve, merge (*juridisch fuseren*) or demerge (*splitsen*) the Company was filed. In the same telephone call, the official of the Trade Register confirmed to us that no amendments in the registration of the Company occurred in the period from the provision of the Extract to us through the date and time hereof. Moreover, in support of the assumption under (xiii), we have carried out an online search today at 15:23 CEST <https://webgate.ec.europa.eu/europeaid/fsd/fsf> showing that the Company is not included on the Sanctions List. We have not investigated any matter that is the subject of an assumption made in this legal opinion other than as set forth herein.

We express no opinion as to any law other than the laws of the Netherlands in force at the date hereof as applied and interpreted according to present duly published case law of the Dutch courts. No opinion is rendered with respect to any matters of fact, anti-trust law, market abuse, equal treatment of shareholders, financial assistance, tax law or the laws of the European Communities, to the extent not or not fully implemented in the laws of the Netherlands.

In this legal opinion, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. Where indicated in italics, Dutch equivalents of these English terms have been given for the purpose of clarification. The Dutch concepts may not be identical to the concepts described by the same English terms as they exist under the laws of other jurisdictions. Terms and expressions of law and of legal concepts as used in this legal opinion have the meaning attributed to them under the laws of the Netherlands and this legal opinion should be read and understood accordingly.

This legal opinion is strictly limited to the matters stated herein and may not be read as extending by implication to any matter not specifically referred to. Nothing in this legal opinion should be taken as expressing an opinion in respect of the factual accuracy of any representations or warranties, or other information, contained in any document, referred to herein or examined in connection with this legal opinion, except as expressly stated otherwise. For the purpose hereof, we have assumed such accuracy.

Based upon the foregoing (including, without limitation, the documents and the assumptions set out above) and subject to the qualifications set out below and any facts, circumstances, events or documents not disclosed to us in the course of our examination referred to above, we are, at the date hereof, of the opinion that:

The Registration Shares have been validly issued, fully paid and are non-assessable.

The opinion expressed above is subject to the following qualifications:

- (A) The opinion expressed above may be affected or limited by any applicable bankruptcy, insolvency, fraudulent conveyance (*actio pauliana*), reorganization, suspension of payment and other or similar laws now or hereafter in effect, relating to or affecting the enforcement or protection of creditors' rights.
- (B) A power of attorney (*volmacht*) or mandate (*lastgeving*) granted or issued by the Company will terminate by force of law and without any notice being required upon bankruptcy of the Company and will become ineffective upon a suspension of payments (*surséance van betaling*) being granted to the Company.
- (C) A court applying the laws of the Netherlands may: (i) at the request of any party to an agreement change the effect of an arrangement or dissolve it in whole or in part in the event of unforeseen circumstances (*onvoorziene omstandigheden*) of such nature that do not, according to the standards of reasonableness and fairness, justify the other party to expect the agreement to be maintained unchanged; (ii) limit any claim for damages or penalties on the basis that such claim is deemed excessive by the court; and (iii) refuse to give effect to any provisions for the payment of expenses in respect of the costs of enforcement (actual or attempted) or unsuccessful litigation brought before such court or tribunal or where such court or tribunal has itself made an order for costs.

- (D) If a party is controlled by or otherwise connected with a person, organization or country that is currently the subject of sanctions by the United Nations, the European Community or the Netherlands, implemented, effective or sanctioned in the Netherlands under the Sanctions Act 1977 (*Sanctiewet 1977*), the Economic Offences Act (*Wet op de economische delicten*) or the Financial Supervision Act (*Wet op het Financieel Toezicht*) or is otherwise the target of any such sanctions, the obligations of the Company to that party may be unenforceable, void or otherwise affected.
- (E) The term “non-assessable” has no equivalent legal term under Dutch law and for the purpose of these opinions, “non-assessable” means that a holder of a Registration Share will not by reason of merely being such a holder, be subject to assessment or calls by the Company or its creditors for further payment on such Registration Share.

This opinion is rendered to you for the sole purpose of the filing of this opinion as an exhibit to the Registration Statement to be submitted by the Company on the date hereof, to which filing we consent under the express condition that:

- (i) we do not admit that we are within the category of persons whose consent is required within Section 7 of the Securities Act of 1933;
- (ii) any issues of interpretation of liability arising under this legal opinion will be governed exclusively by the laws of the Netherlands and be brought exclusively before a Dutch court;
- (iii) this legal opinion is subject to acceptance of the limitation of liability as mentioned on the first page of this letter;
- (iv) we do not assume any obligation to notify or to inform you of any developments subsequent to the date hereof that might render its contents untrue or inaccurate in whole or in part at such time; and
- (v) this legal opinion is strictly limited to the matters set forth herein and no opinion may be inferred or implied beyond our opinion expressly stated herein.

Yours faithfully,



CMS Derks Star Busmann N.V.