

## Management Certification

The undersigned, on behalf of Northwest Biotherapeutics, Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company publishes disclosure pursuant to the following obligation:

**SEC REPORTING OBLIGATION:**

- ☒ The Company has a reporting obligation under Section 13 of the Exchange Act  
☐ The Company has a reporting obligation under Section 15(d) of the Exchange Act  
☐ The Company has a reporting obligation under Regulation A (Tier 2)  
☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)  
☐ Other (describe) \_\_\_\_\_

**EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:**

- ☐ The Company has a reporting obligation to a U.S. Bank Regulator  
☐ The Company is reporting under the Alternative Reporting Standard and is otherwise exempt from registration and not required to file periodic reports with the SEC

2. The Company is current in its reporting obligation as indicated above.
3. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

4. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

5. The Company has a Verified Company Profile on OTCMarkets.com.
6. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
7. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
8. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Brian J. Lane, Partner  
Gibson, Dunn & Crutcher, LLP  
1050 Connecticut Avenue, N.W.,  
Washington, DC 20036-5306  
202-887-3646, Email: blane@gibsondunn.com

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities..

As of (latest practicable date): \_\_\_\_\_

<b>Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)</b>	<b>Position/Company Affiliation (ex: CEO, 5% Control person)</b>	<b>City and State (Include Country if outside U.S.)</b>	<b>Number of Shares Owned (List common, preferred, warrants and options separately)</b>	<b>Class of Shares Owned</b>	<b>Percentag e of Class of Shares Owned (undiluted)</b>
Alton L. Boynton, Ph.D.	Director, Chief Scientific Officer and Secretary	Kingston, WA	CS:12,189; Options:67,065	Common Stock, Options	Less than 1%
Marnix L. Bosch, Ph.D., M.B.A.	Chief Technical Officer	Clyde Hill, WA	CS:129,157; Options:35,169,637	Common Stock, Options	2.5%
Linda F. Powers (1)	Director, Chairperson, President and Chief Executive Officer, Chief Financial and Accounting Officer	Potomac, MD	CS:29,411,759	Common Stock	2.2%
Leslie Goldman (2)	Senior Vice President, General Counsel	Chevy Chase, MD	CS:172,742	Common Stock	Less than 1%
Dr. Navid Malik	Director	London, UK	CS:10,000; Options:23,339,393	Common Stock, Options	1.7%
J. Cofer Black	Director	Virginia Metro Area	Options:6,484,433	Options	Less than 1%
Pat Sarma	Director	New York, NY	CS: 11,362,489; Warrants: 66,176; Preferred Stock: 1,106,500	Common Stock, Warrants, Preferred Stock	Less than 1%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

(1) Consists of 29,411,759 shares of common stock held by Ms. Powers. Ms. Powers also holds 56,992,773 warrants (the majority acquired from a third party, and the rest acquired in past years, as previously reported, from the Company in connection with loans by Ms. Powers to the Company when such loans were needed to help the Company to survive). Ms. Powers holds 39,200,000 options awarded in 2018 for service during part of that year and a number of preceding years, and 55,119,032 options awarded in 2020 for service during several years. In 2021, Ms. Powers entered into a voluntary blocking agreement with the Company pursuant to which Ms. Powers cannot exercise or convert any options, warrants or other derivative securities, as applicable, unless Ms. Powers provides the Company at least 61 days' advance notice. As a

result, such options, warrants and other derivative securities are not considered "beneficially owned" within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended.

(2) Consists of 172,742 shares of common stock held by Mr. Goldman. Mr. Goldman also holds 643,043 warrants acquired in past years, as previously reported, from the Company in connection with loans by Mr. Goldman to the Company when such loans were needed to help the Company to survive. Mr. Goldman holds 24,500,000 options awarded in 2018 for service during part of that year and a number of preceding years, and 34,449,394 options awarded in 2020 for service during several years. In 2021, Mr. Goldman entered into a voluntary blocking agreement with the Company under which Mr. Goldman cannot exercise or convert any options, warrants or other derivative securities, as applicable, to acquire shares of the Company's common stock, unless Mr. Goldman provides the Company at least 61 days' advance notice. As a result, such options, warrants and other derivative securities are not considered "beneficially owned" within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended.

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>1</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
06/29/2017	\$300,000	583,167	On Demand	AIR 12%	0	0	Anne Smith	Working Capital
10/09/2018	\$262,500	419,120	On Demand	AIR 12%	0	0	Anne Smith	Working Capital
03/26/2020	\$1,647,000	0	03/25/2025	AIR 6.25%	0	0	UK Cambridge Loan	Working Capital
09/26/2022	\$5,505,000	0	10/26/2024	AIR 8%	12,555,554	0	Streeterville Capital	Working Capital

<sup>1</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>2</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
03/02/2023	\$11,005,000	0	02/10/2025	AIR 8%	39,055,702	0	Streeterville Capital	Working Capital
04/01/2023	\$55,556	0	02/21/2025	CP \$0.20; AIR 8%	300,225	0	SDS LONG/ Short LP	Working Capital
04/01/2023	\$111,111	0	02/21/2025	CP \$0.20; AIR 8%	606,575	0	General Ventures	Working Capital
04/01/2023	\$333,333	0	02/21/2025	CP \$0.20; AIR 8%	1,799,650	0	SDS Capital Partners II, LLC	Working Capital
04/03/2023	\$111,111	0	02/21/2025	CP \$0.20; AIR 8%	599,625	0	Sira Investments LLC	Working Capital
04/03/2023	\$11,105	0	02/21/2025	CP \$0.20; AIR 8%	60,575	0	Spiral Holdings LLC	Working Capital
04/03/2023	\$277,778	0	02/21/2025	CP \$0.20; AIR 8%	1,534,400	0	Brightforge Management LLC	Working Capital
06/30/2023	\$1,000,000	\$1,000,000	07/15/2025	CP \$0.24 AIR 11%	0	4,166,667	PKBT Holdings LLC	Working Capital
07/03/2023	\$440,413	0	07/30/2024	CP \$0.20; AIR 8%	2,388,825	0	General Ventures*	Working Capital
07/03/2023	\$111,650	0	07/30/2024	CP \$0.20; AIR 8%	605,600		Sira Investments LLC	Working Capital

<sup>2</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.



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07/11/2023	\$500,000	\$600,658	05/11/2025	CP \$0.28; AIR 11%	0	2,145,205	Anne Towbes	Working Capital
08/22/2023	\$1,000,000	\$522,613 (See Note (1) below)	09/01/2025	CP \$0.26; AIR 11%	0	2,010,048	SMW Consulting Associates, LLC	Working Capital
08/24/2023	\$2,000,000	\$2,376,109	05/01/2025	CP \$0.26; AIR 11%	0	9,138,882	District 2	Working Capital
08/24/2023	\$2,500,000	\$2,971,041	09/01/2025	CP \$0.25; AIR 11%	0	11,884,164	Michael Klein	Working Capital
08/28/2023	\$1,000,000	0 (See Note (2) below)	11/28/2024	CP \$0.30; AIR 11%	0	0	Beta Operating Fund LP	Working Capital
09/05/2023	\$1,000,000	\$1,184,438	05/15/2025	CP \$0.28; AIR 11%	0	4,230,137	Robert Hefner	Working Capital
09/13/2023	\$3,250,000	\$3,829,956	05/15/2025	CP \$0.21; AIR 11%	0	18,237,886	Branko Krstevski	Working Capital

(1) \$525,000 plus related interest was redeemed in 2024, leaving \$475,000 of principal plus related interest accruing.

(2) Note was fully redeemed (principal and accrued interest) in 2024 with no conversion having occurred.

<sup>3</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>4</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
09/28/2023	\$880,000	0	09/28/2024	CP \$0.20; AIR 11%	4,689,300	0	SDS LONG/SHORT LP	Working Capital
10/02/2023	\$154,000	0	10/02/2024	CP \$0.20; AIR 11%	599,625	0	Sira Investments LLC	Working Capital
11/10/2023	\$11,005,000	\$6,445,310	11/10/2025	AIR 8%	26,469,836	0	Streeterville Capital	Working Capital
02/21/2024	\$1,749,000	\$997,746	04/15/2025	CP \$0.20; AIR 11%	3,624,525	4,988,731	SDS LONG/SHORT LP	Working Capital
02/21/2024	\$5,500	0	03/21/2025	CP \$0.28; AIR 11%	0	0	Brightforge Management LLC	Working Capital
02/21/2024	\$5,500	0	03/21/2025	CP \$0.50; AIR 8%	0	0	Sira Investments LLC	Working Capital
02/27/2024	\$1,500,000	\$1,733,448	07/27/2025	CP \$0.32; AIR 11%		5,417,025	Anne Towbes	Working Capital
03/22/2024	\$1,000,000	\$1,124,466	09/22/2025	CP \$0.29; AIR 11%	0	3,887,468	Michael Klein	Working Capital

<sup>4</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

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03/22/2024	\$3,000,000	\$3,373,397	09/22/2025	CP \$0.29; AIR 11%	0	11,632,404	Klein Associates, LLC	Working Capital
04/26/2024	\$11,005,000	\$8,660,245	02/26/2026	AIR 8%	10,998,411	0	Streeterville Capital	Working Capital
07/19/2024	\$715,000	\$778,351	07/20/2026	CP \$0.38; AIR: 11%	0	2,075,602	Hefner Interest	Working Capital
7/22/2024	\$300,000	\$326,309	07/22/2026	CP \$0.30; AIR: 11%	0	1,087,697	Ramanathan Sampath	Working Capital
07/29/2024	\$1,000,000	\$1,080,104	07/29/2026	CP \$0.30 AIR 11%	0	3,600,347	Four M Purchaser	Working Capital
07/29/2024	\$500,000	\$542,794	07/29/2026	CP \$0.30 AIR 11%	0	1,809,314	Louis Cappelli	Working Capital
08/08/2024	\$800,000	\$864,690	08/08/2026	CP \$0.30; AIR: 11%	0	2,882,299	Hassan Rahimi	Working Capital
09/27/2024	\$2,140,000	\$2,140,000	On Demand	AIR 0%	0	0	Anne Towbes	Working Capital

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>6</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
10/08/2024	\$250,380	\$266,452	10/08/2026	CP \$0.285; AIR: 11%	0	934,920	Hassan Rahimi	Working Capital
10/18/2024	\$2,205,000	\$2,287,850	08/18/2026	AIR 8%	0	0	Streeterville Capital	Working Capital
10/23/2024	\$5,000,000	\$5,298,356	10/23/2026	CP \$0.25; AIR: 11%	0	21,193,426	Michael Klein	Working Capital
12/19/2024	\$5,000,000	\$1,516,666	01/19/2026	(See Note (3) below)	15,002,742	5,475,329	YA II PN, LTD	Working Capital
01/02/2025	\$650,000	\$674,426	12/28/2026	CP \$0.21; AIR: 11%	0	3,211,553	Branko Krstevski	Working Capital
01/23/2025	\$150,000	\$154,792	01/23/2027	CP \$0.25; AIR: 11%	0	631,803	Dr. Maitham Shams & Sara Movarekh	Working Capital
01/23/2025	\$150,000	\$154,792	01/23/2027	CP \$0.25; AIR: 11%	0	631,803	Dr. Maitham Shams & Sara Movarekh	Working Capital
(3) The conversion price equal to the lower of (i) \$0.315 per share (the "Fixed Price"), or (ii) a price per share equal to 95% of the lowest daily VWAP during the 5 consecutive trading days immediately prior to the conversion date (the "Variable Price"). The amounts of such conversions are limited to one sixth (1/6) of the overall Yorkville Note amount in any given calendar month unless the conversion price is above \$0.315 per share.								

<sup>6</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>7</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
01/30/2025	\$250,000	\$257,986	01/23/2027	CP \$0.23; AIR: 11%	0	1,121,680	Dan Bendtsen	Working Capital
02/12/2025	\$100,000	\$103,194	02/12/2027	CP \$0.23; AIR: 11%	0	439,124	Joe Kornreich	Working Capital
02/14/2025	\$250,000	\$257,987	02/14/2027	CP \$0.20; AIR: 11%	0	1,289,933	Dennis Mehiel	Working Capital
02/21/2025	\$500,000	\$515,973	02/21/2027	CP \$0.21; AIR: 11%	0	2,457,012	Branko Krstevski	Working Capital
03/05/2025	\$300,000	\$305,877	03/05/2027	CP \$0.23; AIR: 11%	0	1,329,899	1804 Poki Partners LLC	Working Capital
03/07/2025	\$5,505,000	\$5,536,895	01/07/2027	AIR 8%	0	0	Streeterville Capital	Working Capital
04/13/2025	\$100,000	\$100,784	04/13/2027	CP \$0.19 AIR 11%	0	530,442	Dan Bendtsen	Working Capital
04/13/2025	\$200,000	\$201,567	04/13/2027	CP \$0.19 AIR 11%	0	1,060,880	Fatemeh Teimouri	Working Capital
<b>Total Outstanding Balance:</b>		<b><u>\$59,032,768</u></b>	<b>Total Shares:</b>		<b><u>120,891,170</u></b>	<b><u>128,859,879</u></b>		

<sup>7</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Any additional material details, including footnotes to the table are below :

Name of Principal Executive Officer or Principal Financial Officer: Linda F. Powers

Title: Chairperson, President and Chief Executive Officer, Chief Financial and Accounting Officer

Date: May 14, 2025

A handwritten signature in dark ink, appearing to read "Linda F. Powers", with a long horizontal flourish extending to the right.

Signature:

(Digital Signatures should appear as "/s/ [OFFICER NAME]")