Risk Factors Comparison 2025-03-31 to 2024-03-28 Form: 10-K

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We are subject to various risks that may materially harm our business, prospects, financial condition and results of operations. This discussion highlights some of the risks that may affect our future operating results. These are the risks and uncertainties we believe are most important for you to consider. We cannot be certain that we will successfully address these risks. If we are unable to address these risks, our business may not grow, our stock price may suffer, and we may be unable to stay in business. Additional risks and uncertainties not presently known to us, which we currently deem immaterial or which are similar to those faced by other companies in our industry or business in general, may also impair our business, prospects, results of operations and financial condition. The risks discussed below include forward- looking statements, and our actual results may differ substantially from those discussed in these forward- looking statements. Risks Related to Our Business Our recurring losses from operations raise substantial doubt regarding our ability to continue as a going concern.We have incurred significant losses since our inception and have never generated revenue or profit from product sales,and it is possible we will never generate revenue or profit from product sales.As of December 31, ~~2024~~ **2023** ,we had cash and cash equivalents of $ ~~22~~ **48** .5 million.Based on our current operating plans,we believe we will have sufficient funds to meet our obligations into the ~~fourth~~ **first** quarter of 2025.However,we will need to raise additional capital to fund our future operations and remain as a going concern.There can be no assurance that we will be able to obtain additional funding,including through a combination of equity offerings,collaborations,and other strategic alliances,or other sources on acceptable terms,if at all.To the extent that we raise additional capital through future equity offerings,the ownership interest of common stockholders will be diluted,which dilution may be significant.We cannot guarantee that we will be able to obtain any or sufficient additional funding or that such funding,if available,will be obtainable on terms satisfactory to us.In the event that we are unable to obtain any or sufficient additional funding,there can be no assurance that we will be able to continue as a going concern,and we will be forced to delay,reduce or discontinue our product development programs or consider other various strategic alternatives.Moreover,these factors raise substantial doubt about our ability to continue as a going concern.Substantial doubt about our ability to continue as a going concern may materially and adversely affect the price per share of our common stock,and it may be more difficult for us to obtain financing.If existing or potential collaborators decline to do business with us or potential investors decline to participate in any future financings due to such concerns,our ability to increase our cash position may be limited.The perception that we may not be able to continue as a going concern may cause others to choose not to deal with us due to concerns about our ability to meet our contractual obligations. We are a clinical- stage biopharmaceutical company, have no history of generating commercial revenue, have a history of operating losses ~~,~~ and may never achieve or maintain profitability. We are a clinical- stage biopharmaceutical company. We have a limited operating history, have never generated revenue from product sales, and have a history of losses from operations. As of December 31, ~~2023~~ **2024** , we had an accumulated deficit of ~~approximately~~ $ ~~301~~ **340** . ~~1~~ **9** million. Our ability to achieve commercial revenue- generating operations and, ultimately, achieve profitability will depend on whether we can obtain additional capital when we need it, complete the development of our technology, receive regulatory approval of our drug product candidates, successfully commercialize our drug product candidates and / or find strategic collaborators that can incorporate our drug product candidates into new or existing drugs which can be successfully commercialized together. There can be no assurance that we will ever generate commercial revenues or achieve or maintain profitability. We currently do not have, and may never develop, any FDA- approved or commercialized products. We currently do not have any products approved by the FDA or any other regulatory agency or any commercialized products and thus have never generated commercial revenue from product sales. We have not yet sought to obtain any regulatory approvals for any drug product candidates in the United States or any foreign market. Therefore, any estimated timing for our drug product candidates to be commercialized would be highly speculative. To date, we have invested substantial resources in an exclusive license with **Albert** Einstein **College of Medicine, or Einstein,** that forms the foundation for **certain of** our drug product candidates and potential applications. For us to develop any products that might ultimately be commercialized, we will have to invest further time and capital in research and product development, regulatory compliance and market development. We and our licensor, prospective business partners and other collaborators may never develop any products that can be commercialized. All of our development efforts will require substantial additional funding, none of which may result in any commercial revenue. Our efforts may not lead to commercially successful products for a number of reasons, including: • we and our licensor, prospective business partners and other collaborators may not be able to complete research regarding, and nonclinical and clinical development of, our drug product candidates; • regulatory approvals and marketing authorizations may not be achieved for our drug product candidates, or the scope of the approved indication may be narrower than sought; • we and our licensor, prospective business partners and other collaborators may experience delays in our development programs, clinical trials and the regulatory approval process; • our technology may not prove to be safe and effective in clinical trials or preclinical studies and our drug product candidates may have adverse side effects which outweigh any potential benefit to patients; • we may not be able to identify suitable collaborators to complete development or commercialization of our potential products; • we may not be able to maintain, protect or expand our portfolio of intellectual property rights, including patents, trade secrets and know- how; • any future products that are ultimately approved by the FDA or other regulatory bodies may not be commercially accepted in the marketplace by physicians or patients; • any future products that are ultimately approved by the FDA or other regulatory bodies may not be able to be manufactured in commercial quantities or at an acceptable cost; • physicians may not receive any reimbursement from third- party payors, or the level of reimbursement may be insufficient to support widespread adoption of

any of our future products once approved by the FDA or other regulatory bodies; and • rapid technological change may make our technology and drug product candidates obsolete. Moreover, in **July** ~~the first quarter of 2022~~ **2024** , we determined to prioritize and strategically focus on our **autoimmune programs, including** CUE- ~~101~~ **401** and CUE- ~~102 oncology programs in our CUE- 100 series~~ **501, which are currently at a preclinical stage** . We are actively seeking third party support through partnerships and collaborations, or alternative funding structures, to further develop **the** CUE- ~~103~~ **100 series** and ~~our Neo- STAT and RDI- STAT programs, as well as our programs outside of oncology, including our~~ CUE- ~~200~~ **500 series programs** , **including** CUE- ~~300 and~~ **101,** CUE- ~~400 series~~ **102 and CUE- 501** , and there is no guarantee that we will be able to do so on favorable terms or at all. We are substantially dependent on the success of our drug product candidates, only two of which are currently being tested in clinical trials, and significant additional research and development and clinical testing will be required before we can potentially seek regulatory approval for or commercialize any of our drug product candidates. ~~Our~~ **Historically, our** main focus and the investment of a significant portion of our efforts and financial resources has been in the development of our ~~lead product candidate~~ **most advanced clinical stage asset** , CUE- 101, for which we are currently ~~actively conducting~~ **completing an ongoing** Phase 1 clinical ~~trials~~ **trial,** and CUE- 102, for which we are ~~currently actively conducting a~~ **also completing an ongoing** Phase 1 clinical trial. Our other drug product candidates **, including CUE- 401 and CUE- 501,** are all at a preclinical stage. In **July** ~~the first quarter of 2022~~ **2024** , we determined to prioritize and strategically focus on our **autoimmune programs, including CUE- 401 and CUE- 501. We are actively seeking third party support through partnerships and collaborations, or alternative funding structures, to further develop the** CUE- 101 and CUE- 102 oncology programs in our CUE- 100 series. ~~We~~ **Even if we are successful in obtaining third party support to develop the CUE- 100 series, we** expect that additional trials of CUE- 101 and CUE- 102 will be required in order to gain approval by the FDA **. We also aim to establish a near- term third party development partnership to further pursue CUE- 501 from our CUE- 500 series of Immuno- STATs, which series is at the preclinical stage** . Therefore, significant additional research and development activity and clinical testing are required before we and our collaborators will have a chance to achieve a commercially viable product from CUE- 101, CUE- 102 **, CUE- 401, CUE- 501** or our other drug product candidates. Our research and development efforts remain subject to all of the risks associated with the development of new biopharmaceutical products and treatments based on immune modulation. Development of the underlying technology may be affected by unanticipated technical or other problems, among other research and development issues, and the possible insufficiency of funds needed in order to complete development of these drug product candidates. Safety, regulatory and efficacy issues, clinical hurdles or other challenges may result in delays and cause us to incur additional expenses that would increase our losses. If we and our collaborators cannot complete, or if we experience significant delays in developing, our potential drug product candidates or products for use in potential commercial applications, particularly after incurring significant expenditures, our business may fail and investors may lose the entirety of their investment. We have limited experience in conducting clinical trials and no history of commercializing biologic products, which may make it difficult to evaluate the prospects for our future viability. Our operations to date have been limited to financing and staffing our company, conducting research and developing our core technologies, and identifying and optimizing our lead **drug** product ~~clinical~~ candidates. Additionally, we have conducted limited clinical testing of two of our drug product candidates. Although we have recruited a team that has experience with clinical trials in the United States, as a company, we have limited experience conducting clinical trials and have not had previous experience commercializing drug product candidates or submitting a Biologic License Application, or BLA, to the FDA or similar submissions to initiate clinical trials or obtain marketing authorization to foreign regulatory authorities. We cannot be certain that **our** current or ~~planned~~ **any future** clinical trials will begin or be completed on time, if at all, or that our planned development programs would be acceptable to the FDA or other regulatory authorities, or that, if regulatory approval is obtained, our drug product candidates can be successfully commercialized. Clinical trials and commercializing our drug product candidates will require significant additional financial and management resources, and reliance on third- party clinical investigators, contract research organizations, or CROs, contract manufacturing organization, or CMOs, consultants and collaborators. Relying on third- party clinical investigators, CROs, CMOs or collaborators may result in delays that are outside of our control. Furthermore, we may not have the financial resources to continue development of, or to enter into collaborations for, a product candidate if we experience any problems or other unforeseen events that delay or prevent regulatory approval of, or our ability to commercialize, drug product candidates, including: • negative or inconclusive results from our IND- enabling studies, clinical trials or the clinical trials of other drug product candidates similar to ours, leading to a decision or requirement to conduct additional preclinical testing or clinical trials or abandon a program; • delays in submitting INDs or comparable foreign applications or delays or failure in obtaining the necessary approvals from regulators to commence a clinical trial, or a suspension or termination of a clinical trial once commenced; • conditions imposed by the FDA or a foreign regulatory authority regarding the number, scope or design of our clinical trials; • delays in enrolling patients in clinical trials; • high drop- out rates of patients; • inadequate supply or quality of clinical trial materials or other supplies necessary to conduct our clinical trials; • greater than anticipated clinical trial costs; • poor effectiveness or unacceptable side effects of our drug product candidates during clinical trials; • unfavorable FDA or other regulatory agency inspection and review of a clinical trial site; • difficulty in establishing or managing relationships with CROs, CMOs, and clinical investigators; • failure of our third- party contractors or investigators to comply with regulatory requirements or otherwise meet their contractual obligations in a timely manner, or at all; • serious and unexpected drug- related side effects or other safety issues experienced by participants in our clinical trials or by individuals using drugs similar to our drug product candidates; • delays and changes in regulatory requirements, policy and guidelines, including the imposition of additional regulatory oversight around clinical testing generally or with respect to our technology in particular; or • varying interpretations of data by the FDA and foreign regulatory authorities. In addition, policies of the FDA and other regulatory authorities with respect to clinical trials may change and additional government regulations may be enacted. For example, in December 2022, with the passage of the Food and Drug Omnibus Reform Act, or FDORA,

Congress required sponsors to develop and submit a diversity action plan **, or DAP,** for each Phase 3 clinical trial or any other " pivotal study " of a new drug or biological product. These plans are meant to encourage the enrollment of more diverse patient populations in late- stage clinical trials of FDA- regulated products. Specifically, action plans must include the sponsor' s goals for enrollment, the underlying rationale for those goals, and an explanation of how the sponsor intends to meet them. In addition to these requirements, the legislation ~~directs~~ **directed** the FDA to issue new guidance on **DAPs. In June 2024, the FDA issued draft guidance outlining the general requirements for DAPs. Unlike most guidance documents issued by the FDA, the DAP guidance when finalized will have the force of law because FDORA specifically dictates that the form and manner for submission of DAPs are specified in FDA guidance. On January 27, 2025, in response to an Executive Order issued by President Trump on January 21, 2025, on** ~~diversity~~ **Diversity , Equity and Inclusion programs, the FDA removed this draft guidance from its website. The implications of this** action ~~plans~~ **are not yet known** . Similarly, the regulatory landscape related to clinical trials in the EU recently evolved. The EU Clinical Trials Regulation, or CTR, which was adopted in April 2014 and repeals the EU Clinical Trials Directive, became applicable on January 31, 2022. While the Clinical Trials Directive required a separate clinical trial application, or CTA, to be submitted in each member state, to both the competent national health authority and an independent ethics committee, the CTR introduces a centralized process and only requires the submission of a single application to all member states concerned. The CTR allows sponsors to make a single submission to both the competent authority and an ethics committee in each member state, leading to a single decision per member state. The assessment procedure of the CTA has been harmonized as well, including a joint assessment by all member states concerned, and a separate assessment by each member state with respect to specific requirements related to its own territory, including ethics rules. Each member state' s decision is communicated to the sponsor via the centralized EU portal. Once the CTA is approved, clinical study development may proceed. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies governing clinical trials, our development plans may be impacted. Our current or ~~planned~~ **any future** clinical trials or those of our collaborators may reveal significant adverse events, toxicities or other side effects not seen in our preclinical studies and may result in a safety profile that could inhibit or prevent regulatory approval or market acceptance of any of our drug product candidates. In order to obtain marketing approval for any of our biologic drug product candidates, we must demonstrate the safety, purity, and efficacy of the product candidate for the relevant clinical indication or indications through preclinical studies and clinical trials as well as additional supporting data. If our drug product candidates are associated with undesirable side effects in preclinical studies or clinical trials or have characteristics that are unexpected, we may need to interrupt, delay or abandon their development or limit development to more narrow uses or subpopulations in which the undesirable side effects or other characteristics are less prevalent, less severe or more acceptable from a risk- benefit perspective. We are ~~conducting~~ **completing** Phase 1 clinical trials for our ~~lead product candidate~~ **most advanced clinical stage asset** , CUE- 101, and a Phase 1 clinical trial for CUE- 102, but otherwise we have not conducted any clinical trials. We have conducted various preclinical studies of our drug product candidates, but we do not know the predictive value of these studies for humans, and we cannot guarantee that any positive results in preclinical studies will successfully translate to human patients. It is not uncommon to observe results in human clinical trials that are unexpected based on preclinical testing, and many drug product candidates fail in clinical trials despite promising preclinical results. Moreover, preclinical and clinical data are often susceptible to varying interpretations and analyses, and many companies that have believed their drug product candidates performed satisfactorily in preclinical studies and clinical trials have nonetheless failed to obtain marketing approval for their products. Human patients in clinical trials may suffer significant adverse events or other side effects not observed in our preclinical studies, including, but not limited to, immunogenic responses, organ toxicities such as liver, heart or kidney or other tolerability issues or possibly even death. The observed potency and kinetics of our drug product candidates in preclinical studies may not be observed in human clinical trials. If clinical trials of our drug product candidates fail to demonstrate efficacy to the satisfaction of regulatory authorities or do not otherwise produce positive results, we may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of our drug product candidates. If significant adverse events or other side effects are observed in any of our current or future clinical trials, we may have difficulty recruiting patients to the clinical trial, patients may drop out of our trial, or we may be required to abandon the trial or our development efforts of that product candidate altogether. We, the FDA or other applicable regulatory authorities, or an Institutional Review Board may suspend clinical trials of a product candidate at any time for various reasons, including a belief that subjects in such trials are being exposed to unacceptable health risks or adverse side effects. Some potential therapeutics developed in the pharmaceutical and biotechnology industries that initially showed therapeutic promise in early-stage studies have later been found to cause side effects that prevented their further development. Even if the side effects do not preclude the drug from obtaining or maintaining marketing approval, undesirable side effects may inhibit market acceptance of the approved product due to its tolerability as compared to other therapies. Any of these developments could materially harm our business, financial condition and prospects. Further, if any of our drug product candidates obtains marketing approval, toxicities associated with our drug product candidates may also develop after such approval and lead to a requirement to conduct additional clinical safety trials, additional warnings being added to the labeling, significant restrictions on the use of the product or the withdrawal of the product from the market. We cannot predict whether our drug product candidates will cause toxicities in humans that would preclude or lead to the revocation of regulatory approval based on preclinical studies or clinical testing. However, any such event, were it to occur, would cause substantial harm to our business and financial condition and would result in the diversion of our management' s attention. Success in preclinical studies or early clinical trials may not be indicative of results obtained in later trials. Results from preclinical studies or early clinical trials are not necessarily predictive of future clinical trial results, and interim results of a clinical trial are not necessarily indicative of final results. Our drug product candidates may fail to show the desired safety and efficacy in clinical development despite demonstrating positive results in preclinical studies or having successfully advanced through initial clinical trials or preliminary stages of clinical trials. There can

be no assurance that the results seen in preclinical studies for any of our drug product candidates ultimately will result in success in clinical trials or that results seen in Phase 1 or 2 trials will be replicated in Phase 3 trials. There is a high failure rate for drugs and biologic products proceeding through clinical trials. Many companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in late- stage clinical trials even after achieving promising results in preclinical testing and earlier- stage clinical trials. Data obtained from preclinical and clinical activities are subject to varying interpretations, which may delay, limit or prevent regulatory approval. In addition, we may experience regulatory delays or rejections as a result of many factors, including changes in regulatory policy or requirements during the period of our drug product candidate development. Any such delays could materially and adversely affect our business, financial condition, results of operations and prospects. We plan to continue to seek collaborations or strategic alliances. However, we may not be able to establish such relationships, and relationships we have established may not provide the expected benefits. ~~Effective~~ **On** November 6, 2018, we entered into **a Collaboration, License and Option Agreement, or** the LG Chem Collaboration Agreement **, with LG Chem Ltd., or LG Chem,** for the development of ~~our~~ **CUE- 101 and CUE- 102** Immuno- STATs ~~focused in the field of oncology~~ . Pursuant to the LG Chem Collaboration Agreement, we have granted certain exclusive license rights to LG Chem in Australia and in certain countries in Asia and LG Chem has agreed to provide certain services to us and to make payments to us that include licensing fees, milestone payments and sales royalties. This agreement does not commit LG Chem to a long- term relationship, and LG Chem may disengage with us at any time. In **furtherance** ~~the first quarter~~ of **pursuing strategic options pertaining to CUE- 101, on March 11,** ~~2022~~ **2025 , we regained our rights back to the CUE- 101 program which had previously been licensed to LG Chem. LG Chem continues to maintain its interest and rights in the CUE- 102 program, targeting WT1 expressing cancers, pursuant to the LG Chem Collaboration Agreement. In July 2024** , we determined to prioritize and strategically focus on our **autoimmune programs, including** CUE- ~~101~~ **401** and CUE- **501. We** ~~102 oncology programs in our CUE- 100 series, and we~~ are actively seeking third party support through partnerships and collaborations, or alternative funding structures, to further develop **our** CUE- ~~103~~ **101** and ~~our Neo- STAT and RDI- STAT programs, as well as our programs outside of oncology, including our~~ CUE- ~~200,~~ **102 oncology programs in our** CUE- ~~300~~ **100 series** and **our** CUE- ~~400~~ **501 preclinical autoimmune program in our CUE- 500** series, and there is no guarantee that we will be able to do so on favorable terms or at all. ~~On~~ **In addition, on** February 22, 2023, we entered into a strategic collaboration agreement, or the Ono Collaboration and Option Agreement, with Ono Pharmaceutical Co., Ltd., or Ono, to further develop CUE- 401 and provide dedicated resources and capabilities to help advance CUE- 401 toward the clinic. ~~Pursuant~~ **On March 11, 2025, we and Ono agreed** to **terminate** the Ono Collaboration and Option Agreement, ~~Ono paid us~~ **effective as of March 6, 2025. Effective upon termination, we regained worldwide development** ~~an~~ **and commercialization rights for** ~~upfront payment and agreed to fully fund all research activities related to~~ CUE- 401 **from Ono. At such time** ~~through a specified option period of 24 months~~ , **the agreement had no further force or effect with the exception of certain customary provisions** which ~~research activities~~ are **intended** to **survive termination** ~~be performed by us. Upon Ono's exercise of its option to license CUE- 401, we will receive an~~ **and expiration** ~~option exercise payment and be eligible for development and commercial milestone payments up to an aggregate~~ of ~~approximately $ 220 million, as well as tiered royalties on sales. Upon any such exercise, Ono will receive worldwide rights to develop and commercialize CUE- 401, with us retaining a 50 % co- development and co- commercialization right in the United States. Our decision to elect the co- development and co- commercialization option may be made within 30 days of Ono's option exercise to license CUE- 401. The amount paid by Ono to us for the option exercise and future milestone payments will vary based upon our decision to exercise the co- development and co- commercialization option. This agreement has not committed Ono to a long- term relationship with us, and we may not realize the payments provided for under~~ the agreement. We plan to also seek additional strategic alliances or collaborations with other third parties that we believe will complement or augment our development and commercialization efforts with respect to our drug product candidates and any future drug product candidates that we may develop. In addition, we currently do not have sales, marketing, manufacturing or distribution capabilities or arrangements. In order to commercialize our potential products, we plan to seek development and marketing partners or sublicensees to obtain necessary marketing, manufacturing and distribution capabilities. Any of these relationships may require us to incur non- recurring and other charges, give up certain rights relating to our intellectual property and research and development activities, increase our near and long- term expenditures, issue securities that dilute our existing stockholders, issue debt which may require liens on our assets and which will increase our monthly expense obligations, or disrupt our management and business. Moreover, we may not be successful in our efforts to establish additional strategic partnerships or collaborations for our drug product candidates because they may be deemed to be at too early of a stage of development for collaborative effort and third parties may not view our drug product candidates as having the requisite clinical and / or commercial potential based on current or future demonstrated safety, purity, and efficacy. If we are unable to establish additional strategic partnerships or collaborations to develop our drug product candidates, the costs for us to independently develop our drug product candidates may be higher than we currently anticipate, which could materially harm our business prospects, financial condition and results of operation. Further, collaborations involving our drug product candidates are subject to numerous risks, which may include the following: • our collaborators may have significant discretion in determining the efforts and resources that they will apply to our collaboration as compared to their other then- existing collaborations; • our collaborators may not pursue development and commercialization of our drug product candidates or may elect not to continue or renew development or commercialization of our programs based on clinical trial results, changes in their strategic focus due to the acquisition of competitive products, availability of funding or other external factors, such as a business combination that diverts resources or creates competing priorities; • our collaborators may delay clinical trials, provide insufficient funding for a clinical trial, stop a clinical trial, abandon a product candidate, repeat or conduct new clinical trials, or require a new formulation of a product candidate for clinical testing; • our collaborators could independently develop, or develop with third parties, products that compete directly or indirectly with our drug product candidates; • a collaborator with marketing and distribution

rights to one or more products may not commit sufficient resources to the marketing and distribution of each of our potential products; • our collaborators may not properly maintain or defend our intellectual property rights in accordance with the terms of our contractual arrangements with them or may use our intellectual property or proprietary information in a way that gives rise to actual or threatened litigation that could jeopardize or invalidate our intellectual property or proprietary information or expose us to other potential liability; • disputes may arise between us and a collaborator that cause the delay or termination of the research, development or commercialization of our drug product candidates, or that result in costly litigation or arbitration that diverts our ~~managements~~ **management** ' **s** attention and our other resources; • collaborations **have been, and in the future, additional collaborations** may be **,** terminated and, if terminated, may result in a need for additional capital to pursue further development or commercialization of the applicable drug product candidates; and • our collaborators may own or co- own intellectual property covering our potential products that results from our collaboration with them, and in such case, we would not have the exclusive right to commercialize such intellectual property without our collaborators' involvement and consent. As a result, we may not be able to realize the benefit of collaboration agreements, strategic partnerships or licenses of our technology or potential products, which could delay our product development timelines or otherwise adversely affect our business. We also cannot be certain that, following a strategic transaction or license, we will achieve sufficient revenue, net income or other benefits to justify such transaction. Any delays in entering into new collaborations or strategic partnership agreements related to our drug product candidates could delay the development and commercialization of our drug product candidates, which would harm our business prospects, financial condition, and results of operations. Our collaboration agreement with LG Chem contains exclusivity provisions that restrict our research and development activities. We have granted to LG Chem under the LG Chem Collaboration Agreement an exclusive license to develop, manufacture and commercialize CUE- **102** ~~101, as well as the Drug Product Candidates,~~ in the LG Chem Territory. Under the LG Chem Collaboration Agreement, we will engineer the selected Immuno- STAT for up to three alleles, which are expected to include the predominant alleles in the LG Chem Territory, while LG Chem will establish a **chemistry, manufacturing and controls, or** CMC **,** process for the development and commercialization of Drug Product Candidates. These restrictions on our development, manufacturing, and commercialization activities could impact our ability to successfully develop certain drug product candidates, which could harm our future business prospects for commercializing drugs for those drug product candidates. We may not be successful in our efforts to identify additional drug product candidates. Due to our limited resources and access to capital, we must prioritize the development of certain drug product candidates; these decisions may prove to be wrong and may adversely affect our business. In **July** ~~the first quarter of 2022~~ **2024** , we decided to strategically focus on our **autoimmune programs, including** CUE- ~~101~~ **401** and CUE- **501** ~~102 oncology programs in our CUE- 100 series~~ . We are actively seeking third party support through partnerships and collaborations, or alternative funding structures, to further ~~develop~~ **pursue our** CUE- **501 preclinical autoimmune** ~~103 and our Neo- STAT and RDI- STAT programs~~ **program in** ~~outside of oncology, including~~ our CUE- ~~200,~~ **500 series and further develop our** CUE- ~~300~~ **101** and CUE- ~~400~~ **102 oncology programs in our CUE- 100** series, and there is no guarantee that we will be able to do so on favorable terms or at all. Although we may explore other therapeutic opportunities, in addition to the drug product candidates that we are currently developing, we may fail to identify successful drug product candidates for clinical development for a number of reasons. If we fail to identify additional potential drug product candidates, our business could be materially harmed. Research programs to pursue the development of our drug product candidates for additional indications and to identify new drug product candidates and disease targets require substantial technical, financial and human resources whether or not they are ultimately successful. Our research programs may initially show promise in identifying potential indications and / or drug product candidates, yet fail to yield results for clinical development for a number of reasons, including: • the research methodology used may not be successful in identifying potential indications and / or drug product candidates; • our key platform technology, Immuno- STAT Biologics ™, may not adequately enable us to design, discover and validate drug product candidates; • potential drug product candidates may, after further study, be shown to have harmful adverse effects or other characteristics that indicate they are unlikely to be effective drugs; or • it may take greater human and financial resources than we possess to identify additional therapeutic opportunities for our drug product candidates or to develop suitable potential drug product candidates through internal research programs, thereby limiting our ability to develop, diversify and expand our drug portfolio. Because we have limited financial and human resources, we intend to initially focus on research programs and drug product candidates for a limited set of indications. As a result, we may forego or delay pursuit of opportunities with other drug product candidates or for other indications that later prove to have greater commercial potential or a greater likelihood of success. Our resource allocation decisions may cause us to fail to capitalize on viable commercial products or profitable market opportunities. Accordingly, there can be no assurance that we will ever be able to identify additional therapeutic opportunities for our drug product candidates or to develop suitable potential drug product candidates through internal research programs, which could materially adversely affect our future growth and prospects. We may focus our efforts and resources on potential drug product candidates or other potential programs that ultimately prove to be unsuccessful. We face significant competition from other biotechnology and pharmaceutical companies, and our operating results will suffer if we fail to compete effectively. **Our competitors may be able to develop other compounds or drugs that are able to achieve similar or better results than our drug product candidates.** The biotechnology and pharmaceutical industries are characterized by intense competition and rapid innovation. Our competitors may be able to develop other compounds or drugs that are able to achieve similar or better results than our drug product candidates. Our competitors may include major multinational pharmaceutical companies, established biotechnology companies, specialty pharmaceutical companies, and universities and other research institutions. Many of our competitors have substantially greater financial, technical and other resources than we have, such as a larger research and development staff and experienced marketing and manufacturing organizations, established relationships with CROs and other collaborators, as well as established sales forces. Smaller or early- stage companies may also prove to be significant competitors, particularly through collaborative arrangements

with large, established companies. Mergers and acquisitions in the biotechnology and pharmaceutical industries may result in even more resources being concentrated in our competitors. Competition may increase further as a result of advances in the commercial applicability of technologies and greater availability of capital for investment in these industries. Our competitors, either alone or with collaborative partners, may succeed in developing, acquiring or licensing on an exclusive basis drug or biologic products that are more effective, safer, more easily commercialized or less costly than our drug product candidates or may develop proprietary technologies or secure patent protection and, in turn, exclude us from technologies that we may need for the development of our technologies and potential products. Immunotherapy technologies are advancing at a rapid pace and we anticipate competing with companies developing ~~bi~~ **cytokine** - ~~specific antibodies~~ **based therapies** (e. g., Amgen, ~~Immatics~~ **Bristol- Myers Squibb** , ~~Immunocore~~ **Merck** , ~~Janssen Pharmaceuticals~~ **Nektar Therapeutics** , ~~Regeneron~~ **Sanofi S. A, TRex Bio** and **RegCell** ~~Roche Holding AG~~), **regulatory T** cell therapies (e. g., **Abata Therapeutics, Coya Therapeutics, Quell Therapeutics, Sangamo Therapeutics and Sonoma Biotherapeutics), cell therapies (e. g.,** Adaptimmune, Bristol- Myers Squibb, Gilead Sciences, Iovance Biotherapeutics, Janssen Pharmaceuticals, and Novartis ~~AG), antibody- drug conjugates (e. g., AbbVie, Gilead Sciences, Pfizer, and Roche Holding~~ AG), immune checkpoint inhibitors (e. g., AstraZeneca, Bristol- Myers Squibb, ~~GSK,~~ Merck and Roche Holding AG), and targeted cytokines (e. g., Asher Bio, Aulos Bio, BioNTech SE, Medicenna Therapeutics, Moderna, ~~Inc.,~~ Mural Oncology, Roche Holding AG, Synthekine, Werewolf Therapeutics ~~,~~ and Xilio Therapeutics) many of which have significantly greater financial and other resources than we currently have. Even if we obtain regulatory approval of any of our drug product candidates, we may not be the first to market, and that may negatively affect the price or demand for our drug product candidates. Additionally, we may not be able to implement our business plan if the acceptance of our drug product candidates is inhibited by price competition or the reluctance of physicians to switch from existing methods of treatment to our drug product candidates, or if physicians switch to other new drug or biologic products or choose to reserve our drug product candidates for use in limited circumstances. Furthermore, a competitor could obtain orphan product exclusivity from the FDA with respect to such competitor' s product. If such competitor product is determined to be the same product as one of our drug product candidates, we may be prevented from obtaining approval from the FDA for such product candidate for the same indication for seven years, except in limited circumstances, and we may be subject to similar restrictions under non- U. S. regulations. If we lose key management personnel, or if we fail to recruit additional highly skilled personnel, our ability to identify and develop new or next generation drug product candidates will be impaired, could result in loss of markets or market share and could make us less competitive. We are highly dependent upon the principal members of our management team ~~, including Daniel Passeri, M. Sc., our Chief Executive Officer, Anish Suri, our President and Chief Scientific Officer, Matteo Levisetti, our Chief Medical Officer,~~ and other members of our scientific and clinical advisory team. Our team has significant experience and knowledge of oncology drug discovery and development, T cell modulation, protein biochemistry and immunological assays, and the loss of any current or future team member could impair our ability to design, identify, and develop new intellectual property and drug product candidates and new scientific or product ideas. Additionally, if we lose the services of any of these persons, we would likely be forced to expend significant time and money in the pursuit of replacements, which may result in a delay in the development of our drug product candidates and the implementation of our business plan and plan of operations and diversion of our management' s attention. We can give no assurance that we could find satisfactory replacements for our current and future key scientific and management employees on terms that would not be unduly expensive or burdensome to us. To induce valuable personnel to remain at our company, in addition to salary and cash incentives, we have granted stock options and restricted stock units that vest over time. Despite our efforts to retain valuable employees, members of our management, scientific and development teams may terminate their employment with us on short notice. Although we have employment agreements with our key employees, these employment agreements provide for at- will employment, which means that these employees could leave our employment at any time, for or without cause. We do not maintain " key man " insurance policies on the lives of these individuals or the lives of any of our other employees. Our success also depends on our ability to continue to attract, retain and motivate highly skilled junior, mid- level and senior managers as well as junior, mid- level and senior scientific and medical and scientific personnel. Our internal computer systems, or those used by third- party CROs, manufacturers or other contractors or consultants, may fail or suffer security breaches. Despite the implementation of security measures, our internal computer systems and those of our future CROs, manufacturers and other contractors and consultants are vulnerable to damage from computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures, cyberattacks or cyber- intrusions, loss of funds or information from phishing or other fraudulent schemes, attachments to emails, persons inside our organization, or persons with access to systems inside our organization or those with whom we do business. The risk of a security breach or disruption, particularly through cyber- attacks or cyber intrusion, including by computer hackers, foreign governments, and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Increased security threats and more sophisticated cybercrimes and cyberattacks pose a potential risk to the security and availability of our internal computer systems, networks and services, including those used by third- party CROs, manufacturers or other contractors or consultants, as well as the confidentiality, availability and integrity of our data and the data of potential trial participants or patients, employees and others. Although to our knowledge we have not experienced any such material system failure or security breach to date, if such an event were to occur, it could result in a material disruption of our development programs and our business operations. For example, the loss of clinical trial data from future clinical trials could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. To the extent that any disruption or security breach were to result in a loss of, or damage to, our data or applications, or inappropriate disclosure of confidential or proprietary information (such as individually identifiable health information), we could incur significant liabilities and the further development and commercialization of our drug product candidates could be delayed. In addition, the foreign, federal and state regulatory environment surrounding information security and privacy is increasingly demanding, with frequent

imposition of new and changing requirements. Compliance with changes in privacy and information security laws and standards may result in significant expense due to increased investment in technology and the development of new operational processes. ~~Public health epidemics or pandemics may adversely impact our business, including our clinical trials and preclinical studies. Public health crises such as pandemics or similar outbreaks could adversely impact our business, financial condition, results of operations and prospects. We and the third- party manufacturers and CROs that we engage may face disruptions that could affect our ability to initiate and complete preclinical studies or clinical trials or submit regulatory applications, including disruptions in our ability to obtain necessary site approvals or other delays at clinical trial sites, including recruitment or patient enrollment, or disruptions in procuring items that are essential for our research and development activities, such as, for example, raw materials used in the manufacturing of our drug product candidates or laboratory supplies for our ongoing and planned clinical trials, in each case, for which there may be shortages because of ongoing efforts to address any pandemic. For example, in January 2021, we were notified by our CMO that the manufacture of our GMP material for the CUE- 102 drug product candidate would be delayed by approximately six weeks due to the invocation of the Defense Production Act, or DPA, which gives priority to the manufacture of vaccines and other drug products used to prevent or treat COVID- 19. The GMP material for CUE- 102 was ultimately manufactured in the second half of 2021. The delay in the manufacturing of our CUE- 102 GMP batch impacted the expected filing date of the CUE- 102 IND that was planned for the fourth quarter of 2021, which we filed on March 31, 2022. Despite our efforts to manage and remedy these impacts, their ultimate impact depends on factors beyond our knowledge or control, including the duration and severity of the pandemic, as well as third- party actions taken to contain its spread and mitigate its public health effects. Additionally, the COVID- 19 pandemic adversely impacted financial markets, resulting in high share price volatility, reduced market liquidity, and substantial declines in the market prices of the securities of many publicly traded companies. Volatile or declining markets for equities could adversely affect our ability to raise capital when needed through the sale of shares of common stock or other equity or equity- linked securities. If these market conditions persist when we need to raise capital, and if we are unable to sell shares of our common stock under then prevailing market conditions, we might have to accept lower prices for our shares and issue a larger number of shares than might have been the case under better market conditions, resulting in significant dilution of the interests of our stockholders. The public health emergency declarations related to COVID- 19 ended on May 11, 2023. However, the FDA retained a number of COVID- 19 related policies. It is unclear how, if at all, these policies will impact our efforts to develop and commercialize our drug product candidates. These and other factors arising from any future public health crises could adversely impact our business generally, and could have a material adverse impact on our operations and financial condition and results.~~ War, terrorism, other acts of violence, or natural or manmade disasters may affect the markets in which we operate, our patients and resources required in our research and development activities. Our business may be adversely affected by political instability, disruption or destruction in a geographic region in which we operate, regardless of cause, including war, terrorism, riot, civil insurrection or social unrest, and natural or manmade disasters, including famine, flood, fire, earthquake, storm or pandemic events and spread of disease ~~, such as the COVID- 19 pandemic~~ , and geopolitical conflicts. Such events may affect our business by increasing prices for resources required in our research and development activities or limiting our access to patients for our clinical trials which may delay our progress on one or more of our clinical or preclinical drug product candidates. Risks Related to Our Reliance on Third Parties We rely on third parties to conduct our clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, we may not be able to successfully complete development of, obtain regulatory approval for, or commercialize our drug product candidates and our business could be substantially harmed. We rely upon and plan to continue to rely upon third- party CROs for execution of our clinical trials, and control only certain aspects of their activities. Nevertheless, we are responsible for ensuring that each of our trials is conducted in accordance with the applicable protocol, legal, regulatory and scientific standards and our reliance on the CROs does not relieve us of our regulatory responsibilities. We and our CROs, including our CMO Catalent Pharma Solutions, LLC, or Catalent, are required to comply with FDA laws and regulations regarding current good clinical practice, or GCP, for all of our products in clinical development. Regulatory authorities enforce GCP through periodic inspections of trial sponsors, principal investigators and trial sites. If we or any of our CROs fail to comply with applicable GCP, the clinical data generated in our clinical trials may be deemed unreliable and the FDA or comparable foreign regulatory authorities may require us to perform additional clinical trials before approving our marketing applications. We cannot be certain that upon inspection by a given regulatory authority, such regulatory authority will determine that any of our clinical trials comply with GCP regulations. In addition, our clinical trials must be conducted with product produced under **current good manufacturing practices, or** GMP **,** regulations. While we work closely with our CMOs on the manufacturing process for our drug product candidates, including quality audits, we generally do not control the implementation of the manufacturing process of, and are completely dependent on, our CMOs for compliance with GMP regulatory requirements and for manufacture of both active drug substances and finished drug products. In addition, portions of the clinical trials for our drug product candidates may be conducted outside of the United States, which will make it more difficult for us to monitor CROs and perform visits of our clinical trial sites and will force us to rely heavily on CROs to ensure the proper and timely conduct of our clinical trials and compliance with applicable regulations, including GCP. Failure to comply with applicable regulations in the conduct of the clinical trials for our drug product candidates may require us to repeat clinical trials, which would delay the regulatory approval process. Some of our CROs have an ability to terminate their respective agreements with us if, among other reasons, it can be reasonably demonstrated that the safety of the subjects participating in our clinical trials warrants such termination, if we make a general assignment for the benefit of our creditors or if we are liquidated. If any of our relationships with these third- party CROs terminate for any reason, we may not be able to enter into arrangements with alternative CROs or to do so on commercially reasonable terms. In addition, our CROs are not our employees, and except for remedies available to us under our agreements with such CROs, we cannot control whether or not they devote sufficient time and resources to our preclinical and clinical programs. If CROs do not successfully carry out their

contractual duties or obligations or meet expected deadlines, if they need to be replaced or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to our clinical protocols, regulatory requirements or for other reasons, our clinical trials may be extended, delayed or terminated and we may not be able to obtain regulatory approval for or successfully commercialize our drug product candidates. Consequently, our results of operations and the commercial prospects for our drug product candidates would be harmed, our costs could increase substantially and our ability to generate revenue could be delayed significantly. Switching or adding additional CROs involves additional cost and requires management time and focus. In addition, there is a natural transition period when a new CRO commences work. As a result, delays occur, which can materially impact our ability to meet our desired clinical development timelines. Though we carefully manage our relationships with our CROs, there can be no assurance that we will not encounter challenges or delays in the future or that these delays or challenges will not have a material adverse impact on our business, financial condition and prospects. We rely completely on third parties to manufacture our preclinical and clinical drug supplies for our drug product candidates. We rely completely on third parties to manufacture clinical drug supplies for our drug product candidates. If we were to experience an unexpected loss of supply of our drug product candidates for any reason, whether as a result of manufacturing, supply or storage issues or otherwise, we could experience disruptions in supply or delays, suspensions or terminations of clinical trials or regulatory submissions. We do not currently have nor do we plan to acquire the infrastructure or capability internally to manufacture our preclinical and clinical drug supplies and we lack the resources and the capability to manufacture any of our drug product candidates on a clinical or commercial scale. The facilities used by our contract manufacturers or other third- party manufacturers to manufacture our drug product candidates, including Catalent and Ajinomoto, must obtain and maintain approval by the FDA. While we work closely with our third- party manufacturers on the manufacturing process for our drug product candidates, including quality audits, we generally do not control the implementation of the manufacturing process of, and are completely dependent on, our contract manufacturers or other third- party manufacturers for compliance with GMP regulatory requirements and for manufacture of both active drug substances and finished drug products. If our contract manufacturers or other third- party manufacturers cannot successfully manufacture material that conforms to applicable specifications and the strict regulatory requirements of the FDA or others, they will not be able to secure and / or maintain regulatory approval for their manufacturing facilities and we may not have sufficient access to supplies, which could significantly and adversely affect our operations. In addition, we have no control over the ability of our contract manufacturers or other third- party manufacturers to maintain adequate quality control, quality assurance and qualified personnel. If the FDA or a comparable foreign regulatory authority does not approve, or withdraws approval for, these facilities for the manufacture of our products and drug product candidates, we may need to find alternative manufacturing facilities, which would significantly impact our ability to commercialize, develop, or obtain or maintain regulatory approval for our products and drug product candidates. We also rely on our manufacturers to purchase from third- party suppliers the materials necessary to produce our drug product candidates for our clinical trials. There are a limited number of suppliers for raw materials that we use to manufacture our products and drug product candidates and we may need to assess alternate suppliers to prevent a possible disruption of the manufacture of the materials necessary to produce our drug product candidates for our clinical trials. We do not have any control over the process or timing of the acquisition of these raw materials by our manufacturers. Moreover, we currently do not have any agreements for the commercial production of these raw materials. Although we generally do not begin a clinical trial unless we believe we have a sufficient supply of a product candidate to complete the clinical trial, any significant delay in the supply of a product candidate, or the raw material components thereof, for an ongoing clinical trial due to the need to replace a contract manufacturer or other third- party manufacturer could considerably delay completion of our clinical trials, product testing and potential regulatory approval of our drug product candidates. Reliance on third- party manufacturers entails additional risks, including the possible breach of manufacturing agreements by the third party, the possible misappropriation of our proprietary information and the possible termination or non- renewal of an agreement by a third party at a time that is costly or inconvenient for us. We expect to continue to depend on contract manufacturers or other third- party manufacturers for the foreseeable future. We may, however, be unable to enter into agreements or do so on commercially reasonable terms for potential future drug product candidates, which could have a material adverse impact upon our business. We rely on certain sole or limited sources of supply for our drug product candidates and disruptions in the chain of supply have in the past, and may in the future, cause delays in developing, obtaining approval for, and commercializing our drug product candidates. Currently, we use Catalent and Ajinomoto as our source of supply for manufacturing clinical supply of our ~~lead product candidates~~ **most advanced clinical stage assets** , CUE- 101 and CUE- 102. If we experience multiple successive batch failures, or if supply from Catalent and Ajinomoto is otherwise interrupted, there could be a significant disruption in our drug product candidates supply. Any alternative vendor would need to be qualified through an IND supplement, which could result in delay of our clinical trials of CUE- 101 and CUE- 102. On ~~February 5~~ **December 18** , 2024, ~~Catalent entered into a merger agreement under which~~ Novo Holdings ~~will acquire~~ **announced that it had completed its acquisition of** Catalent **and sold** ~~. The parties to the~~ **three** ~~merger expected~~ **Catalent sites in Italy,** the ~~acquisition~~ **United States and Belgium** to **Novo Nordisk** ~~be completed towards the end of 2024~~ . While we have been in communications with Catalent, and as of the filing of this report we are not aware of any delays or interruptions related to our agreements with Catalent as a result of the merger, we cannot guarantee that there will not be delays or interruptions in the future. The manufacturing processes for CUE- 101 ~~and~~ **,** CUE- 102 **, CUE- 401, CUE- 501** and our other drug product candidates are complex, and it may be difficult or impossible to finalize appropriate processes for the scaled manufacture of the drug product candidates. These factors could cause the delay of clinical trials, regulatory submissions, required approvals or commercialization of any of our drug product candidates; cause us to incur higher costs; or prevent us from commercializing them successfully. Furthermore, if our suppliers fail to deliver the required clinical or commercial quantities of active pharmaceutical ingredient on a timely basis and at commercially reasonable prices and we are unable to secure one or more replacement suppliers capable of production at a substantially equivalent cost, our clinical trials may be

delayed. ~~For example, in January 2021, we were notified by Catalent that the manufacture of our GMP material for the CUE-102 drug product candidate would be delayed by approximately six weeks due to the invocation of the DPA. The delay in the manufacturing of our CUE- 102 GMP batch impacted the expected filing date of the CUE- 102 IND that was planned for the fourth quarter of 2021 and which was filed on March 31, 2022.~~ Risks Related to Intellectual Property and Other Legal Matters If we or our licensor (s) ~~is~~ **are** unable to protect our or its intellectual property, then our financial condition, results of operations and the value of our technology and potential products could be adversely affected. Patents and other proprietary rights are essential to our business, and our ability to compete effectively is dependent upon the proprietary nature of our technologies. We also rely upon trade secrets, know- how, continuing technological innovations and licensing opportunities to develop, maintain and strengthen our competitive position. We seek to protect these, in part, through confidentiality agreements with certain employees, consultants and other parties. Our success will depend in part on the ability of ourselves and our licensor (s) to obtain, to maintain (including making periodic filings and payments) and to enforce patent protection for its intellectual property, particularly those patent applications and other intellectual property to which we have secured exclusive rights. We and our licensor (s) may not successfully prosecute or continue to prosecute the patent applications which we have licensed. Even if patents are issued in respect of pending patent applications, we or our licensor (s) may fail to maintain these patents, may determine not to pursue litigation against entities that are infringing upon these patents, or may pursue such enforcement less aggressively than we ordinarily would. Without adequate protection for the intellectual property that we own or license, others may be able to offer substantially identical products for sale, which could unfavorably affect our competitive business position and harm our business prospects. Even if issued, patents may be challenged, invalidated, or circumvented, which could limit our ability to stop competitors from marketing similar products or limit the length of the term of patent protection that we may have for our potential products. Filing, prosecuting, maintaining and defending patents on drug product candidates in all countries throughout the world could be prohibitively expensive for us, and our intellectual property rights in some non- U. S. countries can have a different scope and strength than do those in the United States. In addition, the laws of certain non- U. S. countries do not protect intellectual property rights to the same extent as U. S. federal and state laws do. Consequently, we may not be able to prevent third parties from practicing our inventions in all countries outside the United States, or from selling or importing drugs made using our inventions in and into the United States or non- U. S. jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own drugs and further, may export otherwise infringing drugs to non- U. S. jurisdictions where we have patent protection, but where enforcement rights are not as strong as those in the United States. These drugs may compete with our drug product candidates and our patent rights or other intellectual property rights may not be effective or adequate to prevent them from competing. Many U. S.- based companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of some countries do not favor the enforcement of patents, trade secrets and other intellectual property, particularly those relating to biopharmaceutical products, which could make it difficult in those jurisdictions for us to stop the infringement or misappropriation of our patents or other intellectual property rights, or the marketing of competing drugs in violation of our proprietary rights. Proceedings to enforce our patent and other intellectual property rights in non- U. S. jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business. Furthermore, such proceedings could put our patents at risk of being invalidated, held unenforceable or interpreted narrowly, could put our patent applications at risk of not issuing, and could provoke third parties to assert claims of infringement or misappropriation against us. We may not prevail in any lawsuits that we initiate, and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop. If we are unable to protect the confidentiality of our proprietary information and know- how, the value of our technology and potential products could be adversely affected. In addition to our licensed technology, we rely, and will continue to rely, upon, among other things, unpatented proprietary technology, processes, trade secrets, trademarks, and know- how. Any involuntary disclosure to or misappropriation by third parties of our confidential or proprietary information could enable competitors to duplicate or surpass our technological achievements, potentially eroding our competitive position in our market. We seek to protect confidential or proprietary information in part by confidentiality agreements with our employees, consultants and third parties. While we require all of our employees, consultants, advisors and any third parties who have access to our proprietary know- how, information and technology to enter into confidentiality agreements, we cannot be certain that this know- how, information and technology will not be disclosed or that competitors will not otherwise gain access to our trade secrets or independently develop substantially equivalent information and techniques. These agreements may be terminated or breached, and we may not have adequate remedies for any such termination or breach. Furthermore, these agreements may not provide meaningful protection for our trade secrets and know- how in the event of unauthorized use or disclosure. To the extent that any of our staff was previously employed by other pharmaceutical, medical technology or biotechnology companies, those employers may allege violations of trade secrets and other similar claims in relation to their former employee' s therapeutic development activities for us. Any dispute involving such employees may result in liabilities to us. If we fail to comply with our obligations in the agreements under which we license development or commercialization rights to products or technology from third parties, we could lose license rights that are important to our business. We hold an exclusive license from Einstein to intellectual property relating to certain patent rights, relating to our core technology platform for the engineering of biologics to control T cell activity, precision, immune- modulatory drug product candidates, and two supporting technologies that enable the discovery of costimulatory signaling molecules (ligands) and T cell targeting peptides. This license imposes various developmental milestone obligations on us. If we fail to comply with any obligations under the license agreement and fail to cure such noncompliance, Einstein will have the right to terminate the agreement and our license. The existing patent applications or future patents to which we have rights based on our agreements with Einstein may be too specific and narrowly construed to prevent third parties

from developing or designing around the protection provided by these patents. Additionally, we may lose our rights to the patents and patent applications we license in the event of termination of the license agreement. There is no assurance that we will be successful in meeting all of the milestones in the future on a timely basis or that this license agreement will not be terminated for other reasons, depriving us of significant rights. The termination of this license agreement would have a material adverse effect on our financial condition, results of operations, and prospects. If we are unable to patent and protect the intellectual property used in our potential products, others may be able to copy our innovations, which may impair our ability to compete effectively in our markets. The strength of our anticipated patents will involve complex legal and scientific matters and can be uncertain. As described above under " Business – Our Intellectual Property, " we own or license a number of pending patent applications. Our anticipated patents may be challenged or fail to result in issued patents and anticipated patents may be too specific and narrowly construed to prevent third parties from developing or designing around the protections provided by our intellectual property and in that event we may lose competitive advantage and our business may suffer. Further, the patent and patent applications that we license or have filed may fail to result in issued patents or the claims may need to be amended. Even after amendment, a patent may not issue. In that event, we may not obtain the exclusive use of the intellectual property that we seek, and we may lose competitive advantage, which could result in harm to our business. Litigation or third- party claims of intellectual property infringement or challenges to the validity of our anticipated patents would require us to use resources to protect our technology and may prevent or delay our development, regulatory approval or commercialization of our drug product candidates. If we are the target of claims by third parties asserting that our potential products or intellectual property infringe upon the rights of others, we may be forced to incur substantial expenses or divert substantial employee resources from our business. If successful, those claims could result in our having to pay substantial damages or could prevent us from developing one or more drug product candidates. Further, if a patent infringement suit is brought against us or our collaborators, we or they could be forced to stop or delay research, development, manufacturing or sales of the product or product candidate that is the subject of the suit. If we or our collaborators experience patent infringement claims, or if we elect to avoid potential claims others may be able to assert, we or our collaborators may choose to seek, or be required to seek, a license from the third party and would most likely be required to pay license fees or royalties or both. These licenses may not be available on acceptable terms, or at all. Even if we or our collaborators were able to obtain a license, the rights may be nonexclusive, which would give our competitors access to the same intellectual property. Ultimately, we could be prevented from commercializing a product, or be forced to cease some aspect of our business operations if, as a result of actual or threatened patent infringement claims, we or our collaborators are unable to enter into license agreements on acceptable terms or at all. This could harm our business significantly. The cost to us of any litigation or other proceeding, regardless of its merit, and even if resolved in our favor, could be substantial. Some of our competitors may be able to bear the costs of such litigation or proceedings more effectively than we can because of their ~~having~~ greater financial and human resources. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could have a material adverse effect on our ability to compete in the marketplace. Intellectual property litigation and other proceedings may, regardless of their merit, also absorb significant management time and employee resources. Although we are not currently aware of any litigation or other proceedings or third-party claims of intellectual property infringement, the biotechnology and pharmaceutical industries are characterized by many suits regarding patents and other intellectual property rights. Other parties may in the future allege that our activities infringe upon their patents or that we are employing their proprietary technology without authorization. We may not have identified all the patents, patent applications or published literature that affect our business either by blocking our ability to commercialize our potential products, by preventing the patentability of one or more aspects of our potential products or those of our licensor or by covering the same or similar technologies that may affect our ability to market our potential products. In addition, even in the absence of litigation, we may need to obtain licenses from third parties to advance our research or allow commercialization of our drug product candidates, and we have done so from time to time. We may fail to obtain future licenses at a reasonable cost or on reasonable terms, if at all. In that event, we may be unable to further develop and commercialize one or more of our drug product candidates, which could harm our business significantly. Some intellectual property that we have in- licensed may have been discovered through government funded programs and thus may be subject to federal regulations such as " march- in " rights, certain reporting requirements and a preference for U. S.- based companies. Compliance with such regulations may limit our exclusive rights and limit our ability to contract with non- U. S. manufacturers. The majority of the intellectual property rights we have licensed are generated through the use of U. S. government funding and are therefore subject to certain federal regulations. As a result, the U. S. government may have certain rights to intellectual property embodied in our current or future drug product candidates pursuant to the Bayh- Dole Act of 1980, or Bayh- Dole Act. These U. S. government rights in certain inventions developed under a government- funded program include a non- exclusive, non- transferable, irrevocable worldwide license to use inventions for any governmental purpose. In addition, the U. S. government has the right to require us to grant exclusive, partially exclusive, or non- exclusive licenses to any of these inventions to a third party if it determines that: (i) adequate steps have not been taken to commercialize the invention; (ii) government action is necessary to meet public health or safety needs; or (iii) government action is necessary to meet requirements for public use under federal regulations (also referred to as " march- in rights "). The U. S. government also has the right to take title to these inventions if we, or the applicable licensor, fail to disclose the invention to the government and fail to file an application to register the intellectual property within specified time limits. Intellectual property generated under a government funded program is also subject to certain reporting requirements, compliance with which may require us or the applicable licensor to expend substantial resources. In addition, the U. S. government requires that any products embodying the subject invention or produced through the use of the subject invention be manufactured substantially in the United States. The manufacturing preference requirement can be waived if the owner of the intellectual property can show that reasonable but unsuccessful efforts have been made to grant licenses on similar terms to potential licensees that would be likely to manufacture substantially in the United States or that under the circumstances

domestic manufacture is not commercially feasible. This preference for U. S. manufacturers may limit our ability to contract with non- U. S. product manufacturers for products covered by such intellectual property. To the extent any of our current or future intellectual property is generated through the use of U. S. government funding, the provisions of the Bayh- Dole Act may similarly apply. Patent terms may be inadequate to protect our competitive position on our drug product candidates for an adequate amount of time. Patents have a limited lifespan. In the U. S., if all maintenance fees are timely paid, the normal statutory term of a patent is generally 20 years from its earliest U. S. non- provisional filing date. Various extensions may be available, but the life of a patent, and the protection it affords, is limited. Further, normal statutory patent terms may be limited in the U. S. in the event there is a determination that the claims in different patents are directed to obvious variants of the same invention, which can negatively impact the normal statutory patent term. Even if patents covering our drug product candidates are obtained, once the patent life has expired for a product candidate, we may be open to competition from competitive medications, including generic medications. Given the amount of time required for the development, testing and regulatory review of new drug product candidates, patents protecting such drug product candidates might expire before or shortly after such drug product candidates are commercialized. As a result, our owned and licensed patent portfolio may not provide us with sufficient rights to exclude others from commercializing drug product candidates similar or identical to ours. Depending upon the timing, duration and conditions of any FDA marketing approval of our drug product candidates, one or more of our U. S. patents may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Act of 1984, referred to as the Hatch- Waxman Amendments, and similar legislation in the European Union **, or EU** . The Hatch-Waxman Amendments permit a patent term extension of up to five years for a patent covering an approved product as compensation for effective patent term lost during product development and the FDA regulatory review process. However, we may not receive an extension if we fail to exercise due diligence during the testing phase or regulatory review process, fail to apply within applicable deadlines, fail to apply prior to expiration of relevant patents or otherwise fail to satisfy applicable requirements. Moreover, the length of the extension could be less than we request. Only one patent per approved product can be extended, the extension cannot extend the total patent term beyond 14 years from approval, and the scope of protection is not the full scope of the claims but is instead limited to the approved drug, a method for using it or a method for manufacturing it may be extended. If we are unable to obtain patent term extension or the term of any such extension is less than we request, the period during which we can enforce our patent rights for the applicable product candidate will be shortened and our competitors may obtain approval to market competing products sooner. As a result, our revenue from applicable products could be reduced. Further, if this occurs, our competitors may take advantage of our investment in development and trials by referencing our clinical and preclinical data and launch their product earlier than might otherwise be the case, and our competitive position, business, financial condition, results of operations, and prospects could be materially harmed. If product liability lawsuits are brought against us, we may incur substantial liabilities and may be required to limit commercialization of our drug product candidates. We face an inherent risk of product liability as a result of the clinical testing of our drug product candidates and will face an even greater risk if we commercialize any drugs. For example, we may be sued if our drug product candidates cause or are perceived to cause injury or death or are found to be otherwise unsuitable during clinical testing, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the drug, negligence, strict liability or a breach of warranties. Claims could also be asserted under state or foreign consumer protection laws. If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit commercialization of our drug product candidates. Even a successful defense would require significant financial and management resources. Regardless of the merits or eventual outcome, liability claims may result in: • decreased demand for our potential drugs; • injury to our reputation and significant negative media attention; • withdrawal of clinical trial participants and inability to continue clinical trials; • initiation of investigations by regulators; • costs to defend the related litigation; • a diversion of management' s time and our resources; • substantial monetary awards to trial participants or patients; • product recalls, withdrawals or labeling, marketing or promotional restrictions; • loss of revenue; • financial cost; • exhaustion of any available insurance and our capital resources; and • the inability to commercialize any product candidate. Our inability to obtain sufficient product liability insurance at an acceptable cost to protect against potential product liability claims could prevent or inhibit the commercialization of drugs we develop, alone or with collaborators. Our insurance policies may also have various exclusions, and we may be subject to a product liability claim for which we have no coverage. We may have to pay any amounts awarded by a court or negotiated in a settlement that exceed our insurance coverage limitations or that are not covered by our insurance, and we may not have, or be able to obtain, sufficient capital to pay such amounts. Even if our agreements with any future collaborators entitle us to indemnification against losses, such indemnification may not be available or adequate should any claim arise. Risks Related to Government Regulation Even if we complete the necessary preclinical studies and clinical trials, the marketing approval process is expensive, time- consuming, and uncertain and may prevent us from obtaining approvals for the commercialization of any of our drug product candidates. If we are not able to obtain, or if there are delays in obtaining, required regulatory approvals, we will not be able to commercialize, or will be delayed in commercializing, our drug product candidates, and our ability to generate revenue will be materially impaired. Any of our drug product candidates and the activities associated with their development and commercialization, including their design, testing, manufacture, safety, efficacy, recordkeeping, labeling, storage, approval, advertising, promotion, sale, and distribution, are subject to comprehensive regulation by the FDA and other regulatory authorities in the United States and by comparable authorities in other countries. Failure to obtain marketing approval for a product candidate will prevent us from commercializing the product candidate in a given jurisdiction. We have not received approval to market any drug product candidates from regulatory authorities in any jurisdiction. We have only limited experience in filing and supporting the applications necessary to gain marketing approvals and expect to rely on third- party CROs to assist us in this process. Securing regulatory approval requires the submission of extensive preclinical and clinical data and supporting information to the various regulatory authorities

for each therapeutic indication to establish the biologic product candidate' s safety, purity, and potency. Securing regulatory approval also requires the submission of information about the product manufacturing process to, and inspection of manufacturing facilities by, the relevant regulatory authority. Any of our drug product candidates may not be effective, may be only moderately effective, or may prove to have undesirable or unintended side effects, toxicities, or other characteristics that may preclude our obtaining marketing approval or prevent or limit commercial use. Further, the process of obtaining marketing approvals, both in the United States and abroad, is expensive, may take many years if additional clinical trials are required, if approval is obtained at all, and can vary substantially based upon a variety of factors, including the type, complexity and novelty of the product candidates involved. Changes in marketing approval policies during the development period, changes in or the enactment of additional statutes or regulations, or changes in regulatory review for each submitted product application, may cause delays in the approval or rejection of an application. For example, in December 2022, with the passage of FDORA, Congress required sponsors to develop and submit a **DAP** ~~diversity action plan~~ for each Phase 3 clinical trial or any other " pivotal study " of a new drug or biological product. These plans are meant to encourage the enrollment of more diverse patient populations in late- stage clinical trials of FDA- regulated products. Further, on January 31, 2022, the new Clinical Trials Regulation (EU) No 536 / 2014 became effective in the European Union and replaced the prior Clinical Trials Directive 2001 / 20 / EC. We have not previously secured authorization to conduct clinical studies in the EU pursuant to this new regulation and, accordingly, there is a risk that we may be delayed in commencing such studies. In addition, under the ~~PREA~~ **Pediatric Research Equity Act of 2003** , a BLA or supplement to a BLA for certain biological products must contain data to assess the safety and effectiveness of the biological product in all relevant pediatric subpopulations and to support dosing and administration for each pediatric subpopulation for which the product is safe and effective, unless the sponsor receives a deferral or waiver from the FDA. A deferral may be granted for several reasons, including a finding that the product or therapeutic candidate is ready for approval for use in adults before pediatric trials are complete or that additional safety or effectiveness data needs to be collected before the pediatric trials begin. The applicable legislation in the EU also requires sponsors to either conduct clinical trials in a pediatric population in accordance with a Pediatric Investigation Plan approved by the Pediatric Committee of the **European Medicines Agency, or** EMA, or to obtain a waiver or deferral from the conduct of these studies by the Pediatric Committee of the EMA. For any of our drug product candidates for which we are seeking regulatory approval in the U. S. or the EU, we cannot guarantee that we will be able to obtain a waiver or alternatively complete any required studies and other requirements in a timely manner, or at all, which could result in associated reputational harm and subject us to enforcement action. Finally, the FDA and comparable authorities in other countries have substantial discretion in the approval process and may refuse to accept any application or may decide that our data is insufficient for approval and require additional preclinical, clinical, or other studies. In addition, varying interpretations of the data obtained from preclinical and clinical testing could delay, limit, or prevent marketing approval of a product candidate. Any marketing approval we ultimately obtain may be limited or subject to restrictions or post- approval commitments that render the approved product not commercially viable. If we experience delays in obtaining approval or if we fail to obtain approval of any of our drug product candidates, the commercial prospects for those drug product candidates may be harmed, and our ability to generate revenues will be materially impaired. We are subject to regulation in respect of our research and federal funding. Because our licensor has conducted research under federal grants and we may conduct further research under federal grants, we will be subject to federal regulation in how we conduct our research and the agreement terms relating to those grants. There are also ethical guidelines promulgated by various governments and research institutions that we are required to follow in respect of our research. These guidelines are orientated towards research and experimentation involving humans and animals. Failure to follow the regulations, agreement terms and accepted scientific practices would jeopardize our grants and our results and the use of the results in further research and approval circumstances. Because our licensor has used federal funding, the government retains a " march- in " right in connection with these grants, which is the right to grant additional licenses to practice inventions developed from grant funding. In December 2023, the National Institute of Standards and Technology, or NIST, released for public comment a Draft Interagency Guidance Framework for Considering the Exercise of March- In Rights, or the Draft Framework. The Draft Framework sets forth the factors that an agency may consider when deciding whether to exercise march- in rights pursuant to the Bayh- Dole Act and includes a first- ever specification that price can be a factor in determining that a drug or other taxpayer- funded invention is not accessible to the public. NIST is currently seeking public comments on the proposed Draft Framework. The potential inclusion of price as a factor in a march- in determination and the exercise of " march- in " rights by the federal government could result in decreased demand for our future products, which could have a material adverse effect on our results of operations and financial condition. In addition, any failure to comply with applicable laws or regulations could harm our business and divert our management' s attention. Failure to obtain marketing approval in foreign jurisdictions would prevent any of our drug product candidates from being marketed in such jurisdictions, which, in turn, would materially impair our ability to generate revenue. In order to market and sell any of our drug product candidates in the European Union and many other foreign jurisdictions, we or our collaborators must obtain separate marketing approvals and comply with numerous and varying regulatory requirements. The approval procedure varies among countries and can involve additional testing. The time required to obtain approval may differ substantially from that required to obtain FDA approval. The regulatory approval process outside the United States generally includes all of the same or similar risks associated with obtaining FDA approval. In addition, in many countries outside the United States, it is required that the product be approved for reimbursement before the product can be approved for sale in that country. We may not obtain approvals from regulatory authorities outside the United States on a timely basis, if at all. Approval by the FDA does not ensure approval by regulatory authorities in other countries or jurisdictions, and approval by one regulatory authority outside the United States does not ensure approval by regulatory authorities in other countries or jurisdictions or by the FDA. We may not be able to file for marketing approvals and may not receive necessary approvals to commercialize our drug product candidates in any jurisdiction, which would materially impair our ability to

generate revenue. Additionally, we could face heightened risks with respect to ~~seeking~~ **obtaining** marketing ~~approval~~ **authorization** in the UK as a result of the withdrawal of the UK from the EU, commonly referred to as Brexit. ~~A trade and cooperation agreement that outlines the future trading relationship between the UK and the EU was agreed to in December 2020 and entered into force on May 1, 2021. As of January 1, 2021, the Medicines and Healthcare products Regulatory Agency, or the MHRA, became responsible for supervising medicines and medical devices in Great Britain, comprising England, Scotland and Wales under domestic law, whereas Northern Ireland will continue to be subject to EU rules under the Northern Ireland Protocol (as amended by the so- called Windsor Framework relating to Northern Ireland agreed in February 2023).~~ The ~~MHRA relies on the Human Medicines Regulations 2012 (SI 2012 / 1916) (as amended), or the HMR, as the basis for regulating medicines. The HMR has incorporated into the domestic law of the body of EU law instruments governing medicinal products that pre- existed prior to the UK' s withdrawal from the EU. Since a significant proportion of the regulatory framework for pharmaceutical products in the UK covering the quality, safety, and efficacy of pharmaceutical products, clinical trials, marketing authorization, commercial sales, and distribution of pharmaceutical products is derived from EU directives and regulations, Brexit may have a material impact upon the regulatory regime with respect to the development, manufacture, importation, approval and commercialization of our drug product candidates in the UK. For example, the~~ UK is no longer ~~covered by~~ **part of** the ~~centralized procedures for obtaining~~ **European Single Market and** EU **Customs Union ~~- wide marketing authorization from the EMA, and a separate marketing authorization will be required to market our drug product candidates in the UK~~** . ~~From~~ **As of** January 1, ~~2024~~ **2025** ~~on~~ **, the Medicines and Healthcare Products Regulatory Agency, or MHRA, is responsible for approving all medicinal products destined for the United Kingdom market (i. e., Great Britain and Northern Ireland). At the same time** , a new international recognition procedure, or IRP, ~~applies~~ **will apply,** which intends to facilitate approval of pharmaceutical products in the UK. The IRP is open to applicants that have already received an authorization for the same product from one of **the** MHRA' s specified Reference Regulators, or RRs. The RRs notably include EMA and regulators in the **EU / European Economic Area, or** EEA **,** member states for approvals in the EU centralized procedure and mutual recognition procedure as well as the FDA **(for product approvals granted in the U. S.)** . However, the concrete functioning of the IRP is currently unclear. Any delay in obtaining, or an inability to obtain, any marketing approvals ~~,~~ ~~as a result of Brexit or otherwise,~~ may force us **or our collaborators** to restrict or delay efforts to seek regulatory approval in the UK for our ~~drug~~ product candidates, which could significantly and materially harm our business **. In addition, foreign regulatory authorities may change their approval policies and new regulations may be enacted. For instance, the EU pharmaceutical legislation is currently undergoing a complete review process, in the context of the Pharmaceutical Strategy for Europe initiative, launched by the European Commission in November 2020. The European Commission' s proposal for revision of several legislative instruments related to medicinal products, which may reduce the duration of regulatory data protection and exclusivity periods for orphan drugs, and revise the eligibility for expedited pathways in addition to other changes, was published on April 26, 2023. On April 10, 2024 the European Parliament adopted a position on the proposal requesting several amendments to the package. The proposed revisions remain to be agreed and adopted by the European Parliament and European Council and the proposals may therefore be substantially revised before adoption, which is not anticipated before early 2026. The revisions may, however, have a significant impact on the pharmaceutical industry and our business in the long term** . We expect that we will be subject to additional risks in commercializing any of our drug product candidates that receive marketing approval outside the United States, including tariffs, trade barriers and regulatory requirements; economic weakness, including inflation, or political instability in particular foreign economies and markets; compliance with tax, employment, immigration and labor laws for employees living or traveling abroad; foreign currency fluctuations, which could result in increased operating expenses and reduced revenue, and other obligations incident to doing business in another country; and workforce uncertainty in countries where labor unrest is more common than in the United States. We may seek orphan drug designation for one or more of our drug product candidates, but even if such designation is granted, we may be unable to maintain any benefits associated with orphan drug designation, including market exclusivity that prevents the FDA or the EMA from approving other competing products. Under the Orphan Drug Act, the FDA may designate a product as an orphan drug if it is a drug or biologic intended to treat a rare disease or condition. A similar regulatory scheme governs approval of orphan products by the EMA in the European Union. Generally, if a product candidate with an orphan drug designation subsequently receives the first marketing approval for the indication for which it has such designation, the product is entitled to a period of marketing exclusivity, which precludes the FDA or the EMA from approving another marketing application for the same product for the same therapeutic indication for that time period. The applicable period is seven years in the United States and ten years in the European Union. The exclusivity period in the European Union can be reduced to six years if a product no longer meets the criteria for orphan drug designation, in particular if the product is sufficiently profitable so that market exclusivity is no longer justified. In order for the FDA to grant orphan drug exclusivity to one of our products, the agency must find that the product is indicated for the treatment of a condition or disease with a patient population of fewer than 200, 000 individuals annually in the United States. The FDA may conclude that the condition or disease for which we seek orphan drug exclusivity does not meet this standard. Even if we obtain orphan drug exclusivity for a product, that exclusivity may not effectively protect the product from competition because different products can be approved for the same condition. In addition, even after an orphan drug is approved, the FDA can subsequently approve the same product for the same condition if the FDA concludes that the later product is clinically superior in that it is shown to be safer, more effective or makes a major contribution to patient care. Orphan drug exclusivity may also be lost if the FDA or EMA determines that the request for designation was materially defective or if the manufacturer is unable to assure sufficient quantity of the product to meet the needs of the patients with the rare disease or condition. The FDA and Congress may further reevaluate the Orphan Drug Act and its regulations and policies. This may be particularly true in light of a decision from the Court of Appeals for the 11th Circuit in September 2021 ~~finding~~ **. In Catalyst Pharms, Inc. v. Becerra, or Catalyst,** that **court**

held that , for the purpose of determining the scope of **orphan drug** exclusivity, the term " same disease or condition " **in the statute** means the designated " rare disease or condition " and could not be interpreted by the ~~Agency~~ **FDA** to mean the **" indication or use. " Thus, the court concluded, orphan drug exclusivity applies to the entire designated disease or condition rather than the approved** " indication or use. " Although there have been legislative proposals to overrule this decision, they have not been enacted into law. On January 23, 2023, the FDA announced that, in matters beyond the scope of ~~that~~ **the Catalyst** court order, **the** FDA will continue to apply its existing regulations tying orphan- drug exclusivity to the uses or indications for which the orphan drug ~~was~~ **is** approved. **More recently however** ~~We do not know if~~ , ~~when or how~~ **on February 14, 2025, a federal district court in Washington, D. C. fully embraced** the **reasoning of** ~~FDA may change~~ the **Catalyst decision in another decision challenging the scope of** orphan drug ~~regulations and policies in the future~~ **exclusivity. The implications of this decision** , and ~~it~~ **its impact** ~~is uncertain how any changes might affect our business. Depending~~ on ~~what changes~~ the FDA **' s implementation of the** ~~or Congress may make to its orphan~~ **Orphan** ~~drug~~ **Drug Act** ~~regulations and policies~~ , **are unclear at this point** ~~our business could be adversely impacted~~ . If approved, our drug product candidates that are licensed and regulated as biologics may face competition from biosimilars approved through an abbreviated regulatory pathway. The Biologics Price Competition and Innovation Act of 2009, or BPCIA, was enacted as part of the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010, or collectively the PPACA, to establish an abbreviated pathway for the approval of biosimilar and interchangeable biological products. The regulatory pathway establishes legal authority for the FDA to review and approve biosimilar biologics, including the possible designation of a biosimilar as " interchangeable " based on its similarity to an approved biologic. Under the BPCIA, a reference biological product is granted 12 years of data exclusivity from the time of first licensure of the product, and the FDA will not accept an application for a biosimilar or interchangeable product based on the reference biological product until four years after the date of first licensure of the reference product In addition, the licensure of a biosimilar product may not be made effective by the FDA until 12 years from the date on which the reference product was first licensed. During this 12- year period of exclusivity, another company may still develop and receive approval of a competing biologic, so long as its BLA does not reply on the reference product, sponsor' s data or submit the application as a biosimilar application. ~~The law is complex and is still being interpreted and implemented by the FDA. As a result, its ultimate impact, implementation, and meaning are subject to uncertainty, and any new policies or processes adopted by the FDA could have a material adverse effect on the future commercial prospects for our biological products.~~ We believe that any of the product candidates we develop as a biological product under a BLA should qualify for the 12- year period of exclusivity. However, there is a risk that this exclusivity could be shortened due to congressional action or otherwise, or that the FDA will not consider the subject product candidates to be reference products for competing products, potentially creating the opportunity for biosimilar competition sooner than anticipated. Moreover, the extent to which a biosimilar, once approved, will be substituted for any one of the reference products in a way that is similar to traditional generic substitution for non- biological products will depend on a number of marketplace and regulatory factors that are still developing. Nonetheless, the approval of a biosimilar to our drug product candidates would have a material adverse impact on our business due to increased competition and pricing pressure. We may seek fast track designation or breakthrough therapy and priority review programs for our drug product candidates. Even if our drug product candidates receive one or more of these designations, the product candidate may not be subject to a faster review process nor does any such designation assure approval of our drug product candidates. We aim to benefit from the FDA' s fast track, breakthrough therapy and priority review programs. However, our drug product candidates may not receive an FDA fast track designation, breakthrough therapy designation, or priority review. Without fast track designation, submitting a BLA, and getting through the regulatory process to gain marketing approval is a lengthy process. Under fast track designation, the FDA may initiate review of sections of a fast track drug' s BLA before the application is complete. However, the FDA' s time period goal for reviewing an application does not begin until the last section of the BLA is submitted. On October 3, 2022, we received fast track designation for CUE- 101 for the treatment of R / M HPV HNSCC as a monotherapy and in combination with KEYTRUDA. The FDA has also established breakthrough therapy designation, which is for a product that is intended, either alone or in combination with one or more other products, to treat a serious or life- threatening disease or condition and preliminary clinical evidence indicates that the product may demonstrate substantial improvement over existing therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development. The FDA may take certain actions with respect to breakthrough therapies, including holding meetings with the sponsor throughout the development process; providing timely advice to the sponsor regarding development and approval; involving more senior staff in the review process; assigning a cross- disciplinary project lead for the review team; and taking other steps to design the clinical trials in an efficient manner. We may seek breakthrough therapy designation for one or more of our drug product candidates, but there can be no assurance that we will receive such designation. Under the FDA' s policies, a product candidate is eligible for priority review, or review within a six- month time frame from the time a complete BLA is accepted for filing, if the product candidate provides a significant improvement compared to marketed drugs in the treatment, diagnosis or prevention of a disease **. Significant improvement may be illustrated by evidence of increased effectiveness in the treatment of a condition, elimination or substantial reduction of a treatment- limiting product reaction, documented enhancement of patient compliance that may lead to improvement in serious outcomes, and evidence of safety and effectiveness in a new subpopulation** . A fast track or breakthrough therapy designated drug product candidate would ordinarily meet the FDA' s criteria for priority review. The FDA has broad discretion with respect to whether or not to grant these designations to a product candidate, so even if we believe a particular product candidate is eligible for such designation or status, the FDA may decide not to grant it. Moreover, any such designation does not necessarily mean a faster regulatory review process or necessarily confer any advantage with respect to licensure compared to conventional FDA procedures. As a result, while we may seek and receive these designations for our drug product candidates, we may not experience a faster development process, review or approval compared to conventional FDA procedures. In

addition, the FDA may withdraw these designations if it believes that the designation is no longer supported by data from our clinical development program. A delay in the review process or in the approval of our potential products would delay revenue, if any, from their potential sales and would increase the capital necessary to fund these product development programs. We are also currently participating in Project Optimus, an initiative of the Oncology Center of Excellence at the FDA. This project focuses on dose optimization and dose selection in oncology drug development, and whether the current paradigm based on cytotoxic chemotherapeutics leads to doses and schedules of molecularly targeted therapies that provide more toxicity without additional efficacy, among other things. By participating in Project Optimus, we have the opportunity to meet with the FDA' s Oncology Review Divisions early in our development programs, well before conducting trials intended for registration, to discuss dose- finding and dose optimization. The program thus allows us to develop strategies for dose finding and dose optimization that leverages nonclinical and clinical data in dose selection, including randomized evaluations of a range of doses in trials, with the objective of performing these studies as early as possible in the development program to bring promising new therapies to patients. There is no assurance, however, that our involvement in this program will lead to early discussions with the FDA or expedited studies leading to optimization of dose selection for our candidate products. We may seek approval from the FDA or comparable foreign regulatory authorities to use accelerated development pathways for our drug product candidates. If we are not able to use such pathways, we may be required to conduct additional clinical trials beyond those that are contemplated, which would increase the expense of obtaining, and delay the receipt of, necessary marketing approvals, if we receive them at all. In addition, even if an accelerated approval pathway is available to us, it may not lead to expedited approval of our drug product candidates, or approval at all. Under the Federal Food, Drug and Cosmetic Act, or the FDCA, and implementing regulations, the FDA may grant accelerated approval to a product candidate to treat a serious or life- threatening condition that provides meaningful therapeutic benefit over available therapies, upon a determination that the product has an effect on a surrogate endpoint or intermediate clinical endpoint that is reasonably likely to predict clinical benefit. The FDA considers a clinical benefit to be a positive therapeutic effect that is clinically meaningful in the context of a given disease, such as irreversible morbidity or mortality. For the purposes of accelerated approval, a surrogate endpoint is a marker, such as a laboratory measurement, radiographic image, physical sign, or other measure that is thought to predict clinical benefit, but is not itself a measure of clinical benefit. An intermediate clinical endpoint is a clinical endpoint that can be measured earlier than an effect on irreversible morbidity or mortality that is reasonably likely to predict an effect on irreversible morbidity or mortality or other clinical benefit measurement of a therapeutic effect that is considered reasonably likely to predict the clinical benefit of a drug. The accelerated approval pathway may be used in cases in which the advantage of a new drug over available therapy may not be a direct therapeutic advantage, but is a clinically important improvement from a patient and public health perspective. Prior to seeking such accelerated approval, we will continue to seek feedback from the FDA or comparable foreign regulatory agencies and otherwise evaluate our ability to seek and receive such accelerated approval. There can be no assurance that the FDA or foreign regulatory agencies will agree with our surrogate endpoints or intermediate clinical endpoints in any of our clinical trials, or that we will decide to pursue or submit any additional applications for accelerated approval or any other form of expedited development, review or approval. Similarly, there can be no assurance that, after feedback from the FDA or comparable foreign regulatory agencies, we will continue to pursue or apply for accelerated approval or any other form of expedited development, review or approval. Furthermore, for any submission of an application for accelerated approval or application under another expedited regulatory designation, there can be no assurance that such submission or application will be accepted for filing or that any expedited development, review or approval will be granted on a timely basis, or at all. Finally, there can be no assurance that we will satisfy all FDA requirements, including new provisions that govern accelerated approval. For example, with passage of the FDORA in December 2022, Congress modified certain provisions governing accelerated approval of drug and biologic products. Specifically, the new legislation authorized the FDA to ~~(i)~~ require a sponsor to have its confirmatory clinical trial underway before accelerated approval is awarded **and** ~~; (ii) require a sponsor of a product granted accelerated approval~~ to submit progress reports on its post- approval studies to FDA every six months until the study is completed **. Moreover, FDORA established** ~~; and (iii) use~~ expedited procedures **authorizing FDA** to withdraw **an** accelerated approval ~~of an NDA or~~ **if certain conditions are met, including where** a **required** ~~BLA after the~~ confirmatory ~~trial~~ **study** fails to verify **and describe** the **predicted** ~~product' s~~ clinical benefit **or where evidence demonstrates the product is not shown to be safe or effective under the conditions of use** . **The** ~~Further, FDORA~~ -- **FDA may also use such procedures to withdraw an accelerated approval if a sponsor fails to conduct any** ~~requires~~ **required** ~~the agency to publish on its website " the rationale for why a~~ post- approval study ~~is not appropriate or necessary~~ **of the product with due diligence, including with respect to " conditions specified by the Secretary.** " ~~whenever it decides not to require such~~ **The new procedures include the provision of due notice and an explanation for** a ~~study upon granting accelerated approval~~ **proposed withdrawal, and opportunities for a meeting with the Commissioner of Food and Drugs, or the Commissioner, or the Commissioner' s designee and a written appeal, among other things** . We will need to fully comply with these and other requirements in connection with the development and approval of any product candidate that qualifies for accelerated approval. In March 2023, the FDA issued draft guidance that outlines its current thinking and approach to accelerated approval. The FDA indicated that the accelerated approval pathway is commonly used for approval of oncology drugs due to the serious and life- threatening nature of cancer. Although single- arm trials have been commonly used to support accelerated approval, a randomized controlled trial is the preferred approach as it provides a more robust efficacy and safety assessment and allows for direct comparisons to an available therapy. To that end, the FDA outlined considerations for designing, conducting, and analyzing data for trials intended to support accelerated approvals of oncology therapeutics. **Subsequently, in December 2024 and January 2025, the FDA issued additional draft guidances relating to accelerated approval. These guidances describe FDA' s views on what it means to conduct a confirmatory trial with due diligence and how the agency plans to interpret whether such a study needs to be underway at the time of approval.** While ~~this~~ **these** ~~guidance~~ **guidances** ~~is~~ **are** currently only in draft form and

will ultimately not be legally binding even when finalized, **sponsors typically** ~~we will need to~~ observe the FDA' s guidance closely to ensure that ~~our~~ **their investigational** products qualify for accelerated approval. Accordingly, a failure to obtain and maintain accelerated approval or any other form of expedited development, review or approval for our drug product candidates, or withdrawal of a product candidate, would result in a longer time period until commercialization of such product candidate, could increase the cost of development of such product candidate and could harm our competitive position in the marketplace. We may in the future, conduct clinical trials for certain of our drug product candidates at sites outside the United States. The FDA may not accept data from trials conducted in such locations and the conduct of trials outside the United States could subject us to additional delays and expense. We may in the future conduct one or more of our clinical trials with trial sites that are located outside the United States. Although the FDA may accept data from clinical trials conducted outside the United States, acceptance of these data is subject to certain conditions imposed by the FDA. For example, the clinical trial must be well designed and conducted and performed by qualified investigators in accordance with good clinical practice. The FDA must be able to validate the data from the trial through an onsite inspection if necessary. The trial population must also have a similar profile to the U. S. population, and the data must be applicable to the U. S. population and U. S. medical practice in ways that the FDA deems clinically meaningful, except to the extent the disease being studied does not typically occur in the United States. In addition, while these clinical trials are subject to the applicable local laws, the FDA acceptance of the data will be dependent upon its determination that the trials also complied with all applicable U. S. laws and regulations. There can be no assurance that the FDA will accept data from clinical trials conducted outside of the United States. If the FDA does not accept the data from any trial that we conduct outside the United States, it would likely result in the need for additional trials, which would be costly and time- consuming and delay or permanently halt our development of our drug product candidates. In addition, the conduct of clinical trials outside the United States could have a significant adverse impact on us or the trial results. Risks inherent in conducting international clinical trials include: • clinical practice patterns and standards of care that vary widely among countries; • non- U. S. regulatory authority requirements that could restrict or limit our ability to conduct our clinical trials; • administrative burdens of conducting clinical trials under multiple non- U. S. regulatory authority schema; • foreign exchange rate fluctuations; and • diminished protection of intellectual property in some countries. To obtain the necessary approval of our potential products, as a precondition, we will need to conduct various preclinical and clinical tests, all of which will be costly and time consuming, and may not provide results that will allow us to seek regulatory approval. The number of preclinical and clinical tests that will be required for regulatory approval varies depending on the disease or condition to be treated, the method of treatment, the nature of the drug, the jurisdiction in which approval is sought and the applicable regulations. Regulatory agencies can delay, limit or deny approval of a product for many reasons. For example, regulatory agencies may: • not deem a product candidate to be safe or effective; • interpret data from preclinical and clinical testing differently than we do; • not approve the manufacturing processes; • conclude that our drug product candidate does not meet quality standards for durability, long- term reliability, biocompatibility, compatibility, or safety; and • change their approval policies or adopt new regulations. The FDA may make requests or suggestions regarding conduct of any clinical trials, resulting in an increased risk of difficulties or delays in obtaining regulatory approval in the United States. Foreign regulatory agencies may similarly have the ability to influence any clinical trials occurring outside the United States. Any of these occurrences could prove materially harmful to our operations and business. Even if we, or any collaborators we may have, obtain marketing approvals for any of our drug product candidates, the terms of approvals and ongoing regulation of our products could require the substantial expenditure of resources and may limit how we, or they, manufacture and market our products, which could materially impair our ability to generate revenue. Any product candidate for which we obtain marketing approval, along with the manufacturing processes, post- approval clinical data, labeling, advertising, and promotional activities for such product, will be subject to continual requirements of and review by the FDA and other regulatory authorities. These requirements include submissions of safety and other post- marketing information and reports, registration and listing requirements, GMP requirements relating to quality control, quality assurance and corresponding maintenance of records and documents, and requirements regarding the distribution of samples to physicians and recordkeeping. Even if marketing approval of a product candidate is granted, the approval may be subject to limitations on the indicated uses for which the product may be marketed or to the conditions of approval, or contain requirements for costly post- marketing testing and surveillance to monitor the safety or efficacy of the product. Accordingly, assuming we, or any collaborators we may have, receive marketing approval for one or more of our drug product candidates, we, and such collaborators, and our and their contract manufacturers will continue to need to expend time, money, and effort in all areas of regulatory compliance, including manufacturing, production, product surveillance, and quality control. If we and such collaborators are not able to comply with post- approval regulatory requirements, we and such collaborators could have the marketing approvals for our products withdrawn by regulatory authorities and our, or such collaborators', ability to market any future products could be limited, which could adversely affect our ability to generate revenue and achieve or sustain profitability. Further, the cost of compliance with post- approval regulations may have a negative effect on our business, operating results, financial condition, and prospects. If we receive regulatory approval for any product candidate, we will be subject to ongoing obligations and continuing regulatory review, which may result in significant additional expense. Our drug product candidates, if approved, could be subject to restrictions or withdrawal from the market, and we may be subject to penalties if we fail to comply with regulatory requirements or if we experience unanticipated problems with our drug product candidates, when and if approved. Any drug product candidate for which we obtain marketing approval will also be subject to ongoing regulatory requirements for labeling, packaging, storage, distribution, advertising, promotion, record- keeping and submission of safety and other post marketing information. For example, approved products, manufacturers and manufacturers' facilities are required to comply with extensive FDA requirements, including ensuring that quality control and manufacturing procedures conform to ~~cGMPs~~ **GMPs** . As such, we and our contract manufacturers will be subject to continual review and periodic inspections to assess compliance with ~~cGMPs~~

GMPs . Accordingly, we and others with whom we work must continue to expend time, money and effort in all areas of regulatory compliance, including manufacturing, production and quality control. We will also be required to report certain adverse reactions and production problems, if any, to the FDA and to comply with requirements concerning advertising and promotion for our products. In addition, even if marketing approval of a product candidate is granted, the approval may be subject to limitations on the indicated uses for which the product may be marketed, may be subject to significant conditions of approval or may impose requirements for costly post- marketing testing and surveillance to monitor the safety or efficacy of the product. The FDA may also require a **Risk Evaluation and Mitigation Strategy, or** REMS **,** as a condition of approval of our drug product candidates, which could include requirements for a medication guide, physician communication plans or additional elements to ensure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. If a regulatory agency discovers previously unknown problems with a product, such as adverse events of unanticipated severity or frequency, or problems with the facility where the product is manufactured, or disagrees with the promotion, marketing or labeling of a product, it may impose restrictions on that product or us. In addition, if any product fails to comply with applicable regulatory requirements, a regulatory agency may: • issue fines, warning letters, untitled letters or impose holds on clinical trials if any are still ongoing; • mandate modifications to promotional materials or require provision of corrective information to healthcare practitioners; • impose restrictions on the product or its manufacturers or manufacturing processes; • impose restrictions on the labeling or marketing of the product; • impose restrictions on product distribution or use; • require post-marketing clinical trials; • require withdrawal of the product from the market; • refuse to approve pending applications or supplements to approved applications that we submit; • require recall of the product; • require entry into a consent decree, which can include imposition of various fines (including restitution or disgorgement of profits or revenue), reimbursements for inspection costs, required due dates for specific actions and penalties for non- compliance; • suspend or withdraw marketing approvals; • refuse to permit the import or export of the product; • seize or detain supplies of the product; or • issue injunctions or impose civil or criminal penalties. ~~Finally~~ **Further** , our ability to develop and market new drug products may be impacted by ~~ongoing~~ litigation challenging the FDA' s approval of ~~mifepristone~~ **another company' s drug product** . **In** ~~Specifically, on~~ April ~~7,~~ 2023, the U. S. District Court for the Northern District of Texas ~~stayed~~ **invalidated** the approval by the FDA of mifepristone, a drug product which was originally approved in 2000 and whose distribution is governed by various ~~conditions~~ **measures** adopted under a REMS. **The** ~~In reaching that decision, the district court made a number of findings that may negatively impact the development, approval and distribution of drug products in the U. S. Among other determinations, the district court held that plaintiffs were likely to prevail in their claim that FDA had acted arbitrarily and capriciously in approving mifepristone without sufficiently considering evidence bearing on whether the drug was safe to use under the conditions identified in its labeling. Further, the district court read the standing requirements governing litigation in federal court as permitting a plaintiff to bring a lawsuit against the FDA in connection with its decision to approve an NDA or establish requirements under a REMS based on a showing that the plaintiff or its members would be harmed to the extent that FDA' s drug approval decision effectively compelled the plaintiffs to provide care for patients suffering adverse events caused by a given drug. On April 12, 2023, the district court decision was stayed, in part, by the U. S.~~ Court of Appeals for the Fifth Circuit ~~. Thereafter, on April 21, 2023, the U. S. Supreme Court entered a stay of the district court' s decision, in its entirety, pending disposition of the appeal of the district court decision in the Court of Appeals for the Fifth Circuit and the disposition of any petition for a writ of certiorari to the U. S. Supreme Court. The Court of Appeals for the Fifth Circuit held oral argument in the case on May 17, 2023 and, on August 16, 2023, issued its decision. The court~~ declined to order the removal of mifepristone from the market **but** ~~, finding that a challenge to the FDA' s initial approval in 2000 is barred by the statute of limitations. But the Appeals Court~~ did hold that plaintiffs were likely to prevail in their claim that changes allowing for expanded access of mifepristone ~~that~~ **, which the** FDA authorized in 2016 and 2021 **,** were arbitrary and capricious. **In June** ~~On September 8, 2023~~ **2024** , the ~~Justice Department and a manufacturer of mifepristone filed petitions for a writ of certiorari, requesting that asked the U. S.~~ Supreme Court **reversed that** ~~to review the Appeals Court~~ decision **after unanimously finding that the plaintiffs (anti-abortion doctors and organizations) did not have standing to bring this legal action against the FDA** . On ~~December 13~~ **October 11** , ~~2023~~ **2024** , **the Attorneys General of three states (Missouri, Idaho and Kansas) filed an amended complaint in the district court in Texas challenging FDA' s actions. On January 16, 2025, the district court agreed to allow these states to file an amended complaint and continue to pursue this challenge. Depending on the outcome of this litigation, our ability to develop new drug product candidates and to maintain approval of existing drug products could be delayed, undermined or subject to protracted litigation. In addition, we could be adversely affected by several significant administrative law cases decided by** the U. S. Supreme Court ~~granted~~ **in 2024. In Loper Bright Enterprises v. Raimondo, for example, the court overruled Chevron U. S. A., Inc. v. Natural Resources Defense Council, Inc., which for 40 years required federal courts to defer to permissible agency interpretations of statutes that are silent or ambiguous on a particular topic. The U. S. Supreme Court stripped federal agencies of this presumptive deference and held that courts must exercise their independent judgment when deciding whether an agency such as the FDA acted within its statutory authority under the Administrative Procedure Act, or the APA. Additionally, in Corner Post, Inc. v. Board of Governors of the Federal Reserve System, the court held that actions to challenge a federal regulation under the APA can be initiated within six years of the date of injury to the plaintiff, rather than the date the rule is finalized. The decision appears to give prospective plaintiffs a personal statute of limitations to challenge longstanding agency regulations. Another decision, Securities and Exchange Commission v. Jarkesy, overturned regulatory agencies' ability to impose civil penalties in administrative proceedings. These decisions could introduce additional uncertainty into the regulatory process and may result in additional legal challenges to actions taken by federal regulatory agencies, including the FDA and CMS, that we rely on. In addition to potential changes to regulations as a result of legal challenges,** these ~~petitions for writ of certiorari for the appeals court decision~~ **decisions may result in increased regulatory uncertainty and delays and**

other impacts, any of which could adversely impact our business and operations . We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the United States or abroad. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose any approval that we may have obtained and we may not achieve or sustain profitability. Further, any government investigation of alleged violations of law could require us to expend significant time and resources in response and could generate negative publicity. The occurrence of any event or penalty described above may inhibit our ability to commercialize any drug product candidates we develop and adversely affect our business, financial condition, results of operations, and prospects. Similar restrictions apply to the approval of our products in the EU. The holder of a marketing authorization is required to comply with a range of requirements applicable to the manufacturing, marketing, promotion and sale of medicinal products. These include: compliance with the EU' s stringent pharmacovigilance or safety reporting rules, which can impose post- authorization studies and additional monitoring obligations; the manufacturing of authorized medicinal products, for which a separate manufacturer' s license is mandatory; and the marketing and promotion of authorized drugs, which are strictly regulated in the EU and are also subject to EU Member State laws. The failure to comply with these and other EU requirements can also lead to significant penalties and sanctions. Any regulatory approval to market our products will be limited by indication. If we fail to comply or are found to be in violation of FDA regulations restricting the promotion of our products for unapproved uses, we could be subject to criminal penalties, substantial fines or other sanctions and damage awards. The regulations relating to the promotion of products for unapproved uses are complex and subject to substantial interpretation by the FDA, EMA, MHRA and other government agencies. In September 2021, the FDA published final regulations which describe the types of evidence that the agency will consider in determining the intended use of a drug product. Physicians may nevertheless prescribe our products off- label to their patients in a manner that is inconsistent with the approved label. We intend to implement compliance and training programs designed to ensure that our sales and marketing practices comply with applicable regulations. Notwithstanding these programs, the FDA or other government agencies may allege or find that our practices constitute prohibited promotion of our products for unapproved uses. We also cannot be sure that our employees will comply with company policies and applicable regulations regarding the promotion of products for unapproved uses. Notwithstanding the regulatory restrictions on off- label promotion, the FDA and other regulatory authorities allow companies to engage in truthful, non- misleading, and non- promotional scientific communications concerning their products in certain circumstances. For example, in ~~October~~ **January** ~~2023~~ **2025** , the FDA published ~~draft~~ **final** guidance outlining **its** ~~the agency' s non- binding~~ policies governing the distribution of scientific information ~~on~~ **to healthcare providers about** unapproved uses ~~to healthcare providers~~ **of approved products** . ~~This draft~~ **The final** guidance calls for such communications to be truthful, non- misleading ~~, factual,~~ and ~~unbiased~~ **scientifically sound** and **to** include all information necessary for healthcare providers to interpret the strengths and weaknesses and validity and utility of the information about the unapproved use **of the approved product. If a company engages in such communications consistent with the guidance' s recommendations, the FDA indicated that it will not treat such communications as evidence of unlawful promotion of a new intended use for the approved product** . In addition, under some relatively recent guidance from the FDA and the Pre- Approval Information Exchange Act, or PIE Act, signed into law as part of the Consolidated Appropriations Act of 2023, companies may also promote information that is consistent with the prescribing information and proactively speak to formulary committee members of payors regarding data for an unapproved drug or unapproved uses of an approved drug. We may engage in these discussions and communicate with healthcare providers, payors and other constituencies in compliance with all applicable laws, regulatory guidance and industry best practices. We will need to carefully navigate the FDA' s various regulations, guidance and policies, along with recently enacted legislation, to ensure compliance with restrictions governing promotion of our products. In recent years, a significant number of pharmaceutical and biotechnology companies have been the target of inquiries and investigations by various federal and state regulatory, investigative, prosecutorial and administrative entities in connection with the promotion of products for unapproved uses and other sales practices, including the **U. S.** Department of Justice and various U. S. Attorneys' Offices, the Office of Inspector General of ~~the~~ HHS, the FDA, the Federal Trade Commission, or the FTC, and various state Attorneys General offices. These investigations have alleged violations of various federal and state laws and regulations, including claims asserting antitrust violations, violations of the FDCA, the False Claims Act, the Prescription Drug Marketing Act and anti- kickback laws and other alleged violations in connection with the promotion of products for unapproved uses, pricing and Medicare and / or Medicaid reimbursement. Many of these investigations originate as " qui tam " actions under the False Claims Act. Under the False Claims Act, any individual can bring a claim on behalf of the government alleging that a person or entity has presented a false claim or caused a false claim to be submitted to the government for payment. The person bringing a qui tam suit is entitled to a share of any recovery or settlement. Qui tam suits, also commonly referred to as " whistleblower suits, " are often brought by current or former employees. In a qui tam suit, the government must decide whether to intervene and prosecute the case. If it declines, the individual may pursue the case alone. If the FDA or any other governmental agency initiates an enforcement action against us or if we are the subject of a qui tam suit and it is determined that we violated prohibitions relating to the promotion of products for unapproved uses, we could be subject to substantial civil or criminal fines or damage awards and other sanctions such as consent decrees and corporate integrity agreements pursuant to which our activities would be subject to ongoing scrutiny and monitoring to ensure compliance with applicable laws and regulations. Any such fines, awards or other sanctions would have an adverse effect on our revenue, business, financial prospects and reputation. **Disruptions at** ~~Inadequate funding for~~ the FDA ~~, the SEC~~ and other government agencies **caused by funding shortages** , **global health concerns** ~~including from government shutdowns~~ , **personnel losses** ~~or other disruptions to these agencies' operations~~ , **or regulatory reform** could hinder their ability to hire and retain key leadership and other personnel, **or otherwise** prevent new products and services from being developed or commercialized in a timely manner ~~or otherwise prevent those agencies from performing~~

~~normal business functions on which the operation of our business may rely~~ , which could negatively impact our business. The ability of the FDA to review and approve new products can be affected by a variety of factors, including government budget and funding levels, ability to hire and retain key personnel and accept the payment of user fees, and statutory, regulatory and policy changes, which has caused average review times at the agency to fluctuate in recent years. Disruptions at the FDA and other agencies may also slow the time necessary for new product candidates to be reviewed and / or approved by necessary government agencies, which would adversely affect our business. In addition, government funding of the **Securities and Exchange Commission, or** SEC **,** and other government agencies on which our operations may rely, including those that fund research and development activities or enable capital raising activities, is subject to the political process, which is inherently fluid and unpredictable **. Further, while the FDA' s review of BLAs and other applications is funded through the user fee program established under the Prescription Drug User Fee Act, the Trump Administration has indicated that it will be reviewing that program and its implementation** . Disruptions at the FDA and other agencies may also slow the time necessary for new product candidates to be reviewed and / or approved by necessary government agencies, which would adversely affect our business. For example, over the last several years the U. S. government has shut down several times and certain regulatory agencies, such as the FDA and the SEC, have had to furlough critical FDA, SEC and other government employees and stop critical activities. If a prolonged government shutdown occurs, it could significantly impact the ability of the FDA to timely review and process our regulatory submissions, which could have a material adverse effect on our business. ~~Separately~~ **In addition** , ~~in response~~ **disruptions may result from events similar** to the COVID- 19 pandemic **. During the COVID- 19 pandemic** , a number of companies announced receipt of complete response letters due to the FDA' s inability to complete required inspections for their applications. ~~Further,~~ **In the event of a similar public health emergency in the** future **, the FDA may not be able to continue its current pace and review timelines could be extended. Regulatory authorities outside the United States facing similar circumstances may adopt similar restrictions or other policy measures in response to a similar public health emergency and may also experience delays in their regulatory activities. There is also substantial uncertainty as to how measures being implemented by the new Trump Administration across the** government ~~shutdowns or~~ **will impact the FDA, CMS and** other ~~events could impact the SEC~~ **federal agencies with jurisdiction over our activities. For example, since taking office, President Trump has issued a number of executive orders** , which could ~~harm~~ **have a significant impact on the manner in which the FDA conducts its operations and engages in regulatory and oversight activities. These include E. O. 14192, " Unleashing Prosperity Through Deregulation, " January 31, 2025; E. O. 14212, " Establishing the President' s Make America Healthy Again Commission, " February 13, 2025; and E. O. 14219, " Ensuring Lawful Governance and Implementing the President' s ' Department of Government Efficiency' Deregulatory Initiative, " February 19, 2025. If these** ~~our~~ **or other orders or executive actions impose constraints on FDA' s** ability to **engage** ~~access the public markets and obtain necessary capital~~ in **oversight** ~~order to properly capitalize~~ and ~~continue~~ **implementation activities in the normal course, our business may be negatively impacted. In addition, the loss of FDA personnel could lead to further disruptions and delays in FDA review and oversight of our product candidates. Similarly, efforts by the new administration to substantially reduce** ~~our~~ **or** ~~operations~~ **delay research funding by the National Institutes of Health of medical research could have substantial direct or indirect impacts on our research activities** . Accordingly, if a prolonged government shutdown or other disruption occurs, it could significantly impact the ability of the FDA to timely review and process our regulatory submissions, which could have a material adverse effect on our business. Future shutdowns or other disruptions could also affect other government agencies such as the SEC, which may also impact our business by delaying review of our public filings, to the extent such review is necessary, and our ability to access the public markets. Our relationships with healthcare providers, physicians, and third- party payors will be subject to applicable anti- kickback, fraud and abuse, and other healthcare laws and regulations, which could expose us to criminal sanctions, civil penalties, contractual damages, reputational harm, and diminished profits and future earnings. Healthcare providers, physicians, and third- party payors play a primary role in the recommendation and prescription of any of our drug product candidates for which we obtain marketing approval. Our future arrangements with third- party payors and customers may expose us to broadly applicable fraud and abuse and other healthcare laws and regulations that may constrain the business or financial arrangements and relationships through which we market, sell, and distribute our products for which we obtain marketing approval. Restrictions under applicable federal and state healthcare laws and regulations include the following: • the federal healthcare anti- kickback statute prohibits, among other things, persons from knowingly and willfully soliciting, offering, receiving, or providing remuneration, directly or indirectly, in cash or in kind, to induce or reward either the referral of an individual for, or the purchase, order, or recommendation of, any good or service, for which payment may be made under federal and state healthcare programs such as Medicare and Medicaid; • the federal False Claims Act imposes criminal and civil penalties, including civil whistleblower or qui tam actions, against individuals or entities for knowingly presenting, or causing to be presented, to the federal government, claims for payment or approval from Medicare, Medicaid, or other government payors that are false or fraudulent or making a false statement to avoid, decrease, or conceal an obligation to pay money to the federal government, with potential liability including mandatory treble damages and significant per- claim penalties; • the federal Health Insurance Portability and Accountability Act of 1996, as further amended by the Health Information Technology for Economic and Clinical Health Act, which imposes certain requirements, including mandatory contractual terms, with respect to safeguarding the privacy, security, and transmission of individually identifiable health information without appropriate authorization by entities subject to the rule, such as health plans, health care clearinghouses, and health care providers; • the federal false statements statute, which prohibits knowingly and willfully falsifying, concealing, or covering up a material fact or making any materially false statement in connection with the delivery of or payment for healthcare benefits, items, or services; • the federal transparency requirements under the federal Physician Payment Sunshine Act, which requires manufacturers of drugs, devices, biologics, and medical supplies to report to ~~the~~ HHS information related to payments and other transfers of value

to physicians, other healthcare providers and teaching hospitals, and ownership and investment interests held by physicians and their immediate family members and applicable group purchasing organizations; and • analogous state laws and regulations, such as state anti- kickback and false claims laws, which may apply to sales or marketing arrangements and claims involving healthcare items or services reimbursed by non- governmental third- party payors, including private insurers, and certain state laws that require pharmaceutical companies to comply with the pharmaceutical industry' s voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government in addition to requiring drug manufacturers to report information related to payments to physicians and other health care providers or marketing expenditures. Because of the breadth of these laws and the narrowness of the statutory exceptions and safe harbors available, it is possible that some of our business activities could be subject to challenge under one or more of such laws. If our operations are found to be in violation of any of the laws described above or any other government regulations that apply to us, we may be subject to penalties, including civil and criminal penalties, damages, fines, exclusion from participation in government health care programs, such as Medicare and Medicaid, imprisonment, and the curtailment or restructuring of our operations, any of which could adversely affect our business, financial condition, results of operations, and prospects. The provision of benefits or advantages to physicians to induce or encourage the prescription, recommendation, endorsement, purchase, supply, order, or use of medicinal products is prohibited in the European Union. The provision of benefits or advantages to physicians is also governed by the national anti- bribery laws of European Union Member States, such as the UK Bribery Act 2010. Infringement of these laws could result in substantial fines and imprisonment. Payments made to physicians in certain European Union Member States must be publicly disclosed. Moreover, agreements with physicians often must be the subject of prior notification and approval by the physician' s employer, his or her competent professional organization, and / or the regulatory authorities of the individual European Union Member States. These requirements are provided in the national laws, industry codes, or professional codes of conduct applicable in the European Union Member States. Failure to comply with these requirements could result in reputational risk, public reprimands, administrative penalties, fines, or imprisonment. Efforts to ensure that our business arrangements with third parties will comply with applicable healthcare laws and regulations will involve substantial costs. It is possible that governmental authorities will conclude that our business practices may not comply with current or future statutes, regulations, or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations are found to be in violation of any of these laws or any other governmental regulations that may apply to us, we may be subject to significant civil, criminal, and administrative penalties, damages, fines, exclusion from government funded healthcare programs, such as Medicare and Medicaid, and the curtailment or restructuring of our operations. If any of the physicians or other providers or entities with whom we expect to do business are found to be not in compliance with applicable laws, they may be subject to criminal, civil, or administrative sanctions, including exclusions from government funded healthcare programs. Liabilities they incur pursuant to these laws could result in significant costs or an interruption in operations, which could have a material adverse effect on our business, financial condition, results of operations, and prospects. If commercial third- party payors or government payors fail to provide coverage or adequate reimbursement, our revenue and prospects for profitability would be harmed. There is increasing pressure on biotechnology and pharmaceutical companies to reduce healthcare costs. In the United States, these pressures come from a variety of sources, such as managed care groups and institutional and government purchasers. Increased purchasing power of entities that negotiate on behalf of federal healthcare programs and private sector beneficiaries could increase pricing pressures in the future. Such pressures may also increase the risk of litigation or investigation by the government regarding pricing calculations. The biotechnology and pharmaceutical industries will likely face greater regulation and political and legal actions in the future. There is increased uncertainty related to the insurance coverage and reimbursement of newly approved products. In the United States, the principal decisions about reimbursement for new products are typically made by the Centers for Medicare & Medicaid Services, or CMS, an agency within HHS, as CMS decides whether and to what extent a new product will be covered and reimbursed under Medicare. Private payors tend to follow CMS to a substantial degree. It is difficult to predict what CMS will decide with respect to reimbursement. Adverse pricing limitations may hinder our ability to recoup our investment in one or more future drug product candidates, even if our future drug product candidates obtain regulatory approval. Adverse pricing limitations prior to approval will also adversely affect us by reducing our commercial potential. Our ability to commercialize any potential products successfully also will depend in part on the extent to which reimbursement for these products and related treatments becomes available from government health administration authorities, private health insurers and other organizations. Government authorities and third- party payors, such as private health insurers, pharmacy benefit managers, and health maintenance organizations, decide which medications they will pay for and establish reimbursement levels. A significant trend in the U. S. healthcare industry and elsewhere is cost containment. Government authorities and these third- party payors have attempted to control costs by limiting coverage and the amount of reimbursement for particular medications. Increasingly, third- party payors are requiring that companies provide them with predetermined discounts from list prices and are challenging the prices charged for medical products. We cannot be sure that coverage and reimbursement will be available for any product that we commercialize in the future and, if reimbursement is available, what the level of reimbursement will be. Reimbursement may impact the demand for, or the price of, any product for which we obtain marketing approval in the future. If reimbursement is not available or is available only to limited levels, we may not be able to successfully commercialize any product candidate that we successfully develop. There may be significant delays in obtaining reimbursement for approved products, and coverage may be more limited than the purposes for which the product is approved by the FDA or regulatory authorities in other countries. Moreover, eligibility for reimbursement does not imply that any product will be paid for in all cases or at a rate that covers our costs, including research, development, manufacture, sale and distribution. Interim payments for new products, if applicable, may also not be sufficient to cover our costs and may not be made permanent. Payment rates may vary according to the use of the product and the clinical setting in which it is used, may be based on payments allowed for lower cost products that are already reimbursed and may be

incorporated into existing payments for other services. Net prices for products may be reduced by mandatory discounts or rebates required by government healthcare programs or private payors and by any future relaxation of laws that presently restrict imports of products from countries where they may be sold at lower prices than in the United States. Our inability to promptly obtain coverage and profitable payment rates from both government funded and private payors for future products that we develop could have a material adverse effect on our operating results, our ability to raise capital needed to commercialize potential products and our overall financial condition. Recently enacted and future legislation may increase the difficulty and cost for us to obtain marketing approval of and commercialize our drug product candidates and affect the prices we may obtain for any products that are approved in the United States or foreign jurisdictions. In the United States and some foreign jurisdictions, there have been a number of legislative and regulatory changes and proposed changes regarding the healthcare system that could prevent or delay marketing approval of our drug product candidates, restrict or regulate post- approval activities and affect our ability to profitably sell any drug product candidates for which we obtain marketing approval. The pharmaceutical industry has been a particular focus of these efforts and have been significantly affected by legislative initiatives. Current laws, as well as other healthcare reform measures that may be adopted in the future, may result in more rigorous coverage criteria and in additional downward pressure on the price that we receive for any FDA approved product. In the United States, the Medicare Prescription Drug, Improvement, and Modernization Act of 2003, or the MMA, changed the way Medicare covers and pays for pharmaceutical products. The legislation expanded Medicare coverage for drug purchases by the elderly and introduced a new reimbursement methodology based on average sales prices for physician- administered drugs. In addition, this legislation provided authority for limiting the number of drugs that will be covered in any therapeutic class. Cost reduction initiatives and other provisions of this legislation could decrease the coverage and price that we receive for any approved products. While the MMA applies only to drug benefits for Medicare beneficiaries, private payors often follow Medicare coverage policy and payment limitations in setting their own reimbursement rates. Therefore, any reduction in reimbursement that results from the MMA may result in a similar reduction in payments from private payors. In March 2010, the PPACA was signed into law. In addition, other legislative changes have been proposed and adopted since the PPACA was enacted. In August 2011, the Budget Control Act of 2011, among other things, created measures for spending reductions by Congress. A Joint Select Committee on Deficit Reduction, tasked with recommending a targeted deficit reduction of at least $ 1. 2 trillion for the years 2013 through 2021, was unable to reach required goals, thereby triggering the legislation' s automatic reduction to several government programs. These changes included aggregate reductions to Medicare payments to providers of up to 2 % per fiscal year, which went into effect in April 2013 and will remain in effect through 2031 pursuant to the Coronavirus Aid, Relief, and Economic Security Act, or the CARES Act. The American Taxpayer Relief Act of 2012, among other things, reduced Medicare payments to several providers and increased the statute of limitations period for the government to recover overpayments to providers from three to five years. These new laws may result in additional reductions in Medicare and other healthcare funding and otherwise affect the prices we may obtain for any of our drug product candidates for which we may obtain regulatory approval or the frequency with which any such product candidate is prescribed or used. Indeed, under current legislation, the actual reductions in Medicare payments may vary up to 4 %. The Consolidated Appropriations Act, which was signed into law in December 2022, made several changes to sequestration of the Medicare program. Section 1001 of the Act delays the 4 % Statutory Pay- As- You- Go Act of 2010, or PAYGO, sequester for two years, through the end of calendar year 2024. Triggered by enactment of the American Rescue Plan Act of 2021, the 4 % cut to the Medicare program would have taken effect in January 2023. The Act' s healthcare offset title includes Section 4163, which extends the 2 % Budget Control Act of 2011 Medicare sequester for six months into fiscal year 2032 and lowers the payment reduction percentages in fiscal years 2030 and 2031. Since enactment of the PPACA, there have been, and continue to be, numerous legal challenges and Congressional actions to repeal and replace provisions of the law. For example, with enactment of the Tax Cuts and Jobs Act of 2017, or the TCJA, Congress repealed the " individual mandate. " The repeal of this provision, which requires most Americans to carry a minimal level of health insurance, became effective in 2019. Further, on June 17, 2021, the U. S. Supreme Court dismissed an action challenging the PPACA after finding that the plaintiffs did not have standing to challenge the constitutionality of the law. Litigation and legislation over the PPACA are likely to continue, with unpredictable and uncertain results. ~~The former~~ **During the first Trump Administration, the Congress and** administration ~~also took~~ **sought to overturn the PPACA and related measures. Shortly after taking office in January 2025, President Trump revoked numerous** executive **orders issued by President Biden** ~~actions to undermine or delay implementation of the PPACA~~ , including **at least** ~~directing federal agencies with authorities and responsibilities under the PPACA to~~ **two** ~~waive, defer, grant exemptions from, or delay the implementation of any provision of the PPACA that would impose a fiscal or regulatory burden on states, individuals, healthcare providers, health insurers, or manufacturers of pharmaceuticals or medical devices. On January 28, 2021, however, the current administration issued a new Executive~~ **executive** ~~Order which directs federal agencies to reconsider rules~~ **orders (e. g., EO 14009, Strengthening Medicaid** and ~~other~~ -- **the** ~~policies that limit~~ **Affordable Care Act, and EO 14070, Continuing to Strengthen** Americans' ~~access~~ **Access** to **Affordable, Quality** ~~health~~ **Health Coverage) where were designed** ~~care and consider actions that will protect and strengthen that access. Under this Order, federal agencies are directed~~ to ~~re- examine: policies that~~ **further implement the PPACA. We anticipate similar efforts to** undermine ~~protections for people with pre- existing conditions, including complications related to COVID- 19; demonstrations and waivers under Medicaid and~~ the PPACA ~~that may reduce coverage~~ **, and the accompanying uncertainty,** ~~or~~ **for** ~~undermine the programs, including work requirements; policies that undermine the Health Insurance Marketplace or other~~ -- **the foreseeable future** ~~markets for health insurance; policies that make it more difficult to enroll in Medicaid and the PPACA; and policies that reduce affordability of coverage or financial assistance, including for dependents. This Executive Order also directs HHS to create a special enrollment period for the Health Insurance Marketplace in response to the COVID- 19 pandemic~~ . The prices of prescription pharmaceuticals in the United States and foreign jurisdictions are subject to considerable legislative and executive actions and

could impact the prices we obtain for our products, if approved. The prices of prescription pharmaceuticals have been the subject of considerable legislative and executive actions in the United States. There have been ~~several recent~~ U. S. congressional inquiries, as well as proposed and enacted state and federal legislation designed to, among other things, bring more transparency to pharmaceutical pricing, review the relationship between pricing and manufacturer patient programs, and reduce the costs of pharmaceuticals under Medicare and Medicaid ~~. In 2020, the White House issued several executive orders intended to lower the costs of prescription products and certain provisions in these orders have been incorporated into regulations. These regulations include an interim final rule implementing a most favored nation model for prices that would tie Medicare Part B payments for certain physician- administered pharmaceuticals to the lowest price paid in other economically advanced countries, effective January 1, 2021. That rule, however, has been subject to a nationwide preliminary injunction and, on December 29, 2021, CMS issued a final rule to rescind it. With issuance of this rule, CMS stated that it will explore all options to incorporate value into payments for Medicare Part B pharmaceuticals and improve beneficiaries' access to evidence- based care~~ . In addition, in October 2020, HHS and the FDA published a final rule allowing states and other entities to develop a Section 804 Importation Program, or SIP, to import certain prescription drugs from Canada into the United States. That regulation was challenged in a lawsuit by the Pharmaceutical Research and Manufacturers of America, or PhRMA, but the case was dismissed by a federal district court in February 2023 after the court found that PhRMA did not have standing to sue HHS. ~~Nine~~ **Seven** states ~~(Colorado, Florida, Maine, New Hampshire, New Mexico, North Dakota, Texas, Vermont and Wisconsin)~~ have passed laws allowing for the importation of drugs from Canada. **Three** ~~Certain of these~~ states have **passed legislation establishing workgroups to examine the impact of a state importation program. As of May 2024, five states had** submitted Section 804 Importation Program proposals **to the** ~~and are awaiting~~ FDA ~~approval. On~~ **and, on** January 5, ~~2023~~ **2024** , the FDA approved Florida' s plan for Canadian drug importation **. That state now has authority to import certain drugs from Canada for a period of two years once certain conditions are met. Florida will first need to submit a pre- import request for each drug selected for importation, which must be approved by the FDA. The state will also need to relabel the drugs and perform quality testing of the products to meet FDA standards** . Further, on November 20, 2020, HHS finalized a regulation removing safe harbor protection for price reductions from pharmaceutical manufacturers to plan sponsors under Part D, either directly or through pharmacy benefit managers, unless the price reduction is required by law. The final rule would eliminate the current safe harbor for Medicare drug rebates and create new safe harbors for beneficiary point- of- sale discounts and pharmacy benefit manager service fees. It originally was set to go into effect on January 1, 2022, but with passage of the Inflation Reduction Act of 2022, or IRA, has been delayed by Congress to January 1, 2032. More recently, on August 16, 2022, the IRA was signed into law by the President of the United States. The new legislation has implications for Medicare Part D, which is a program available to individuals who are entitled to Medicare Part A or enrolled in Medicare Part B to give them the option of paying a monthly premium for outpatient prescription drug coverage. Among other things, the IRA requires manufacturers of certain drugs to engage in price negotiations with Medicare (beginning in 2026), with prices that can be negotiated subject to a cap **,** ~~; imposes rebates under Medicare Part B~~ and **it** ~~Medicare Part D to penalize price increases that outpace inflation (first due in 2023); and~~ replaces the Part D coverage gap discount program with a new discounting program (beginning in 2025) **. In addition, the IRA established inflation rebate programs under Medicare Part B and Part D. These programs require manufacturers to pay rebates to Medicare if they raise their prices for certain Part B and Part D drugs faster than the rate of inflation. On December 9, 2024, with issuance of its 2025 Physician Fee Schedule final regulation, CMS finalized its rules governing the IRA inflation rebate programs** . The IRA permits the Secretary of HHS to implement many of these provisions through guidance, as opposed to regulation, for the initial years. Specifically, with respect to price negotiations, Congress authorized Medicare to negotiate lower prices for certain costly single- source drug and biologic products that do not have competing generics or biosimilars and are reimbursed under Medicare Part B and Part D. CMS may negotiate prices for ten high- cost drugs paid for by Medicare Part D starting in 2026, followed by 15 Part D drugs in 2027, 15 Part B or Part D drugs in 2028, and 20 Part B or Part D drugs in 2029 and beyond. This provision applies to drug products that have been approved for at least nine years and biologics that have been licensed for 13 years, but it does not apply to drugs and biologics that have been approved for a single rare disease or condition. Nonetheless, since CMS may establish a maximum price for these products in price negotiations, we would be fully at risk of government action if our products are the subject of Medicare price negotiations. Moreover, given the risk that could be the case, these provisions of the IRA may also further heighten the risk that we would not be able to achieve the expected return on our drug products or full value of our patents protecting our products if prices are set after such products have been on the market for nine years. The On June 6,2023,Merck & Co.filed a lawsuit against **the** HHS and CMS asserting that,among other things,the IRA' s Drug Price Negotiation Program for Medicare constitutes an uncompensated taking in violation of the Fifth Amendment of the Constitution.Subsequently,a number of other parties,including the U.S.Chamber of Commerce,Bristol Myers Squibb Company,PhRMA,Astellas,Novo Nordisk,Janssen Pharmaceuticals,Novartis,AstraZeneca and Boehringer Ingelheim,also filed lawsuits in various courts with similar constitutional claims against **the** HHS and CMS. **We expect that litigation involving** ~~HHS has generally won the substantive disputes in~~ these ~~cases,~~ and ~~various federal district court judges have expressed skepticism regarding the~~ **other** ~~merits~~ **provisions** of the ~~legal~~ **IRA will continue,with unpredictable and uncertain results.Accordingly,while** legislation subjects drug manufacturers to civil monetary penalties and a potential excise tax for failing to comply with the legislation by offering a price that is not equal to or less than the negotiated " maximum fair price " under the law or for taking price increases that exceed inflation. **In addition to the drug price negotiation program, the IRA established inflation rebate programs under Medicare Part B and Part D.** ~~The~~ **These programs** ~~legislation also requires~~ - **require** manufacturers to pay rebates **to** ~~for drugs in~~ Medicare **if they raise their prices for certain Part B and** Part D ~~whose price increases exceed~~ **drugs faster than the rate of** inflation **. On December 9, 2024, with issuance of its 2025 Physician Fee Schedule final regulation, CMS finalized its rules governing the IRA inflation rebate programs** . The new law also caps Medicare out- of- pocket drug costs ~~at an estimated $~~

~~4, 000 a year in 2024 and, thereafter beginning in 2025,~~ at $ 2, 000 a year. In addition, the IRA potentially raises legal risks with respect to individuals participating in a Medicare Part D prescription drug plan who may experience a gap in coverage if they required coverage above their initial annual coverage limit before they reached the higher threshold, or " catastrophic period " of the plan. Individuals requiring services exceeding the initial annual coverage limit and below the catastrophic period, must pay 100 % of the cost of their prescriptions until they reach the catastrophic period. Among other things, the IRA contains many provisions aimed at reducing this financial burden on individuals by reducing the co- insurance and co- payment costs, expanding eligibility for lower income subsidy plans, and placing price caps on annual out- of- pocket expenses, each of which could have potential pricing and reporting implications. On June 6, 2023, Merck..... and uncertain results. Accordingly, while **While** it is currently unclear how the IRA will be effectuated, we cannot predict with certainty what impact any federal or state health reforms will have on us, but such changes could impose new or more stringent regulatory requirements on our activities or result in reduced reimbursement for our products, any of which could adversely affect our business, results of operations and financial condition. ~~While it is currently unclear how the IRA will be effectuated, we cannot predict with certainty what impact any federal or state health reforms will have on us, but such changes could impose new or more stringent regulatory requirements on our activities or result in reduced reimbursement for our products, any of which could adversely affect our business, results of operations and financial condition.~~ At the state level, individual states are increasingly aggressive in passing legislation and implementing regulations designed to control pharmaceutical and biological product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. In addition, regional health care organizations and individual hospitals are increasingly using bidding procedures to determine what pharmaceutical products and which suppliers will be included in their prescription drug and other health care programs. These measures could reduce the ultimate demand for our products, once approved, or put pressure on our product pricing. We expect that additional state and federal healthcare reform measures will be adopted in the future, any of which could limit the amounts that federal and state governments will pay for healthcare products and services, which could result in reduced demand for our drug product candidates or additional pricing pressures **. This may be increasingly true with respect to products approved pursuant to the accelerated approval pathway. State Medicaid programs and other payers are developing strategies and implementing significant coverage barriers, or refusing to cover these products outright, arguing that accelerated approval drugs have insufficient or limited evidence despite meeting the FDA' s standards for accelerated approval** . In countries outside of the United States, particularly the countries of the European Union, the pricing of prescription pharmaceuticals is subject to governmental control. In these countries, pricing negotiations with governmental authorities can take considerable time after the receipt of marketing approval for a product. To obtain reimbursement or pricing approval in some countries, we may be required to conduct a clinical trial that compares the cost- effectiveness of our drug product candidate to other available therapies. If reimbursement of our products is unavailable or limited in scope or amount, or if pricing is set at unsatisfactory levels, our business could be harmed, possibly materially. Compliance with the HIPAA security, privacy and breach notification regulations may increase our costs. The HIPAA privacy, security and breach notification regulations, including the expanded requirements under HITECH, establish comprehensive federal standards with respect to the uses and disclosures of protected health information, or PHI, by health plans, healthcare providers and healthcare clearinghouses, in addition to setting standards to protect the confidentiality, integrity and security of PHI. The regulations establish a complex regulatory framework on a variety of subjects, including: • the circumstances under which uses and disclosures of PHI are permitted or required without a specific authorization by the patient, including but not limited to treatment purposes, activities to obtain payments for our services, and our healthcare operations activities; • a patient' s rights to access, amend and receive an accounting of certain disclosures of PHI; • requirements to notify individuals if there is a breach of their PHI; • the contents of notices of privacy practices for PHI; • administrative, technical and physical safeguards required of entities that use or receive PHI; and • the protection of computing systems maintaining electronic PHI. We have implemented practices intended to meet the requirements of the HIPAA privacy, security and breach notification regulations, as required by law. We are required to comply with federal privacy, security and breach notification regulations as well as varying state privacy, security and breach notification laws and regulations, which may be more stringent than federal HIPAA requirements. In addition, for healthcare data transfers from other countries relating to citizens of those countries, we must comply with the laws of those countries. The federal privacy regulations restrict our ability to use or disclose patient identifiable data, without patient authorization, for purposes other than payment, treatment, healthcare operations and certain other specified disclosures such as public health and governmental oversight of the healthcare industry. HIPAA provides for significant fines and other penalties for wrongful use or disclosure of PHI, including potential civil and criminal fines and penalties. Computer networks are always vulnerable to breach and unauthorized persons may in the future be able to exploit weaknesses in the security systems of our computer networks and gain access to PHI. Additionally, we share PHI with third parties who are legally obligated to safeguard and maintain the confidentiality of PHI. Unauthorized persons may be able to gain access to PHI stored in such third- parties computer networks. Any wrongful use or disclosure of PHI by us or such third parties, including disclosure due to data theft or unauthorized access to our or our third- parties computer networks, could subject us to fines or penalties that could adversely affect our business and results of operations. Although the HIPAA statute and regulations do not expressly provide for a private right of damages, we could also incur damages under state laws to private parties for the wrongful use or disclosure of confidential health information or other private personal information. Compliance with global privacy and data security requirements could result in additional costs and liabilities to us or inhibit our ability to collect and process data globally, and the failure to comply with such requirements could subject us to significant fines and penalties, which may have a material adverse effect on our business, financial condition or results of operations. The regulatory framework for the collection, use, safeguarding, sharing, transfer and other processing of information worldwide is rapidly evolving and is likely to remain

uncertain for the foreseeable future. Globally, virtually every jurisdiction in which we operate has established its own data security and privacy frameworks with which we must comply. For example, the collection, use, disclosure, transfer, or other processing of personal data regarding individuals in the European Union, including personal health data, is subject to the EU General Data Protection Regulation, or the GDPR, which took effect across all member states of the ~~European Economic Area, or~~ EEA ~~,~~ in May 2018. In the UK, the GDPR is retained in domestic law as the UK GDPR and sits alongside an amended version of the UK Data Protection Act of 2018. The GDPR is wide- ranging in scope and imposes numerous requirements on companies that process personal data, including requirements relating to processing health and other sensitive data, obtaining consent of the individuals to whom the personal data relates, providing information to individuals regarding data processing activities, implementing safeguards to protect the security and confidentiality of personal data, providing notification of data breaches, and taking certain measures when engaging third- party processors. The GDPR increases our obligations with respect to clinical trials conducted in the EEA by expanding the definition of personal data to include coded data and requiring changes to informed consent practices and more detailed notices for clinical trial subjects and investigators. In addition, the GDPR also imposes strict rules on the transfer of personal data to countries outside the European Union, including the United States and, as a result, increases the scrutiny that clinical trial sites located in the EEA should apply to transfers of personal data from such sites to countries that are considered to lack an adequate level of data protection, such as the United States. The GDPR also permits data protection authorities to require destruction of improperly gathered or used personal information and / or impose substantial fines for violations of the GDPR, which can be up to four percent of global revenues of the respective group of companies or € 20 million, whichever is greater, and it also confers a private right of action on data subjects and consumer associations to lodge complaints with supervisory authorities, seek judicial remedies, and obtain compensation for damages resulting from violations of the GDPR. In addition, the GDPR provides that European Union member states may make their own further laws and regulations limiting the processing of personal data, including genetic, biometric or health data. The GDPR places restrictions on the cross- border transfer of personal data from the EU to countries that have not been found by the European Commission to offer adequate data protection legislation. There are ongoing concerns about the ability of companies to transfer personal data from the EU to other countries. In July 2020, the Court of Justice of the EU, or the CJEU, invalidated the EU- U. S. Privacy Shield, one of the mechanisms used to legitimize the transfer of personal data from the EEA to the U. S. The CJEU decision also drew into question the long- term viability of an alternative means of data transfer, the standard contractual clauses, for international transfers of personal data from the EEA. This CJEU decision resulted in increased scrutiny on data transfers and increased our costs of compliance with data privacy legislation as well as our costs of negotiating appropriate privacy and security agreements with our vendors and business partners. In October 2022, President Biden signed an executive order to implement the EU- U. S. Data Privacy Framework, which serves as a replacement to the EU- U. S. Privacy Shield. The European Commission adopted the adequacy decision on July 10, 2023. The adequacy decision permits U. S. companies who self- certify to the EU- U. S. Data Privacy Framework to rely on it as a valid data transfer mechanism for data transfers from the EU to the U. S. However, some privacy advocacy groups have already suggested that they will be challenging the EU- U. S. Data Privacy Framework. If these challenges are successful, they may not only impact the EU- U. S. Data Privacy Framework, but also further limit the viability of the standard contractual clauses and other data transfer mechanisms. The uncertainty around this issue has the potential to impact our business. Following the withdrawal of the UK from the EU, the UK Data Protection Act of 2018 applies to the processing of personal data that takes place in the UK and includes parallel obligations to those set forth by GDPR. In relation to data transfers, both the UK and the EU have determined, through separate " adequacy " decisions, that data transfers between the two jurisdictions are in compliance with the UK Data Protection Act of 2018 and the GDPR, respectively. The UK and the U. S. have also agreed to a U. S.- UK " Data Bridge ", which functions similarly to the EU- U. S. Data Privacy Framework and provides an additional legal mechanism for companies to transfer data from the UK to the U. S. In addition to the UK, Switzerland is also in the process of approving an adequacy decision in relation to the Swiss- U. S. Data Privacy Framework (which would function similarly to the EU- U. S. Data Privacy Framework and the U. S.- UK Data Bridge in relation to data transfers from Switzerland to the U. S.). Any changes or updates to these developments have the potential to impact our business. Beyond GDPR, there are privacy and data security laws in a growing number of countries around the world. While many loosely follow GDPR as a model, other laws contain different or conflicting provisions. These laws will impact our ability to conduct our business activities, including both our clinical trials and the sale and distribution of commercial products, through increased compliance costs, costs associated with contracting and potential enforcement actions. While we continue to address the implications of the recent changes to data privacy regulations, data privacy remains an evolving landscape at both the domestic and international level, with new regulations coming into effect and continued legal challenges, and our efforts to comply with the evolving data protection rules may be unsuccessful. It is possible that these laws may be interpreted and applied in a manner that is inconsistent with our practices. We must devote significant resources to understanding and complying with this changing landscape. Failure to comply with laws regarding data protection would expose us to risk of enforcement actions taken by data protection authorities in the EEA and elsewhere and carries with it the potential for significant penalties if we are found to be non- compliant. Similarly, failure to comply with federal and state laws in the U. S. regarding privacy and security of personal information could expose us to penalties under such laws. Any such failure to comply with data protection and privacy laws could result in government- imposed fines or orders requiring that we change our practices, claims for damages or other liabilities, regulatory investigations and enforcement action, litigation and significant costs for remediation, any of which could adversely affect our business. Even if we are not determined to have violated these laws, government investigations into these issues typically require the expenditure of significant resources and generate negative publicity, which could harm our business, financial condition, results of operations or prospects. We are subject to stringent federal and state privacy laws, information security laws, regulations, policies, and contractual obligations and failure to comply with such requirements could subject us to significant fines and penalties, which may have a material

adverse effect on our business, financial condition or results of operations. We are subject to data privacy and protection laws and regulations at the federal and state levels of government that apply to the collection, transmission, storage and use of personally identifying information, which among other things, impose certain requirements relating to the privacy, security and transmission of personal information. Failure to comply with any of these laws and regulations could result in enforcement actions against us, including fines, claims for damages by affected individuals, damage to our reputation and loss of goodwill, any of which could have a material adverse effect on our business, financial condition, results of operations or prospects. There are numerous U. S. federal and state laws and regulations related to the privacy and security of personal information. In particular, regulations promulgated pursuant to HIPAA establish privacy and security standards that limit the use and disclosure of individually identifiable health information, or protected health information, and require the implementation of administrative, physical and technological safeguards to protect the privacy of protected health information and to ensure the confidentiality, integrity and availability of electronic protected health information. Determining whether protected health information has been handled in compliance with applicable privacy standards and our contractual obligations can be complex and may be subject to changing interpretation. These obligations may be applicable to some or all of our business activities now or in the future. If we are unable to properly protect the privacy and security of protected health information, we could be found to have breached our contracts. Further, if we fail to comply with applicable privacy laws, including applicable HIPAA privacy and security standards, we could face civil and criminal penalties. HHS enforcement activity can result in financial liability and reputational harm, and responses to such enforcement activity can consume significant internal resources. In addition, state attorneys general are authorized to bring civil actions seeking either injunctions or damages in response to violations that threaten the privacy of state residents. We cannot be sure how these regulations will be interpreted, enforced or applied to our operations. In addition to the risks associated with enforcement activities and potential contractual liabilities, our ongoing efforts to comply with evolving laws and regulations at the federal and state level may be costly and require ongoing modifications to our policies, procedures and systems. In 2018, California passed into law the California Consumer Privacy Act, or the CCPA, which took effect on January 1, 2020, and imposed many requirements on businesses that process the personal information of California residents. Many of the CCPA' s requirements are similar to those found in the GDPR, including requiring businesses to provide notice to data subjects regarding the information collected about them and how such information is used and shared, and providing data subjects the right to request access to such personal information and, in certain cases, request the erasure of such personal information. The CCPA also affords California residents the right to opt out of " sales " of their personal information. The CCPA contains significant penalties for companies that violate its requirements. In November 2020, California voters passed a ballot initiative for the California Privacy Rights Act, or the CPRA, which went into effect on January 1, 2023, and significantly expanded the CCPA to incorporate additional GDPR- like provisions including requiring that the use, retention and sharing of personal information of California residents be reasonably necessary and proportionate to the purposes of collection or processing, granting additional protections for sensitive personal information, and requiring greater disclosures related to notice to residents regarding retention of information. The CPRA also created a new enforcement agency – the California Privacy Protection Agency – whose sole responsibility is to enforce the CPRA, which will further increase compliance risk. The provisions in the CPRA may apply to some of our business activities. In addition to California, ~~eleven~~ **several** other states have passed comprehensive privacy laws similar to the CCPA and CPRA. These laws are either in effect or will go into effect sometime before the end of 2026. Like the CCPA and CPRA, these laws create obligations related to the processing of personal information, as well as special obligations for the processing of " sensitive " data ~~,~~**(** which includes health data in some cases **)** . Some of the provisions of these laws may apply to our business activities. There are also states that are ~~strongly~~ considering or have already passed comprehensive privacy laws during the ~~2024~~ **2023** legislative sessions that will go into effect in ~~2025 and beyond. Other~~ -- **the next several years** ~~states will be considering similar laws in the future, and Congress has also been debating passing a federal privacy law~~ . There are also states that are specifically regulating health information that may affect our business. For example, the State of Washington **recently** passed **a** ~~the My Health~~ **health privacy law that will** ~~My Data Act in 2023 which specifically regulated~~ **regulate the collection and sharing of** health information ~~that is not otherwise regulated by the HIPAA rules~~ , and the law also has a private right of action, which further increases the relevant compliance risk ~~. Connecticut and Nevada have also passed similar laws regulating consumer health data, and more states are considering such legislation in 2024~~ . These laws may impact our business activities, including our identification of research subjects, relationships with business partners and ultimately the marketing and distribution of our products. Given the breadth and depth of changes in data protection obligations, complying with the GDPR' s requirements is rigorous and time intensive and requires significant resources and a review of our technologies, systems and practices, as well as those of any third- party collaborators, service providers, contractors or consultants that process or transfer personal data collected in the European Union. The GDPR and other changes in laws or regulations associated with the enhanced protection of certain types of sensitive data, such as healthcare data or other personal information from our clinical trials, could require us to change our business practices and put in place additional compliance mechanisms, may interrupt or delay our development, regulatory and commercialization activities, and could lead to government enforcement actions, private litigation and significant fines and penalties against us, all of which could increase our cost of doing business and have a material adverse effect on our business, financial condition or results of operations. Similarly, failure to comply with federal and state laws regarding privacy and security of personal information could expose us to fines and penalties under such laws. Even if we are not determined to have violated these laws, government investigations into these issues typically require the expenditure of significant resources and generate negative publicity, which could harm our reputation and our business. Further, we cannot assure you that our third-party service providers with access to our or our customers', suppliers', trial patients' and employees' personally identifiable and other sensitive or confidential information in relation to which we are responsible will not breach contractual obligations imposed by us, or that they will not experience data security breaches or attempts thereof, which could have a corresponding

effect on our business, including putting us in breach of our obligations under privacy laws and regulations and / or which could in turn adversely affect our business, results of operations and financial condition. We cannot assure you that our contractual measures and our own privacy and security- related safeguards will protect us from the risks associated with the third- party processing, storage and transmission of such information. Our employees, principal investigators, consultants, and commercial partners may engage in misconduct or other improper activities, including non- compliance with regulatory standards and requirements and insider trading. We are exposed to the risk of fraud or other misconduct by our employees, principal investigators, consultants, and partners. Misconduct by these parties could include intentional failures to comply with FDA regulations or the regulations applicable in the European Union and other jurisdictions, provide accurate information to the FDA, the European Commission, and other regulatory authorities, comply with healthcare fraud and abuse laws and regulations in the United States and abroad, report financial information or data accurately, or disclose unauthorized activities to us. In particular, sales, marketing, and business arrangements in the healthcare industry are subject to extensive laws and regulations intended to prevent fraud, misconduct, kickbacks, self- dealing and other abusive practices. These laws and regulations restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs, and other business arrangements. Such misconduct also could involve the improper use of information obtained in the course of clinical trials or interactions with the FDA or other regulatory authorities, which could result in regulatory sanctions and cause serious harm to our reputation. We have adopted a code of conduct applicable to all of our employees, but it is not always possible to identify and deter employee misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from government investigations or other actions or lawsuits stemming from a failure to comply with these laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, financial condition, results of operations, and prospects, including the imposition of significant fines or other sanctions. Laws and regulations governing any international operations we may have in the future may preclude us from developing, manufacturing and selling certain drug product candidates outside of the United States and require us to develop and implement costly compliance programs. We are subject to numerous laws and regulations in each jurisdiction outside the United States in which we operate. The creation, implementation and maintenance of international business practices compliance programs is costly and such programs are difficult to enforce, particularly where reliance on third parties is required. The Foreign Corrupt Practices Act, or FCPA, prohibits any U. S. individual or business from paying, offering, authorizing payment or offering of anything of value, directly or indirectly, to any foreign official, political party or candidate for the purpose of influencing any act or decision of the foreign entity in order to assist the individual or business in obtaining or retaining business. The FCPA also obligates companies whose securities are listed in the United States to comply with certain accounting provisions requiring the company to maintain books and records that accurately and fairly reflect all transactions of the corporation, including international subsidiaries, and to devise and maintain an adequate system of internal accounting controls for international operations. The anti- bribery provisions of the FCPA are enforced primarily by the **U. S.** Department of Justice. The SEC is involved with enforcement of the books and records provisions of the FCPA. Compliance with the FCPA is expensive and difficult, particularly in countries in which corruption is a recognized problem. In addition, the FCPA presents particular challenges in the pharmaceutical industry, because, in many countries, hospitals are operated by the government, and doctors and other hospital employees are considered foreign officials. Certain payments to hospitals in connection with clinical trials and other work have been deemed to be improper payments to government officials and have led to FCPA enforcement actions **. On February 10, 2025, President Trump issued an Executive Order directing the Attorney General to review the guidelines and policies governing FCPA investigations and enforcement actions. Per the Executive Order, this review will result in new U. S. Department of Justice FCPA guidelines intended to enhance American economic competitiveness and to safeguard national security interests. During the 180- day review period, any new FCPA investigations and enforcement actions are to be suspended absent authorization from the Attorney General, and all existing FCPA investigations and enforcement actions will be reviewed. Additionally, after the Attorney General issues revised guidelines, the Executive Order directs her to assess whether " remedial measures " related to past FCPA actions are warranted. We will need to carefully navigate these developments** . Various laws, regulations and executive orders also restrict the use and dissemination outside of the United States, or the sharing with certain non- U. S. nationals, of information classified for national security purposes, as well as certain products and technical data relating to those products. Our expansion outside of the United States has required, and will continue to require, us to dedicate additional resources to comply with these laws, and these laws may preclude us from developing, manufacturing, or selling certain drugs and drug product candidates outside of the United States, which could limit our growth potential and increase our development costs. The failure to comply with laws governing international business practices may result in substantial penalties, including suspension or debarment from government contracting. Violation of the FCPA can result in significant civil and criminal penalties. Indictment alone under the FCPA can lead to suspension of the right to do business with the U. S. government until the pending claims are resolved. Conviction of a violation of the FCPA can result in long- term disqualification as a government contractor. The termination of a government contract or relationship as a result of our failure to satisfy any of our obligations under laws governing international business practices would have a negative impact on our operations and harm our reputation and ability to procure government contracts. The SEC also may suspend or bar issuers from trading securities on U. S. exchanges for violations of the FCPA' s accounting provisions. If we fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could have a material adverse effect on the success of our business. Our business operations will subject us to numerous environmental, health and safety laws and regulations, including those governing laboratory procedures and the handling, use, storage, treatment and disposal of hazardous materials and wastes. Our operations may involve the use of hazardous and flammable materials, including chemicals and biological materials. Our operations also may produce hazardous

waste products. We expect to generally contract with third parties for the disposal of these materials and wastes. However, we cannot eliminate the risk of contamination or injury from these materials. In the event of contamination or injury resulting from our use of hazardous materials, we could be held liable for any resulting damages, and any liability could exceed our resources. We also could incur significant costs associated with civil or criminal fines and penalties. In addition, we may be required to incur substantial costs to comply with current or future environmental, health and safety laws and regulations. These current or future laws and regulations may impair our research, development or production efforts. Failure to comply with these laws and regulations also may result in substantial fines, penalties or other sanctions and we may not have sufficient (or any) insurance to cover any such costs. Risks Related to Our Financial Results, Our Need for Financing and Owning Our Common Stock We anticipate future losses and negative cash flow, and it is uncertain if or when we will become profitable. We do not expect to generate any commercial revenues until we successfully complete development of one or more potential products and we are able to successfully commercialize them through sales and licensing, which we expect will take a number of years, if ever. We have not yet demonstrated our ability to generate commercial revenue, and we may never be able to produce commercial revenues or operate on a profitable basis. As a result, we have incurred losses since our inception and expect to experience operating losses and negative cash flow for the foreseeable future. Our drug product candidates may never be approved or become commercially viable. Even if we and our collaborators are able to commercialize our technology, which may include licensing, we may never recover our research and development expenses. We will need substantial additional financing to support our growth and ongoing operations. Additional capital may be difficult to obtain, restrict our operations, require us to relinquish rights to our technologies or drug product candidates, encumber our assets and result in ongoing debt service cost, or result in additional dilution to our stockholders. Our business will require additional capital for implementation of our long- term business plan and product development and commercialization. As we require additional funds, we may seek to fund our operations through the sale of additional equity securities, debt financing and / or strategic collaboration agreements. We cannot be sure that additional financing from any of these sources will be available when needed or that, if available, the additional financing will be obtained on favorable terms. Our ability to raise additional funds may be adversely impacted by general economic conditions, both inside and outside the U. S., including disruptions to, and instability and volatility in, the credit and financial markets in the U. S. and worldwide, heightened inflation, interest rate and currency rate fluctuations, **the implementation of trade barriers and tariffs** and economic slowdown or recession as well as concerns related to pandemic events ~~and ,~~ spread of disease ~~, such as the COVID- 19 pandemic,~~ and geopolitical events, including civil or political unrest. In addition, market instability and volatility, high levels of inflation and interest rate fluctuations may increase our cost of financing or restrict our access to potential sources of future liquidity. Our future funding requirements will depend on many factors, including, but not limited to: • the progress, timing, scope and costs of our clinical trials, including the ability to timely enroll patients in our current and **any** future clinical trials; • the outcome, timing and cost of regulatory approvals by the FDA and comparable regulatory authorities, including the potential that the FDA or comparable regulatory authorities may require that we perform more studies than those that we currently expect; • the number and characteristics of drug product candidates that we may in- license and develop; • our ability to successfully commercialize our drug product candidates, if approved; • the amount of sales and other revenues from drug product candidates that we may commercialize, if any, including the selling prices for such potential products and the availability of adequate third- party reimbursement; • selling and marketing costs associated with our potential products, including the cost and timing of expanding our marketing and sales capabilities; • the terms and timing of any potential future collaborations, licensing or other arrangements that we may establish; • cash requirements of any future acquisitions and / or the development of other drug product candidates; • the costs of operating as a public company; • the cost and timing of completion of commercial- scale, outsourced manufacturing activities; • the time and cost necessary to respond to technological and market developments; • any disputes which may occur between us and our employees, collaborators, including Einstein, LG Chem and Ono, or other prospective business partners; and • the costs of filing, prosecuting, defending and enforcing any patent claims and other intellectual property rights. If we raise additional funds by selling shares of our common stock or other equity- linked securities, the ownership interest of our current stockholders will be diluted. We may seek to access the public or private capital markets whenever conditions are favorable, even if we do not have an immediate need for additional capital at that time. If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams or drug product candidates or to grant licenses on terms that may not be acceptable to us. If we raise additional funds through debt financing, we may have to grant a security interest on our assets to the future lenders, our debt service costs may be substantial, and the lenders may have a preferential position in connection with any future bankruptcy or liquidation involving the company. Our pledge of our assets as collateral to secure our obligations under our loan and security agreement, as amended, or the Loan Agreement, with **Silicon Valley Bank, or SVB, a division of** First Citizens Bank (as defined below) ~~(and formerly with Silicon Valley Bank, or SVB)~~ , may limit our ability to obtain additional debt financing. Under the Loan Agreement, we are also restricted from incurring future debt, granting liens, making investments, making acquisitions, distributing dividends on our common stock and selling assets and making certain other uses of our cash, without **SVB** ~~First Citizens Bank~~ ' s consent, subject in each case to certain exceptions. If we are unable to raise additional capital when needed, we may be required to curtail the development of our technology or materially curtail or reduce our operations. We could be forced to sell or dispose of our rights or assets. Any inability to raise adequate funds on commercially reasonable terms could have a material adverse effect on our business, results of operation and financial condition, including the possibility that a lack of funds could cause our business to fail and the Company to dissolve and liquidate with little or no return to investors. Our recurring losses from operations raise substantial..... ability to meet our contractual obligations. We hold a portion of our cash and cash equivalents that we use to meet our working capital and operating expense needs in deposit accounts, and our liquidity and operations could be adversely affected if a financial institution holding such funds fails. We hold a portion of our cash and

cash equivalents that we use to meet our working capital and operating expense needs in deposit accounts at multiple financial institutions. The balances held in these accounts typically exceed the Federal Deposit Insurance Corporation, or FDIC, standard deposit insurance limit of $ 250, 000 per depositor and per institution. If a financial institution in which we hold such funds fails or is subject to significant adverse conditions in the financial or credit markets, we could be subject to a risk of loss of all or a portion of such uninsured funds or be subject to a delay in accessing all or a portion of our funds. Any such loss or lack of access to these funds could adversely impact our short- term liquidity and ability to meet our operating expense obligations, including payroll obligations. For example, on March 10, 2023, SVB was closed and the FDIC was appointed receiver for the bank. The FDIC created a successor bridge bank, and all deposits and loans of SVB were transferred to the bridge bank under a systemic risk exception approved by the United States Department of the Treasury, the Federal Reserve and the FDIC. On March 27, 2023, First Citizens Bank & Trust Company, or First Citizens Bank, assumed all of SVB' s deposits and certain other liabilities and acquired substantially all of SVB' s loans and certain other assets from the FDIC. Access to and availability of deposits was delayed, though ultimately, in that case, restored. If financial institutions in which we may hold funds for working capital and operating expenses were to fail, we cannot provide any assurances that the applicable governmental agencies would take action to protect our uninsured deposits or make deposits available in a similar manner. We also maintain investment accounts with financial institutions in which we hold our marketable securities and, if access to the funds we use for working capital and operating expenses is impaired, we may not be able to open new operating accounts or to sell investments or transfer funds from our investment accounts to new operating accounts in a timely manner sufficient to meet our operating expense obligations. In addition, to the extent that the financial institutions with which we hold securities fail or are associated with banks that fail, there may be delays or other access restrictions with respect to such securities, similar to those described above for deposit accounts. We have a loan agreement that requires us to meet certain operating covenants and place restrictions on our operating and financial flexibility. On February 15, 2022, we entered into the Loan Agreement with SVB, which ~~was later~~ **has been** assumed by First Citizens Bank, pursuant to which we have borrowed $ 10. 0 million. The Loan Agreement was amended in April 2023 **and October 2024. The outstanding principal amount under the Loan Agreement as of December 31, 2024 is $ 4. 0 million** . The Loan Agreement is secured by substantially all of our properties, rights and assets, except for our intellectual property, which is subject to a negative pledge, and certain other customary exclusions. Because of the security interest, **SVB** ~~First Citizens Bank~~ ' s rights to repayment from a liquidation of the assets subject to that security interest would be senior to the rights of other creditors. The Loan Agreement **, as amended,** includes customary covenants including covenants requiring us to maintain our corporate existence and governmental approvals, deliver certain financial reports and maintain insurance coverage ~~as well as a requirement that we maintain~~ **. It also requires us to have at all times on deposit** in our accounts ~~at First Citizens Bank~~ **maintained with SVB,** unrestricted and unencumbered cash **in an amount** equal to the lesser of **(i) 100 % of the dollar value of our consolidated cash, in the aggregate, at** all ~~of our cash or~~ **financial institutions and (ii)** $ 20, 000, 000 **. As of December 31, 2024, we had unrestricted and unencumbered cash and cash equivalents totaling $ 22. 5 million** . Additionally, we are restricted in our ability to transfer collateral, incur additional indebtedness, engage in mergers or acquisitions, pay dividends or make other distributions, make investments, create liens, sell assets and agree to a change in control. Upon the occurrence of an event of default, which includes our failure to satisfy our payment obligations under the Loan Agreement, the breach of certain of these covenants under the Loan Agreement, or the occurrence of a material adverse change in our business, **SVB** ~~First Citizens Bank~~ is entitled to accelerate amounts due under the Loan Agreement and dispose the collateral as permitted under applicable law. Any declaration by **SVB** ~~First Citizens Bank~~ of an event of default **and its exercise of its remedies in the event of such declaration of an event of default, such as acceleration of the amounts due under the Loan Agreement, would adversely impact the amount of cash we have available to fund our operations,** could significantly harm our business and prospects and could cause the price of our common stock to decline **. For a further description of the Loan Agreement, please refer to Note 5 of the Notes to the Consolidated Financial Statements included in this Annual Report on Form 10- K** . We are a " smaller reporting company, " and the reduced disclosure requirements applicable to smaller reporting companies may make our common stock less attractive to investors. We are a smaller reporting company, and we will remain a smaller reporting company until the fiscal year following the determination that our voting and non- voting shares of common stock held by non- affiliates is $ 250 million or more measured on the last business day of our second fiscal quarter, or our annual revenues are less than $ 100 million during the most recently completed fiscal year and our voting and non- voting shares of common stock held by non- affiliates is $ 700 million or more measured on the last business day of our second fiscal quarter. Smaller reporting companies have reduced disclosure obligations, such as an ability to provide simplified executive compensation information and only two years of audited financial statements. We have elected to take advantage of certain of the reduced reporting obligations. Investors may find our common stock less attractive as a result of our reliance on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile. Our stock price can be volatile and fluctuate significantly, and our stockholders may have difficulty selling their shares and / or suffer substantial losses. Our common stock is currently listed on the Nasdaq Capital Market under the symbol " CUE. " The price of our common stock has fluctuated, and is likely to continue to fluctuate, significantly in response to market and other factors, some of which are beyond our control, including those listed in this " Item 1A. Risk Factors " section and other, unknown factors. Our stock price may be affected by many factors, including: • setbacks with respect to our research and development programs; • announcements of therapeutic innovations or new products by us or our competitors; • adverse actions taken by regulatory agencies with respect to our clinical trials; • any adverse changes to our relationship with collaborators; • results of internal and external studies and clinical trials; • results of our business development efforts; • variations in the level of expenses related to our existing drug product candidates or preclinical and clinical development programs; • any intellectual property infringement actions in which we may become involved; • variations in our results of operations; • press reports, whether or not true, about our business; • additions to or

departures of our management; • sales or perceived potential sales of additional shares of our common stock; • sales of our common stock by us, our executive officers and directors or our stockholders in the future; and • general economic and market conditions ~~and overall fluctuations~~ **, including recent adverse changes** in the **domestic and international financial** ~~U. S. equity~~ markets **, the impacts of inflation and the implementation of trade barriers and tariffs and government action in response thereto** . Any of these factors may result in large and sudden changes in the volume and trading price of our common stock. In addition, the stock market, in general, and small pharmaceutical and biotechnology companies have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of these companies. Broad market and industry factors beyond our control may negatively affect the market price of our common stock, regardless of our actual operating performance, and cause the price of our common stock to decline rapidly and unexpectedly **. If we fail to comply with the continued listing requirements of Nasdaq, our common stock may be delisted and the price of our common stock and our ability to access the capital markets could be negatively impacted. We are required to comply with the continued listing requirements of the Nasdaq Stock Market LLC, or Nasdaq, including, among other things, maintaining a minimum closing bid price of at least $ 1. 00 per share, or shares of our common stock may be subject to delisting, which would have a material adverse effect on our business. Any potential delisting of our common stock could have a material adverse effect on the market for, and liquidity and price of, our common stock and would adversely affect our ability to raise capital on terms acceptable to us, or at all. Delisting from Nasdaq could also have other negative results, including, without limitation, the potential loss of confidence by investors, customers and employees and fewer business development opportunities. Any delisting of our common stock from Nasdaq would also make it more difficult for our stockholders to sell their shares of our common stock in the public market. On August 15, 2024, we received a deficiency letter from Nasdaq indicating that we failed to comply with the minimum bid price requirement. Subsequently, on October 18, 2024, we received a letter from Nasdaq notifying us that we had regained compliance with the minimum bid price requirement and were in compliance with the listing requirements. Our common stock will continue to be listed and traded on the Nasdaq Capital Market. However, there can be no assurance that we will be able to continue to comply with the Nasdaq listing requirements** . We may be subject to securities litigation, which is expensive and could divert management attention. The price of our common stock can be volatile, and in the past companies that have experienced volatility in the market price of their common stock have been subject to an increased incidence of securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management' s attention from other business concerns, which could seriously harm our business. If securities or industry analysts do not publish research reports about our business, or if they issue an adverse opinion about our business, the price of our securities and trading volume could decline. The trading market for our securities is influenced by the research and reports that industry or securities analysts publish about us or our business. There can be no assurance that existing analysts will continue to cover us or that new analysts will begin to cover us. There is also no assurance that any covering analyst will provide favorable coverage. Although we have obtained analyst coverage, if one or more of the analysts who cover us issues an adverse opinion about our company, the price of our securities would likely decline. If one or more of these analysts ceases research coverage of us or fails to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause the price of our securities or trading volume to decline. We have not paid dividends in the past and have no immediate plans to pay dividends. We plan to reinvest all of our earnings, to the extent we have earnings, in order to further develop our technology and drug product candidates and to cover operating costs. We do not plan to pay any cash dividends with respect to our securities in the foreseeable future. We cannot assure you that we would, at any time, generate sufficient surplus cash that would be available for distribution to the holders of our common stock as a dividend. In addition, our ability to pay cash dividends is currently restricted by the terms of the Loan Agreement, and future debt financing arrangements may contain terms prohibiting or limiting the amount of dividends that may be declared or paid on our common stock. Our ability to use net operating loss carryforwards and research and development tax credits to reduce future tax payments may be limited or restricted. We have generated significant net operating loss carryforwards, or NOLs, and research and development tax credits, or R & D credits, as a result of our incurrence of losses and our conduct of research activities since inception. We generally are able to carry NOLs and R & D credits forward to reduce our tax liability in future years. However, our ability to utilize the NOLs and R & D credits is subject to the rules of Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, or the Code, respectively. Those sections generally restrict the use of NOLs and R & D credits after an " ownership change. " An ownership change occurs if, among other things, the stockholders (or specified groups of stockholders) who own or have owned, directly or indirectly, 5 % or more of a corporation' s common stock or are otherwise treated as 5 % stockholders under Section 382 of the Code and the United States Treasury Department regulations promulgated thereunder increase their aggregate percentage ownership of that corporation' s stock by more than 50 percentage points over the lowest percentage of the stock owned by these stockholders over the applicable testing period. In the event of an ownership change, Section 382 imposes an annual limitation on the amount of taxable income a corporation may offset with NOL carryforwards and Section 383 imposes an annual limitation on the amount of tax a corporation may offset with business credit (including the R & D credit) carryforwards. We may have experienced an " ownership change " within the meaning of Section 382 in the past and there can be no assurance that we will not experience additional ownership changes in the future. As a result, our NOLs and business credits (including the R & D credit) may be subject to limitations and we may be required to pay taxes earlier and in larger amounts than would be the case if our NOLs or R & D credits were freely usable. There is also a risk that due to regulatory changes, such as suspensions on the use of NOLs, or other unforeseen reasons, our existing NOLs and R & D credit carryforwards could expire or otherwise become unavailable to offset future income tax liabilities. In addition, state NOLs generated in one state cannot be used to offset income generated in another state. For these reasons, even if we attain profitability, we may be unable to use a material portion of our NOLs and other tax attributes. We incur significant costs as a

result of being a public company and our management is required to devote substantial time to meet compliance obligations. As a public company, and particularly as we are no longer an emerging growth company, we incur significant legal, accounting and other expenses. We are subject to reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the Sarbanes- Oxley Act of 2002, or the Sarbanes- Oxley Act, as well as rules subsequently implemented by the SEC that impose significant requirements on public companies, including requiring establishment and maintenance of effective disclosure and financial controls and changes in corporate governance practices. In addition, there are significant corporate governance and executive compensation- related provisions in the Dodd- Frank Wall Street Reform and Protection Act that increase public companies' legal and financial compliance costs, make some activities more difficult, time- consuming or costly and may also place undue strain on personnel, systems and resources. Our management and other personnel devote a substantial amount of time to these compliance initiatives. In addition, we expect these rules and regulations to make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified people to serve on our board of directors, our board committees or as executive officers. Our charter documents and Delaware law may inhibit a takeover that stockholders consider favorable. Provisions of our amended and restated certificate of incorporation, or the Certificate of Incorporation, and our amended and restated bylaws, or the Bylaws, and applicable provisions of Delaware law may delay or discourage transactions involving an actual or potential change in control or change in our management, including transactions in which stockholders might otherwise receive a premium for their shares, or transactions that our stockholders might otherwise deem to be in their best interests. The provisions in our Certificate of Incorporation and Bylaws: • authorize our board of directors to issue preferred stock without stockholder approval and to designate the rights, preferences and privileges of each class; if issued, such preferred stock would increase the number of outstanding shares of our common stock and could include terms that may deter an acquisition of us; • limit who may call stockholder meetings; • do not provide for cumulative voting rights; • provide that all vacancies on our board of directors may be filled only by the affirmative vote of a majority of directors then in office, even if less than a quorum, or by a sole remaining director; • provide that stockholders must comply with advance notice procedures with respect to stockholder proposals and the nomination of candidates for director; • provide that stockholders may only amend our Certificate of Incorporation and Bylaws upon a supermajority vote of stockholders; and • provide that the Court of Chancery of the State of Delaware will be the exclusive forum for certain legal claims. In addition, Section 203 of the Delaware General Corporation Law may limit our ability to engage in any business combination with a person who beneficially owns 15 % or more of our outstanding voting stock unless certain conditions are satisfied. This restriction lasts for a period of three years following the time such person came to beneficially own 15 % or more of our outstanding voting stock. These provisions may have the effect of entrenching our management team and may deprive you of the opportunity to sell your shares to potential acquirers at a premium over prevailing prices. This potential inability to obtain a control premium could reduce the price of our common stock. Our Certificate of Incorporation provides, subject to certain exceptions, that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for certain stockholder litigation matters, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or stockholders. Our Certificate of Incorporation provides that, subject to limited exceptions and unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for all " internal corporate claims. " " Internal corporate claims " mean claims, including claims in the right of the corporation, (i) that are based upon a violation of a duty by a current or former director or officer or stockholder in such capacity or (ii) as to which Title 8 of the Delaware Code confers jurisdiction upon the Court of Chancery, except for, as to each of (i) through (ii) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. The choice of forum provisions will not apply to claims arising under the Securities Act of 1933, as amended, or the Securities Act, the Exchange Act, or any other claim for which federal courts have exclusive jurisdiction. Any person or entity purchasing or otherwise acquiring any interest in shares of our common stock shall be deemed to have notice of and to have consented to the provisions of our Certificate of Incorporation described above. This choice of forum provision may limit a stockholder' s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, other employees or stockholders which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision that will be contained in our Certificate of Incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could materially adversely affect our business, financial condition and results of operations. If we are unable to implement and maintain effective internal control over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our securities may decrease. As a public company, we are required to maintain internal control over financial reporting and to report any material weaknesses in such internal controls. Section 404 of the Sarbanes- Oxley Act requires that we evaluate and determine the effectiveness of our internal control over financial reporting and provide a management report on our internal control over financial reporting. Until such time as we are no longer a" smaller reporting company" with less than $ 100 million in annual revenue, our auditors will not be required to attest as to our internal control over financial reporting. If we are unable to comply with the requirements of Section 404 in a timely manner, if we are unable to assert that our internal control over financial reporting is effective or, once required, provide an attestation report from our independent registered public accounting firm, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our common stock could decrease. We could also become subject to stockholder or other third- party litigation as well as investigations by the stock exchange on which our

securities are listed, the SEC or other regulatory authorities, which could require additional financial and management resources and could result in fines, trading suspensions or other remedies. If a significant number of our total outstanding shares are sold into the market, the market price of our common stock could drop significantly, even if our business is performing well. Sales of a substantial number of shares of our common stock in the public market could occur at any time. These sales, or the perception in the market that holders of a large number of shares intend to sell shares, could reduce the market price of our common stock. Our outstanding shares of common stock may be freely sold in the public market at any time to the extent permitted by Rules 144 and 701 under the Securities Act or to the extent such shares have already been registered under the Securities Act and are held by non- affiliates of ours. ~~In November~~ **Additionally, in September** ~~2022~~ **2024** , we completed ~~a private placement~~ **an underwritten public offering** of **(i) 11, 564, 401** shares ~~of~~ **, ~~our~~ or the Shares, of our common stock, $ 0. 001 par value per share, and accompanying common stock warrants, or the Common Stock Warrants, to purchase 2, 891, 100 shares of our common stock, and (ii) to certain investors in lieu of** common stock, pre- funded warrants **, or the Pre- Funded Warrants,** to purchase **12, 435, 599** shares of our common stock and **accompanying Common Stock** ~~warrants~~ **Warrants** to purchase **3, 108, 900** shares of ~~our~~ common stock ~~(or pre- funded warrants to purchase common stock in lieu thereof) to several accredited investors. We filed a registration statement covering the resale of these shares by the purchasers in this private placement, and agreed to keep such registration statements effective until the date the shares covered by the registration statement have been sold or can be resold without restriction under Rule 144 of the Securities Act~~ . We currently have on file with the SEC a universal shelf registration statement which allows us to offer and sell up to $ 300 million of registered common stock, preferred stock, debt securities, warrants, subscription rights and / or units from time to time pursuant to one or more offerings at prices and terms to be determined at the time of sale. In addition, we have also entered into an ~~Open~~ **open** ~~Market~~ **market** ~~Sale~~ **sales** ~~Agreement~~ **agreement** with Jefferies LLC, as sales agent **, or the ATM Sales Agreement** , pursuant to which we may offer and sell shares of our common stock under such registration statement **for** ~~with an~~ aggregate ~~offering price~~ **gross proceeds** of up to $ ~~55~~ **80** . ~~6~~ **0** million under an " at- the- market " offering program. To date, we have sold $ 40. 4 million of securities **, net of commission paid, but excluding transaction expenses,** pursuant to the **ATM** ~~Open Market Sale~~ **Sales** Agreement. In addition, we have filed registration statements registering all shares of common stock that we may issue under our equity compensation plans. These shares can be freely sold in the public market upon issuance, subject to black- out periods and volume limitations applicable to affiliates. **The number of shares of common stock underlying our outstanding warrants is significant in relation to our currently outstanding common stock, which could have a negative effect on the market price of our common stock and make it more difficult for us to raise funds through future equity offerings. In addition, in connection with any merger, consolidation or sale of all or substantially all of our assets, holders of our outstanding warrants would be entitled to receive consideration in excess of their reported beneficial ownership of our common stock and this could adversely impact the consideration our other stockholders would receive. As part of our private placement of common stock in November 2022, we issued common stock warrants to purchase an aggregate of 9, 188, 406 shares of our common stock, and pre- funded warrants to purchase up to an aggregate of 1, 531, 440 shares of our common stock. Each pre- funded warrant has an exercise price per share of common stock equal to $ 0. 0001 per share. Each pre- funded warrant is exercisable from the date of issuance. Each common stock warrant has an exercise price per share of common stock equal to $ 3. 93, or if exercised for a pre- funded warrant in lieu thereof, $ 3. 9299 per pre- funded warrant. Each common stock warrant is exercisable from the date of issuance until November 16, 2027. Holders of pre- funded warrants and common stock warrants may not exercise any portion of their warrants to the extent that they would beneficially own more than 4. 99 % of our outstanding common stock immediately after exercise, which limitation we refer to as the November 2022 Beneficial Ownership Limitation. The holders may increase or decrease their November 2022 Beneficial Ownership Limitation to a percentage not in excess of 19. 99 % by giving notice to us. As part of our registered offering of common stock in September 2024, we issued common stock warrants to purchase an aggregate of 2, 891, 100 shares of our common stock, and pre- funded warrants to purchase up to an aggregate of 12, 435, 599 shares of our common stock. Each pre- funded warrant has an exercise price per share of common stock equal to $ 0. 001 per share. Each pre- funded warrant is exercisable from the date of issuance until exercised in full. Each common stock warrant has an exercise price per share of common stock equal to $ 0. 50. Each common stock warrant is exercisable from the date of issuance until September 30, 2029. Holders of pre- funded warrants and common stock warrants may not exercise any portion of their warrants to the extent that they would beneficially own more than 4. 99 % or 9. 99 %, as elected by the holder, of our outstanding common stock immediately after exercise, which limitation we refer to as the September 2024 Beneficial Ownership Limitation. The holders may increase or decrease their September 2024 Beneficial Ownership Limitation to a percentage not in excess of 19. 99 % by giving notice to us. Although the warrants issued in November 2022 and September 2024 are subject to beneficial ownership limitations, upon exercise in full of the warrants, the shares issuable upon exercise would represent a significant portion of our outstanding common stock. As a result, the holders of these warrants may be able to exert substantial influence over our business. The concentration of voting power resulting from the exercise of the warrants could delay, defer or prevent a change of control, entrench our management and our board of directors or delay or prevent a merger, consolidation, takeover or other business combination involving us on terms that other stockholders may desire. In addition, conflicts of interest could arise in the future between us, on the one hand, and the holders of these warrants, concerning potential competitive business activities, business opportunities, the issuance of additional securities and other matters. In addition, sales of these shares could cause the market price of our common stock to decline significantly. We have registered the issuance of shares upon exercise of these warrants under registration statements. As a result, the shares issuable upon exercise of these warrants can be freely sold in the public market upon issuance, subject to volume limitations applicable to affiliates. Sales of these shares could cause the market price of our**

common stock to decline significantly. Furthermore, if our stock price rises, the holders of these warrants may be more likely to exercise their warrants and sell a large number of shares, which could negatively impact the market price of our common stock and reduce or eliminate any appreciation in our stock price that might otherwise occur. Given the amount and terms of these warrants, we may find it more difficult to raise additional equity capital on favorable terms or at all while these warrants are outstanding.