**Risk Factors Comparison 2024-03-21 to 2023-03-08 Form: 10-K**

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In analyzing our company, you should carefully consider the following risk factors. Factors that could cause or contribute to differences in our actual results include those discussed in the following subsection, as well as those discussed below in " Management' s Discussion and Analysis of Financial Condition and Results of Operations " and elsewhere throughout this Annual Report on Form 10- K. Each of the following risk factors, either alone or taken together, could adversely affect our business, operating results and financial condition, as well as adversely affect the value of an investment in our Company. The risks and uncertainties described below are not the only ones we face. Additional risks not currently known to us or other factors not perceived by us to present significant risks to our business at this time also may impair our business operations. Risks Associated with Development and Commercialization of Our Drug ~~CandidatesClinical~~ **Candidates Clinical** trials are expensive, time consuming, subject to delay and may be required to continue beyond our available funding and we cannot be certain that we will be able to raise sufficient funds to complete the development and commercialize any of our product candidates currently in clinical development, should they succeed. Clinical trials may also have uncertain outcomes. We estimate that clinical trials of our most advanced drug candidates may be required to continue beyond our available funding and may take several more years to complete. The designs used in some of our trials have not been used widely by other pharmaceutical companies. We cannot guarantee that any clinical trials we undertake to conduct will be conducted as planned or completed on schedule or at all. Failure can occur at any stage of the testing and we may experience numerous unforeseen events during, or as a result of, the clinical trial process that could delay or prevent commercialization of our current or future drug candidates, including, but not limited to: ● delays in securing clinical investigators or trial sites for our clinical trials; ● delays in obtaining institutional review board, or IRB, and regulatory approvals to commence a clinical trial; ● failure to obtain regulatory authority permission to conduct a clinical trial, after review of an investigational new drug or equivalent foreign application or amendment; ● slower than anticipated rates of subject recruitment and enrollment, or not reaching the targeted number of subjects because of competition for patients from other trials; ● negative or inconclusive results from clinical trials, as demonstrated by our announcement on February 24, 2017 that our SEAMLESS Phase 3 study failed to reach its primary endpoint; ● inability to generate satisfactory preclinical or other nonclinical data, including, toxicology, or other in vivo or in vitro data or diagnostics to support the initiation or continuation of clinical trials; ● unforeseen safety issues; ● failure by clinical sites or contract research organizations, or CROs, or other third parties to adhere to clinical trial requirements, GCP, or other applicable regulatory requirements; ● subjects discontinuing participating in our clinical trials at a greater than expected rate; ● imposition by the FDA of a clinical hold or the requirement by other similar regulatory agencies that one or more clinical trials be delayed or halted; ● uncertain dosing issues that may or may not be related to incompletely explored pharmacokinetic and pharmacodynamics behaviors; ● approval and introduction of new therapies or changes in standards of practice or regulatory guidance that render our clinical trial endpoints or the targeting of our proposed indications less attractive; ● inability to monitor patients adequately during or after treatment or problems with investigator or patient compliance with the trial protocols; ● inability to replicate in large, controlled studies safety and efficacy data obtained from a limited number of patients in uncontrolled trials; ● the ultimate affordability of the cost of clinical trials of our product candidates; ● changes in regulatory requirements and guidance that require amending or submitting new clinical protocols or performing additional nonclinical studies; and ● unavailability of clinical trial supplies. Any inability to successfully complete clinical development and obtain regulatory approval for our product candidates could result in additional costs to us or impair our ability to generate revenue. In addition, if we make manufacturing or formulation changes to our product candidates, we may need to conduct additional nonclinical studies and / or clinical trials, or the results obtained from such new formulation may not be consistent with previous results obtained. Clinical ~~29trial --~~ **trial** delays could also shorten any anticipated periods of patent exclusivity for our product candidates and may allow competitors to develop and bring products to market before we do which could impair our ability to successfully commercialize our product candidates and may harm our business and results of operations. ~~If~~ **28If** we experience delays or difficulties in the enrollment of research subjects in clinical trials, those clinical trials could take longer than expected to complete and our receipt of necessary regulatory approvals could be delayed or prevented. We may not be able to initiate or continue clinical trials for our drug candidates if we are unable to locate and enroll a sufficient number of research subjects to participate in these trials ~~, including as a result challenges posed by the ongoing COVID- 19 pandemic~~ . In particular, for some diseases and conditions we are or will be focusing on, our pool of suitable patients may be smaller and more selective and our ability to enroll a sufficient number of suitable patients may be limited or take longer than anticipated. In addition, some of our competitors have ongoing clinical trials for drug candidates that treat the same indications as our drug candidates, and volunteers or patients who would otherwise be eligible for our clinical trials may instead enroll in clinical trials of our competitors' drug candidates. Patient enrollment for any of our clinical trials may also be affected by other factors, including without limitation: ● the size and nature of the target patient population; ● the severity of the disease under investigation; ● the subject eligibility criteria for the clinical trial in question; ● our ability to recruit clinical trial investigators with the appropriate competencies and experience; ● the perceived risks and benefits of the drug candidate under study in the clinical trial; ● the approval and availability of other therapies to treat the disease or disorder that is being investigated in the clinical trial; ● the extent of the efforts to facilitate timely enrollment in clinical trials; ● the patient referral practices of physicians; ● the ability to monitor volunteers or subjects adequately during and after treatment; ● the presence of other drug candidates in clinical development for the same indication or against the same target; and ● the proximity and availability of clinical trial sites for prospective subjects.

In addition, our clinical trials will compete with other clinical trials for product candidates that are in the same therapeutic areas as our product candidates, and this competition will reduce the number and types of patients available to us, because some patients who might have opted to enroll in our trials may instead opt to enroll in a trial being conducted by one of our competitors. Because the number of qualified clinical investigators is limited, we may conduct some of our clinical trials at the same clinical trial sites that some of our competitors use, which will reduce the number of patients who are available for our clinical trials at such clinical trial sites. Moreover, because our product candidates represent a departure from more commonly used methods for cancer treatment, potential patients and their doctors may be inclined to use conventional therapies rather than enroll patients in any future clinical trial. Our inability to enroll a sufficient number of subjects for our clinical trials would result in significant delays and could require us to abandon one or more clinical trials altogether. Enrollment delays in our clinical trials may result in increased development costs for our drug candidates, and we may not have or be able to obtain sufficient cash to fund such increased costs when needed, which could result in the further delay or termination of clinical trials. The outcome of preclinical testing and early clinical trials may not be predictive of the success of later clinical trials, and the results of our clinical trials may not satisfy the requirements of the FDA or comparable foreign regulatory authorities. We currently have no products approved for sale and we cannot guarantee that we will ever have marketable products. Clinical failure can occur at any stage of clinical development. Clinical trials may produce negative or ~~inconclusive~~ **29inconclusive** results, and we or any future collaborators may decide, or regulatory authorities may require us, to conduct additional clinical trials or nonclinical studies. We will be required to demonstrate with substantial evidence through ~~30well --~~ **well** - controlled, adequate clinical trials that our product candidates are safe and effective for use in a diverse population before we can seek marketing approvals for their commercial sale. Success in preclinical studies and early- stage clinical trials does not mean that future larger registration clinical trials will be successful. This is because product candidates in later- stage clinical trials may fail to demonstrate sufficient safety and efficacy to the satisfaction of the FDA and comparable foreign regulatory authorities despite having progressed through nonclinical studies and early- stage clinical trials. From time to time, we may publish or report interim or preliminary data from our clinical trials. Interim or preliminary data from clinical trials that we may conduct may not be indicative of the final results of such trials and are subject to the risk that one or more of the clinical outcomes may materially change as subject enrollment continues and more data from the trials become available. Interim or preliminary data also remain subject to audit and verification procedures that may result in the final data being materially different from the interim or preliminary data. As a result, interim or preliminary data should be viewed with caution until the final data are available. -We are making use of biomarkers, which are not scientifically validated, and our reliance on biomarker data may thus cause us to direct our resources inefficiently. We are making use of biomarkers in an effort to facilitate our drug development and to optimize our clinical trials. Biomarkers are proteins or other substances whose presence in the blood can serve as an indicator of specific cell processes. We believe that these biological markers serve a useful purpose in helping us to evaluate whether our drug candidates are having their intended effects through their assumed mechanisms, and that they may thus enable us to identify more promising drug candidates at an early stage and to direct our resources efficiently. We also believe that biomarkers may eventually allow us to improve patient selection in connection with clinical trials and monitor patient compliance with trial protocols. For most purposes, however, the biomarkers we are currently evaluating have not been scientifically validated. If our understanding and use of biomarkers is inaccurate or flawed, or if our reliance on them is otherwise misplaced, then we will not only fail to realize any benefits from using biomarkers but may also be led to invest time and financial resources inefficiently in attempting to develop inappropriate drug candidates **. For example, there is no assurance that exploiting CDKN2A and / or CDKN2B abnormalities with fadraciclib will result in clinical benefit for patients or lead to regulatory approval** . Moreover, although the FDA has issued for comment a draft guidance document on the potential use of biomarker data in clinical development, such data are not currently accepted by the FDA or other regulatory agencies in the United States, the European Union or elsewhere in applications for regulatory approval of drug candidates, and there is no guarantee that such data will ever be accepted by the relevant authorities in this connection. Our biomarker data should not be interpreted as evidence of efficacy. -The review processes of regulatory authorities are lengthy, time consuming, expensive and inherently unpredictable. If we are unable to obtain approval for our drug candidates from applicable regulatory authorities, we will not be able to market and sell those drug candidates in those countries or regions and our business could be substantially harmed. The research, testing, manufacturing, labeling, approval, sale, marketing and distribution of drug products are, and will remain, subject to extensive regulation by the FDA in the United States and by the respective regulatory authorities in other countries where regulations differ. We are not permitted to market our product candidates in the United States until we receive the respective approval of an NDA from the FDA, or in any foreign countries until we receive the requisite approval from the respective regulatory authorities in such countries. The time required to obtain approval, if any, by the FDA, EMA and comparable foreign authorities is unpredictable, but typically takes many years following the commencement of clinical trials, if approval is obtained at all, and depends upon numerous factors, including the substantial discretion of the regulatory authorities and the type, complexity and novelty of the product candidates involved. Regulatory authorities have substantial discretion in the approval process and may refuse to accept any ~~application~~ **30application** or may decide that our data are insufficient for approval and require additional nonclinical studies or clinical trials. We have not submitted a marketing application such as an NDA to the FDA, an MAA to the EMA or any similar application to any other jurisdiction. We have limited experience in planning and conducting the clinical trials required for marketing approvals, and we have **relied,** and expect to continue to rely on third- party CROs to assist us in this process. Obtaining marketing approval requires the submission of extensive nonclinical and clinical data and supporting information to regulatory authorities for each therapeutic indication to establish the product candidate' s safety and ~~31effiveness --~~ **effiveness** . Securing marketing approval also requires the submission of information about the product manufacturing process, and in many cases the inspection of manufacturing, processing and packaging facilities by the regulatory authorities. Our 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, or there may be deficiencies in cGMP compliance by us or by our contract manufacturers that could result in the candidate not being approved. Moreover, we have not obtained regulatory approval for any drug candidate in any jurisdiction and it is possible that none of our existing drug candidates or any drug candidates we may seek to develop in the future will ever obtain regulatory approval. Our drug candidates could fail to receive, or could be delayed in receiving, regulatory approval for many reasons, including any one or more of the following: ● the FDA, EMA or comparable foreign regulatory authorities may disagree with the design or implementation of our clinical trials; ● we may be unable to demonstrate to the satisfaction of the FDA, EMA or comparable foreign regulatory authorities that a drug candidate is safe and effective for its proposed indication; ● the results of clinical trials may not meet the level of statistical significance required by the FDA, EMA or comparable foreign regulatory authorities for approval; ● we may be unable to demonstrate that a drug candidate' s clinical and other benefits outweigh its safety risks; ● the FDA, EMA or comparable foreign regulatory authorities may disagree with our interpretation of data from preclinical studies or clinical trials; ● the data collected from clinical trials of our drug candidates may not be sufficient to support the submission of an NDA or other submission or to obtain regulatory approval in the United States or elsewhere; ● upon review of our clinical trial sites and data, the FDA or comparable foreign regulatory authorities may find our record keeping or the record keeping of our clinical trial sites to be inadequate; ● the manufacturing processes or facilities of third- party manufacturers with which we contract for clinical and commercial supplies may fail to meet the requirements of the FDA, EMA or comparable foreign regulatory authorities; ● the FDA, EMA or comparable foreign regulatory authorities may fail to approve the companion diagnostics we contemplate developing internally or with partners; and ● the change of the medical standard of care or the approval policies or regulations of the FDA, EMA or comparable foreign regulatory authorities may significantly change in a manner that renders our clinical data insufficient for approval. The time and expense of the approval process, as well as the unpredictability of future clinical trial results and other contributing factors, may result in our failure to obtain regulatory approval to market any of our product candidates in one or more jurisdictions, which would significantly harm our business, results of operations and prospects. In such case, we may also not have the resources to conduct new clinical trials and / or we may determine that further clinical development of any such drug candidate is not justified and may discontinue any such programs. In addition, even if we were to obtain regulatory approval in one or more jurisdictions, regulatory authorities may approve any of our drug candidates for fewer or more limited indications than we request, may not approve prices we may propose to charge for our products, may grant approval contingent on the performance of costly post- marketing ~~clinical~~ **31clinical** trials (referred to as " conditional " or " accelerated " approval depending on the jurisdiction), or may approve a drug candidate with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that drug candidate. Any of the foregoing circumstances could materially harm the commercial prospects for our drug candidates. Our product candidates may cause undesirable side effects that could delay or prevent their marketing approval, limit their commercial potential, or result in significant negative consequences following marketing approval, if marketing approval is obtained. ~~32Undesirable~~ **Undesirable** side effects caused by our product candidates could cause us or the FDA or other regulatory authorities to interrupt, delay or halt our clinical trials and could result in a more restrictive label or the delay or denial of marketing approval by the FDA or other regulatory authorities of our product candidates. In the event that our clinical trials produce undesirable side effects, our trials could be suspended or terminated and the FDA or comparable foreign regulatory authorities could order us to cease further development of or deny approval of our product candidates for any or all targeted indications. In addition to this, the product- related side effects could affect patient recruitment or the ability of enrolled patients to complete the trial or result in potential product liability claims. Clinical trials by their nature utilize a sample of the potential patient population. With a limited number of patients, rare and severe side effects of our product candidates may only be uncovered with a significantly larger number of patients exposed to the product candidate. If our product candidates receive marketing approval and we or others identify undesirable side effects caused by such product candidates (or any other similar products) after such approval, a number of potentially significant negative consequences could result, including: ● regulatory authorities may withdraw or limit their approval of such product candidates; ● regulatory authorities may require the addition of labeling statements, specific warnings or a contraindication; ● we may be required to create a medication guide outlining the risks of such side effects for distribution to patients, or we may be required to implement a REMS to ensure that the benefits of the product outweigh the risks; ● we may be required to change the way such product candidates are distributed or administered, or change the labeling of the product candidates; ● we may be subject to regulatory investigations and government enforcement actions; ● the FDA or a comparable foreign regulatory authority may require us to conduct additional clinical trials or costly post- marketing testing and surveillance to monitor the safety and efficacy of the product; ● we may decide to recall such product candidates from the marketplace after they are approved; ● we could be sued and held liable for injury caused to individuals exposed to or taking our product candidates; and ● our reputation may suffer. Any of these events could prevent us from achieving or maintaining market acceptance of the affected product candidates and could substantially increase the costs of commercializing our product candidates, if approved, and significantly impact our ability to successfully commercialize our product candidates and generate revenues. As we evolve from a company primarily involved in discovery and development to one also involved in the commercialization of drugs and devices, we may encounter difficulties in managing our growth and expanding our operations successfully. In order to execute our business strategy, we will need to expand our development, control and regulatory capabilities and develop financial, manufacturing, marketing and sales capabilities or contract with third parties to provide these capabilities for us. If our operations expand, we expect that we will need to manage additional ~~relationships~~ **32relationships** with various collaborative partners, suppliers and other third parties. Our ability to manage our operations and any growth will require us to make appropriate changes and upgrades, as necessary, to our operational, financial and management controls, reporting systems and procedures wherever we may operate. Any inability to manage growth could delay the execution of our

business plan or disrupt our operations. Our applications for regulatory approval could be delayed or denied due to problems with studies conducted before we in- licensed the rights to some of our product candidates. We may now or in the future license some of the compounds and drug candidates used in our research programs from third parties. Our present research involving these compounds relies upon previous research conducted by third parties over whom we had no control and before we in- licensed the drug candidates. In order to receive regulatory approval of a drug candidate, we must present all relevant data and information obtained during our research and ~~33development~~ **development**, including research conducted prior to our licensure of the drug candidate. Although we are not currently aware of any such problems, any problems that emerge with preclinical research and testing conducted prior to our in- licensing may affect future results or our ability to document prior research and to conduct clinical trials, which could delay, limit or prevent regulatory approval for our drug candidates. Even if we obtain regulatory approval for a product candidate, we will remain subject to ongoing regulatory requirements. If any of our product candidates are approved for marketing, we will be subject to ongoing regulatory requirements, including with respect to manufacturing, labeling, packaging, storage, advertising, promotion, sampling, record- keeping, conduct of post- marketing clinical trials, and submission of safety, efficacy and other post- approval information, including both federal and state requirements in the United States and requirements of comparable foreign regulatory authorities. Manufacturers and manufacturers' facilities are required to continuously comply with FDA and comparable foreign regulatory authority requirements, including ensuring that quality control and manufacturing procedures conform to cGMP regulations and corresponding foreign regulatory manufacturing requirements. As such, we and our contract manufacturers will be subject to continual review and inspections to assess compliance with cGMP and adherence to commitments made in any marketing application. 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. Any regulatory approvals that we receive for our product candidates may be subject to limitations on the approved indicated uses for which the product may be marketed or to the conditions of approval, or contain requirements for potentially costly post- marketing testing, including Phase 4 clinical trials, and surveillance to monitor the safety and efficacy of the product candidate. The FDA may also require a REMS program as a condition of approval of our product candidates, which could entail requirements for long- term patient follow- up, 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. In addition, if the FDA or a comparable foreign regulatory authority approves our product candidates, we will have to comply with requirements including submissions of safety and other post- marketing information and reports, registration, as well as continued compliance with cGMP and GCP for any clinical trials that we conduct post- approval. The FDA strictly regulates marketing, labeling, advertising, and promotion of products that are placed on the market. Drugs may be promoted only for the approved indications and in accordance with the provisions of the approved label. The FDA and other agencies actively enforce the laws and regulations prohibiting the promotion of off- label uses, and a company that is found to have improperly promoted off- label uses may be subject to significant liability. Failure to comply with regulatory requirements, may result in revisions to the approved labeling to add new safety information; imposition of post- market studies or clinical studies to assess new safety risks; or imposition of distribution restrictions or other restrictions under a REMS program. Other potential consequences include, among other things: **33** ● restrictions on the marketing or manufacturing of the product, complete withdrawal of the product from the market or product recalls; ● fines, warning letters or other enforcement- related letters or clinical holds on post- approval clinical trials; ● refusal of the FDA to approve pending ~~BLAs~~ **NDAs** or supplements to approved ~~BLAs~~ **NDAs**, or suspension or revocation of product approvals; ● product seizure or detention, or refusal to permit the import or export of products; ● injunctions or the imposition of civil or criminal penalties; and ● consent decrees, corporate integrity agreements, debarment, or exclusion from federal health care programs; or mandated modification of promotional materials and labeling and the issuance of corrective information. The policies of the FDA and of other regulatory authorities may change and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of our product candidates. We cannot predict the ~~34likelihood~~ **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 marketing approval that we may have obtained and we may not achieve or sustain profitability. Obtaining and maintaining marketing approval of our current and future product candidates in one jurisdiction does not mean that we will be successful in obtaining marketing approval of our current and future therapeutic product candidates in other jurisdictions. Obtaining and maintaining marketing approval of our current and future product candidates in one jurisdiction does not guarantee that we will be able to obtain or maintain marketing approval in any other jurisdiction, while a failure or delay in obtaining marketing approval in one jurisdiction may have a negative effect on the marketing approval process in others. For example, even if the FDA grants marketing approval of a product candidate, comparable foreign regulatory authorities in foreign jurisdictions must also approve the manufacturing, marketing and promotion of the product candidate in those countries. Approval procedures vary among jurisdictions and can involve requirements and administrative review periods different from, and greater than, those in the United States, including additional nonclinical studies or clinical trials in the event that certain nonclinical studies or clinical trials conducted in one jurisdiction are not accepted by regulatory authorities in other jurisdictions. In many jurisdictions outside the United States, a product candidate must be approved for reimbursement before it can be approved for sale in that jurisdiction. In some cases, the price that we intend to charge for our future products will also be subject to approval. We may submit marketing applications in other countries in addition to the United States. Regulatory authorities in jurisdictions outside of the United States have requirements for approval of product candidates with which we must comply prior to marketing in those jurisdictions. Obtaining foreign marketing approvals and compliance with foreign regulatory requirements could result in significant delays, difficulties and costs for us, and could delay or prevent the introduction of our products in certain countries. If we fail to comply with the

regulatory requirements in international markets and / or receive applicable marketing approvals, our target market will be reduced and our ability to realize the full market potential of our product candidates will be harmed. -Even if we successfully complete the clinical trials for one or more of our product candidates, the product candidates may fail for other reasons. Even if we successfully complete the clinical trials for one or more of our product candidates, the product candidates may fail for other reasons, including, without limitation, the possibilities that the product candidates will: ● fail to receive the regulatory approvals required to market them as drugs; ● be subject to proprietary rights held by others requiring the negotiation of a license agreement prior to marketing; **34** ● be difficult or expensive to manufacture on a commercial scale; ● have adverse side effects that make their use less desirable; or ● fail to compete effectively with product candidates or other treatments commercialized by our competitors. If we are unable to receive the required regulatory approvals, secure our intellectual property rights, minimize the incidence of any adverse side effects or if we fail to compete with our competitors' products, our business, financial condition, and results of operations may be materially and adversely affected. We face intense competition and our competitors may develop drugs that are less expensive, safer, or more effective than our drug candidates. A large number of drug candidates are in development for the treatment of leukemia, solid tumors including breast, endometrial / uterine and ovarian cancers and lymphomas. Several pharmaceutical and biotechnology companies have CDK inhibitors, PLK1 inhibitors or other products on the market or in clinical trials which may be competitive to our drugs in both hematological and oncology indications. Our competitors, either alone or together with collaborators, may have substantially greater financial resources and research and development staff. Our competitors may also have more experience: ~~35~~ ● developing drug candidates; ● conducting preclinical and clinical trials; ● obtaining regulatory approvals; and ● commercializing product candidates. Our competitors may succeed in obtaining patent protection and regulatory approval and may market drugs before we do. If our competitors market drugs that are less expensive, safer, more effective or more convenient to administer than our potential drugs, or that reach the market sooner than our potential drugs, we may not achieve commercial success. Scientific, clinical or technical developments by our competitors may render our drug candidates obsolete or noncompetitive. We anticipate that we will face increased competition in the future as new companies enter the markets and as scientific developments progress. If our drug candidates obtain regulatory approvals, but do not compete effectively in the marketplace, our business will suffer **. Our future product candidates for which we obtain approval may face competition sooner than anticipated. Even if we are successful in achieving regulatory approval to commercialize a product candidate ahead of our competitors, our future pharmaceutical products may face direct competition from generic and other follow- on drug products. Any of our product candidates that may achieve regulatory approval in the future may face competition from follow- on products earlier or more aggressively than anticipated, depending upon how well such approved products perform in the U. S. prescription drug market. Our ability to compete may also be affected in many cases by insurers or other third- party payors seeking to encourage the use of generic products. The Hatch- Waxman Amendments to the FDCA authorized the FDA to approve generic drugs that are the same as drugs previously approved for marketing under the NDA provisions of the statute pursuant to ANDAs and, in addition, created the Section 505 (b) (2) NDA pathway. An ANDA relies on the preclinical and clinical testing conducted for a previously approved reference listed drug and must demonstrate to the FDA that the generic drug product is identical to the RLD with respect to the active ingredients, the route of administration, the dosage form, and the strength of the drug and also that it is " bioequivalent " to the reference listed drug. In contrast, Section 505 (b) (2) enables the applicant to rely, in part, on the FDA' s prior findings of safety and efficacy data for an existing product, or published literature, in support of its application. Section 505 (b) (2) provides an alternate path to FDA approval for new or improved formulations or new uses of previously approved products; for example, a follow- on applicant may be seeking approval to market a previously approved drug for new indications or for a new patient population that would require new clinical data to 35demonstrate safety or effectiveness. Such products, if approved and depending upon the scope of the changes made to the reference drug, may also compete with any product candidates for which we receive approval. The FDA is prohibited by statute from approving an ANDA or 505 (b) (2) NDA when certain marketing or data exclusivity protections apply to the reference listed drug. However, if any competitor or third party is able to demonstrate bioequivalence without infringing our patents, then such competitor or third party may then be able to gain approval of an ANDA and introduce a competing generic product onto the market. Furthermore, the CREATES Act established a private cause of action that permits a generic product developer to sue the brand manufacturer to compel it to furnish necessary samples of an RLD on " commercially reasonable, market- based terms. " If generic developers request samples of any product candidates for which we receive marketing approval in order to conduct comparative testing to support one or more ANDAs for a generic version of our products, and we refuse any such request, we may be subject to litigation under the CREATES Act. Although lawsuits have been filed under the CREATES Act since its enactment, those lawsuits have settled privately; therefore, to date, no federal court has reviewed or opined on the statutory language and there continues to be uncertainty regarding the scope and application of the law. We cannot predict the interest of potential follow- on competitors or how quickly others may seek to come to market with competing products, whether approved as a direct ANDA competitor or as a Section 505 (b) (2) NDA referencing one of our future product candidates. If the FDA approves generic versions of any of our products in the future, should they be approved for commercial marketing, such competitive products may be able to immediately compete with us in each indication for which our product has received approval, which could negatively impact our future revenue, profitability and cash flows and substantially limit our ability to obtain a return on our investments** . The commercial success of our drug candidates depends upon their market acceptance among physicians, patients, healthcare providers and payors and the medical community. If our drug candidates are approved, or are approved by the FDA or EMA, together with another agent such as decitabine, the resulting drugs, if any, must still gain market acceptance among physicians, healthcare providers and payors, patients and the medical community. The degree of market acceptance of any of our approved

drugs will depend on a variety of factors, including: ● timing of market introduction, number and clinical profile of competitive drugs; ● our ability to provide acceptable evidence of safety and efficacy; ● relative convenience and ease of administration; ● pricing and cost- effectiveness, which may be subject to regulatory control; ● availability of coverage, reimbursement and adequate payment from health maintenance organizations and other third- party payors; and ● prevalence and severity of adverse side effects; and other potential advantages over alternative treatment methods. If any product candidate that we develop does not provide a treatment regimen that is at least as beneficial as the current standard of care or otherwise does not provide some additional patient benefit over the current standard of care, that product will not achieve market acceptance and we will not generate sufficient revenues to achieve profitability. ~~36If~~ **If** our drug candidates or distribution partners' products fail to achieve market acceptance, we may not be able to generate significant revenue and our business would suffer, and our business may be affected by the efforts of government and third- party payors to contain or reduce the cost of healthcare through various means. Reimbursement decisions by third- party payors may have an adverse effect on pricing and market acceptance. If there is not sufficient reimbursement for our products, it is less likely that they will be widely used. Market acceptance ~~and~~ **36and** sales of our product candidates that we develop, if approved, will depend on reimbursement policies, and may be affected by future healthcare reform measures. Government authorities and third- party payors, such as private health insurers and health maintenance organizations, decide which drugs they will cover and establish payment levels. We cannot be certain that reimbursement will be available for our product candidates that we develop. Also, we cannot be certain that reimbursement policies will not reduce the demand for, or the price paid for, our products. If reimbursement is not available or is available on a limited basis, we may not be able to successfully commercialize any of our product candidates. Even if we succeed in bringing one or more products to the market, these products may not be considered medically necessary and / or cost- effective, and the amount reimbursed for any products may be insufficient to allow us to sell our products on a competitive basis. At this time, we are unable to determine their cost effectiveness or the likely level or method of reimbursement for our product candidates. Increasingly, third- party payors, such as government and private insurance plans, are requiring that biopharmaceutical companies provide them with predetermined discounts from list prices, and are seeking to reduce the prices charged or the amounts paid for biopharmaceutical products. If the price we are able to charge for any products we develop, or the payments provided for such products, is inadequate in light of our development and other costs, our return on investment could be adversely affected. Discussions continue at the federal level regarding policies that would require manufacturers to pay higher rebates in Medicare Part D, give states more flexibility on drugs that are covered under the Medicaid program, and other policy proposals that could impact reimbursement for our products. The efforts of governments and third- party payors to contain or reduce the cost of health care and legislative and regulatory proposals to broaden the availability of health care will continue to affect the business and financial condition of pharmaceutical and biopharmaceutical companies. A number of legislative and regulatory changes in the health care system in the United States and other major health care markets have been proposed and / or adopted in the recent past, and such efforts have expanded substantially in the past several years. Our business may be affected by the efforts of government and third- party pairs to contain or reduce the cost of healthcare through various means. The failure to attract and retain skilled personnel and key relationships could impair our drug development and commercialization efforts. We are highly dependent on our senior management and key clinical development, scientific and technical personnel. The loss of the services of any member of our senior management, clinical development, scientific or technical staff may significantly delay or prevent the achievement of drug development and other business objectives and could have a material adverse effect on our business, operating results and financial condition. We also rely on consultants and advisors to assist us in formulating our strategy. All of our consultants and advisors are either self- employed or employed by other organizations, and they may have conflicts of interest or other commitments, such as consulting or advisory contracts with other organizations, that may affect their ability to contribute to us. We intend to expand and develop new drug candidates. We will need to hire additional employees in order to continue our clinical trials and market our drug candidates. This strategy will require us to recruit additional executive management and clinical development, scientific, technical and sales and marketing personnel. There is currently intense competition for skilled executives and employees with relevant clinical development, scientific, technical and sales and marketing expertise, and this competition is likely to continue. The inability to attract and retain sufficient clinical development, scientific, technical and managerial personnel could limit or delay our product development efforts, which would adversely affect the development of our drug candidates and commercialization of our potential drugs and growth of our business. We are experiencing an increasingly tight and competitive labor market and could face unforeseen challenges in the availability of labor, such as we have experienced since the outbreak of COVID- 19. A sustained labor shortage or increased turnover rates within our employee base ~~caused by COVID- 19 or related issues such as vaccine mandates, or~~ as a result of general macroeconomic factors ~~,~~ have led and in the future could lead to increased costs, such as increased ~~37overtime~~ -- **overtime** to meet demand and increased wages to attract and retain employees. We have also been negatively affected and could continue to be negatively affected by labor shortages or constraints experienced by our partners. Failure to achieve and maintain a diverse workforce and leadership team, ~~compensate~~ **37compensate** our employees competitively and fairly, maintain a safe and inclusive environment or promote the well- being of our employees could affect our reputation and also result in lower performance and an inability to retain valuable employees. We may be exposed to product liability claims that may damage our reputation and we may not be able to obtain adequate insurance. Because we conduct clinical trials in humans, we face the risk that the use of our drug candidates will result in adverse effects. We believe that we have obtained reasonably adequate product liability insurance coverage for our trials. We cannot predict, however, the possible harm or side effects that may result from our clinical trials. Such claims may damage our reputation and we may not have sufficient resources to pay for any liabilities resulting from a claim excluded from, or beyond the limit of, our insurance coverage or if the amount of the insurance coverage is insufficient to meet any liabilities resulting from any claims. We may also be exposed to additional risks of product liability claims. These risks exist even with respect to drugs that are approved for

commercial sale by the FDA or other regulatory authorities in the United States, the European Union or elsewhere and manufactured in facilities licensed and regulated by the FDA, EMA or other such regulatory authorities. We have secured limited product liability insurance coverage but may not be able to maintain such insurance on acceptable terms with adequate coverage, or at a reasonable cost. There is also a risk that third parties that we have agreed to indemnify could incur liability. Even if we were ultimately successful in product liability litigation, the litigation would consume substantial amounts of our financial and managerial resources and may exceed insurance coverage creating adverse publicity, all of which would impair our ability to generate sales of the litigated product as well as our other potential drugs. If a supplier upon whom we rely fails to produce on a timely basis the finished goods in the volumes that we require or fails to meet quality standards and maintain necessary licensure from regulatory authorities, we may be unable to meet demand for our products, potentially resulting in lost revenues. If any third- party manufacturer service providers do not meet our or our licensor' s requirements for quality, quantity or timeliness, or do not achieve and maintain compliance with all applicable regulations, demand for our products or our ability to continue supplying such products could substantially decline. As the third- party manufacturers are the sole supplier of the products, any delays may impact our sales. In all the countries where we may sell our products, governmental regulations exist to define standards for manufacturing, packaging, labeling and storing. All of our suppliers of raw materials and contract manufacturers must comply with these regulations. Failure to do so could result in supply interruptions. In the United States, the FDA requires that all suppliers of pharmaceutical bulk material and all manufacturers of pharmaceuticals for sale in or from the United States achieve and maintain compliance with the FDA' s cGMP. Similar requirements exist in the European Union through the EMA. Failure of our third- party manufacturers to comply with applicable regulations could result in sanctions being imposed on them or us, including fines, injunctions, civil penalties, disgorgement, suspension or withdrawal of approvals, license revocation, seizures or recalls of products, operating restrictions and criminal prosecutions, any of which could significantly and adversely affect supplies of our products. In addition, before any product batch produced by our manufacturers can be shipped, it must conform to release specifications for the content of the pharmaceutical product. If the operations of one or more of our manufacturers were to become unavailable for any reason, any required FDA or EMA review and approval of the operations of an alternative supplier could cause a delay in the manufacture of our products. The commercialization of our products will be substantially dependent on our ability to develop effective sales and marketing capabilities. One of our primary strategies for product candidates under development is to develop compounds through the Phase 2 stage of clinical testing and market or co- promote certain of our drugs. We currently have no sales, marketing or distribution capabilities. We will depend primarily on strategic alliances with third parties, which have established distribution systems and sales forces, to commercialize our drugs. To the extent that we are unsuccessful in ~~commercializing~~ **38commercializing** any drugs ourselves or through a strategic alliance, product revenues may suffer, we may incur significant additional losses, and our share price would be negatively affected. ~~38We~~ **We** face potential product liability exposure, and if successful claims are brought against us, we may incur substantial liability for a product candidate and may have to limit its commercialization. The use of our product candidates in clinical trials and the sale of any products for which we may obtain marketing approval expose us to the risk of product liability claims. Product liability claims may be brought against us or our collaborators by participants enrolled in our clinical trials, patients, health care providers or others using, administering or selling our products. If we cannot successfully defend ourselves against any such claims, we would incur substantial liabilities. Regardless of merit or eventual outcome, product liability claims may result in: ● withdrawal of clinical trial participants; ● termination of clinical trial sites or entire trial programs; ● costs of related litigation; ● substantial monetary awards to patients or other claimants; ● decreased demand for our product candidates and loss of revenues; ● impairment of our business reputation; ● diversion of management and scientific resources from our business operations; and ● the inability to commercialize our product candidates. We have obtained limited product liability insurance coverage for our clinical trials in the United States and in selected other jurisdictions where we are conducting clinical trials. Our primary product liability insurance coverage for clinical trials in the United States is at least $ 10. 0 million and outside of the United States, we have coverage for lesser amounts that vary by country. As such, our insurance coverage may not reimburse us or may not be sufficient to reimburse us for any expenses or losses we may suffer. Moreover, insurance coverage is becoming increasingly expensive, and, in the future, we may not be able to maintain insurance coverage at a reasonable cost or in sufficient amounts to protect us against losses due to product liability. We intend to expand our insurance coverage for products to include the sale of commercial products if we obtain marketing approval for our product candidates in development, but we may be unable to obtain commercially reasonable product liability insurance for any products approved for marketing. Large judgments have been awarded in class action lawsuits based on drugs that had unanticipated side effects. A successful product liability claim or series of claims brought against us, particularly if judgments exceed our insurance coverage, could decrease our cash resources and adversely affect our business. Healthcare legislative reform measures may have a material adverse effect on our business, financial condition or results of operations. In the United States, there have been and continue to be a number of legislative initiatives to contain healthcare costs. For example, the ACA substantially changed the way healthcare is financed by both governmental and private insurers, and significantly impacted the U. S. pharmaceutical industry. The ACA, among other things, increased the minimum Medicaid rebates owed by manufacturers under the Medicaid Drug Rebate Program and extended the rebate program to individuals enrolled in Medicaid managed care organizations, established annual fees and taxes on manufacturers of certain branded prescription drugs and biologics, and created a new Medicare Part D coverage gap discount program, in which manufacturers must agree to offer 70 % (increased from 50 % pursuant to the Bipartisan Budget Act of 2018, effective as of 2019) point- of- sale discounts off negotiated prices of applicable brand drugs and biologics to eligible beneficiaries during their coverage gap period, as a condition for the manufacturer' s outpatient drugs or biologics to be covered under Medicare Part D. **39We** ~~Following several years of litigation in the federal courts, in June 2021, the U. S. Supreme Court upheld the ACA when it dismissed a legal challenge to the ACA' s constitutionality. Further legislative and regulatory changes under the ACA remain possible, although it is unknown what form~~

~~any such changes or any law would take, and how or whether it may affect the biopharmaceutical industry as a whole or our business in the future. We~~ expect that **future** changes or additions to the ACA, the Medicare and Medicaid programs and changes stemming from other healthcare reform measures, especially with regard to healthcare access, financing or other legislation in individual states, could have a material adverse effect on the health care industry in the United States. ~~39Over~~ -- **Over** the past several years there has been heightened governmental scrutiny over the manner in which biopharmaceutical manufacturers set prices for their marketed products, which has resulted in several U. S. Congressional inquiries and proposed and enacted federal and state legislation designed to, among other things, bring more transparency to product pricing, review the relationship between pricing and manufacturer patient programs, and reform government program reimbursement methodologies for drug products. The probability of success of these newly announced policies, many of which have been subjected to legal challenge in the federal court system, and their potential impact on the U. S. prescription drug marketplace is unknown. There are likely to be continued political and legal challenges associated with implementing these reforms as they are currently envisioned. For example, in July 2021, President Biden issued a sweeping executive order on promoting competition in the American economy that included several mandates pertaining to the pharmaceutical and health care insurance industries and called on HHS to release a comprehensive plan to combat high prescription drug prices. The drug pricing plan released by HHS in September 2021 in response to the executive order makes clear that the Biden Administration supports aggressive action to address rising drug prices, including allowing HHS to negotiate the cost of Medicare Part B and D drugs, but such significant changes will require either new legislation to be passed by Congress or time- consuming administrative actions. Most recently, in August 2022, President Biden signed into ~~the~~ law the Inflation Reduction Act of 2022, or the IRA. Among other things, the IRA has multiple provisions that may impact the prices of drug products that are both sold into the Medicare program and throughout the United States. Starting in 2023, a manufacturer of a drug or biological product covered by Medicare Parts B or D must pay a rebate to the federal government if the product' s price increases faster than the rate of inflation. This calculation is made on a drug product by drug product basis and the amount of the rebate owed to the federal government is directly dependent on the volume of a drug product that is paid for by Medicare Parts B or D. Additionally, starting in payment year 2026, CMS will negotiate drug prices annually for a select number of single source Part D drugs without generic or biosimilar competition. CMS will also negotiate drug prices for a select number of Part B drugs starting for payment year 2028. If a drug product is selected by CMS for negotiation, it is expected that the revenue generated from such drug will decrease. **Additional state** ~~The effect of Inflation Reduction Act of 2022 on our business~~ and ~~the healthcare industry in general is not yet known. There remains a large amount of uncertainty regarding the~~ federal **health care reform measures are expected to be adopted in the future, any of which could limit the amounts that federal and state** ~~government~~ **governments will pay for health care products and services, which could result in reduced demand for certain biopharmaceutical products or additional pricing pressures. In addition to the IRA** ' s ~~approach~~ **drug price negotiation provisions, President Biden' s Executive Order 14087, issued in October 2022, called for the CMS Innovation Center** to ~~making pharmaceutical treatment~~ **prepare and submit a report to the White House on potential payment and delivery modes that would complement to IRA, lower drug** costs ~~more~~ **, and promote access to innovative drugs. In February 2023, CMS published its report which described three potential models focusing on** ~~affordable~~ **affordability , accessibility and feasibility of implementation** for ~~patients~~ **further testing by the CMS Innovation Center. As of February 2024, the CMS Innovation Center continues to test the proposed models and has started to roll out plans for access model testing of certain product types (e. g., cell and gene therapies) by states and manufacturers** . At the state level, legislatures have increasingly passed legislation and implemented 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. For example, California requires pharmaceutical manufacturers to notify certain purchasers, including health insurers and government health plans at least 60 days before any scheduled increase in the wholesale acquisition cost (WAC), of their product if the increase exceeds 16 %, and further requires pharmaceutical manufacturers to explain whether a change or improvement in the product necessitates such an increase. Similarly, Vermont requires pharmaceutical manufacturers to disclose price information on certain prescription drugs, and to provide notification to the state if introducing a new drug with a WAC in excess of the Medicare Part D specialty drug threshold **. In addition, in recent years, several states have formed prescription drug affordability boards (PDABs). Much like the IRA' s drug price negotiation program, these PDABs have attempted to implement upper payment limits (UPLs) on drugs sold in their respective states in both public and commercial health plans. For example, in August 2023, Colorado' s PDAB announced a list of five prescription drugs that would undergo an 40affordability review. The effects of these efforts remain uncertain pending the outcomes of several federal lawsuits challenging state authority to regulate prescription drug payment limits** . In December 2020, the U. S. Supreme Court also held unanimously that federal law does not preempt the states' ability to regulate pharmaceutical benefit managers, or PBMs, and other members of the healthcare and pharmaceutical supply chain, an important decision that appears to be leading to further and more aggressive efforts by states in this area. The Federal Trade Commission in mid- 2022 also launched sweeping investigations into the practices of the PBM industry that could lead to additional federal and state legislative or regulatory proposals targeting such entities' operations, pharmacy networks, or financial arrangements. Significant efforts to change the PBM industry as it currently exists in the United States may affect the entire pharmaceutical supply chain and the business of other stakeholders, including biopharmaceutical developers like us. Legally mandated price controls on payment amounts by third- party payors or other restrictions could harm our business, results of operations, financial condition and prospects. In addition, regional healthcare authorities 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 healthcare programs. This could reduce the ultimate demand for our product candidates, if approved, or put pressure on our product pricing, which could negatively affect our business, results of operations,

financial condition and prospects. In the European Union, similar political, economic and regulatory developments may affect our ability to profitably commercialize our products. In addition to continuing pressure on prices and cost containment measures, legislative developments at the European Union or EU member state level may result in significant additional requirements or obstacles that may increase our operating costs. ~~40We~~ **We** cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative or executive action. We expect that additional federal and state health care reform measures will be adopted in the future, any of which could limit the amounts that federal and state governments will pay for health care products and services, which could result in limited coverage and reimbursement and reduced demand for our products, once approved, or additional pricing pressures. We may be subject, directly or indirectly, to federal and state healthcare fraud and abuse laws, false claims laws, and health information privacy and security laws. If we are unable to comply, or have not fully complied, with such laws, we could face substantial penalties. If we obtain FDA approval for any of our product candidates and begin commercializing those products in the United States, our operations may be subject to various federal and state fraud and abuse laws, including, without limitation, the federal Anti- Kickback Statute, the federal False Claims Act, and physician **payments** sunshine laws and regulations. These laws may impact, among other things, our proposed sales, marketing, and education programs. In addition, we may be subject to patient privacy regulation by both the federal government and the states in which we conduct our business. The laws that may affect our ability to operate include: ● The federal Anti- Kickback Statute, which prohibits, among other things, persons from knowingly and willfully soliciting, receiving, offering or paying remuneration, directly or indirectly, to induce, or in return for, the purchase or recommendation of an item or service reimbursable under a federal healthcare program, such as the Medicare and Medicaid programs; ● Federal civil and criminal false claims laws and civil monetary penalty laws, which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid, or other **government** ~~third- party~~ 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** ; ● The federal Health Insurance Portability and Accountability Act of 1996 (HIPAA), which created new federal criminal statutes that prohibit executing a scheme to defraud any healthcare benefit program and making false statements relating to healthcare matters; **41** ● HIPAA, as amended by the Health Information Technology and Clinical Health Act, and its implementing regulations, which imposes specified requirements relating to the privacy, security, and transmission of individually identifiable health information; ● The federal physician payments sunshine requirements under the ACA require manufacturers of drugs, devices, biologics, and medical supplies to report annually to the ~~HHS~~ **CMS** information related to payments and other transfers of value to physicians, ~~other~~ **certain advanced non- physician** healthcare providers, and teaching hospitals, and ownership and investment interests held by physicians and other healthcare providers and their immediate family members ~~and applicable group purchasing organizations~~ ; and ● State law equivalents of each of the above federal laws, such as anti- kickback and false claims laws that may apply to items or services reimbursed by any third-party payor, including governmental and private payors, to comply with the pharmaceutical industry' s voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government, or otherwise restrict payments that may be made to healthcare providers and other potential referral sources; state laws that require drug manufacturers to report information related to payments and other transfers of value to physicians and other healthcare providers or marketing expenditures, and state laws governing the privacy and security of health information in specified circumstances, many of which differ from each other in significant ways and may not have the same effect, thus complicating compliance efforts. 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. In addition, recent health care reform legislation has strengthened these laws. For example, the ACA, among other things, ~~amends~~ **amended** the intent requirement of the federal anti- kickback and criminal healthcare fraud statutes. A person or entity no longer needs to have actual knowledge of this statute or specific intent to violate it. Moreover, the ACA provides that the U. S. government may assert that a claim including items or services resulting from a violation of the federal anti- kickback statute constitutes a false or fraudulent claim for purposes of the False Claims Act. ~~41If~~ **If** our operations are found to be in violation of any of the laws described above or any other governmental 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 ability to operate our business and our results of operations. We may be subject to, or may in the future become subject to, U. S. federal and state, and ~~foreign~~ **international** laws and regulations imposing obligations on how we collect, use, disclose, store and process personal information. Our actual or perceived failure to comply with such obligations could result in liability or reputational harm and could harm our business. Ensuring compliance with such laws could also impair our efforts to maintain and expand our customer base, and thereby decrease our revenue. In many activities, including the conduct of clinical trials, we are subject to laws and regulations governing data privacy and the protection of health- related and other personal information. The regulatory framework for collecting, using, safeguarding, sharing, transfering and other processing of information worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future. **The withdrawal of the United Kingdom from the European Union and the subsequent separation of the data protection regimes of these territories means we are required to comply with separate data protection laws in the European Union and the United Kingdom, which may lead to additional compliance costs and could increase our overall risk. Similar laws and regulations govern our processing of personal data, including the collection, access, use, analysis, modification, storage, transfer, security breach notification, destruction and disposal of personal data.** 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 General Data Protection Regulation, or GDPR, which took effect across all Member States of the European Economic Area, or EEA, on May 25, 2018 ~~. The withdrawal of~~ **, and as still in effect in** the United Kingdom ~~from~~ **as** the ~~European Union and~~ **UK GDPR. On**

**June 28, 2021,** the ~~subsequent separation of~~ **EU Commission adopted decisions on** the **UK' s adequacy under the EU GDRP, and the UK continues to operate under this adequacy decision. The GDPR imposed a broad** data protection ~~regimes of~~ **framework that expanded** ~~these~~ -- **the scope of EU and UK** ~~territories mean we are required to comply with separate~~ data protection ~~laws~~ - **law, including to non- EU and non- UK entities meeting the jurisdictional requirements that process, or control the processing of, personal 42data relating to individuals located** in **the EU or UK, including clinical trial data. The GDPR sets out a number of requirements for controllers and / or processors, as applicable, that must be complied with when handling the personal data of EU or UK based data subjects, including: providing expanded disclosures about how their personal data will be used; higher standards for organizations to demonstrate that** ~~the~~ **they** ~~European Union and~~ **have obtained valid consent or have another legal basis in place to justify** ~~the~~ **their** ~~United Kingdom, which may lead~~ **data processing activities; the obligation** to **appoint data protection officers in certain circumstances; new rights for individuals to be " forgotten " and rights to data portability, as well as enhanced current rights (e. g., access requests); the principal of accountability and demonstrating compliance through policies, procedures, training and audit; and a new mandatory data breach regime. In particular, medical or health data, genetic data and biometric data are all classified as " special category " data under the GDPR and afford greater protection and require** additional compliance **obligations** ~~costs and could increase our overall risk~~ . ~~Similar laws~~ **Further, the UK** and ~~regulations govern our~~ **EU member states have a broad right to impose additional conditions — including restrictions — on these data categories. This is because the GDPR allows EU member states to derogate from the requirements of the GDPR mainly in regard to specific** processing ~~of personal~~ **situations (including special category** data ~~, including the collection, access, use, analysis, modification, storage, transfer, security breach notification, destruction~~ and ~~disposal of personal data~~ **processing for scientific or statistical purposes)** . We must comply with laws and regulations associated with the international transfer of personal data based on the location in which the personal data originates and the location in which it is processed **and / or controlled** . Although there are legal mechanisms to facilitate the transfer of personal data from the **UK,** ~~European Economic Area (~~ EEA ~~)~~ , and Switzerland to the United States, the decision of the ~~European~~ Court of Justice **of the EU (CJEU)** that invalidated the safe harbor framework has increased uncertainty around compliance with EU privacy law requirements. As a result of the decision, it was no longer possible to rely on safe harbor certification as a legal basis for the transfer of personal data from the European Union to entities in the United States. ~~In February 2016~~ **However, on July 10, 2023** , the European Commission ~~announced~~ **adopted** an **adequacy decision** ~~agreement with the Department of Commerce, or~~ **for** ~~DOC, to replace the invalidated safe harbor framework with~~ a new **mechanism for transferring data from the EU to the United States – the** EU- U. S. **Data Privacy Framework, which provides EU individuals with several new rights, including the right to obtain access to their data, or obtain correction or deletion of incorrect or unlawfully handled data. That being said, we have not yet self-certified under the Data Privacy Framework. The GDPR only permits exports of personal data outside of the EU to " non- adequate " countries where there is a suitable data transfer mechanism in place to safeguard personal data (e. g., the EU Commission approved Standard Contractual Clauses or certification under the newly- adopted Data** Privacy ~~Shield~~ **Framework)** . **On** ~~" However, in~~ July **16,** 2020, the Court of Justice of the EU **, or the CJEU, issued a landmark opinion in the case Maximilian Schrems vs. Facebook** ( **Case C- 311 / 18) (Schrems II). This decision calls into question certain data transfer mechanisms as between the EU member states and the U. S. The** CJEU ~~) limited how organizations~~ **is the highest court in Europe and the Schrems II decision heightened the burden to assess U. S. national security laws on their business, and future actions of EU data protection authorities are difficult to predict at this time. While the newly-adopted Data Privacy Framework was meant to address the concerns raised by the CJEU in Schrems II, it will likely be subject to future legal challenges. Consequently, there is some risk of any data transfers from the EU being halted. If we have to rely on third parties to carry out services for us, including processing personal data on our behalf, we are required under GDPR to enter into contractual arrangements to flow down or help ensure that these third parties only process such data according to our instructions and have sufficient security measures in place. Any security breach or non- compliance with our contractual terms or breach of applicable law by such third parties** could ~~lawfully transfer~~ **result in enforcement actions, litigation, fines and penalties or adverse publicity and could cause customers to lose trust in us, which would have an adverse impact on our reputation and business. Any contractual arrangements requiring the processing of** personal data from the ~~EEA to the United States by invalidating the~~ EU **to us in the U. S. will require greater scrutiny and assessments as required under Schrems II and may have an adverse impact on cross** - **border** ~~US Privacy Shield for purposes of international~~ transfers ~~and imposing further restrictions on use~~ of ~~the standard contractual clauses (SCCs) including, a requirement for companies to carry out a transfer privacy impact assessment, which among other things, assesses laws governing access to~~ personal data ~~in the recipient country~~ **or increase costs of compliance. The GDPR provides** ~~and~~ - **an** ~~considers whether supplementary measures~~ **enforcement authority to impose large penalties for noncompliance, including the potential for fines of up to € 20 million or 4 % of the annual global revenues of the noncompliant company, whichever is greater. Some customers or other service providers may respond to these evolving laws and regulations by asking us to make certain privacy or data- related contractual commitments** that **we** ~~provide privacy protections additional to those provided under SCCs will need to be implemented to ensure an essentially equivalent level of data protection to that afforded in the EEA. The European Commission subsequently issued new SCCs in June 2021 to account for the decision of the CJEU and recommendations made by the European Data Protection Board, and which~~ are ~~in turn relatively more onerous~~ **unable or unwilling to make. This could lead to the loss of current or prospective customers or other business relationships** . The privacy and security of personally identifiable information stored, maintained, received or transmitted, including electronically, is subject to significant regulation in the United States and abroad. While we strive to comply with all applicable privacy and security laws and regulations, legal standards for privacy continue to evolve and any failure or perceived failure to comply may result in proceedings or actions against us by government entities or others, or could cause reputational harm, which could have

a material adverse effect on our business. Numerous foreign, federal and state laws and regulations govern collection, dissemination, use and confidentiality of personally identifiable health information, including state privacy and confidentiality laws (including state laws ~~requiring~~ **43requiring** disclosure of breaches); federal and state consumer protection and employment laws; HIPAA; and European and other ~~foreign~~ **international** data protection laws. These laws and regulations are increasing in complexity and number, may change frequently and sometimes conflict. HIPAA **, as amended by the Health Information Technology for Economic and Clinical Health Act (HITECH),** establishes a set of **U. S.** national privacy and security standards for the protection of individually identifiable health information, including protected health information, or PHI, by health plans, certain healthcare clearinghouses and healthcare providers that submit certain covered transactions electronically, or covered entities, and their " business associates, " which are persons or entities that perform certain services for, or on behalf of, a covered entity that involve ~~42creating~~ -- **creating** , receiving, maintaining or transmitting PHI. While we are not currently a covered entity or business associate under HIPAA, we may receive identifiable information from these entities. Failure to receive this information properly could subject us to HIPAA' s criminal penalties, which may include fines up to $ 50, 000 per violation and / or imprisonment. In addition, responding to government investigations regarding alleged violations of these and other laws and regulations, even if ultimately concluded with no findings of violations or no penalties imposed, can consume company resources and impact our business and, if public, harm our reputation. In ~~addition~~ **the United States** , various **federal and** ~~states~~ **state regulators** , ~~such as California and Massachusetts~~ **including governmental agencies like the Federal Trade Commission** , have ~~implemented similar privacy laws and~~ **promulgated, or are considering promulgating,** regulations **concerning personal** ~~, such as the California Confidentiality of Medical Information Act, that impose restrictive requirements regulating the use and disclosure of health~~ information and **data securityIn** ~~other personally identifiable information. In~~ addition to fines and penalties imposed upon violators, some of these state laws also afford private rights of action to individuals who believe their personal information has been misused. California' s patient privacy laws, for example, provide for penalties of up to $ 250, 000 and permit injured parties to sue for damages. In addition, **The** ~~California enacted the~~ California Consumer Privacy Act ( ~~the~~ **"** CCPA **"** ) **went into** ~~, which took~~ effect ~~on~~ January 1, 2020, **and is** ~~became enforceable by the California Attorney General on~~ **one of** ~~July 1, 2020, and has been dubbed~~ the **most restrictive state privacy** ~~first " GDPR- like " law~~ **laws** ~~in the United States. The CCPA gives~~ **, protecting a wide variety of personal information and granting significant rights to** California residents ~~expanded rights~~ **with respect** to ~~access and delete~~ their personal information **. Regulations under CCPA have been modified several times** , ~~opt out of certain personal information sharing~~ and **continue** ~~receive detailed information about how their personal information is used by requiring covered companies~~ to ~~provide~~ **be modified. Additionally, a** new **privacy law** ~~disclosures to California consumers (as that term is broadly defined) and provide such consumers new ways to opt- out of certain sales of personal information. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches that is expected to increase data breach litigation. Further~~ , the California Privacy Rights Act **,** ( ~~the~~ **"** CPRA **"** ) ~~recently passed in~~ **was approved by** California **voters in the election of November 3, 2020 and went into effect in January of 2023** . The CPRA ~~will impose~~ **modified the CCPA significantly, and may result in further uncertainty,** additional ~~data protection obligations on companies doing business in~~ **costs and expenses stemming from efforts to comply with this law, and increases the potential for harm and liability for failure to comply. Among other things, the CPRA established a new regulatory authority, the** California **Privacy Protection Agency** , **which is enacting** ~~including additional consumer rights processes, limitations on data uses,~~ new ~~audit requirements for higher risk data, and opt outs for certain uses of sensitive data. It will also create a new California data protection agency authorized to issue substantive~~ regulations and ~~could result in increased privacy~~ **has expanded enforcement authority. Other states have implemented similar laws protecting identifiable health** and **personal** information ~~security enforcement. The majority of the provisions will go into effect on January 1~~ , ~~2023,~~ and **most** ~~additional compliance investment and potential business process changes may be required. Although the CCPA currently exempts certain health- related information, including clinical trial data, the CCPA and the CPRA may increase our compliance costs and potential liability. Similar laws have been adopted in other states (for example, Nevada, Virginia, Connecticut, Utah and Colorado) or proposed in other states and at the federal level, and if passed,~~ such laws **differ from each other in significant ways and** may **not be preempted by HIPAA, thus complicating compliance efforts. In addition, various states, such as California, Colorado, Connecticut, New Jersey, Delaware, Utah, Virginia, Oregon, Indiana, Iowa, Tennessee, Montana, Florida and Texas,** have **implemented similar privacy laws and regulations** ~~potentially conflicting requirements that would make compliance challenging~~ . The interplay of federal and state laws may be subject to varying interpretations by courts and government agencies, creating complex compliance issues for us and our clients and potentially exposing us to additional expense, adverse publicity and liability. Further, as regulatory focus on privacy issues continues to increase and laws and regulations concerning the protection of personal information expand and become more complex, these potential risks to our business could intensify. The legislative and regulatory landscape for privacy and data security continues to evolve, and there has been an increasing focus on privacy and data security issues which may affect our business. Failure to comply with current and future laws and regulations could result in government enforcement actions (including the imposition of significant penalties), criminal and civil liability for us and our officers and directors, private litigation and / or adverse publicity that negatively affects our business. ~~-~~Defending against claims relating to improper handling, storage or disposal of hazardous chemical, radioactive or biological materials could be time consuming and expensive. Our research and development involves the controlled use of hazardous materials, including chemicals, radioactive and biological materials such as chemical solvents, phosphorus and bacteria. Our operations produce hazardous waste products. We cannot eliminate the risk of accidental contamination or discharge and any resultant injury from those materials. Various laws and regulations govern the use, manufacture, storage, handling and disposal of hazardous ~~materials~~ **44materials** . We may be sued for any injury or contamination that results from our use or the use by third parties of these materials. Compliance with environmental laws and regulations may be expensive, and current or future environmental regulations may impair our research,

development and production efforts. ~~43Our~~ -- **Our** business and operations would suffer in the event of system failures. Despite the implementation of security measures, our internal computer systems, and those of our CROs and other third parties on which we rely, are vulnerable to damage from computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures. If such an event were to occur and cause interruptions in our operations, it could result in a material disruption of our drug development programs. For example, the loss of clinical trial data from completed or ongoing or planned 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, we could incur liability and the further development of our product candidates could be delayed. ~~-~~Risks Related to Our Business and Financial ConditionWe have a history of operating losses and we may never become profitable. Our stock is a highly speculative investment. We have incurred operating losses in each year since beginning operations in 1996 due to costs incurred in connection with our research and development activities and selling, general and administrative costs associated with our operations, and we may never achieve profitability. As of December 31, ~~2021~~ **2022** and December 31, ~~2022~~ **2023** , our accumulated deficit was $ ~~385~~ **405** . ~~0~~ **7** million and $ ~~406~~ **428** . ~~2~~ **3** million, respectively. Our net loss was $ ~~18~~ **21** . ~~9~~ **2** million and $ ~~21~~ **22** . ~~2~~ **5** million for the years ended December 31, ~~2021 and~~ 2022 **and 2023** , respectively. Our drug candidates are in the early- to mid- stages of clinical testing and we must conduct significant additional clinical trials before we can seek the regulatory approvals necessary to begin commercial sales of our drugs. We expect to incur continued losses for several years as we continue our research and development of our drug candidates, seek regulatory approvals and commercialize any approved drugs. If our drug candidates are unsuccessful in clinical trials or we are unable to obtain regulatory approvals, or if our drugs are unsuccessful in the market, we will not be profitable. If we fail to become and remain profitable, or if we are unable to fund our continuing losses, particularly in light of the current economic conditions, you could lose all or part of your investment. There is substantial doubt regarding our ability to continue as a going concern. Our ability to raise additional capital in the future may not be available to us on reasonable terms, if at all, when or as we require additional funding. If we issue additional shares of our common stock or other securities that may be convertible into, or exercisable or exchangeable for, our common stock, our existing stockholders would experience further dilution. If we fail to obtain additional funding, we may be unable to complete the development and commercialization of our lead drug candidates, fadraciclib and plogosertib, or continue to fund our research and development programs. We have funded all of our operations and capital expenditures with proceeds from the issuance of public equity securities, private placements of our securities, interest on investments, licensing revenue, government grants, research and development tax credits and product revenue. In order to conduct the lengthy and expensive research, preclinical testing and clinical trials necessary to complete the development and marketing of our drug candidates, we will require substantial additional funds. We may have insufficient public equity available for issue to raise the required additional substantial funds to implement our operating plan and we may not be able to obtain the appropriate stockholder approvals necessary to increase our available public equity for issuance within a time that we may require additional funding. As of December 31, ~~2022~~ **2023** , our cash and cash equivalents were $ ~~18.~~3 **. 4** million. Based on our current operating plan, there is substantial doubt regarding our ability to continue as a going concern for a period of one year after the date that our financial statements for the year ended December 31, ~~2022~~ **2023** are issued. To meet our long- term financing requirements, we may raise funds through public or private equity offerings, debt financings or strategic alliances. Raising additional funds by issuing equity or convertible debt securities may cause our stockholders to experience substantial dilution in their ownership interests and new investors may have rights superior to the rights of our other stockholders. To the extent equity valuations, including the trading price of our common stock, are depressed as a result ~~of~~ **45of** economic disruptions or other uncertainties, for example due to ~~the COVID- 19 pandemic,~~ rising inflationary pressures, ~~the~~ ongoing **military conflicts** ~~Russian invasion of Ukraine~~ or other factors, the potential magnitude of this dilution will increase. Raising additional funds through debt financing, if available, may involve covenants that restrict our business activities and options. To the extent that we raise additional funds through collaborations and licensing arrangements, we may have to relinquish valuable rights to our drug discovery and other technologies, research programs or drug candidates, or grant licenses on terms that may not be favorable to us. Additional funding may not be available to us on ~~44favorable~~ -- **favorable** terms, or at all, particularly in light of the current economic conditions. Changes to United Kingdom tax legislation related to research and development tax credits may reduce or eliminate the cash flow benefit we receive from these tax credits. If we are unable to obtain additional funds, we may be forced to delay or terminate our current clinical trials and the development and marketing of our drug candidates including fadraciclib and plogosertib. Unstable market and economic conditions may have serious adverse consequences on our business, financial condition and stock price. As widely reported, global credit and financial markets have experienced extreme disruptions in the past several years, including severely diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, increases in unemployment rates, and uncertainty about economic stability. There can be no assurance that further deterioration in credit and financial markets and confidence in economic conditions will not continue to occur. Our general business strategy may be adversely affected by any such economic downturn, volatile business environment or continued unpredictable and unstable market conditions. If the current financial markets deteriorate, or do not improve, it may make any necessary financing more difficult, more costly, and more dilutive. Failure to secure any necessary financing in a timely manner and on favorable terms could have a material adverse effect on our growth strategy, financial performance and stock price and could require us to delay or abandon clinical development or other operating or strategic plans for our business ~~. The United Kingdom' s withdrawal from the European Union could adversely impact our business, results of operations and financial condition. Following European Parliament elections and the general election in the United Kingdom, the United Kingdom left the European Union on January 31, 2020. The impact of Brexit and the resulting turmoil on the political and economic future of the United Kingdom and the European Union is uncertain, and we may be adversely affected in ways we cannot currently anticipate. The effects of Brexit~~

~~will depend on any agreements the United Kingdom makes to retain access to European Union markets either during a transitional period or more permanently. The measures could potentially disrupt the markets and tax jurisdictions in which we operate, including our wholly owned subsidiary Cyclacel Limited, which was organized under the laws of England and Wales, and adversely change tax benefits or liabilities in these or other jurisdictions, and may cause us to lose potential customers, suppliers, and employees. In addition, Brexit could lead to legal uncertainty and potentially divergent national laws and regulations as the United Kingdom determines which European Union laws to replace or replicate. We may find it more difficult to conduct business in the United Kingdom and the European Union as a result of increased regulatory complexity and possible new restrictions on the movement of goods, capital, and personnel, as well as possible tariffs on imports to and exports from the United Kingdom. The implementation of Brexit may also create global economic uncertainty, which may cause partners, suppliers and potential customers to closely monitor their costs and reduce their spending budget. Any effects of Brexit could materially adversely affect our business, business opportunities, results of operations, financial condition and cash flows~~ . Inadequate funding for the FDA, the SEC and other government agencies could hinder their ability to hire and retain key leadership and other personnel, 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. Average review times at the agency have fluctuated in recent years as a result. In addition, government funding of the SEC and other government agencies on which our operations may rely, including those that fund research and development activities is subject to the political process, which is inherently fluid and unpredictable. Disruptions at the FDA and other agencies may also slow the time necessary for new drugs to be reviewed and / or approved by necessary government agencies, which would adversely affect our business. 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. Further, upon completion of this offering and ~~45in~~ **in** our operations as a public company, future government shutdowns could impact our ability to access the public markets and obtain necessary capital in order to properly capitalize and continue our operations. Our employees, independent contractors, principal investigators, contract research organizations, consultants or vendors may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements. We are exposed to the risk that our employees, independent contractors, principal investigators, contract research organizations, consultants or vendors may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and / or negligent conduct or disclosure of unauthorized activities to us that violates: FDA regulations, including those laws requiring the reporting of true, complete and accurate information to the FDA; manufacturing standards; federal and state health care fraud and abuse laws and regulations; or laws that require the true, complete and accurate reporting of financial information or data. In addition, sales, marketing and business arrangements ~~in~~ **46in** the health care industry are subject to extensive laws and regulations intended to prevent fraud, kickbacks, self- dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Activities subject to these laws also involve the improper use or misrepresentation of information obtained in the course of clinical trials or creating fraudulent data in our nonclinical studies or clinical trials, which could result in regulatory sanctions and serious harm to our reputation. It is not always possible to identify and deter misconduct by our employees and other third parties, 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 governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. Additionally, we are subject to the risk that a person could allege such fraud or other misconduct, even if none occurred. 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, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, possible exclusion from participation in Medicare, Medicaid and other federal health care programs, contractual damages, reputational harm, diminished potential profits and future earnings, and curtailment of our operations, any of which could adversely affect our business, financial condition, results of operations or prospects. If we are unable to compete successfully in our marketplace, it will harm our business. There are existing products in the marketplace that compete with our products. Companies may develop new products that compete with our products. Certain of these competitors and potential competitors have longer operating histories, substantially greater product development capabilities and financial, scientific, marketing and sales resources. Competitors and potential competitors may also develop products that are safer, more effective or have other potential advantages compared to our products. In addition, research, development and commercialization efforts by others could render our products obsolete or non- competitive. Certain of our competitors and potential competitors have broader product offerings and extensive customer bases, allowing them to adopt aggressive pricing policies that would enable them to gain market share. Competitive pressures could result in price reductions, reduced margins and loss of market share. We could encounter potential customers that, due to existing relationships with our competitors, are committed to products offered by those competitors. As a result, those potential customers may not consider purchasing our products. We are at an early stage of development as a company and we do not have, and may never have, any products that generate significant revenues. We are at an early stage of development as a company and have a limited operating history on which to evaluate our business and prospects. We cannot guarantee that any of our product candidates currently in development will ever become marketable products. We must demonstrate that our drug candidates satisfy rigorous standards of safety and efficacy for their intended uses before the FDA, EMA and other regulatory authorities in the United States, the European Union and elsewhere. Significant additional research, preclinical testing and clinical testing is required before we can file applications with the FDA or EMA for approval of our drug candidates. In

addition, to compete effectively, our drugs must be easy to administer, cost- effective and economical to manufacture on a commercial scale. We may not achieve any of these objectives. We cannot be certain that the clinical development of our drug candidates in preclinical testing or clinical development will be successful, that we will receive regulatory approvals required to commercialize them or that any of our other research and drug discovery programs will yield a drug candidate suitable for investigation ~~46through~~ -- **through** clinical trials. Our commercial revenues from our product candidates currently in development, if any, will be derived from sales of drugs that will not become marketable for several years, if at all. If we ~~continue to~~ fail to comply with the continued listing requirements of the Nasdaq Capital Market, 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. Our common stock is currently listed for trading on the Nasdaq Capital Market (" Nasdaq "). We must satisfy Nasdaq' s continued listing requirements, including, among other things, a minimum stockholders' equity of $ 2. 5 million and a minimum bid price for our common stock of $ 1. 00 per share, or risk delisting, which would have a material adverse effect on our business. A delisting of our common stock from the Nasdaq Capital Market could materially ~~reduce~~ **47reduce** the liquidity of our common stock and result in a corresponding material reduction in the price of our common stock. In addition, delisting could harm our ability to raise capital through alternative financing sources on terms acceptable to us, or at all, and may result in the potential loss of confidence by investors, suppliers, customers and employees and fewer business development opportunities. ~~Notwithstanding the~~ **We effected a 15: 1** reverse stock split **of our common stock on December 18, 2023 (the " Reverse Stock Split "), which enabled us to regain compliance with Nasdaq' s minimum bid price requirements. Notwithstanding the Reverse Stock Split** and our compliance with the Nasdaq Capital market requirements, we cannot be sure that our share price will **continue to** comply with the requirements for continued listing of our common stock on the Nasdaq Capital Market in the future, or that we will **continue to** comply with the other continued listing requirements. If our shares of Common Stock lose their status on the Nasdaq Capital Market, we believe that our shares of Common Stock would likely be eligible to be quoted on the inter- dealer electronic quotation and trading system operated by Pink OTC Markets Inc., commonly referred to as the Pink Sheets and now known as the OTCQB market. Our shares of Common Stock may also be quoted on the Over- the- Counter Bulletin Board, an electronic quotation service maintained by the Financial Industry Regulatory Authority. These markets are generally not considered to be as efficient as, and not as broad as, the Nasdaq Capital Market. Selling our shares of Common Stock on these markets could be more difficult because smaller quantities of shares would likely be bought and sold, and transactions could be delayed. In addition, in the event our shares of Common Stock are delisted, broker- dealers have certain regulatory burdens imposed upon them, which may discourage broker- dealers from effecting transactions in our Common Stock, further limiting the liquidity of our Common Stock. These factors could result in lower prices and larger spreads in the bid and ask prices for our Common Stock. ~~On January 4, 2023, we received a written notice from Nasdaq notifying us that, based upon the closing bid price of our common stock for the previous 30 consecutive business days, our common stock did not meet the minimum bid price of $ 1. 00 per share required by Nasdaq Listing Rule 5550 (a) (2), initiating an automatic 180 calendar- day grace period for us to regain compliance. The notice has no immediate effect on the listing or trading of the our common stock, and our common stock will continue to trade on the Nasdaq under the symbol " CYCC. " In accordance with Nasdaq Listing Rule 5810 (c) (3) (A), we have a period of 180 calendar days from the date of the notification, or until July 3, 2023, to achieve compliance with the minimum bid price requirement. We will regain compliance with the minimum bid price requirement if at any time before July 3, 2023, the bid price for our common stock closes at or above $ 1. 00 per share for a minimum of 10 consecutive business days. If we do not regain compliance within the allotted compliance period, including any extensions that may be granted by Nasdaq, Nasdaq will provide notice that our common stock will be subject to delisting from Nasdaq. At such time, we may appeal the delisting determination to a hearings panel. We intend to continue to monitor the bid price levels for our common stock and will consider appropriate alternatives to achieve compliance within the initial 180 calendar- day compliance period, including, among other things, a potential reverse stock split. There can be no assurance, however, that we will be able to do so.~~ To the extent we elect to fund the development of a drug candidate or the commercialization of a drug at our expense, we will need substantial additional funding. We plan to market drugs on our own, with or without a partner, that can be effectively commercialized and sold in concentrated markets that do not require a large sales force to be competitive. To achieve this goal, we will need to establish our own specialized sales force, marketing organization and supporting distribution capabilities. The development and commercialization of our drug candidates is very expensive. To the extent we elect to fund the full ~~47development~~ -- **development** of a drug candidate or the commercialization of a drug at our expense, we will need to raise substantial additional funding to: ● fund research and development and clinical trials connected with our research; ● fund clinical trials and seek regulatory approvals; ● build or access manufacturing and commercialization capabilities; ● implement additional internal control systems and infrastructure; ● commercialize and secure coverage, payment and reimbursement of our drug candidates, if any such candidates receive regulatory approval; ● maintain, defend and expand the scope of our intellectual property; and ● hire additional management, sales and scientific personnel. Our future funding requirements will depend on many factors, including: ● the scope, rate of progress and cost of our clinical trials and other research and development activities; ● the costs and timing of seeking and obtaining regulatory approvals; ● the costs of filing, prosecuting, defending and enforcing any patent claims and other intellectual property rights; ● the costs associated with establishing sales and marketing capabilities; ● the costs of acquiring or investing in businesses, products and technologies; ● the effect of competing technological and market developments; ~~and~~ **and48** ● the payment, other terms and timing of any strategic alliance, licensing or other arrangements that we may establish. If we are not able to secure additional funding when needed, especially in light of the current economic conditions and financial market turmoil, we may have to delay, reduce the scope of or eliminate one or more of our clinical trials or research and development programs or future commercialization efforts. Our insurance policies are expensive and only protect us from some business risks, which will leave us exposed to significant uninsured liabilities. We do not carry insurance for all categories of risk that our business may encounter. Some of

the policies we currently maintain include property, general liability, employment benefits liability, workers' compensation, products liability and clinical trials (U. S. and foreign), and directors' and officers', employment practices and fiduciary liability insurance. We do not know, however, if we will be able to maintain insurance with adequate levels of coverage. Any significant uninsured liability may require us to pay substantial amounts, which would adversely affect our financial position and results of operations. Funding constraints may negatively impact our research and development, forcing us to delay our efforts to develop certain product candidates in favor of developing others, which may prevent us from commercializing our product candidates as quickly as possible. Research and development is an expensive process. As part of our operating plan, we have decided to concentrate our clinical development strategy on our two ongoing, hemato- oncology clinical programs in transcriptional regulation and mitosis control biology, which include our areas of historical expertise in CDK and PLK inhibitors. Because we have to prioritize our development candidates as a result of budget constraints, we may not be able to fully realize the value of our product candidates in a timely manner, if at all. We are exposed to risks related to foreign currency exchange rates. Some of our costs and expenses are denominated in foreign currencies. Most of our foreign expenses are associated with our research and development expenditures, including the operating costs of our United Kingdom- based wholly owned subsidiary. When the United States dollar weakens against the British pound or the Euro, the United States dollar ~~48value~~ -- **value** of the foreign currency denominated expense increases, and when the United States dollar strengthens against the British pound or the Euro, the United States dollar value of the foreign currency denominated expense decreases. Consequently, changes in exchange rates, and in particular a weakening of the United States dollar, may adversely affect our results of operations. Security ~~breaches~~ **incidents** , loss of data and other disruptions could compromise sensitive information related to our business or prevent us from accessing critical information and expose us to liability, which could adversely affect our business and our reputation. Our business and operations would suffer in the event of system failures. In the ordinary course of our business, we collect and store sensitive data, intellectual property and proprietary business information owned or controlled by ourselves or our customers. This data encompasses a wide variety of business- critical information including research and development information, commercial information, and business and financial information. We face four primary risks relative to protecting this critical information: loss of access; ~~inappropriate~~ **unauthorized** disclosure; ~~inappropriate~~ **unauthorized** modification; and inadequate monitoring of our controls over the first three risks. We utilize information technology, or IT, systems and networks to process, transmit and store electronic information in connection with our business activities. The secure processing, storage, maintenance, and transmission of this critical information is vital to our operations and business strategy, and we devote significant resources to protecting such information. As use of digital technologies has increased, cyber incidents, including deliberate attacks and attempts to gain unauthorized access to computer systems and networks, have increased in frequency and sophistication. These threats pose a risk to the security of our systems and networks and the confidentiality, availability and integrity of our ~~data~~ **49data** . There can be no assurance that we will be successful in preventing **cybersecurity incidents** ~~cyber- attacks~~ or successfully mitigating their effects. Despite the implementation of security measures, our internal and cloud- based computer systems and those of our contractors and consultants are vulnerable to damage from such **cybersecurity incidents** ~~cyber- attacks~~ , including computer viruses **, social engineering** , unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures. Such an event could cause interruption of our operations. For example, the loss of data from ongoing or completed clinical trials for our product candidates could result in delays in our regulatory approval efforts and significantly increase our costs. In addition, there can be no assurance that we will promptly detect any such disruption or security breach, if at all. To the extent that any disruption or security breach were to result in a loss of or damage to our data, or inappropriate disclosure of confidential or proprietary information, we could suffer material legal claims and liability, damage to our reputation, suffer loss or harm to our intellectual property rights and the further research, development and commercial efforts of our products and product candidates could be delayed. The loss of drug development or clinical trial data could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data **and could adversely** ~~. It is still uncertain what the~~ impact ~~of the COVID- 19 pandemic will have on the Company and, the degree to which the pandemic will adversely affect~~ our business ~~. In March 2020, the World Health Organization characterized a new strain of the coronavirus (COVID- 19) as a pandemic. In response to the rapid spread of the virus, national, state~~ and **operations,** ~~local governments issued orders~~ and **could result in financial, legal, operational** ~~recommendations to attempt to reduce the spread of COVID- 19. We have followed the guidelines from the U. S. Center for~~ **or reputational harm to** ~~Disease Control (CDC) and implemented the recommended safety protocols, and the spread of COVID- 19 has also caused~~ us ~~to modify~~ **, loss of competitive advantage** ~~our~~ **or loss** ~~business practices (including curtailing employee travel and mandatory work- from- home policies where necessary). The pandemic has led to global supply chain challenges, which have negatively impacted the availability and cost~~ of **consumer** ~~materials. The global outbreak of COVID- 19 has also adversely affected our clinical trials. For example, restrictions on travel and / or transport of clinical materials, as well as diversion of hospital staff and resources to COVID- 19 infected patients, has delayed our clinical trial operations and has also affected patient recruitment and the pace of enrollment in our clinical trials. The extent to which COVID- 19 will continue to impact our business will depend on future developments, which are highly uncertain and cannot be predicted with~~ confidence ~~, such as the duration of the pandemic, the severity of COVID- 19 or new variants or the effectiveness of actions to contain and treat COVID- 19 and its variants, particularly in the geographies where we or our third- party suppliers, contract manufacturers, or contract research organizations operate. We cannot presently predict the scope and severity of any potential business shutdowns or disruptions. If we or any of 49the third parties with whom we engage, however, were to experience shutdowns or other business disruptions, our ability to conduct our business in the manner and on the timelines presently planned could be materially and negatively affected, which could have a material adverse impact on our business and our results of operations and financial condition~~ . Risks Related to our Reliance on Third PartiesWe rely, and expect to continue to rely, on third parties to conduct some aspects of our product formulation, research, preclinical, and clinical studies, and those third parties may not perform satisfactorily, including by

failing to meet deadlines for the completion of such formulation, research or testing. We have relied upon and plan to continue to rely upon third parties, including independent clinical investigators, contracted laboratories and third- party CROs, to conduct our preclinical studies and clinical trials, as well as certain product candidate discovery and development activities, in accordance with applicable regulatory requirements and to monitor and manage data for our ongoing preclinical and clinical programs. We rely on these parties for execution of our preclinical studies and clinical trials, and control only certain aspects of their activities. Nevertheless, we are responsible for ensuring that each of our studies and trials is conducted in accordance with the applicable protocol, legal and regulatory requirements and scientific standards, and our reliance on these third parties does not relieve us of our regulatory responsibilities. We and our third- party contractors and CROs are required to comply with GLP and GCP requirements, as applicable, which are regulations and guidelines enforced by the FDA, the EMA and other comparable foreign regulatory authorities for all of our products in clinical development. Regulatory authorities enforce these GLP and GCP regulations through periodic inspections of laboratories conducting GLP studies, and clinical trial sponsors, principal investigators, CROs, and trial sites when auditing for GCP compliance. If we, our investigators or any of our CROs or contracted laboratories fail to comply with applicable GLP and GCP regulations, as applicable, the data generated in our preclinical studies and clinical trials may be deemed unreliable and the FDA, the EMA or other comparable foreign regulatory authorities may require us to perform additional preclinical studies or clinical trials before approving our marketing applications for our therapeutic product candidates. We cannot assure you that upon inspection by a given regulatory authority, such regulatory authority will determine that any of our preclinical studies or clinical trials comply with applicable GLP or GCP regulations. In addition, our clinical trials must be conducted with product manufactured in compliance with applicable cGMP regulations. Our failure to comply with these regulations may require us to repeat preclinical studies or clinical trials, which would delay the regulatory approval process. Further, these laboratories, investigators and CROs are not our employees, and we will not be able to control, other than by contract, the amount of resources, including time, which they devote to our product candidates and clinical trials. If independent laboratories, investigators or CROs fail to devote sufficient resources to the development of our product candidates, or if their performance is substandard, it may delay or compromise the prospects for approval and commercialization of any product candidates that we develop. In addition, the use of third- party service providers requires us to disclose our proprietary information to these parties, which could increase the risk that this information will be misappropriated. There is a limited number of third- party service providers that specialize or have the expertise required to achieve our business objectives. If any of our relationships with these third- party laboratories, CROs or clinical investigators ~~terminate~~ **50terminate** , we may not be able to enter into arrangements with alternative laboratories, CROs or investigators or to do so in a timely manner or on commercially reasonable terms. If laboratories, CROs or clinical investigators 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 preclinical or clinical protocols, regulatory requirements or for other reasons, our preclinical studies or clinical trials may be extended, delayed or terminated and we may not be able to obtain regulatory approval for or successfully commercialize our product candidates. As a result, our results of operations and the commercial prospects for our product candidates would be harmed, our costs could increase and our ability to generate revenues could be delayed. Switching or adding additional laboratories or CROs (or investigators) involves additional cost and requires management time and focus. In addition, there is a natural transition period when a new laboratory or 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 contracted laboratories and CROs, there can be no assurance that we will not encounter similar 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 results of operations. ~~50In~~ **In** addition, clinical investigators may serve as scientific advisors or consultants to us from time to time and may receive cash compensation in connection with such services. If these relationships and any related compensation result in perceived or actual conflicts of interest, or the FDA concludes that the financial relationship may have affected the interpretation of the preclinical study or clinical trial, the integrity of the data generated at the applicable preclinical study or clinical trial site may be questioned and the utility of the preclinical study or clinical trial itself may be jeopardized, which could result in the delay or rejection by the FDA. Any such delay or rejection could prevent us from commercializing our clinical- stage product candidate or any future therapeutic product candidates it may develop. We rely on third- party supply and manufacturing partners for drug supplies for our late- stage clinical activities and may do the same for any commercial supplies of our product candidates. We rely on third- party contract manufacturing organizations, or CMOs, for our preclinical and future clinical trial product materials and commercial supplies. We do not intend to produce any meaningful quantity of our future product candidates for preclinical and clinical development through our internal resources, and we do not currently own manufacturing facilities for producing such supplies. While we intend to try to avoid sole- source arrangements with any of our manufacturing, supply and testing vendors, it may not always be possible to do so. We cannot assure you that our preclinical or future clinical development product supplies and commercial supplies will not be limited or interrupted, especially with respect to any sole source third- party manufacturing and supply partners or will be of satisfactory quality or continue to be available at acceptable prices. In particular, any replacement of our manufacturers could require significant effort and expertise because there may be a limited number of qualified replacements. In complying with the manufacturing regulations of the FDA and other comparable foreign regulatory authorities, we and our third- party suppliers must spend significant time, money and effort in the areas of design and development, testing, production, record- keeping and quality control to assure that the products meet applicable specifications and other regulatory requirements. Suppliers and manufacturers must meet applicable manufacturing requirements and undergo rigorous facility and process validation tests required by regulatory authorities in order to comply with regulatory standards, such as cGMP. Although our agreements with our CMOs require them to perform according to certain cGMP requirements such as those relating to quality control, quality assurance and qualified personnel, we cannot control the conduct of our CMOs to implement and maintain these

standards. In the event that any of our current or future manufacturers fails to comply with such requirements or to perform its obligations to us in relation to quality, timing or otherwise, or if our supply of components or other materials becomes limited or interrupted for other reasons, we may be forced to manufacture the materials ourselves, for which we currently do not have the capabilities or resources, or enter into an agreement with another third party, which we may not be able to do on commercially reasonable terms, or at all. In some cases, the technical skills or technology required to manufacture our future product candidates may be unique or proprietary to the original manufacturer and we may have difficulty transferring such skills or technology to another third party and a feasible alternative may not exist. These factors would increase our reliance on such manufacturer or require us to obtain a license from such manufacturer in order to have another third party manufacture our product candidates. If we are required to change manufacturers for any reason, we will be required to ~~verify~~ **51verify** that the new manufacturer maintains facilities and procedures that comply with quality standards and with all applicable regulations and guidelines. The delays associated with the verification of a new manufacturer could negatively affect our ability to develop product candidates in a timely manner or within budget. In addition, our CMOs are subject to inspection and approval by regulatory authorities before we can commence the manufacture and sale of any of our product candidates, and thereafter are subject to ongoing inspection from time to time. Our CMOs may not be able to comply with applicable cGMP regulations or similar regulatory requirements outside of the United States. Our failure, or the failure of our third- party manufacturers, to comply with applicable regulations could result in regulatory actions, such as the issuance of FDA Form 483 notices of observations, warning letters or sanctions being imposed on us, including clinical holds, fines, injunctions, civil penalties, delays, suspension or withdrawal of approvals, license revocation, seizures or recalls of product candidates or drugs, operating restrictions and criminal prosecutions, any of which could significantly and adversely affect supplies of our products. Any such failure by us or any of our CMOs would significantly impact our ability to develop, obtain regulatory approval for or, if approved, market our product candidates. We may rely on third- party manufacturers if we receive regulatory approval for any product candidate. To the extent that we have existing, or enter into future, manufacturing arrangements with third parties, we will depend on these third parties to perform their obligations in a timely manner consistent with contractual and regulatory requirements, including those related to quality control and assurance. If we are unable to obtain or maintain third- party manufacturing for ~~51product~~ -- **product** candidates, or to do so on commercially reasonable terms, we may not be able to develop and commercialize our product candidates successfully. Our or a third- party' s failure to execute on our manufacturing requirements could adversely affect our business in a number of ways, including: ● an inability to initiate or continue clinical trials of product candidates under development, which may impact our potential economic benefits; ● delay in submitting regulatory applications, or receiving regulatory approvals, for product candidates; ● loss of the cooperation of a collaborator; ● subjecting our product candidates to additional inspections by regulatory authorities; ● requirements to cease distribution or to recall batches of our product candidates; and ● in the event of approval to market and commercialize a product candidate, an inability to meet commercial demands for our products. -If we fail to enter into and maintain successful strategic alliances for our drug candidates, we may have to reduce or delay our drug candidate development or increase our expenditures. An important element of our strategy for developing, manufacturing and commercializing our drug candidates is entering into strategic alliances with pharmaceutical companies, research institutions or other industry participants to advance our programs and enable us to maintain our financial and operational capacity. We face significant competition in seeking appropriate alliances. We may not be able to negotiate alliances on acceptable terms, if at all. In addition, these alliances may be unsuccessful. If we fail to create and maintain suitable alliances, we may have to limit the size or scope of, or delay, one or more of our drug development or research programs. If we elect to fund drug development or research programs on our own, we will have to increase our expenditures and will need to obtain additional funding, which may be unavailable or available only on unfavorable terms. To the extent we are able to enter into strategic transactions, we will be exposed to risks related to those collaborations and alliances. We expect to enter into strategic transactions to complete the development and commercialization of some of our drug candidates, including but not limited to after the Phase 2 stage of clinical testing. These arrangements may place the ~~development~~ **52development** of our drug candidates outside our control, may require us to relinquish important rights, or may otherwise be on terms unfavorable to us. Dependence on collaborative arrangements or strategic alliances will subject us to a number of risks, including the risks that: ● we may not be able to control the amount and timing of resources that our collaborators may devote to the drug candidates; ● our collaborators may experience financial difficulties; ● we may be required to relinquish important rights such as marketing and distribution rights; ● business combinations or significant changes in a collaborator' s business strategy may also adversely affect a collaborator' s willingness or ability to complete its obligations under any arrangement; ● a collaborator could independently move forward with a competing drug candidate developed either independently or in collaboration with others, including our competitors; and ● collaborative arrangements are often terminated or allowed to expire, which would delay development and may increase the cost of developing our drug candidates. ~~52Risks~~ -- **Risks** Related to our Intellectual PropertyIf we fail to enforce adequately or defend our intellectual property rights, our business may be harmed. Our commercial success depends in large part on obtaining and maintaining patent and trade secret protection for our drug candidates, the methods used to manufacture those drug candidates and the methods for treating patients using those drug candidates. Our ability to obtain patents is uncertain because legal means afford only limited protections and may not adequately protect our rights or permit us to gain or keep any competitive advantage. Some legal principles remain unresolved and the breadth or interpretation of claims allowed in patents in the United States, the European Union or elsewhere can still be difficult to ascertain or predict. In addition, the specific content of patents and patent applications that are necessary to support and interpret patent claims is highly uncertain due to the complex nature of the relevant legal, scientific and factual issues. Changes in either patent laws or in interpretations of patent laws in the United States, the European Union or elsewhere may diminish the value of our intellectual property or narrow the scope of our patent protection. Our existing patents and any future patents we obtain may not be sufficiently broad to prevent others from practicing our technologies or from developing

competing products and technologies. In addition, we generally do not control the patent prosecution of subject matter that we license from others and have not controlled the earlier stages of the patent prosecution. Accordingly, we are unable to exercise the same degree of control over this intellectual property as we would over our own. Even if patents are issued regarding our drug candidates or methods of using them, those patents can be challenged by our competitors who may argue such patents are invalid and / or unenforceable. Patents also will not protect our drug candidates if competitors devise ways of making or using these product candidates without legally infringing our patents. The FDA and FDA regulations and policies and equivalents in other jurisdictions provide incentives to manufacturers to challenge patent validity or create modified, non- infringing versions of a drug in order to facilitate the approval of abbreviated new drug applications for generic substitutes. These same types of incentives encourage manufacturers to submit NDAs that rely on literature and clinical data not prepared for or by the drug sponsor. Proprietary trade secrets and unpatented know- how are also very important to our business. We rely on trade secrets to protect our technology, especially where we do not believe that patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. Our employees, consultants, contractors, outside scientific collaborators and other advisors may unintentionally or willfully disclose our confidential information to competitors, and confidentiality agreements may not provide an adequate remedy in the event of unauthorized disclosure of confidential ~~information~~ **53information** . Enforcing a claim that a third- party obtained illegally and is using trade secrets is expensive and time consuming, and the outcome is unpredictable. Moreover, our competitors may independently develop equivalent knowledge, methods and know- how. Failure to obtain or maintain trade secret protection could adversely affect our competitive business position. If we do not obtain protection under the Hatch- Waxman Act and similar legislation outside of the United States by extending the patent terms and obtaining data exclusivity for our product candidates, our business may be materially harmed. Depending upon the timing, duration and specifics of FDA marketing approval of our product candidates, if any, one or more of our United States patents may be eligible for limited patent term ~~restoration~~ **extension** under the Drug Price Competition and Patent Term Restoration Act of 1984, referred to as the Hatch- Waxman Act. The Hatch- Waxman Act permits a patent ~~restoration~~ term **extension** of up to five years as compensation for patent term lost during product development and the FDA regulatory review process. However, we may not be granted an extension because, for example, of failing to apply within applicable deadlines, failing to apply prior to expiration of relevant patents or otherwise failing to satisfy applicable requirements. Moreover, the applicable time period or the scope of patent protection afforded could be less than we request. If we are unable to obtain patent term extension or ~~restoration or~~ the term of any such extension is less than what we request, the period during which we will have the right to exclusively market our product will be shortened and our competitors may obtain approval of competing products following our patent expiration, and our revenue could be reduced, possibly materially. ~~53We~~ **We** may be subject to damages resulting from claims that our employees or we have wrongfully used or disclosed alleged trade secrets of former employers. Many of our employees were previously employed at universities or other biotechnology or pharmaceutical companies, including our competitors or potential competitors. Although no claims against us are currently pending, we may be subject to claims that these employees or we have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of their former employers. Litigation may be necessary to defend against these claims. If we fail in defending such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. A loss of key research personnel or their work product could hamper or prevent our ability to commercialize certain potential drugs, which could severely harm our business. Even if we are successful in defending against these claims, litigation could result in substantial costs and be a distraction to management. Confidentiality agreements with employees and others may not adequately prevent disclosure of our trade secrets and other proprietary information and may not adequately protect our intellectual property, which could limit our ability to compete. Because we operate in the highly technical field of drug discovery and development of small molecule drugs, we rely in part on trade secret protection in order to protect our proprietary technology and processes. However, trade secrets are difficult to protect. We enter into confidentiality and intellectual property assignment agreements with our corporate partners, employees, consultants, outside scientific collaborators, sponsored researchers, and other advisors. These agreements generally require that the other party keep confidential and not disclose to third parties all confidential information developed by the party or made known to the party by us during the course of the party' s relationship with us. These agreements also generally provide that inventions conceived by the party in the course of rendering services to us will be our exclusive property. However, these agreements may not be honored and may not effectively assign intellectual property rights to us. Enforcing a claim that a party illegally obtained and is using our trade secrets is difficult, expensive and time consuming, and the outcome is unpredictable. In addition, courts outside the United States may be less willing to protect trade secrets. The failure to obtain or maintain trade secret protection could adversely affect our competitive position. ~~Intellectual~~ **54Intellectual** property rights of third parties may increase our costs or delay or prevent us from being able to commercialize our drug candidates. There is a risk that we are infringing or will infringe on the proprietary rights of third parties because patents and pending applications belonging to third parties exist in the United States, the European Union and elsewhere in the world in the areas of our research. Others might have been the first to make the inventions covered by each of our or our licensors' pending patent applications and issued patents and might have been the first to file patent applications for these inventions. We are aware of several published patent applications, and understand that others may exist, that could support claims that, if granted and held valid, could cover various aspects of our developmental programs, including in some cases particular uses of our drug candidates fadraciclib, plogosertib, or substances, processes and techniques that we use in the course of our research and development and manufacturing processes. We are aware that other patents exist that claim substances, processes, techniques and methods of use, which, if held valid, could potentially restrict the scope of our research, development or manufacturing operations. In addition, we understand that other applications and patents exist relating to potential uses of fadraciclib and plogosertib that are not part of our current clinical programs for these compounds. Numerous third- party United States and foreign issued patents and pending applications exist in the area of kinases, including CDK and PLK for which we have research programs. For example, some pending patent applications contain

broad claims that could represent freedom to operate limitations for some of our kinase programs should they be issued unchanged. Although we intend to continue to monitor these applications, we cannot predict what claims will ultimately be allowed and if allowed what their scope would be. In addition, because the patent application process can take several years to complete, there may be currently pending applications, unknown to us, which may later result in issued patents that cover the production, manufacture, commercialization or use of our drug candidates. If we wish to use the technology or compound claimed in issued and unexpired patents owned by others, we will need to obtain a license from the owner, enter into litigation to challenge the validity of the patents or incur the risk of litigation in the event that the owner asserts that we infringe its patents. In one case we have opposed a European patent relating to human aurora kinase and the patent was finally revoked (with no appeal filed). ~~54There~~ -- **There** has been substantial litigation and other proceedings regarding patent and other intellectual property rights in the pharmaceutical and biotechnology industries. Defending against third party claims, including litigation in particular, would be costly and time- consuming and would divert management' s attention from our business, which could lead to delays in our development or commercialization efforts. If third parties are successful in their claims, we might have to pay substantial damages or take other actions that are adverse to our business. As a result of intellectual property infringement claims, or to avoid potential claims, we might: ● be prohibited from selling or licensing any product that we may develop unless the patent holder licenses the patent to us, which it is not required to do; ● be required to pay substantial royalties or grant a cross license to our patents to another patent holder; decide to locate some of our research, development or manufacturing operations outside of Europe or the United States; ● be required to pay substantial damages for past infringement, which we may have to pay if a court determines that our product candidates or technologies infringe a competitor' s patent or other proprietary rights; or ● be required to redesign the manufacturing process or formulation of a drug candidate so it does not infringe, which may not be possible or could require substantial funds and time. We may incur substantial costs as a result of litigation or other proceedings relating to patent and other intellectual property rights. If we choose to go to court to stop another party from using the inventions claimed in any patents we obtain, that individual or company has the right to ask the court to rule that such patents are invalid or should not be enforced against that third party. These lawsuits are expensive and would consume time and resources and divert the attention of managerial and scientific personnel even if we were successful in stopping the infringement of such patents. In addition, there is a risk that the court will decide that such patents are not valid and that we do not have the right to stop the other party from using the inventions. ~~There~~ **55There** is also a risk that, even if the validity of such patents is upheld, the court will refuse to stop the other party on the ground that such other party' s activities do not infringe our rights to such patents. In addition, the United States Supreme Court has recently modified some tests used by the United States Patent and Trademark Office, or USPTO, in granting patents over the past 20 years, which may decrease the likelihood that we will be able to obtain patents and increase the likelihood of challenge of any patents we obtain or license. Obtaining and maintaining our patent protection depends on compliance with various procedural, document submission, fee payment and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated for non- compliance with these requirements. Periodic maintenance fees, renewal fees, annuity fees and various other governmental fees on patents and / or applications will be due to be paid to the USPTO and various governmental patent agencies outside of the United States in several stages over the lifetime of the patents and / or applications. We have systems in place to remind us to pay these fees, and we employ an outside firm and rely on our outside counsel to pay these fees. The USPTO and various non- United States governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process. We employ reputable law firms and other professionals to help us comply, and in many cases, an inadvertent lapse can be cured by payment of a late fee or by other means in accordance with the applicable rules. However, there are situations in which noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. In such an event, our competitors might be able to enter the market and this circumstance would have a material adverse effect on our business. The patent applications of pharmaceutical and biotechnology companies involve highly complex legal and factual questions, which, if determined adversely to us, could negatively impact our patent position. The patent positions of pharmaceutical and biotechnology companies can be highly uncertain and involve complex legal and factual questions. The U. S. Patent and Trademark Office' s, or USPTO' s, standards are uncertain and could change in the future. Consequently, the issuance and scope of patents cannot be predicted with certainty. Patents, if issued, may be challenged, invalidated or circumvented. ~~55U~~ **U** . S. patents and patent applications may also be subject to interference proceedings, and U. S. patents may be subject to Inter Partes Review (IPR), Post Grant Review (PGR) or reexamination proceedings in the USPTO (and foreign patents may be subject to opposition or comparable proceedings in the corresponding foreign patent office), which proceedings could result in either loss of the patent or denial of the patent application or loss or reduction in the scope of one or more of the claims of the patent or patent application. Similarly, opposition or invalidity proceedings could result in loss of rights or reduction in the scope of one or more claims of a patent in foreign jurisdictions. In addition, such interference, reexamination and opposition proceedings may be costly. Accordingly, rights under any issued patents may not provide us with sufficient protection against competitive products or processes. If we fail to obtain and maintain patent protection and trade secret protection of our product candidates, proprietary technologies and their uses, we could lose our competitive advantage and competition we face would increase, reducing our potential revenues and adversely affecting our ability to attain or maintain profitability. Risks Related to Securities Regulations and Investment in Our SecuritiesFailure to achieve and maintain internal controls in accordance with Sections 302 and 404 of the Sarbanes- Oxley Act of 2002 could have a material adverse effect on our business and stock price. Section 404 of the Sarbanes- Oxley Act of 2002 requires that we maintain internal control over financial reporting that meets applicable standards. As with many smaller companies with small staff, material weaknesses in our financial controls and procedures may be discovered. If we fail to maintain our internal controls or fail to implement required new or improved controls, as such control standards are modified, supplemented or amended from time to time, we

may not be able to conclude on an ongoing basis that we have effective internal controls over financial reporting. Effective internal controls are necessary for us to produce reliable financial reports and are important in the prevention of financial ~~fraud~~ **56fraud** . If we cannot produce reliable financial reports or prevent fraud, our business and operating results could be harmed. We incur increased costs and management resources as a result of being a public company, and we may fail to comply with public company obligations. As a public company, we face and will continue to face increased legal, accounting, administrative and other costs and expenses that we would not incur as a private company. Compliance with the Sarbanes Oxley Act of 2002, as well as other rules of the SEC, the Public Company Accounting Oversight Board and Nasdaq resulted in a significant initial cost to us as well as an ongoing compliance cost. As a public company, we are subject to Section 404 of the Sarbanes Oxley Act relating to internal control over financial reporting. We have completed a formal process to evaluate our internal controls for purposes of Section 404, and we concluded that as of December 31, ~~2022~~ **2023** , our internal control over financial reporting was effective. As our business grows and changes, there can be no assurances that we can maintain the effectiveness of our internal controls over financial reporting. In addition, our independent certified public accounting firm has not provided an opinion on the effectiveness of our internal controls over financial reporting for the year ended December 31, ~~2022~~ **2023** because we are a smaller reporting company. In the event our independent auditor is required to provide an opinion on such controls in the future, there is a risk that the auditor would conclude that such controls are ineffective. Effective internal controls over financial reporting are necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. If we cannot provide reliable financial reports or prevent fraud, our operating results could be harmed. We have completed a formal process to evaluate our internal control over financial reporting. However, guidance from regulatory authorities in the area of internal controls continues to evolve and substantial uncertainty exists regarding our on- going ability to comply by applicable deadlines. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations. Ineffective internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our common stock. ~~56Our~~ -- **Our** common stock may have a volatile public trading price. An active public market for our common stock has not developed. Our stock can trade in small volumes which may make the price of our stock highly volatile. The last reported price of our stock may not represent the price at which you would be able to buy or sell the stock. The market prices for securities of companies comparable to us have been highly volatile. Often, these stocks have experienced significant price and volume fluctuations for reasons that are both related and unrelated to the operating performance of the individual companies. In addition, the stock market as a whole and biotechnology and other life science stocks in particular have experienced significant recent volatility. Like our common stock, these stocks have experienced significant price and volume fluctuations for reasons unrelated to the operating performance of the individual companies. Factors giving rise to this volatility may include: ● disclosure of actual or potential clinical results with respect to product candidates we are developing; ● regulatory developments in both the United States and abroad; ● developments concerning proprietary rights, including patents and litigation matters; ● public concern about the safety or efficacy of our product candidates or technology, or related technology, or new technologies generally; ● concern about the safety or efficacy of our product candidates or technology, or related technology, or new technologies generally; ● public announcements by our competitors or others; and ● general market conditions and comments by securities analysts and investors. ~~Fluctuations~~ **57Fluctuations** in our operating losses could adversely affect the price of our common stock. Our operating losses may fluctuate significantly on a quarterly basis. Some of the factors that may cause our operating losses to fluctuate on a period- to- period basis include the status of our preclinical and clinical development programs, level of expenses incurred in connection with our preclinical and clinical development programs, implementation or termination of collaboration, licensing, manufacturing or other material agreements with third parties, non- recurring revenue or expenses under any such agreement, and compliance with regulatory requirements. Period- to- period comparisons of our historical and future financial results may not be meaningful, and investors should not rely on them as an indication of future performance. Our fluctuating losses may fail to meet the expectations of securities analysts or investors. Our failure to meet these expectations may cause the price of our common stock to decline. If securities or industry analysts do not publish research or reports about us, if they change their recommendations regarding our stock adversely or if our operating results do not meet their expectations, our stock price and trading volume could decline. The trading market for our common stock is influenced by the research and reports that industry or securities analysts publish about us. If analysts do not publish research reports or one or more of these analysts who were publishing research cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline. Moreover, if one or more of the analysts who cover us downgrade our stock or if our operating results do not meet their expectations, our stock price could decline. Anti- takeover provisions in our charter documents and provisions of Delaware law may make an acquisition more difficult and could result in the entrenchment of management. We are incorporated in Delaware. Anti- takeover provisions of Delaware law and our amended and restated certificate of incorporation and amended and restated bylaws may make a change in control or efforts to remove management more difficult. Also, under Delaware law, our Board of Directors may adopt additional anti- takeover measures. ~~57We~~ **We** have the authority to issue up to 5 million shares of preferred stock and to determine the terms of those shares of stock without any further action by our stockholders. If the Board of Directors exercises this power to issue preferred stock, it could be more difficult for a third party to acquire a majority of our outstanding voting stock and vote the stock they acquire to remove management or directors. Our amended and restated certificate of incorporation and amended and restated bylaws also provides staggered terms for the members of our Board of Directors. Under Section 141 of the Delaware General Corporation Law, our directors may be removed by stockholders only for cause and only by vote of the holders of a majority of voting shares then outstanding. These provisions may prevent stockholders from replacing the entire board in a single proxy contest, making it more difficult for a third party to acquire control of us without the consent of our Board of Directors. These

provisions could also delay the removal of management by the Board of Directors with or without cause. In addition, our directors may only be removed for cause and amended and restated bylaws limit the ability of our stockholders to call special meetings of stockholders. As at December 31, ~~2022~~ **2023**, we had 335, 273 shares of 6 % Convertible Exchangeable Preferred Stock, ~~237~~ **119**, ~~745~~ **000** shares of Series B Preferred Stock and 264 shares of Series A Preferred Stock issued and outstanding. Under Section 203 of the Delaware General Corporation Law, a corporation may not engage in a business combination with any holder of 15 % or more of its capital stock until the holder has held the stock for three years unless, among other possibilities, the Board of Directors approves the transaction. Our Board of Directors could use this provision to prevent changes in management. The existence of the foregoing provisions could limit the price that investors might be willing to pay in the future for shares of our common stock. ~~Certain~~ **58Certain** severance- related agreements in our executive employment agreements may make an acquisition more difficult and could result in the entrenchment of management. In March 2008 (as subsequently amended, and most recently renewed as of January 1, 2023), we entered into employment agreements with our President and Chief Executive Officer and our Executive Vice President, Finance, Chief Financial Officer and Chief Operating Officer, which contain severance arrangements in the event that such executive' s employment is terminated without " cause " or as a result of a " change of control " (as each such term is defined in each agreement). The financial obligations triggered by these provisions may prevent a business combination or acquisition that would be attractive to stockholders and could limit the price that investors would be willing to pay in the future for our stock. In the event of an acquisition of our common stock, we cannot assure our common stockholders that we will be able to negotiate terms that would provide for a price equivalent to, or more favorable than, the price at which our shares of common stock may be trading at such time. We may not effect a consolidation or merger with another entity without the vote or consent of the holders of at least a majority of the shares of our preferred stock (in addition to the approval of our common stockholders), unless the preferred stock that remains outstanding and its rights, privileges and preferences are unaffected or are converted into or exchanged for preferred stock of the surviving entity having rights, preferences and limitations substantially similar, but no less favorable, to our convertible preferred stock. In addition, in the event a third party seeks to acquire our company or acquire control of our company by way of a merger, but the terms of such offer do not provide for our preferred stock to remain outstanding or be converted into or exchanged for preferred stock of the surviving entity having rights, preferences and limitations substantially similar, but no less favorable, to our preferred stock, the terms of the Certificate of Designations of our preferred stock provide for an adjustment to the conversion ratio of our preferred stock such that, depending on the terms of any such transaction, preferred stockholders may be entitled, by their terms, to receive up to $ 10. 00 per share in common stock, causing our common stockholders not to receive as favorable a price as the price at which such shares may be trading at the time of any such transaction. As of December 31, ~~2022~~ **2023**, there were 335, 273 shares of our **6 % Convertible Exchangeable** ~~preferred~~ **Preferred** ~~stock~~ **Stock** issued and outstanding. If the transaction were one in which proceeds were received by us for distribution to stockholders, and the terms of the Certificate of Designations governing the preferred stock were strictly complied with, approximately $ 4. 0 million would be paid to the preferred holders before any distribution to the common stockholders, although the form of transaction could affect how the holders of preferred stock are treated. In such an event, although such a transaction would be subject to the approval of our holders of common stock, we cannot assure our common stockholders that we will be able to negotiate terms that would provide for a price equivalent to, or more favorable than, the price at which our shares of common stock may be trading at such time. Thus, the terms of our preferred stock might hamper a third party' s acquisition of our company. ~~58Our~~ -- **Our** certificate of incorporation and bylaws and certain provisions of Delaware law may delay or prevent a change in our management and make it more difficult for a third-party to acquire us. Our amended and restated certificate of incorporation and bylaws contain provisions that could delay or prevent a change in our Board of Directors and management teams. Some of these provisions: ● authorize the issuance of preferred stock that can be created and issued by the Board of Directors without prior stockholder approval, commonly referred to as " blank check " preferred stock, with rights senior to those of our common stock; ● provide for the Board of Directors to be divided into three classes; and ● require that stockholder actions must be effected at a duly called stockholder meeting and prohibit stockholder action by written consent. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which limits the ability of large stockholders to complete a business combination ~~with~~ **59with**, or acquisition of, us. These provisions may prevent a business combination or acquisition that would be attractive to stockholders and could limit the price that investors would be willing to pay in the future for our stock. These provisions also make it more difficult for our stockholders to replace members of our Board of Directors. Because our Board of Directors is responsible for appointing the members of our management team, these provisions could in turn affect any attempt to replace our current management team. Additionally, these provisions may prevent an acquisition that would be attractive to stockholders and could limit the price that investors would be willing to pay in the future for our common stock. We may have limited ability to pay cash dividends on our preferred stock, and there is no assurance that future quarterly dividends will be declared. Delaware law may limit our ability to pay cash dividends on our preferred stock. Under Delaware law, cash dividends on our preferred stock may only be paid from surplus or, if there is no surplus, from the corporation' s net profits for the current or preceding fiscal year. Delaware law defines " surplus " as the amount by which the total assets of a corporation, after subtracting its total liabilities, exceed the corporation' s capital, as determined by its board of directors. Since we are not profitable, our ability to pay cash dividends will require the availability of an adequate surplus. Even if adequate surplus is available to pay cash dividends on our preferred stock, we may not have sufficient cash to pay dividends on the preferred stock or we may choose not to declare the dividends. Our common and preferred stock may experience extreme price and volume fluctuations, which could lead to costly securities- related litigation, including securities class action litigation or securities-related investigations, which could make an investment in us less appealing. The market price of our common and preferred stock may fluctuate substantially due to a variety of factors, including: ● announcements of technological innovations or new products or services by us or our competitors; announcements concerning our competitors or the biotechnology industry in

general; ● new regulatory pronouncements and changes in regulatory guidelines; ● general and industry- specific economic conditions; ● additions to or departures of our key personnel; ● changes in financial estimates or recommendations by securities analysts; ● variations in our quarterly results; and ● announcements about our collaborators or licensors; and ● changes in accounting ~~principles59The --~~ **principlesThe** stock markets have from time- to- time experienced significant price and volume fluctuations that have affected the market prices for publicly traded securities. The market prices of the securities of biotechnology companies, particularly companies like us without product revenues and earnings, have been highly volatile and are likely to remain highly volatile in the future. This volatility has often been unrelated to the performance of particular companies. In the past, companies that experience volatility in the market price of their securities have often faced securities class action and derivative litigation, and as a public company, we could be subject to sanctions or investigations by Nasdaq, the SEC or other regulatory authorities. Moreover, market prices for stocks of biotechnology- related and technology companies frequently reach levels that bear no relationship to the performance of these companies. These market prices generally are not sustainable and are highly volatile. ~~Whether~~ **60Whether** or not meritorious, litigation brought against us could result in substantial costs, divert our management' s attention and resources and harm our financial condition and results of operations. The future sale of our common and convertible preferred stock and future issuances of our common stock upon conversion of our preferred stock could negatively affect our stock price and cause dilution to existing holders of our common stock. If our common or preferred stockholders sell substantial amounts of our stock in the public market, or the market perceives that such sales may occur, the market price of our common and preferred stock could fall. If additional holders of convertible preferred stock elect to convert their shares to shares of common stock at renegotiated prices, such conversion as well as the sale of substantial amounts of our common stock, could cause dilution to existing holders of our common stock, thereby also negatively affecting the price of our common stock. For example, in 2013, we issued an aggregate of ~~140~~ **9** , ~~373~~ **358** shares of our common stock in exchange for an aggregate of 877, 869 shares of our preferred stock in arms- length negotiations between us and the other parties who had approached us to propose the exchanges. If we exchange the convertible preferred stock for debentures, the exchange will be taxable, but we will not provide any cash to pay any tax liability that any convertible preferred stockholder may incur. An exchange of convertible preferred stock for debentures, as well as any dividend make- whole or interest make- whole payments paid in our common stock, will be taxable events for United States federal income tax purposes, which may result in tax liability for the holder of convertible preferred stock without any corresponding receipt of cash by the holder. In addition, the debentures may be treated as having original issue discount, a portion of which would generally be required to be included in the holder' s gross income even though the cash to which such income is attributable would not be received until maturity or redemption of the debenture. We will not distribute any cash to the holders of the securities to pay these potential tax liabilities. If we automatically convert the convertible preferred stock, there is a substantial risk of fluctuation in the price of our common stock from the date we elect to automatically convert to the conversion date. We may automatically convert the convertible preferred stock into common stock if the closing price of our common stock exceeds $ ~~59~~ **888** , ~~220~~ **300** per share. There is a risk of fluctuation in the price of our common stock between the time when we may first elect to automatically convert the preferred and the automatic conversion date. We do not intend to pay cash dividends on our common stock in the foreseeable future. We do not anticipate paying cash dividends on our common stock in the foreseeable future. Any payment of cash dividends will depend on our financial condition, results of operations, capital requirements, the outcome of the review of our strategic alternatives and other factors and will be at the discretion of our Board of Directors. Accordingly, investors will have to rely on capital appreciation, if any, to earn a return on their investment in our common stock. Furthermore, we may in the future become subject to contractual restrictions on, or prohibitions against, the payment of dividends. The number of shares of common stock which are registered, including the shares to be issued upon exercise of our outstanding warrants, is significant in relation to our currently outstanding common stock and could cause downward pressure on the market price for our common stock. The number of shares of common stock registered for resale, including those shares which are to be issued upon exercise of our outstanding warrants, is significant in relation to the number of shares of common stock currently outstanding. If the security holder determines to sell a substantial number of shares into the market at any given time, there may not be sufficient demand in the market to purchase the shares without a decline in the market price for our ~~60common --~~ **common** stock. Moreover, continuous sales into the market of a number of shares in excess of the typical trading volume for our common stock, or even the availability of such a large number of shares, could depress the trading market for our common stock over an extended period of time. ~~If~~ **61If** persons engage in short sales of our common stock, including sales of shares to be issued upon exercise of our outstanding warrants, the price of our common stock may decline. Selling short is a technique used by a stockholder to take advantage of an anticipated decline in the price of a security. In addition, holders of options and warrants will sometimes sell short knowing they can, in effect, cover through the exercise of an option or warrant, thus locking in a profit. A significant number of short sales or a large volume of other sales within a relatively short period of time can create downward pressure on the market price of a security. Further sales of common stock issued upon exercise of our outstanding warrants could cause even greater declines in the price of our common stock due to the number of additional shares available in the market upon such exercise, which could encourage short sales that could further undermine the value of our common stock. You could, therefore, experience a decline in the value of your investment as a result of short sales of our common stock. We are exposed to risks related to the marketable securities we may purchase. We may invest cash not required to meet short- term obligations in short term marketable securities. We may purchase securities in United States government, government- sponsored agencies and highly rated corporate and asset- backed securities subject to an approved investment policy. Historically, investment in these securities has been highly liquid and has experienced only very limited defaults. However, recent volatility in the financial markets has created additional uncertainty regarding the liquidity and safety of these investments. Although we believe our marketable securities investments are safe and highly liquid, we cannot guarantee that our investment portfolio will not be negatively impacted by recent or future market volatility or credit restrictions. ~~Our management~~

team will have broad discretion over the use of the net proceeds from the sales of our securities. On March 12, 2021, we entered into an Underwriting Agreement (the " Underwriting Agreement ") with Oppenheimer & Co. Inc., as representative of the underwriters identified therein (collectively, the " Underwriters "), pursuant to which we agreed to issue and sell 1, 807, 143 shares of common stock, $ 0. 001 par value per share, at a public offering price of $ 7. 00 per share (the " Offering ") along with a 30- day overallotment option to purchase up to an additional 271, 071 shares of common stock at the public offering price, less underwriting discounts and commissions. The closing of the offering occurred on March 16, 2021, and the net proceeds to us (including exercise of the over- allotment option) were approximately $ 13. 5 million, after deducting placement agent fees and other offering expenses payable by us. Claims for indemnification by our directors and officers may reduce our available funds to satisfy successful stockholder claims against us and may reduce the amount of money available to us. As permitted by Section 102 (b) (7) of the Delaware General Corporation Law, our restated certificate of incorporation limits the liability of our directors to the fullest extent permitted by law. In addition, as permitted by Section 145 of the Delaware General Corporation Law, our restated certificate of incorporation and restated bylaws provide that we shall indemnify, to the fullest extent authorized by the Delaware General Corporation Law, each person who is involved in any litigation or other proceeding because such person is or was a director or officer of our company or is or was serving as an officer or director of another entity at our request, against all expense, loss or liability reasonably incurred or suffered in connection therewith. Our restated certificate of incorporation provides that the right to indemnification includes the right to be paid expenses incurred in defending any proceeding in advance of its final disposition, provided, however, that such advance payment will only be made upon delivery to us of an undertaking, by or on behalf of the director or officer, to repay all amounts so advanced if it is ultimately determined that such director is not entitled to indemnification. If we do not pay a proper claim for indemnification in full within 60 days after we receive a written claim for such indemnification, except in the case of a claim for an advancement of expenses, in which case such period is 20 days, our restated certificate of incorporation and our restated bylaws authorize the claimant to bring an action against us and prescribe what constitutes a defense to such action. 61Section -- **Section** 145 of the Delaware General Corporation Law permits a corporation to indemnify any director or officer of the corporation against expenses (including attorney' s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with any action, suit or proceeding brought by reason of the fact that such person is or was a director or officer of the corporation, if such person acted in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, if he or she had no reason to believe his or her conduct was unlawful. In a derivative action, (i. e., one brought by or on behalf of the corporation), indemnification may be provided only for expenses actually and reasonably incurred by any director or officer in connection with the defense or settlement of such an action or suit if such person acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be provided if such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which the action or suit was brought shall determine that the defendant is fairly and reasonably entitled to indemnity for such expenses despite such adjudication of liability. The **62The** rights conferred in the restated certificate of incorporation and the restated bylaws are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees and agents and to obtain insurance to indemnify such persons. We have entered into indemnification agreements with each of our officers and directors. The above limitations on liability and our indemnification obligations limit the personal liability of our directors and officers for monetary damages for breach of their fiduciary duty as directors by shifting the burden of such losses and expenses to us. Although we obtained coverage under our directors' and officers' liability insurance, certain liabilities or expenses covered by our indemnification obligations may not be covered by such insurance or the coverage limitation amounts may be exceeded. As a result, we may need to use a significant amount of our funds to satisfy our indemnification obligations, which could severely harm our business and financial condition and limit the funds available to stockholders who may choose to bring a claim against our company. Shares sold under **Risks Relating to Restatement of our Consolidated Financial StatementsWe have had to restate our previously issued consolidated financial statements and, as part of that process, have identified a material weakness in our internal control over financial reporting as of December 31, 2022. If we are unable to develop and maintain effective internal control over financial reporting, we may not be able to accurately report our financial results in a timely manner, which may adversely affect investor confidence in us and may adversely affect our business, financial condition and results of operations. A material weakness is a deficiency,** our - **or** ATM Sales Agreement **a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. Effective internal control over financial reporting is necessary for us to provide reliable financial reporting and prevent fraud. We continue to evaluate steps to remediate the material weakness. These remediation measures** may **be time consuming and costly, and there is no assurance that these initiatives will ultimately have the intended effects. Any failure to maintain effective internal control over financial reporting could adversely impact our ability to report our financial position and results from operations on a timely and accurate basis. If our financial statements are not accurate, investors may not have a complete understanding of our operations. Likewise, if our financial statements are not filed on a timely basis, we could** be subject to **sanctions** rescission rights and other penalties, requiring us to repurchase shares sold thereunder. In connection with our - **or investigations by** August 2021 Controlled Equity Offering Sales Agreement ( the **stock exchange** " Sales Agreement "), on **which** August 12, 2022, we became aware that our shelf registration statement on Form S- 3 (file number 333- 231923) (the " Registration Statement ") expired on June 21, 2022. Prior to becoming aware of the expiration, we sold an aggregate of 3, 117, 100 shares of our common stock **is listed** following the expiration of the Registration Statement and through August 12 , **the SEC** 2022 at an average price of approximately $ 1. 44 per share for - **or** an aggregate of approximately $ 4, 494, 496 (the **other** " Sales ") under **regulatory authorities. In either case,** the **there** Registration Statement pursuant to

~~the Sales Agreement. Because the Registration Statement had already expired, the Sales~~ could be ~~determined to be unregistered sales of securities, which could subject us to enforcement actions or penalties and fines by federal and / or state regulatory authorities. In accordance with Section 5 of the Securities Act, direct purchasers in the Sales may have rescission rights pursuant to which they may be entitled to recover the amount paid for such shares, plus statutory interest, upon returning the shares to us within one year from the transaction date. If all purchasers in the Sales demanded rescission and it was determined that every such purchaser was entitled to such rights, we may be obligated to repay~~ an ~~aggregate of approximately $ 4, 494, 496 for the Sales, excluding statutory interest. If purchasers successfully seek rescission and / or damages, and / or the SEC and / or state securities agencies impose financial penalties on us which are not covered by insurance, we may not have sufficient resources to make the necessary payments, and any such claims, damages or penalties could have a material~~ adverse effect on our ~~stock price,~~ business ~~prospects~~ , ~~results of operations, and~~ financial condition **and results of operations. Ineffective internal control over financial reporting could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock** . We ~~cannot predict~~ **can provide no assurance that** the ~~likelihood of~~ **measures we are taking and plan to take in the future will remediate the material weakness identified or that** any **additional material weaknesses or restatements of financial results will not arise in the future due to a failure to implement and maintain adequate internal control over financial reporting or circumvention of these controls. In addition, even if we are successful in strengthening our controls and procedures, in the future those controls and procedures may not be adequate to prevent or identify irregularities or errors or to facilitate the fair presentation of our consolidated financial statements. We may face litigation and other risks as a result of the restatement of our previously issued consolidated financial statements contained in Amendment No. 1 to the Form 10- K for the fiscal year ended December 31, 2022 and material weakness in our internal control over financial reporting. As part of the restatement of our previously issued consolidated financial statements contained in Amendment No. 1 to the Form 10- K for the fiscal year ended December 31, 2022, we identified a material weakness in our internal control over financial reporting. As a result of such material weakness, the restatement and other matters raised or that may in the future be raised by the SEC, we face potential for litigation or other disputes which may include, among others,** claims **invoking the federal and state securities laws, contractual claims or other claims arising from the restatement and the material weakness in** ~~or~~ **our** ~~actions being brought against us~~ **internal control over financial reporting and the preparation of** ~~or~~ **our financial statements. As of** the ~~amount~~ **date of this report, we have no knowledge** of any ~~penalties~~ **such litigation** or **dispute** ~~fines in connection with the Sales~~ . ~~Provisions of~~ **However, we can provide no assurance 63that such litigation or dispute will not arise in** the ~~Inflation Reduction ActCertain provisions of the recently enacted Inflation Reduction Act may~~ **future. Any such litigation or dispute, whether successful or not, could** adversely affect ~~the value of the Company. Small molecule companies over time which develop drugs may have to negotiate drug prices with Medicare and other government units seven years after they are first approved and have been marketed. Biologics are subject to such negotiations 12 years after they first approved and have been are marketed. Potential Big Pharma buyers of the company may be less willing to purchase or~~ **our business, financial condition and results of operations** ~~collaborate with the Company or may offer lower prices~~ . ~~62Item --~~ **Item** 1B. Unresolved Staff CommentsNone. Item ~~2~~ **1C** . ~~PropertiesWe lease~~ **CybersecurityWe recognize the critical importance of maintaining the trust and confidence of business partners, employees and patients, toward our business and are committed to protecting the confidentiality, integrity and availability of our business operations and systems. Our board of directors is actively involved in oversight of our risk management activities, and cybersecurity represents an important element of our overall approach to risk management. Our cybersecurity policies, standards, processes and practices are based on recognized frameworks established by the UK governments' National Cyber Security Centre and other applicable industry standards. In general, we seek to address cybersecurity risks through a comprehensive, cross-functional approach that is focused on preserving the confidentiality, security and availability of the information that we collect and store by identifying, preventing and mitigating cybersecurity threats and effectively responding to cybersecurity incidents when they occur. Cybersecurity Risk Management and Strategy; Effect of RiskWe face risks related to cybersecurity such as unauthorized access, cybersecurity attacks and other security incidents, including as perpetrated by hackers and unintentional damage** ~~our~~ - **or** ~~corporate headquarters in Berkeley Heights~~ **disruption to hardware and software systems** , ~~New Jersey~~ **loss of data, and misappropriation of confidential information. To identify and assess material risks from cybersecurity threats, we maintain a comprehensive cybersecurity program to ensure our systems are effective and prepared for information security risks, including regular oversight of our programs for security monitoring for internal and external threats to ensure the confidentiality and integrity of our information assets** . We ~~believe~~ **consider risks from cybersecurity threats alongside other company risks as part of our overall risk assessment process. We employ a range of tools and services, including regular network and endpoint monitoring, audits, vulnerability assessments, and penetration testing to inform our risk identification and assessment. As discussed in more detail under " Cybersecurity Governance " below, our audit committee provides oversight of our cybersecurity risk management and strategy processes, which are led by our Chief Financial Officer. We also identify our cybersecurity threat risks by comparing our processes to standards set by the UK governments' National Cyber Security Centre. To provide for the availability of critical data and systems, maintain regulatory compliance, manage our material risks from cybersecurity threats, and protect against and respond to cybersecurity incidents, we undertake the following activities: ● monitor emerging data protection laws and implement changes to our processes** that ~~our existing facilities~~ are ~~adequate~~ **designed** to ~~accommodate~~ **comply with such laws; ● through** our **policies** ~~business needs. Item 3. Legal ProceedingsFrom time to time~~ , **practices and contracts (as** ~~we may be involved in routine litigation incidental to the conduct of our business. As of December 31, 2022, we were not a party to any material legal proceedings. Item 4. Mine Safety DisclosuresNot~~ applicable ~~. PART IIItem 5. Market~~ **), require employees, as well as third parties that provide services on**

**our behalf, to treat confidential information and data with care; ● employ technical safeguards that are designed to protect our information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti- malware functionality and access controls, which are evaluated and improved through vulnerability assessments and cybersecurity threat intelligence; ● provide regular training** for ~~Registrant' s Common Equity~~ **our employees regarding cybersecurity threats as a means to equip them with effective tools to address cybersecurity threats** , ~~Related Stockholder Matters~~ and **to communicate our evolving** ~~Issuer Purchases of Equity SecuritiesMarket InformationOur --~~ **information** ~~common stock~~ **security policies, standards, processes and practices; ● leverage the National Cyber Security Centre incident handling framework to help us identify, protect, detect, respond and recover when there** is ~~traded on The Nasdaq Capital Market, or Nasdaq, under the symbol " CYCC ". Our preferred stock currently trades on Nasdaq under the symbol " CYCCP ". Holders of Common StockOn March 6, 2023, we had approximately 19 registered holders of record of our 12, 539, 189 shares of common stock outstanding. On March 6, 2023, the closing sale price of our common stock as reported by NASDAQ was $ 0. 7485 per share. DividendsWe have never declared nor paid any~~ **an actual** ~~cash dividends on our~~ **or** ~~common stock~~ **potential cybersecurity incident;** ~~and~~ **and64** ~~do not currently anticipate declaring or paying any cash dividends on our outstanding shares of common stock in the foreseeable future. We are, however, required to make or accrue quarterly dividend payments on our Preferred Stock. Except for dividends that may be paid on the Preferred Stock, we currently intend to retain all of our future earnings, if any, to finance operations. Any future determination relating to our dividend policy will be made at the discretion of our Board of Directors and will depend on a number of factors, including future earnings, capital requirements, financial conditions, future prospects, contractual restrictions and other factors that our Board of Directors may deem relevant. Item 6. [ Reserved ] Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations Cautionary Statement Regarding Forward- Looking StatementsThis report contains certain statements that may be deemed " forward- looking statements" within the meaning of United States securities laws. All statements, other than statements of historical fact, that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future are forward- looking 63~~