Risk Factors Comparison 2024-02-28 to 2023-03-01 Form: 10-K

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Investing in our common stock **carries significant** ~~involves a high degree of risk~~ **risks** . ~~You should~~ **Before investing,** carefully ~~consider~~ **review** the risks and uncertainties **outlined** ~~described below, together with all of the other information~~ in this Annual Report, including our financial statements and related notes **. These risks are not exhaustive** , ~~before investing~~ **and others not currently known to us could also impact our business and reputation. If any of these risks materialize, it could harm our business, financial condition, liquidity, cash flows, or results of operations, potentially leading to a decline** in **the price of** our common stock ~~. The risks~~ and **a** ~~uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that affect us. If any of the following risks occur, our business, operating results and prospects could be materially harmed. In that event, the price of our common stock could decline, and you could lose~~ **loss of** part or all of your investment. Summary Risk Factors Below is a summary of the principal risk factors in each risk category that could adversely affect our business, operations, and financial results. Risks related to the commercialization of COSELA • We depend almost entirely on the commercial success of COSELA. • COSELA may fail to achieve the degree of market acceptance for commercial success. • We may not be able to effectively sell or market COSELA, or generate substantial product revenues. • COSELA may become subject to unfavorable pricing regulations or third- party coverage and reimbursement policies. • We face substantial competition. • We must comply with post- approval development and regulatory requirements to maintain FDA approval of COSELA. • ~~Product liability lawsuits against us could cause us to incur substantial liabilities. • If we violate the guidelines pertaining to promotion and advertising, we may be subject to disciplinary action. •~~ Our relationships with customers and third- party payors will be subject to applicable anti- kickback, fraud and abuse and other healthcare laws and regulations, which could expose us to criminal sanctions, civil penalties, contractual damages, reputational harm and diminished profits and future earnings. **• Any significant cost increases or shortages in the supply of chemotherapy products containing platinum / etoposide or topotecan could have an adverse impact on our customers' abilities to order and administer COSELA** Risks related to our financial position and need for additional capital: • We may need **substantial** additional funding. • We expect to incur losses for the foreseeable future and may never achieve or maintain profitability. • Raising additional capital may cause dilution to our stockholders, restrict our operations or require us to relinquish rights. • Our **level** ~~limited operating history may make it difficult for you to evaluate the success~~ of **indebtedness and debt service obligations could adversely affect** our ~~business. • Our~~ financial condition ~~raises substantial doubt as to our ability to continue as a going concern~~ . Risks related to development of COSELA: • If we are unable to successfully develop and commercialize COSELA, our business will be materially harmed. • Delays in the enrollment of patients in clinical trials, may delay or prevent our plans. • Initial success in our ongoing clinical trials may not be indicative of results obtained when these trials are completed. • We may incur additional costs or experience delays in completing the development and may ultimately be unable to obtain the approval COSELA in additional indications. Risks related to additional marketing ~~approval~~ **approvals** of COSELA: • If we are not able to obtain, or if there are delays in obtaining ~~,~~ the additional required marketing approvals, we will not be able to broadly commercialize COSELA, and our ability to generate revenue will be materially impaired **. • COSELA is subject to extensive post- marketing regulatory requirements and could be subject to additional post- marketing restrictions or withdrawal from the market, and we may be subject to penalties if we fail to comply with regulatory requirements or if we experience unanticipated problems with COSELA** . • COSELA may cause undesirable side effects that could delay or prevent additional marketing approvals, limit the commercial profile of additional approved labels, or result in significant negative consequences following additional marketing approvals, if any. ~~• COSELA is subject to extensive post- marketing regulatory requirements and could be subject to additional post- marketing restrictions or withdrawal from the market, and we may be subject to penalties if we fail to comply with regulatory requirements or if we experience unanticipated problems with COSELA.~~ Risks related to employee matters, managing growth and other risks related to our business: • We currently have a limited number of employees, and our future success depends on our ability to retain key executives and to attract, retain and motivate qualified personnel ~~. • We face risks related to health epidemics and outbreaks, including the novel coronavirus (COVID- 19), which could significantly disrupt our preclinical studies and clinical trials. • We expect to potentially implement sales, marketing and distribution capabilities, and as a result, we may encounter difficulties in managing our growth, which could disrupt our operations~~ . Risks related to our dependence on third parties: • We rely on, and expect to continue to rely on, third parties to conduct our clinical trials for COSELA. If these third parties do not successfully carry out their contractual duties, comply with regulatory requirements or meet expected deadlines, we may not be able to obtain additional marketing approval for or commercialize COSELA, and our business could be substantially harmed. • We contract with third parties for the manufacture of COSELA for preclinical studies and clinical trials. This reliance on third parties increases the risk that we will not have sufficient quantities of COSELA or drugs or such quantities at an acceptable cost, which could delay, prevent or impair our development or commercialization efforts. • The third parties upon which we rely for the supply of the drug substance ~~,~~ and drug ~~products~~ **product** are our sole sources of supply and have limited capacity, and the loss of any of these suppliers could harm our business. Risks related to our intellectual property: • If we are unable to obtain **, enforce,** and maintain intellectual property protection for our **current or future** technology and products, or if the scope of the intellectual property protection obtained is not sufficiently broad, our competitors could commercialize technology and products similar or identical to ours, and our ability to successfully commercialize our technology and products may be impaired and, if we infringe the valid patent rights of others, we may be

prevented from making, using or selling our products or may be subject to damages or penalties. • We may become involved in administrative adversarial proceedings in the U. S. PTO or in the patent offices of foreign countries brought by a third party to attempt to cancel or invalidate our patent rights, which could be expensive, time consuming and cause a loss of patent rights. • We may have to file one or more lawsuits in court to prevent a third party from selling a product or using a product in a manner that infringes our patent, which could be expensive, time consuming and unsuccessful, and ultimately result in the loss of our proprietary market. **• Applicable regulatory authorities, including the FDA and the USPTO in the United States, may not agree with our assessment of whether applicable extensions should be granted, and even if granted, the length of such extensions. Further, if our patent is extended, the patent, including the extended portion of the patent, may be held invalid or unenforceable by a court of final jurisdiction in the United States or a foreign country. • Any of our patents, including patents that we may rely on to protect our market for approved drugs, may be held invalid or unenforceable by a court of final jurisdiction. Alternatively, we may decide that it is in our interest to settle a litigation in a manner that affects the term or enforceability of our patent.** Risks related to our common stock: • The price of our common stock may be volatile and fluctuate substantially. ~~• Provisions in our corporate charter documents and under Delaware law could make an acquisition of our company, which may be beneficial to our stockholders, more difficult and may prevent attempts by our stockholders to replace or remove our current management.~~ For a more complete discussion of the material risks facing our business, see below. We depend almost entirely on the commercial success of COSELA. There is no assurance that our commercialization efforts in the U. S. **for COSELA will succeed or that we will be able to generate revenues necessary to support our goals. There is no guarantee that we will be successful in our commercialization efforts** with respect to COSELA ~~will be successful or that we will be able to generate revenues at the levels or within the timing we expect or at the levels or within the timing necessary to support our goals. In 2022, we have generated $ 31. 3 million in revenues from the sale of COSELA. COSELA was approved by the FDA in February 2021 and was commercially available in the U. S. on March 2, 2021~~ . There is no assurance that the sales of COSELA will grow on the timing we anticipate. We may encounter delays or hurdles related to our sales efforts that affect **the** amount of revenue generated and the timing of such revenue. Our business currently depends heavily on our ability to successfully commercialize COSELA in the U. S. to treat patients with ES- SCLC. ~~We may never be able to successfully commercialize COSELA or meet our expectations with respect to revenues. Prior to COSELA, we never marketed, sold or distributed for commercial use any pharmaceutical product.~~ There is no guarantee that the infrastructure, systems, processes, policies, personnel, relationships and materials we have built for the commercialization of COSELA in the U. S. will be sufficient for us to achieve success at the levels we expect. ~~Additionally~~ **Our results may also be negatively impacted if we have not adequately sized our field teams** , ~~of~~ **if our physician segmentation and targeting strategy is inadequate,or if we encounter deficiencies or inefficiencies in our infrastructure or processes.** ~~these~~ **These** issues could ~~impair~~ **hinder** our ability to successfully commercialize COSELA **,** ~~or to~~ generate ~~substantial~~ **significant** revenues or profits **,** or ~~to~~ meet our expectations ~~with respect to the~~ **regarding revenue or profit** ~~amount~~ **amounts** or timing ~~of revenue or profits~~ .Any issues or hurdles related to our commercialization efforts may materially adversely affect our business,results of operations,financial condition and prospects ~~.There is no guarantee that we will be successful in our commercialization efforts with respect to COSELA~~ .Our COSELA commercialization efforts may fail to achieve the degree of market acceptance by physicians,patients,third- party payors and others in the medical community necessary for commercial success.Our COSELA commercialization efforts may fail to gain sufficient market acceptance by physicians,patients,third- party payors and others in the medical community **.** ~~healthcare~~ **Healthcare** providers may not accept a ~~new~~ **change in** treatment paradigm for patients with ES- SCLC. We may also encounter challenges related to reimbursement of COSELA ~~, even as we have had positive early indications from payors,~~ including potential limitations in the scope, breadth, availability, or amount of reimbursement covering COSELA. Similarly, healthcare settings or patients may determine that the financial burdens of treatment are not acceptable . Our results may also be negatively..... payors and others in the medical community . If COSELA does not achieve an adequate level of acceptance, we may not generate significant product revenues and we may not become profitable. The degree of market acceptance of COSELA and will depend on a number of factors, including: • the timing of our receipt of any additional marketing approvals; • the terms of any approvals and the countries in which approvals are obtained; • the efficacy and safety and potential advantages and disadvantages compared to alternative treatments; • the prevalence and severity of any side effects associated with COSELA; • adverse publicity about COSELA, including the discontinuation of the ~~trial~~ **trials** ~~in first line metastatic colorectal cancer~~ , or favorable publicity about competing products; • our ability to offer COSELA for sale at competitive prices; • the convenience and ease of administration compared to alternative treatments; • the willingness of the target patient population to try new therapies and of physicians to prescribe these therapies; • the success of our physician education programs; • the strength of our marketing and distribution support; • the availability of third- party coverage and adequate reimbursement, including patient cost- sharing programs such as copays and deductibles; and • any restrictions on the use of COSELA together with other medications. If COSELA fails to achieve market acceptance, it could have a material and adverse effect on our business, financial condition, results of operation and prospects. If we are unable to enhance our sales or marketing capabilities **, we may not be able** ~~or enter into agreements with third parties~~ to **effectively** sell or market COSELA ~~, we may not be able to effectively sell or market COSELA, if approved,~~ or generate substantial product revenues. To achieve commercial success for COSELA, we must continue to develop our sales, marketing, managerial, and other non- technical capabilities ~~or make arrangements with third parties to perform these services. There are risks involved with both maintaining our own sales and marketing capabilities and entering into arrangements with third parties to perform these services~~ . Factors that may inhibit our efforts to commercialize COSELA on our own include: • our inability to retain adequate numbers of effective sales and marketing personnel; • the inability of sales personnel to obtain access to physicians or persuade adequate numbers of physicians to prescribe COSELA; • the lack of complementary drugs to be offered by sales personnel, which may put us at a competitive disadvantage relative to companies with more extensive product lines; and • unforeseen costs and

expenses associated with creating an independent sales and marketing organization ~~. In addition, we may not be successful in entering into arrangements with third parties to market and distribute COSELA or may be unable to do so when needed or on terms that are favorable to us. We likely will have little control over such third parties, and any of them may fail to devote the necessary resources and attention to market and distribute our products effectively. If we do not establish sales, marketing, and distribution capabilities successfully, either on our own or in collaboration with third parties, we will not be successful in commercializing COSELA to receive marketing approval or any such commercialization may experience delays or limitations~~. If we are not successful in commercializing COSELA, either on our own or through collaborations with one or more third parties, our business, results of operations, financial condition and prospects will be materially adversely affected. If market opportunities for COSELA are smaller than we estimate or if any FDA approval that we receive for additional indications for COSELA ~~are~~ **is** based on a narrower definition of the patient population, our revenues may be substantially lower than we estimate. We are focused on the development and commercialization of COSELA ~~, the first and only therapy indicated to proactively help protect bone marrow from the damage of chemotherapy~~. We have estimated the number of people who have cancer or will develop cancer and have estimated ~~those~~ -- **the amount of approved patient populations** who could benefit from COSELA. However, our estimates, which have been developed from a number of sources, may ultimately be inaccurate. Our estimates may change because of novel studies, the number of potential patients may be fewer than contemplated, ~~the~~ **any** additional indications for COSELA approved by FDA may be based on a narrower definition of the patient population than we have estimated, patients may not be receptive to treatment with COSELA, patients may select our competitors' products instead of ours, or it may be more difficult to identify the potential patient population than anticipated, all of which could cause the market opportunities for COSELA to be more limited than we predicted and adversely impact our business and profitability. ~~Even if we are able to commercialize~~ COSELA ~~, it~~ may become subject to unfavorable pricing regulations or third- party coverage and reimbursement policies, which would harm our business. The regulations that govern marketing approvals, pricing and reimbursement for new drugs vary widely from country to country. Some countries require approval of the sale price of a drug before it can be marketed. In many countries, the pricing review period begins after marketing approval is granted. In some foreign markets, prescription pharmaceutical pricing remains subject to continuing governmental control even after initial approval is granted. As a result, we might obtain marketing approval for COSELA in a particular country, but then be subject to price regulations that delay our commercial launch, possibly for lengthy time periods, and negatively impact the revenues we are able to generate from the sale of COSELA in that country. Adverse pricing limitations may hinder our ability to recoup our investment in COSELA ~~, even if marketing approval is obtained~~. Our ability to commercialize COSELA successfully also will depend in part on the extent to which coverage and reimbursement for COSELA and related treatments will be available from government authorities, private health insurers and other organizations. In the United States, the principal decisions about reimbursement for new medicines are typically made by the **Centers for Medicare & Medicaid Services ("** CMS **")**, an agency within the U. S. Department of Health and Human Services, as CMS decides whether and to what extent a new medicine will be covered and reimbursed under Medicare. Private payors tend to follow CMS to a substantial degree. It is difficult to predict ~~what~~ CMS ~~will decide~~ **policies or decisions** with respect to reimbursement. Reimbursement agencies in Europe may be more conservative than CMS. For example, a number of cancer drugs are generally covered and paid for in the United States, but have not been approved for reimbursement in certain European countries. A primary trend in the U. S. healthcare industry and elsewhere is cost containment. Government authorities and third- party payors have attempted to control costs by limiting coverage and the amount of payments for particular drugs. Increasingly, third- party payors are requiring that drug companies provide them with predetermined discounts from list prices and are challenging the prices charged for drugs. We cannot be sure that coverage will be available for COSELA and, if coverage is available, the level of payments. Reimbursement may impact the demand for, or the price of, COSELA. If reimbursement is not available or is available only to limited levels, we may not be able to successfully commercialize COSELA. In addition to CMS and private payors, professional organizations such as the National Comprehensive Cancer Network and the American Society of Clinical Oncology can influence decisions about reimbursement for medicines by determining standards of care. Many private payors contract with commercial vendors who sell software that provide guidelines that attempt to limit utilization of, and therefore reimbursement for, certain products deemed to provide limited benefit to existing alternatives. Such organizations may set guidelines that limit reimbursement or utilization of our products. There may be significant delays in obtaining reimbursement for ~~newly~~ approved drugs, and coverage may be more limited than the purposes for which the drug is approved by the FDA or similar regulatory authorities outside the United States. Moreover, eligibility for reimbursement does not imply that any drug will be paid for in all cases or at a rate that covers our costs, including research, development, manufacture, sale and distribution. Interim reimbursement levels for new drugs, if applicable, may also not be sufficient to cover our costs and may not be made permanent. Reimbursement rates may vary according to the use of the drug and the clinical setting in which it is used, may be based on reimbursement levels already set for lower cost drugs and may be incorporated into existing payments for other services. Net prices for drugs may be reduced by mandatory discounts or rebates required by government healthcare programs or private payors and by any future relaxation of laws that presently restrict imports of drugs from countries where they may be sold at lower prices than in the United States. Our inability to promptly obtain coverage and profitable payment rates from both government- funded and private payors for any approved drugs that we develop could have a material adverse effect on our operating results, our ability to raise capital needed to commercialize drugs and our overall financial condition. ~~Product liability lawsuits against us could cause us to incur substantial liabilities and to limit commercialization of any products that we may develop. We face an inherent risk of product liability exposure related to the evaluation of COSELA in human clinical trials and will face an even greater risk if we commercially sell any products that we may develop. If we cannot successfully defend ourselves against claims that COSELA caused injuries, we will incur substantial liabilities. Regardless of merit or eventual outcome, liability claims may result in: • decreased demand for COSELA or products that we may develop; • injury to our reputation and significant negative media~~

~~attention; • withdrawal of clinical trial participants; • significant costs to defend the related litigation; • substantial monetary awards to trial participants or patients; • loss of revenue; • reduced resources of our management to pursue our business strategy; and • the inability to successfully commercialize any products that we may develop. We currently hold $ 10. 0 million in product liability insurance coverage in the aggregate, with a per incident limit of $ 10. 0 million, which may not be adequate to cover all liabilities that we may incur. We may need to increase our insurance coverage as we expand our clinical trials. Insurance coverage is increasingly expensive. We may not be able to maintain insurance coverage at a reasonable cost or in an amount adequate to satisfy any liability that may arise.~~ If we or any of our future partners violate the ~~guidelines~~ **rules or regulations** pertaining to promotion and advertising of COSELA, we or they may be subject to disciplinary action by the FDA' s Office of Prescription Drug Promotion ~~(OPDP)~~ or other regulatory authorities. The FDA' s Office of Prescription Drug Promotion (**"** OPDP **"**), is responsible for reviewing prescription drug advertising and promotional labeling to ensure that the information contained in these materials is not false or misleading. There are specific disclosure requirements, and the applicable regulations mandate that advertisements cannot be false or misleading or omit material facts about the product. Prescription drug promotional materials must present a fair balance between the drug' s effectiveness and the risks associated with its use. Most ~~warning~~ **enforcement** letters from OPDP cite inadequate disclosure of risk information **or misleading presentations about a product' s efficacy. In addition, although physicians may prescribe legally available products for off- label uses under professional practice guidelines, manufacturers may not market or promote such uses. Companies may, however, share truthful and not misleading information that is consistent with the product' s labeling** . OPDP prioritizes its actions based on the degree of risk to the public health, and often focuses on newly introduced drugs and those associated with significant health risks. ~~There are~~ **OPDP issues** two types of **public** letters **for** ~~that OPDP typically sends to companies that violate its~~ drug advertising **violations** ~~and promotional guidelines~~ : untitled letters and warning letters. ~~In the case of an untitled~~ **Untitled** ~~letter~~ **letters** ~~, OPDP typically alerts~~ **alert** ~~the drug company~~ **companies** of ~~the~~ **potential** ~~violation~~ **violations** and ~~issues a directive~~ --- **direct them** to refrain from future violations, **while** ~~but does not typically demand other corrective action. A~~ warning ~~letter~~ **letters are** ~~is typically~~ issued **for** ~~in cases that are~~ more serious ~~or where~~ **offenses and typically request corrective actions be taken by** the company ~~is a repeat offender~~ . Although we have not received any such letters from OPDP, we or any of our future partners may inadvertently violate OPDP' s ~~guidelines~~ **rules and regulations** in the future ~~and be subject to an OPDP untitled letter or warning letter~~ , which may have a negative impact on our business. We face substantial competition, which may result in others discovering, developing or commercializing competing products before or more successfully than we do. The development and commercialization of new drug products is highly competitive. We face competition with respect to COSELA from major pharmaceutical companies, specialty pharmaceutical companies and biotechnology companies worldwide. There are a number of large pharmaceutical and biotechnology companies that currently market and sell products or are pursuing the development of products for the treatment of the disease indications for which we are developing COSELA. Some of these competitive products and therapies are based on scientific approaches that are the same as or similar to our approach, and others are based on entirely different approaches. Potential competitors also include academic institutions, government agencies and other public and private research organizations that conduct research, seek patent protection and establish collaborative arrangements for research, development, manufacturing and commercialization. Specifically, there are a large number of companies developing or marketing treatments for cancer, including many major pharmaceutical and biotechnology companies. COSELA competes with (a) existing growth factor support treatments, and (b) multiple approved drugs or drugs that may be approved in the future for indications for which we may develop COSELA. Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize products that are safer, more effective, have fewer or less severe side effects, are more convenient or are less expensive than any products that we may develop. Our competitors also may obtain FDA or other marketing approval for their products more rapidly than we may obtain approval for additional indications, which could result in our competitors establishing a strong market position before we are able to enter the market and / or slow our marketing approval. Some of the important competitive factors affecting the success of ~~all~~ COSELA are likely to be their efficacy, safety, convenience, price and the availability of reimbursement from government and other third- party payors. Many of the companies against which we are competing or against which we may compete in the future have significantly greater financial resources and expertise in research and development, manufacturing, preclinical studies, conducting clinical trials, obtaining marketing approvals and marketing approved products than we do. Mergers and acquisitions in the pharmaceutical and biotechnology industries may result in even more resources being concentrated among a smaller number of our competitors. Smaller and early- stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These third parties compete with us in recruiting and retaining qualified scientific and management personnel, establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs. Even though COSELA received approval by the FDA, we must still comply with post- approval development and regulatory requirements to maintain that approval and, if we fail to do so, FDA could withdraw its approval of COSELA, which would lead to substantially lower revenues. As a condition of the **initial marketing** approval of COSELA, we ~~are~~ **were** required to (i) conduct a study in a sufficient number of adult patients with extensive stage- small cell lung cancer undergoing chemotherapy to evaluate the impact of COSELA on disease progression or survival in patients with chemotherapy- induced myelosuppression treated with a platinum / etoposide- containing regimen or topotecan- containing regimen with at least 2 years of follow- up **,** (ii) conduct an in vitro metabolism study and CYP phenotyping study at clinically relevant concentrations to appropriately determine major metabolic pathway for COSELA ~~.~~ **, and** ~~Characterize~~ **characterize** the formation of the major circulating metabolite of trilaciclib, M8, using the purified M8 compound with a validated bioanalytical method ~~)~~, (iii) conduct an in vitro Drug- Drug Interaction (DDI) study to evaluate the major circulating metabolite of COSELA, M8, as an inhibitor for major CYP enzymes and drug transporters, and (iv) conduct a clinical trial to evaluate the effect of hepatic impairment on the pharmacokinetics and

safety of COSELA. **Except for the clinical study noted in (i) above, we have completed the other post- marketing requirements attached to our NDA approval and submitted them to the FDA for review.** The FDA may withdraw approval of COSELA if **evidence generated from** ~~, for example,~~ the **post-** ~~trial required to verify the predicted clinical benefit fails to verify such benefit or does not demonstrate sufficient clinical benefit to justify the risks associated with COSELA. The FDA may also withdraw~~ approval **studies** ~~if other evidence~~ demonstrates that COSELA is not shown to be safe or effective under the conditions of use, we ~~fail to conduct any required post approval trial of COSELA with due diligence or we~~ disseminate false or misleading promotional materials relating thereto ~~. With the exception of the clinical study noted in (i) above~~ , **among** ~~we have completed the~~ other ~~requirements and submitted~~ **potential administrative actions that could be taken against** ~~them~~ **the drug product** ~~to the FDA for~~ **or** ~~review~~ **against our company** . Our relationships with customers and third- party payors are subject to applicable anti- kickback, fraud and abuse and other healthcare laws and regulations, which could expose us to criminal sanctions, civil penalties, contractual damages, reputational harm and diminished profits and future earnings. As we ~~are commercializing~~ **commercialize** COSELA, we are subject to additional healthcare statutory and regulatory requirements and enforcement by federal government and the states and foreign governments in the jurisdictions in which we conduct our business. Healthcare providers, physicians and third- party payors play a primary role in the recommendation and prescription of COSELA. Our arrangements with third- party payors and customers expose us to broadly applicable fraud and abuse and other healthcare laws and regulations that constrain the business or financial arrangements and relationships through which we market, sell and distribute any products for which we obtain marketing approval. Restrictions under applicable federal and state healthcare laws and regulations include the following: • the federal Anti- Kickback Statute **which** prohibits, among other things, persons **or entities** from knowingly and willfully soliciting, offering, receiving or ~~paying~~ **providing any** remuneration **(including any kickback, bribe or certain rebates)** , directly or indirectly, **overtly or covertly,** in cash or in kind, ~~to induce or reward, or~~ in return for, either the referral of an individual **or the purchase, lease, or order, or arranging** for ~~,~~ or **recommending** the purchase, **lease, or** order ~~or recommendation~~ of ~~,~~ any good **, facility, item** or service, for which payment may be made **, in whole or in part,** under a federal healthcare program such as Medicare and Medicaid ~~; a~~ **. A** person or entity does not need to have actual knowledge of the **federal Anti- Kickback** ~~statute~~ **Statute** or specific intent to violate it in order to have committed a violation; • the federal false claims laws ~~impose criminal and~~ **, including the** civil **False Claims Act, and civil monetary** penalties **laws** , **which prohibit** ~~including civil whistleblower or qui tam actions~~ , ~~against~~ **among other things,** individuals or entities ~~for~~ **from** knowingly presenting, or causing to be presented, to the federal government, claims for payment **or approval** that are false or fraudulent ~~or~~ **, knowingly** making **, using or causing to be made or used, a false record or statement material to a false or fraudulent claim, or from knowingly making or causing to be made** a false statement to avoid, decrease or conceal an obligation to pay money to the federal government ~~; in~~ **. In** addition, the government may assert that a claim including items ~~and~~ **or** services resulting from a violation of the federal Anti- Kickback Statute constitutes a false or fraudulent claim for purposes of the **civil** False Claims Act; • ~~the federal Health Insurance Portability and Accountability Act of 1996, or~~ HIPAA, **which** imposes criminal and civil liability for **, among other things, knowingly and willfully** executing **, or attempting to execute,** a scheme to defraud any healthcare benefit program, or knowingly and willfully falsifying, concealing or covering up a material fact or making any materially false statement **,** in connection with the delivery of **,** or payment for **,** healthcare benefits, items or services ~~;~~ **.** ~~similar~~ **Similar** to the federal Anti- Kickback Statute, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation; • the federal ~~physician~~ **Physician** ~~payment~~ **Payments** ~~transparency requirements, sometimes referred to as the "~~ Sunshine Act ~~" under the Patient Protection and Affordable Care Act~~ , **which requires certain** ~~as amended by the Health Care and Education Reconciliation Act of 2010, or collectively the ACA,~~ require manufacturers of drugs, devices, biologics and medical supplies ~~that are reimbursable~~ **for which payment is available** under Medicare, Medicaid ~~,~~ or the Children' s Health Insurance Program **, with certain exceptions,** to report **annually** to ~~the Centers for Medicare & Medicaid Services, or~~ CMS ~~,~~ information related to payments and other **"** transfers of value **"** to physicians **(defined to include doctors, dentists, optometrists, podiatrists and chiropractors), certain advanced nonphysician practitioners,** and teaching hospitals ~~and the~~ **, as well as** ownership and investment interests ~~of~~ **held by** physicians and their immediate family members ~~in such manufacturers~~ ; • ~~HIPPA~~ **HIPAA** , as amended by **HITECH** ~~the Health Information Technology for Economic and Clinical Health Act~~ and its implementing regulations, which also imposes obligations on certain covered entity healthcare providers, health plans, and healthcare clearinghouses as well as their business associates that perform certain services involving the use or disclosure of individually identifiable health information, including mandatory contractual terms, with respect to safeguarding the privacy, security and transmission of individually identifiable health information; • analogous state and foreign laws and regulations, such as state anti- kickback and false claims laws, may apply to sales or marketing arrangements and claims involving healthcare items or services reimbursed by non- governmental third- party payors, including private insurers; • some state laws require pharmaceutical companies to comply with the pharmaceutical industry' s voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government and may require drug manufacturers to report information related to payments and other transfers of value to physicians and other healthcare providers or marketing expenditures; **• some state laws that require pharmaceutical companies to report information on the pricing of certain drug products; and some state and local laws that require the registration of pharmaceutical sales representatives;** and • state and foreign laws also govern the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways and often are not preempted by HIPAA, thus complicating compliance efforts. Efforts to ensure that our **current and future** business arrangements with third parties **will** comply with applicable healthcare **and privacy** laws and regulations **will** involve **ongoing** substantial costs. It is possible that governmental authorities ~~may~~ **will** conclude that our business practices may not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations are found to be in violation of any of these laws or any other governmental regulations that may apply to us, we

may be subject to significant **penalties, including** civil, criminal and administrative penalties, damages, fines, **disgorgement,** imprisonment, exclusion ~~of products~~ from **participation in** government **-** funded healthcare programs, such as Medicare and Medicaid, **integrity oversight and reporting obligations, contractual damages, reputational harm, diminished profits and future earnings** and the curtailment or restructuring of our operations. ~~If~~ **Defending against any such actions can be costly and time- consuming and may require significant financial and personnel resources. Therefore, even if we are successful in defending against any such actions that may be brought against us, our business may be impaired. Further, if** any of the physicians or other healthcare providers or entities with whom we expect to do business ~~is~~ **are** found to **violate** ~~be not in compliance with~~ applicable laws **or regulations**, they may be subject to **significant** criminal, civil or administrative sanctions, including exclusions from government **-** funded healthcare programs. Governments outside the United States tend to impose strict price controls, which may adversely affect our revenues, if any. In some countries, particularly the countries of the **EU** ~~European Union~~, the pricing of prescription pharmaceuticals is subject to governmental control. In these countries, pricing negotiations with governmental authorities can take considerable time after the receipt of marketing approval for a product. To obtain reimbursement or pricing approval in some countries, we may be required to conduct a clinical trial that compares the cost- effectiveness of COSELA to other available therapies. If reimbursement of COSELA is unavailable or limited in scope or amount, or if pricing is set at unsatisfactory levels, our business could be harmed, possibly materially. **Any significant cost increases or shortages in platinum / etoposide or topotecan chemotherapy could hinder our customers' ability to order and administer COSELA, potentially affecting its sales. As COSELA' s efficacy relies on its administration in conjunction with specific chemotherapy regimens containing platinum / etoposide or topotecan, any significant cost increases or supply shortages of these chemotherapy products could have an adverse impact on our customers' abilities to order and administer COSELA, and as a result, could impact the sales of COSELA. If manufacturers face production challenges for these chemotherapy products due to supply chain disruptions or manufacturing issues, or if customers struggle to obtain an adequate supply due to price fluctuations or shortages, they may reduce orders of COSELA. This could lead to treatment delays or disruptions for ES- SCLC, affecting patient outcomes and treatment schedules. As of the date of this report, the FDA has reported shortages in the supply of certain platinum- based chemotherapy products, including Cisplatin (since February 2023) and Carboplatin (since April 2023). We are actively monitoring any issues related to the availability of these chemotherapy products and their potential impact on the use of COSELA. Any significant disruption in the supply chain or demand for these chemotherapy products could adversely impact our sales of COSELA and therefore adversely affect our business, results of operations, and financial conditions.** We will need substantial additional funding. If we are unable to raise capital when needed, we would be compelled to delay, reduce or eliminate our product development programs or commercialization efforts. **Developing** ~~The development of~~ pharmaceutical drugs is a capital- intensive venture. We expect ~~our~~ **increasing** expenses **for** ~~to continue to increase along with~~ our ongoing activities, particularly as we support commercial activities ~~and~~ **,** conduct ~~larger- scale~~ clinical trials ~~of~~ , and seek marketing approval for, COSELA in **any** additional indications. For example, we expect to incur significant COSELA commercialization expenses related to product sales, marketing, manufacturing and distribution. We may also need to raise additional funds ~~sooner if we choose~~ to pursue ~~additional~~ **new** indications and / or geographies for COSELA or otherwise **if we** expand more rapidly than **currently** ~~we presently anticipate~~ **anticipated**. Furthermore, we have incurred, and expect to continue to incur, additional costs associated with operating as a public company. Accordingly, we will need to obtain substantial additional funding in connection with our continuing operations **and to achieve our business objectives**. If we are unable to raise capital when needed or on attractive terms, we would be forced to delay, reduce or eliminate our clinical programs, development efforts or any future commercialization efforts ~~. As of December 31, 2022, we had cash and cash equivalents of $ 94. 6 million and marketable securities of $ 50. 5 million. We believe that, based upon our current operating plan, our existing capital resources will not be sufficient to fund our planned operations and remain in compliance with our objective financial covenants for the next 12 months from the date of issuance of these financial statements. Our future capital requirements and the period for which we expect our existing resources to support our operations may vary significantly from what we expect. Our monthly spending levels vary based on new and ongoing commercialization expenses, research and development, and other corporate activities~~. Because the length of time and activities associated with successful commercialization ~~and~~ **,** research and development of COSELA is highly uncertain, we are unable to estimate the actual funds we will require ~~for commercialization and development of COSELA~~. **Our** ~~In addition, our~~ future capital ~~requirements~~ **needs** will depend on ~~many~~ **several** factors ~~,~~ and could increase significantly **due to various reasons** ~~as a result of many factors~~, including: • the costs of commercialization activities, including product sales, marketing, manufacturing and distribution of COSELA **for which we received marketing approval or any of our product candidates** for which we receive marketing approval; • the scope, progress, results and costs of **nonclinical** development, laboratory testing and clinical trials for COSELA; • the scope, prioritization and number of our research and development programs; • the costs, timing and outcome of regulatory review of COSELA; • the extent to which we enter into non- exclusive, jointly funded clinical research collaboration arrangements, if any, for the development of COSELA in combination with other companies' products; • our ability to establish **such** ~~collaboration~~ **collaborative co- development** arrangements ~~for the development of COSELA~~ on favorable terms, if at all; • the achievement of milestones or occurrence of other developments that trigger payments under our license ~~agreement~~ **agreements** and any collaboration agreements into which we ~~may~~ enter ~~, if any~~ ; • the extent to which we are obligated to reimburse, or entitled to reimbursement of, clinical trial costs under future collaboration agreements, if any; • the extent to which we acquire or in- license product candidates and technologies, and the terms of such in- licenses; • **the potential benefit of the NMPA' s conditional approval for our products and product candidates and our ability to provide comprehensive clinical data from post- approval clinical research; •** revenue received from commercial sales of COSELA and any future product candidates; ~~and~~ **• our ability to meet the required financial covenants under our loan agreement;** • the costs of preparing, filing and prosecuting patent

applications, maintaining and enforcing our intellectual property rights and defending intellectual property- related claims **; and • global economic uncertainty, rising inflation, rising interest rates, market disruptions and volatility in commodity prices** . Conducting studies and clinical trials is a time- consuming, expensive and uncertain process that can take years to complete, and we may never generate the necessary data or results required to obtain marketing approval and achieve product sales. In addition, COSELA and our future product candidates, if approved, may not achieve commercial success. Our commercial revenues, if any, will be derived from sales of products that may not be commercially available for some time, if ever ~~. Accordingly, we will need to continue to rely on additional financing to achieve our business objectives~~ . Any additional fundraising efforts may divert our management from their day- to- day activities, which may adversely affect our ability to develop and commercialize COSELA and future product candidates. Volatility in the financial markets have generally made equity and debt financing more difficult to obtain and may have a material adverse effect on our ability to meet our fundraising needs. We cannot guarantee that future financing will be available in sufficient amounts or on terms acceptable to us, if at all. Moreover, the terms of any financing may adversely affect the holdings or the rights of our stockholders and the issuance of additional securities, whether equity or debt, by us, or the possibility of such issuance, may cause the market price of our shares to decline. If we are unable to obtain funding on a timely basis, we may be required to significantly curtail, delay or discontinue the commercialization of COSELA or any one or more of our research or development programs or be unable to expand our operations or otherwise capitalize on our business opportunities, as desired, which could materially affect our business, financial condition and results of operations. We have incurred significant operating losses since our inception. We expect to incur losses for the foreseeable future and may never achieve or maintain profitability. We have incurred significant operating losses since our inception. We incurred net losses of $ ~~147~~ **48** . ~~6~~ **0** million for the year ended December 31, ~~2022~~ **2023** , $ ~~148~~ **147** . ~~4~~ **6** million for the year ended December 31, ~~2021~~ **2022** , and $ ~~99~~ **148** . ~~3~~ **4** million for the year ended December 31, ~~2020~~ **2021** . As of December 31, ~~2022~~ **2023** , we had an accumulated deficit of $ ~~732~~ **780** . 0 million. It may be several years, if ever, before we become profitable. To date, we have financed our operations **primarily** through ~~sales of~~ **proceeds from** our ~~preferred and common~~ **initial public offering, our follow- on** stock **offerings** , **our loan agreement with Hercules Capital, Inc. (" Hercules") and proceeds from our** license agreements ~~and debt~~ . We expect to continue to incur significant expenses and increasing operating losses for the foreseeable future. To date, inflation has not had a material impact on our business, but if the global inflationary trends continue, we expect appreciable increases in clinical trial, selling, labor, and other operating costs. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases of our product. Our inability or failure to do so could adversely affect our business, financial condition and results of operations. In addition, currently there is a conflict involving Russia and Ukraine ~~,~~ and ~~this~~ **a conflict involving Israel and Hamas, and these conflicts** may **directly or indirectly** impact our contract research organizations, clinical data management organizations, and clinical investigators' ability to conduct certain of our trials in Eastern European countries, and may ~~prevent us from obtaining data on patients already enrolled at sites in these countries. This could negatively impact the completion of our clinical trials and / or analyses of clinical results, which may~~ increase our product development costs and materially harm our business. The net losses we incur may fluctuate significantly from quarter to quarter. We anticipate ~~that~~ our **research and development, commercial activities, and selling, general and administrative** expenses will **continue to** increase **in connection with** ~~substantially as we: • continue development of trilaciclib, including initiations of additional clinical trials • identify and develop new product candidates; • seek additional marketing approvals for trilaciclib upon successful completion of clinical trials; • grow~~ our **ongoing** ~~sales, marketing~~ and ~~distribution infrastructure to commercialize COSELA and any~~ future **activities** ~~products for which we may obtain marketing approval; • achieve market acceptance of our product candidates in the medical community and with third- party payors; • maintain, expand and protect our intellectual property portfolio; • hire additional personnel; • enter into collaboration arrangements, if any, for the development of our product candidates or in- license other products and technologies; • add operational, financial and management information systems and personnel, including personnel to support our product development and planned future commercialization efforts; and • continue to incur increased costs as a result of operating as a public company~~ . Because of the numerous risks and uncertainties associated with developing and commercializing pharmaceutical drugs, we are unable to predict the extent of any future losses or when we will become profitable, if at all. In addition, our expenses could increase beyond expectations if we are required by the FDA or foreign regulatory agencies, to perform studies and clinical trials in addition to those that we currently anticipate for ~~COSELA~~ **trilaciclib** , or if there are any delays in our or our partners completing clinical trials or the development of any of our product candidates. To become and remain profitable, we must develop and commercialize products with significant market potential. ~~This will require us to be successful in a range of challenging activities, including the following: • completing clinical trials of COSELA that meet their clinical endpoints; • manufacturing, marketing and selling those products for which we may obtain marketing approval; and • achieving market acceptance of COSELA in the medical community and with third- party payors.~~ We may never succeed in these activities and, even if we do, may never generate revenues that are significant or large enough to achieve profitability. If we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis. Our failure to become and remain profitable would decrease the value of the company and could impair our ability to raise capital, maintain our discovery and preclinical development efforts, expand our business or continue our operations and may require us to raise additional capital ~~that may dilute your ownership interest~~ . A decline in the value of our company could also cause you to lose all or part of your investment. Raising additional capital may cause dilution to our stockholders, restrict our operations or require us to relinquish rights to our technologies or COSELA. Until such time, if ever, as we can generate substantial product revenues, we expect to finance our cash needs through a combination of equity financings, debt financings, collaborations, strategic alliances and licensing arrangements. The sale of additional equity or convertible debt securities would dilute all of our stockholders. The incurrence of indebtedness would result in increased fixed payment obligations, and we may be required to agree to certain restrictive covenants, such as limitations on our ability to incur additional debt, limitations on our

ability to acquire, sell or license intellectual property rights, limitations on declaring dividends and other operating restrictions that could adversely impact our ability to conduct our business. We could also be required to seek funds through collaborations, strategic alliances or licensing arrangements with third parties, and we could be required to do so at an earlier stage than otherwise would be desirable. **This could result in us** ~~In connection with any such collaborations, strategic alliances or licensing arrangements, we may be required to relinquish~~ **relinquishing** valuable rights to our intellectual property, future revenue streams, research programs or product, grant rights to develop and market product that we would otherwise prefer to develop and market ourselves, or otherwise agree to terms unfavorable to us, any of which may have a material adverse effect on our business, operating results and prospects ~~. We may be forced to delay or reduce the scope of our development programs and / or limit or cease our operations if we are unable to obtain additional funding to support our current operating plan. We have identified conditions and events that raise substantial doubt about our ability to continue as a going concern. We have experienced net losses since inception and have an accumulated deficit of $ 732. 0 million and $ 584. 5 million as of December 31, 2022 and December 31, 2021, respectively. We expect to incur losses and have negative net cash flows from operating activities as we execute on our strategy including engaging in further research and development activities, particularly conducting non- clinical studies and clinical trials. Our success depends on the ability to successfully commercialize our technologies to support our operations and strategic plan. As of the date of issuance of these financial statements, we expect that our cash and cash equivalents and marketable securities as of December 31, 2022 will not be sufficient to fund our planned operations and remain in compliance with our objective financial covenants for the next 12 months from the date of issuance of these financial statements. Based on the foregoing, we have concluded that substantial doubt exists about our ability to continue as a going concern for a period of at least 12 months from the date of issuance of these financial statements. Until such time, if ever, as we can generate substantial revenues, we expect to finance our cash needs through a combination of equity offerings, debt financings, other third- party funding, marketing and distribution arrangements and other collaborations, strategic alliances and licensing arrangements. There can be no assurances that we will be able to secure such additional financing if at all, or on terms that are satisfactory to us, and that it will be sufficient to meet our needs. In the event we are not successful in obtaining sufficient funding, this could force us to delay, limit, or reduce our product development, commercialization efforts or other operations, and could result in the default of our loan payable. Our financial statements have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of the uncertainties described above. In connection with the Loan Payable described in Note 8, we are required to remain in compliance with a minimum cash covenant and a minimum monthly net product revenue covenant (determined in accordance with U. S. GAAP), measured on a trailing six- month basis. The lender also has the ability to call debt based on a material adverse change clause, which is subjectively defined. If we are not in compliance with the monthly net revenue covenant, the minimum cash covenant, or the subjective acceleration clauses are triggered under the agreement, then the lender may call the debt resulting in us immediately needing additional funds. As of December 31, 2022, we were in compliance with all covenants~~ . Our level of indebtedness and debt service obligations could adversely affect our financial condition and may make it more difficult for us to fund our operations. **As of December 31, 2023,** ~~We have entered into a Fourth Amendment to~~ the **Company has $ 50. 0 million outstanding under our** ~~Loan loan and Security Agreement~~ **agreement** with Hercules ~~Capital, Inc.~~ (the" Hercules Loan Agreement") **, with** ~~for up to $ 150. 0 million of debt under~~ a ~~term loan. The~~ maturity date of ~~the Hercules Loan Agreement is~~ November 1, 2026 ~~. As of December 31, 2022, the Company has borrowed $ 75. 0 million under the Hercules Loan Agreement~~ . Our obligations under the Hercules Loan Agreement are secured by a blanket lien on substantially all of the Company' s assets, including a security interest in the intellectual property. This indebtedness may create additional financing risk for us, particularly if our business or prevailing financial market conditions are not conducive to paying off or refinancing our outstanding debt obligations at maturity. This indebtedness could also have important negative consequences, including the fact that we will need to repay our indebtedness by making payments of interest and principal, which will reduce the amount of money available to finance our operations, our commercialization efforts, our research and development efforts and other general corporate activities. If we were to become unable to pay, when due, the principal of, interest on, or other amounts due in respect of, our indebtedness, our financial condition would be adversely affected. Further, under the Hercules Loan Agreement, we are subject to certain restrictive covenants that, among other things, subject to exceptions, restrict the Company' s ability to do the following things: declare dividends or redeem or repurchase equity interests; incur additional liens; make loans and investments; incur additional indebtedness; engage in mergers, acquisitions, and asset sales; transact with affiliates; undergo a change in control; and add or change business locations. As of December 31, ~~2022~~ **2023** , we were in compliance with all covenants. If we breach any of these restrictive covenants or are unable to pay our indebtedness under the Hercules Loan Agreement when due, this could result in a default under the Hercules Loan Agreement. In such event, Hercules may elect (after the expiration of any applicable notice or grace periods) to declare all outstanding borrowings, together with accrued and unpaid interest and other amounts payable under the Hercules Loan Agreement, to be immediately due and payable. Any such occurrence would have an adverse impact on our financial condition. **See" Management' s Discussion and Analysis of Financial Condition and Results of Operations- Liquidity and Capital Resources- Loan and Security Agreement" section of this Annual Report for more details.** If we fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could harm our business. We are subject to numerous environmental, health and safety laws and regulations, including those governing laboratory procedures and the handling, use, storage, treatment and disposal of hazardous materials and wastes. Our operations involve the use of hazardous and flammable materials, including chemicals and biological materials. Our operations also produce hazardous waste products. We generally contract with third parties for the disposal of these materials and ~~wastes~~ **waste** . We cannot eliminate the risk of

contamination or injury from these materials. In the event of contamination or injury resulting from our use of hazardous materials, we could be held liable for any resulting damages, and the amount of the liability could exceed our resources. We also could incur significant costs associated with civil or criminal fines and penalties for failure to comply with such laws and regulations. Although we maintain workers' compensation insurance to cover us for costs and expenses we may incur due to injuries to our employees resulting from the use of hazardous materials, this insurance may not provide adequate coverage against other potential liabilities. We do not maintain insurance for environmental liability or toxic tort claims that may be asserted against us in connection with our storage or disposal of biological, hazardous or radioactive materials. In addition, we may incur substantial costs in order to comply with current or future environmental, health and safety laws and regulations. These current or future laws and regulations may impair our discovery, preclinical development or production efforts. Our failure to comply with these laws and regulations also may result in substantial fines, penalties or other sanctions. Our ability to use our net operating loss carryforwards and other tax attributes may be limited, and changes in tax laws could adversely impact our business and financial position. The Internal Revenue Service or other tax authority may review and adjust our net operating loss and tax credit carryforwards pursuant to the Internal Revenue Code of 1986 (the " Code "). In the event of an " ownership change " under Section 382 of the Code (" Section 382 "), we may be subject to annual limitations on our ability to utilize net operating loss and tax credit carryforwards. An ownership change constitutes a change in the ownership interest of significant shareholders in excess of 50 ~~percent~~ **%** on a cumulative basis over a three- year period. In April 2019, the Company completed an evaluation study as to whether an " ownership change " had occurred and determined that the limitation would be approximately $ 8. 0 million on federal net operating loss carryforwards, $ 1. 2 million on state net operating loss carryforwards, and $ 0. 1 million on R & D tax credit carryforwards. The carryforward amounts reported above have already been reduced for these limitations. We continue to maintain a valuation allowance on the remaining NOLs as ~~it~~ **we** ~~believes~~ **believe** that it is more likely than not that all of the deferred tax asset associated with the NOLs will not be realized regardless of whether an " ownership change " has occurred. As of December 31, ~~2022~~ **2023**, our federal and state net operating loss carryforwards amounted to $ ~~545~~ **550**. ~~1~~ **7** million and $ ~~369~~ **401**. ~~4~~ **2** million, respectively. Other changes in the ownership of our stock may have caused an ownership change in the past or could cause one in the future. Additional ownership changes under Section 382 could further limit our ability to reduce future tax liabilities by utilizing our net operating loss carryforwards. In addition, our capacity to utilize our net operating loss carryforwards and other tax attributes could be limited due to statutory and regulatory changes. For example, among other things, the Tax Cuts and Jobs Act of 2017 (the " TCJA ") comprehensively changed U. S. federal tax rates, permitted capital expenditures to be expensed, and restricted tax deductions for net interest expense and net operating losses. The CARES Act of 2020 was enacted to restore the ailing U. S. economy during the COVID- 19 pandemic. Among other things, the CARES Act temporarily eased the TCJA' s restrictions on net interest expense tax deductions and altered the payroll tax scheme. Congress may enact additional tax legislation, and we cannot predict how future amendments in tax laws and regulations will impact our business and financial position. If we are unable to successfully **develop and** commercialize additional indications for COSELA or experience significant delays in doing so, our business will be materially harmed. We have invested substantially all of our efforts and financial resources identifying and developing COSELA. Our ability to generate product revenues will depend on the successful development and commercialization of COSELA **for additional indications**. COSELA will require additional development, management of development and manufacturing activities, marketing approval in multiple jurisdictions, obtaining manufacturing supply, commercialization activities, substantial investment and significant marketing efforts. We have not yet demonstrated an ability to successfully overcome many of the risks and uncertainties frequently encountered by companies in new and rapidly evolving fields, particularly in the biopharmaceutical area. For example, to execute our business plan, we will need to successfully: • maintain robust sales, distribution and marketing capabilities, either on our own or in collaboration with strategic partners; • gain acceptance for COSELA by patients, the medical community and third- party payors; • compete effectively with other therapies; • execute development activities for COSELA, including successful ~~enrollment in and~~ completion of clinical trials; • obtain required marketing approvals for the development and commercialization of additional indications for COSELA, which may become more difficult considering the discontinuation of ~~the~~ **clinical** ~~trial~~ **trials** ~~in first line metastatic colorectal cancer~~; • obtain ~~and~~ **,** maintain **, and enforce** patent and trade secret protection and regulatory exclusivity for COSELA and ensure that we do not infringe the valid patent rights of third parties; • protect, leverage and expand our intellectual property portfolio; • establish and maintain clinical and commercial manufacturing capabilities or make arrangements with third- party manufacturers for clinical and commercial manufacturing; • obtain ~~and .,~~ maintain **, and enforce** healthcare coverage and adequate reimbursement; • maintain a continued acceptable safety profile for COSELA; • develop and maintain any strategic relationships; • enforce and defend intellectual property rights and claims; and • manage our spending as costs and expenses increase due to preclinical development, clinical trials, marketing approvals and commercialization. If we do not achieve one or more of these factors in a timely manner or at all, we could experience significant delays or an inability to successfully commercialize COSELA, which would materially harm our business. If we experience delays or difficulties in the enrollment of patients in **any future** clinical trials, development of **additional indications for** COSELA may be delayed or prevented, which would have a material adverse effect on our business. Identifying and qualifying patients to participate in **future** clinical trials **for additional indications** for COSELA is critical to our success. ~~In particular, because we are initially focused on patients with diseases with genetically defined tumors, our ability to enroll eligible patients may be limited or may result in slower enrollment than we anticipate.~~ We may not be able to initiate or continue **future** clinical trials for COSELA if we are unable to locate and enroll a sufficient number of eligible patients to participate in these trials **as required by the FDA or similar regulatory authorities outside the United States**. Patient enrollment may be affected by many factors including: • the severity of the disease under investigation; • the eligibility criteria for the clinical trial in question; • the perceived risks and benefits of COSELA under study; • the efforts to facilitate timely enrollment in clinical trials; • the patient referral practices of physicians; • the availability of competing

therapies and clinical trials; and • the proximity and availability of clinical trial sites for prospective patients. **Congress also recently amended the FDC Act to require sponsors of a Phase 3 clinical trial, or other " pivotal study " of a new drug to support marketing authorization, to design and submit a diversity action plan for such clinical trial. The action plan must describe appropriate diversity goals for enrollment, as well as a rationale for the goals and a description of how the sponsor will meet them. Accordingly, we must submit a diversity action plan to the FDA by the time we submit a Phase 3 trial, or pivotal study, protocol to the agency for review, unless we are able to obtain a waiver for some or all of the requirements for a diversity action plan. It is unknown at this time how the diversity action plan may affect the planning and timing of any future Phase 3 trial for our product candidates or what specific information FDA will expect in such plans. However, initiation of such trials may be delayed if the FDA objects to our proposed diversity action plans for any future Phase 3 trial for our product candidates, and we may experience difficulties recruiting a diverse population of patients in attempting to fulfill the requirements of any approved diversity action plan.** If we experience delays or difficulties in the enrollment of patients in clinical trials, our clinical trials may be delayed or terminated. Any delays in completing our clinical trials will increase our costs, delay or prevent development of **additional indications for** COSELA and the approval process, and jeopardize our ability to commence product sales and generate revenue. Any of these occurrences may harm our business, financial condition and prospects significantly. Interim, " topline " and preliminary data from our clinical trials that we announce or publish from time to time may change as more patient data become available and are subject to audit and verification procedures that could result in material changes in the final data. From time to time, we may publicly disclose preliminary or topline data from our preclinical studies and clinical trials, which ~~is~~ **are** based on a preliminary analysis of then-available data, and the results and related findings and conclusions are subject to change following a more comprehensive review of the data related to the particular study or trial. We make assumptions, estimations, calculations and conclusions as part of our analyses of data, and we may not have received or had the opportunity to fully and carefully evaluate all data. As a result, the topline or preliminary results that we report may differ from future results of the same studies, or different conclusions or considerations may qualify such results, once additional data have been received and fully evaluated. Topline data also remain subject to audit and verification procedures that may result in the final data being materially different from the preliminary data we previously published or reported. As a result, topline data should be viewed with caution until the final data are available. From time to time, we may also disclose interim data from our preclinical studies and clinical trials. Interim data from clinical trials that we may complete are subject to the risk that one or more of the clinical outcomes may materially change as patient enrollment continues and more patient data become available. Adverse differences between preliminary or interim data and final data could significantly harm our business prospects. Further, disclosure of interim data by us could result in volatility in the price of our common stock. Further, others, including regulatory agencies, may not accept or agree with our assumptions, estimates, calculations, conclusions or analyses or may interpret or weigh the importance of data differently, which could impact the value of the particular program, the approvability or commercialization of COSELA and our company in general. In addition, the information we choose to publicly disclose regarding a particular study or clinical trial is based on what is typically extensive information, and you or others may not agree with what we determine is material or otherwise appropriate information to include in our disclosure. If the interim, topline, or preliminary data that we report differ from actual results, or if others, including regulatory authorities, disagree with the conclusions reached, our ability to obtain approval for, and commercialize, COSELA may be harmed, which could harm our business, operating results, prospects or financial condition. Initial success in our ongoing clinical trials may not be indicative of results obtained when these trials are completed or in later stage trials. We are currently evaluating COSELA in clinical trials. There can be no assurance that any of our clinical trials will ultimately be successful or support further clinical development of COSELA. ~~For example, even though the topline results from the pivotal Phase 3 trial in colorectal cancer (PRESERVE 1) showed that COSELA achieved its co- primary endpoints related to severe neutropenia with statistical significance and mean duration of severe neutropenia in Cycles 1 through 4, early anti- tumor efficacy data favor patients receiving placebo compared to trilaciclib and led to the decision to discontinue PRESERVE 1.~~ There is a high failure rate for drugs and biologics proceeding through clinical trials. A number of companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in clinical development even after achieving promising results in earlier studies, and any such setbacks in our clinical development could have a material adverse effect on our business and operating results. Clinical drug development involves a lengthy and expensive process, with an uncertain outcome. We may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and may experience delays in obtaining, or ultimately be unable to obtain, the approval of COSELA in additional indications **or in non-US markets** . The risk of failure in drug development is high. Before obtaining marketing approval from regulatory authorities for the sale of COSELA, we must complete preclinical development and conduct extensive clinical trials to demonstrate the safety and efficacy of COSELA in humans **for each of its intended uses** . Clinical trials are expensive, difficult to design and implement and can take several years to complete, and their outcomes are inherently uncertain. Failure can occur at any time during the clinical trial process. Further, the results of preclinical studies and early clinical trials of COSELA may not be predictive of the results of later- stage clinical trials, and interim results of a clinical trial do not necessarily predict final results. Moreover, preclinical and clinical data are often susceptible to varying interpretations and analyses, and many companies that have believed their product candidates performed satisfactorily in preclinical studies and clinical trials have nonetheless failed to obtain marketing approval of their products. We may experience numerous unforeseen events during, or as a result of, clinical trials that could delay or prevent our ability to receive marketing approval in additional indications or commercialize COSELA. Clinical trials may be delayed, suspended or prematurely terminated because costs are greater than we anticipate or for a variety of reasons, such as: • delay or failure in reaching agreement with the FDA or a comparable foreign regulatory authority on a trial design **or statistical analysis plan** that we are able to execute; • delay or failure in obtaining authorization to commence a trial or inability to comply with conditions imposed by a regulatory authority regarding the scope or design of a clinical trial; • delays

in reaching, or failure to reach, agreement on acceptable terms with prospective trial sites and prospective contract research organizations, or CROs, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and trial sites **; • delays in reaching, or failure to reach, agreement with the FDA on a pivotal study' s mandatory diversity action plan** ; • inability, delay, or failure in identifying and maintaining a sufficient number of trial sites, many of which may already be engaged in other clinical programs; • delay or failure in recruiting and enrolling suitable subjects to participate in a trial; • delay or failure in having subjects complete a trial or return for post- treatment follow- up; • clinical sites and investigators deviating from the clinical protocol, failing to conduct the trial in accordance with regulatory requirements, or dropping out of a trial; • failure to initiate or delay of or failure to complete a clinical trial as a result of an IND being placed on clinical hold by the FDA, or for other reasons; • lack of adequate funding to continue a clinical trial, including unforeseen costs due to enrollment delays, requirements to conduct additional clinical trials and increased expenses associated with the services of our CROs and other third parties; • clinical trials of COSELA may produce negative or inconclusive results, and we may decide, or regulators may require us, to conduct additional clinical trials or abandon product development programs; • the number of patients required for clinical trials of ~~COESLA~~ **COSELA** may be larger ~~than we anticipate, enrollment in these clinical trials may be slower~~ than we anticipate, or participants may drop out of these clinical trials at a higher rate than we anticipate; • our third- party contractors may fail to comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all; • regulators, **an IRB,** or a Data Safety Monitoring Board ~~, or DSMB~~ , if one is used for our clinical trials, may require that we suspend or terminate our clinical trials for various reasons, including noncompliance with regulatory requirements, unforeseen safety issues or adverse side effects, failure to demonstrate a benefit from using a drug, or a finding that the participants are being exposed to unacceptable health risks; • the supply or quality of COSELA or other materials necessary to conduct clinical trials may be insufficient; • the FDA or other regulatory authorities may require us to submit additional data or impose other requirements before permitting us to initiate a clinical trial; or • there may be changes in governmental regulations or administrative actions. Many of the factors that cause, or lead to, a delay in the commencement or completion of clinical trials may also ultimately lead to the denial of marketing approval for COSELA in additional indications. Further, the FDA may disagree with our clinical trial design and our interpretation of data from clinical trials or may change the requirements for approval even after it has reviewed and commented on the design for our clinical trials. If we are required to conduct additional clinical trials or other studies of COSELA beyond those that we currently contemplate, if we are unable to successfully complete clinical trials of COSELA or other studies, if the results of these trials or tests are not positive or are only modestly positive or if there are safety concerns, we may: • be delayed in obtaining marketing approval for COSELA in additional indications; • obtain approval for indications or patient populations that are not as broad as intended or desired; • obtain approval with labeling that includes significant use or distribution restrictions or safety warnings that would reduce the potential market for our products or inhibit our ability to successfully commercialize our products; • be subject to additional post- marketing restrictions and / or requirements; or • have the product removed from the market after obtaining marketing approval. Our product development costs will also increase if we experience delays in preclinical and clinical development or receiving the requisite marketing approvals. We do not know whether any of our preclinical studies or clinical trials will need to be restructured or will be completed on schedule, or at all. Significant preclinical or clinical trial delays also could shorten any periods during which we may have the exclusive right to commercialize COSELA or allow our competitors to bring products to market before we do and impair our ability to successfully commercialize COSELA and may harm our business and results of operations. We may not be able to identify additional therapeutic indications for COSELA or to expand our portfolio of product candidates. We are conducting a number of clinical trials to identify new therapeutic indications for COSELA and to expand our portfolio of product candidates. However, we may be unsuccessful in developing additional therapeutic indications for COSELA. For example, our early anti- tumor efficacy data in colorectal cancer showed patients receiving placebo are favored compared to trilaciclib and led to the decision to discontinue PRESERVE 1. In addition, we may be unsuccessful in developing COSELA for breast cancer ~~, and bladder cancer may have shown potential for therapeutic opportunities yet our clinical trials in these possible additional therapeutic indications may ultimately fail~~ . Moreover, such clinical trials require the use of significant financial, human, and technical resources. Even if we are able to identify new opportunities, COSELA will not be commercially available in these indications for a number of years due to extensive clinical testing requirements and regulatory approvals. Additionally, we may focus our limited efforts and resources on a new therapeutic indication that is ultimately unsuccessful. Therefore, we cannot guarantee that we will ever be able to identify and develop additional therapeutic indications for COSELA or expand our portfolio of product candidates, which could adversely impact our future growth and prospects. Our development of COSELA, a CDK4 / 6 inhibitor to decrease the incidence of chemotherapy- induced myelosuppression, is novel ~~, unproven~~ and rapidly evolving. COSELA is a short- acting intravenous CDK4 / 6 inhibitor. The use of a CDK4 / 6 inhibitor to decrease the incidence of chemotherapy- induced myelosuppression is a novel approach ~~and we believe that we are the only company currently developing a CDK4 / 6 inhibitor for this patient population~~ . Even though COSELA has demonstrated positive results in clinical trials for **ES- SCLC** ~~small cell lung cancer~~ , we may not succeed in demonstrating safety and efficacy of COSELA in additional indications. Advancing COSELA creates significant challenges for us, including: • obtaining marketing approval for multiple indications, as the FDA and other regulatory authorities have limited experience with commercial development of a CDK4 / 6 inhibitor for this type of use; • educating medical personnel regarding the potential safety benefits, as well as the challenges, of incorporating our product candidates into their treatment regimens; and • establishing sales and marketing capabilities to gain market acceptance of a novel therapy. Risks related to marketing approval of COSELA for additional indications If we are not able to obtain, or if there are delays in obtaining, additional required marketing approvals for COSELA, we will not be able to commercialize it in other indications, and our ability to generate revenue will be materially impaired. ~~COSELA and the activities associated with its development and commercialization, including design, testing, manufacture, safety, efficacy, recordkeeping, labeling, storage, approval, advertising, promotion, sale, distribution, import and export are~~

~~subject to comprehensive regulation by the FDA and other regulatory agencies in the United States and by comparable authorities in other countries. These requirements include submissions of safety and other post- marketing information and reports, registration and listing requirements, current good manufacturing practice, or cGMP, requirements relating to manufacturing, quality control, quality assurance and corresponding maintenance of records and documents, including periodic inspections by FDA and other regulatory authorities, requirements regarding the distribution of samples to physicians and recordkeeping.~~ Before we can commercialize COSELA in additional indications, ~~it~~ **each additional indication** must be approved by the FDA pursuant to a **supplemental** new drug application, or NDA, in the United States, by the European Medicines Agency, or EMA, pursuant to a marketing authorization application, or MAA, in the European Union, and by similar regulatory authorities outside the United States prior to commercialization. The process of obtaining marketing approvals, both in the United States and abroad, is expensive and takes several years, if approval is obtained at all, and can vary substantially based upon a variety of factors, including the type, complexity and novelty of the product candidates involved. Failure to obtain marketing approval for COSELA in additional indications will prevent us from commercializing it in those indications. For example, our early anti- tumor efficacy data in colorectal cancer showed patients receiving placebo were favored compared to trilaciclib and led to the decision to discontinue PRESERVE 1. We have limited experience in planning and conducting the clinical trials required for marketing approvals, and we expect to rely on third- party contract research organizations, or CROs, to assist us in this process. Obtaining marketing approval requires the submission of extensive ~~preclinical~~ **nonclinical** and clinical data and supporting information to regulatory authorities for each therapeutic indication to establish product safety and efficacy. Securing marketing approval also requires the submission of information about the product manufacturing process, and in many cases the inspection of manufacturing facilities by the **relevant** regulatory authorities. **In each proposed indication for use,** COSELA 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 limit commercial use. Regulatory authorities **also** have substantial discretion in the approval process and may refuse to accept any application or may decide that our data are insufficient for approval and require additional ~~preclinical~~ **nonclinical** studies or clinical trials. COSELA may be delayed in receiving, or fail to receive, marketing approval in additional indications for many reasons, including the following: • the FDA 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 or comparable foreign regulatory authorities that COSELA is safe and effective for ~~its~~ **each** proposed indication; • the results of clinical trials may not meet the level of statistical significance required by the FDA or comparable foreign regulatory authorities for approval; • we may be unable to demonstrate that COSELA' s clinical and other benefits outweigh its safety risks; • the FDA 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 COSELA may not be sufficient to support the submission of an NDA **, sNDA, MAA** or other submission to obtain marketing approval in the United States or elsewhere; • third- party manufacturers or our clinical or commercial product may be unable to meet the FDA' s cGMP requirements or similar requirements of foreign regulatory authorities; and • the approval requirements or policies of the FDA or comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval. In addition, even if we were to obtain approval for additional indications, regulatory authorities ~~,~~ may grant approval contingent on the performance of costly post- marketing clinical trials, or may approve a label that does not include the labeling claims necessary or desirable for the successful commercialization of COSELA. Any of the foregoing scenarios could materially harm the commercial prospects of COSELA. If we experience delays in obtaining approval or if we fail to obtain approval of COSELA in additional indications, the commercial prospects for COSELA may be harmed and our ability to generate revenues will be materially impaired. If COSELA is approved for additional indications, it may be subject to extensive post- marketing regulatory requirements and could be subject to post- marketing restrictions or withdrawal from the market, and we may be subject to penalties if we fail to comply with regulatory requirements or if we experience unanticipated problems with our products. Commercialization activities for COSELA, such as the manufacturing processes, labeling, packaging, distribution, adverse event reporting, storage, advertising, promotion and recordkeeping for the product will be subject to extensive and ongoing regulatory requirements. The FDA or a comparable foreign regulatory authority may also impose requirements for costly post- marketing ~~preclinical~~ **nonclinical** studies or clinical trials and surveillance to monitor the safety or efficacy of the product. The FDA closely regulates the post- approval marketing and promotion of drugs to ensure drugs are marketed only for the approved indications and in accordance with the provisions of the approved labeling. ~~The~~ **See risks described above, under" If we or any of our future partners violate the rules or regulations pertaining to promotion and advertising of COSELA, we or they may be subject to disciplinary action by the** FDA ~~imposes stringent~~ **' s Office of** ~~restrictions~~ **Prescription Drug Promotion** ~~on manufacturers' communications regarding use of their products, and if we promote COSELA~~ or ~~any~~ other **regulatory authorities** ~~of our products beyond their approved indications, we may be subject to enforcement actions or prosecution arising from that off- label promotion~~ **" Violations of the Federal Food, Drug, and Cosmetic Act relating to the promotion of prescription drugs may lead to investigations alleging violations of federal and state healthcare fraud and abuse and other laws, as well as state consumer protection laws.** In addition, later discovery of previously unknown adverse events or other problems with our products, manufacturers or manufacturing processes, or failure to comply with regulatory requirements, may yield various results, including: • restrictions on such products, manufacturers or manufacturing processes; • restrictions on the labeling or marketing of a product; • restrictions on product distribution or use; • requirements to conduct post- marketing studies or clinical trials; • warning or untitled letters; • withdrawal of the products from the market; • refusal to approve pending applications or supplements to approved applications that we submit; • recall of products; • fines, restitution or disgorgement of profits or revenues; • suspension or withdrawal of marketing approvals; • refusal to permit the import or export of our products; • product seizure; or • injunctions or the imposition of civil or criminal penalties. Non- compliance with ~~European Union~~ **EU or applicable local country** requirements regarding safety monitoring or

pharmacovigilance can also result in significant financial penalties. Similarly, failure to comply with the ~~European Union' s~~ **EU or applicable local country** requirements regarding the protection of personal information can also lead to significant penalties and sanctions. The FDA' s policies may change and additional government regulations may be enacted that could prevent, limit or delay marketing approval of additional indications for COSELA. 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, which would adversely affect our business, prospects and ability to achieve or sustain profitability. Current and future legislation may increase the difficulty and cost for us to obtain marketing approval of and commercialize COSELA and affect the prices we may obtain. In the United States and some foreign jurisdictions, there have been a number of legislative and regulatory changes and proposed changes regarding the healthcare system that could prevent or delay marketing approval of COSELA, restrict or regulate post- approval activities and affect our ability to profitably sell COSELA. In the United States, the Medicare Prescription Drug, Improvement, and Modernization Act of 2003 **("** ~~, or the~~ MMA ~~,~~ **")** changed the way Medicare covers and pays for pharmaceutical products. The legislation expanded Medicare coverage for drug purchases by the elderly and certain disabled people and introduced a reimbursement methodology based on **ASP** ~~average sales prices~~ for physician- administered drugs. In addition, this law provided authority for limiting the number of drugs that will be covered in any therapeutic class. Cost reduction initiatives and other provisions of this law and future laws could decrease the coverage and price that we will receive for any approved products. While the MMA only applies to drug benefits for Medicare beneficiaries, private payors often follow Medicare coverage policy and payment limitations in setting their own payment rates. Therefore, any limitations in reimbursement that results from the MMA may result in reductions in payments from private payors **. More recently, the 2021 Consolidated Appropriations Act signed into law on December 27, 2020 incorporated extensive healthcare provisions and amendments to existing laws, including a requirement that all manufacturers of drug products covered under Medicare Part B report the product' s ASP to CMS beginning on January 1, 2022, subject to enforcement via civil monetary penalties** . In March 2010, the ACA became law. The ACA is a sweeping law intended to broaden access to health insurance, reduce or constrain the growth of healthcare spending, enhance remedies against fraud and abuse, add new transparency requirements for the healthcare and health insurance industries, impose new taxes and fees on the health industry and impose additional health policy reforms. Among the provisions of the ACA of importance to COSELA are the following: • an annual, nondeductible fee on any entity that manufactures or imports specified branded prescription drugs and biologic products; • an increase in the statutory minimum rebates a manufacturer must pay under the Medicaid Drug Rebate Program; • expansion of healthcare fraud and abuse laws, including the False Claims Act and the Anti- Kickback Statute, new government investigative powers, and enhanced penalties for noncompliance; • a new Medicare Part D coverage gap discount program, in which manufacturers must agree to offer 50 % point- of- sale discounts off negotiated prices; • extension of manufacturers' Medicaid rebate liability; • expansion of eligibility criteria for Medicaid programs; • expansion of the entities eligible for discounts under the Public Health Service Act' s pharmaceutical pricing program; • new requirements to report financial arrangements with physicians and teaching hospitals; • a new requirement to annually report drug samples that manufacturers and distributors provide to physicians; and • a new Patient- Centered Outcomes Research Institute to oversee, identify priorities in, and conduct comparative clinical effectiveness research, along with funding for such research. The ~~recently- passed~~ Infrastructure Investment and Jobs Act may impact our future strategies and results of operations as it pertains to COSELA. Passed by the 117th United States Congress and signed into law by President Joe Biden on November 15, 2021, the Infrastructure Investment and Jobs Act is landmark legislation which may significantly impact the pharmaceutical industry. **As another example, the American Rescue Plan Act of 2021 included a provision that eliminated the statutory cap on rebates that drug manufacturers pay to Medicaid. Beginning in January 2024, Medicaid rebates are no longer being capped at 100 percent of the quarterly AMP. Moreover,** ~~There~~ **there** have been several recent U. S. congressional inquiries and proposed and enacted federal and state legislation designed to bring more transparency to drug pricing, reduce the costs of drugs under Medicare, review the relationship between pricing and manufacturer patient programs, and reform government program reimbursement methodologies for drug products. One significant example of recent legislative action is the Inflation Reduction Act of 2022 (the" IRA"), which was signed into law in August 2022 **and included several measures intended to lower the cost of prescription drugs** . ~~While~~ **Specifically, the IRA authorizes and directs CMS to set drug price caps for certain high- cost Medicare Part B and Part D qualified drugs. A manufacturer of drug products covered by Medicare Parts B or D must now pay a rebate to the federal government if** ~~the~~ **their drug 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 for payment year 2026, CMS will negotiate drug prices annually for a select number of single source Part D drugs without generic 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. CMS has begun to implement these new authorities and entered into the first set of agreements with pharmaceutical manufacturers to conduct price negotiations in October 2023. However, the IRA' s impact on the pharmaceutical industry in the United States remains uncertain, in part because multiple large pharmaceutical companies and other stakeholders (e. g., the U. S. Chamber of Commerce) have initiated federal lawsuits against CMS arguing the program is unconstitutional for a variety of reasons, among other complaints. Those lawsuits are currently ongoing. In addition, the IRA creates significant changes to the Medicare Part D benefit design by capping Part D beneficiaries' annual out- of- pocket spending at $ 2, 000 beginning in 2025. The** IRA is still subject to rulemaking (with more information to come via guidance documents from the responsible federal agencies) ~~, the IRA, as written, will, among other things, allow the United States Department of Health~~ and ~~Human Services (" HHS") to negotiate the selling price of certain drugs and biologies that the Centers~~

~~for Medicare & Medicaid Services (" CMS") reimburse under Medicare Part B and Part D, although only high- expenditure single- source drugs that have been approved for~~ at ~~least 7 years (11 years for biologies) can be selected by CMS for negotiation, with the negotiated price taking effect two years after the selection year. The IRA will also require manufacturers of certain Part B and Part D drugs to issue to HHS rebates based on certain calculations and triggers (i. e., when drug prices increase and outpace the rate of inflation). At~~ this time, we cannot ~~predict the implications the IRA provisions~~ **be sure whether additional or related legislation or rulemaking will be issued or enacted, or what impact, if any, such changes** will have on ~~our business~~ **the profitability of COSELA, in the future** . We expect that the ~~ACA~~ **IRA** , as well as other **federal** healthcare reform measures that may be adopted in the future, may result in more rigorous coverage criteria and in additional downward pressure on the price that we will receive for any approved product. Any reduction in payments from Medicare or other government programs may result in a similar reduction in payments from private payors. The implementation of cost containment measures or other healthcare reforms may prevent us from being able to generate revenue, attain profitability, or commercialize our products. **We also expect that state and local governments in the U. S. will continue to consider legislation directed at lowering the total cost of healthcare. Individual states in the United States have increasingly passed legislation and implemented regulations designed to control pharmaceutical 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, in recent years, several states have formed PDABs. Much like the IRA' s drug price negotiation program, these PDABs have attempted to implement upper payment limits on drugs sold in their respective states in both public and commercial health plans. As an example, in August 2023, Colorado' s PDAB announced a list of five prescription drugs that would undergo an affordability 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 addition,** ~~Legislative~~ **legislative** and regulatory proposals have been made to expand post- approval requirements and restrict sales and promotional activities for pharmaceutical products. We cannot be sure whether additional legislative changes will be enacted, or whether FDA regulations, guidance or interpretations will be changed, or what the impact of such changes on the marketing approvals, if any, of our product candidates, may be. In addition, increased scrutiny by the U. S. Congress of the FDA' s approval process may significantly delay or prevent marketing approval, as well as subject us to more stringent product labeling and post- marketing conditions and other requirements. Our product may cause undesirable side effects that could delay or prevent its marketing approval for additional indications, limit its commercial profile, or result in significant negative consequences following marketing approval, if any. Undesirable side effects caused by our product could cause us or the FDA or other regulatory authorities to interrupt, delay or halt our clinical trials for any additional indications and could result in more restrictive labels or the delay or denial of marketing approval by the FDA or other regulatory authorities of our product in additional indications. Results of our ongoing clinical trials could reveal a high and unacceptable severity and prevalence of these or other side effects we may observe when trilaciclib is administered in the other tumor types and treatment combinations. In such an event, 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 for any or all additional indications. In addition to this, the drug- related side effects could affect patient recruitment or the ability of enrolled patients to complete the trial or result in potential product liability claims. Any of these occurrences may harm our business, financial condition and prospects significantly. Further, 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 trilaciclib may only be uncovered with a significantly larger number of patients exposed to the product. If our product receives marketing approval in additional indications and we or others identify undesirable side effects caused by such product (or any other similar drugs) after such approval, a number of potentially significant negative consequences could result, including: • regulatory authorities may withdraw or limit their approval of such product; • regulatory authorities may require the addition of labeling statements, such as a " boxed " warning or a contraindication; • we may be required to create a medication guide outlining the risks of such side effects for distribution to patients; • we may be required to change the way such product is distributed or administered, conduct additional clinical trials or change the labeling of the product; • regulatory authorities may require a Risk Evaluation and Mitigation Strategy plan to mitigate risks, which could include medication guides, physician communication plans, or elements to assure safe use, such as restricted distribution methods, patient registries and other risk minimization tools; • we may be subject to regulatory investigations and government enforcement actions; • we may decide to remove the product from the marketplace after it is approved; • we could be sued and held liable for injury caused to individuals exposed to or taking our product; and • our reputation may suffer. We believe that any of these events could prevent us from achieving or maintaining market acceptance of COSELA in ES- SCLC and could substantially increase the costs of gaining marketing approval for COSELA in additional indications and significantly impact our ability to successfully commercialize COSELA and generate revenues in other tumor types and treatment combinations. **We may incur material losses and costs as a result of product liability and warranty claims that may be brought against us and recalls, which may adversely affect our results of operations and financial condition. Furthermore, as a pharmaceutical company, we face an inherent risk of damage to our reputation if one or more of our products are, or are alleged to be, defective. Our business exposes us to potential product liability risks that are inherent in the design, manufacture and marketing of prescription medical products. In particular, COSELA is used to treat seriously ill cancer patients who are undergoing chemotherapy. Manufacturing defects or inadequate disclosure of product- related risks with respect to COSELA or other products we may commercialize in the future could result in an unsafe condition or injury to, or death of, the patient. As a result, we face an inherent risk of damage to our reputation if one or more of our products are, or are alleged to be, defective. Although we carry product liability insurance, we may be exposed to product liability and warranty claims in the event that our products actually or allegedly fail to perform as expected or**

the use of our products results, or is alleged to result, in bodily injury. The outcome of litigation, particularly any class-action lawsuits, is difficult to quantify. Plaintiffs often seek recovery of very large or indeterminate amounts, including punitive damages. The magnitude of the potential losses relating to these lawsuits may remain unknown for substantial periods of time and the cost to defend against any such litigation may be significant. Accordingly, we could experience material warranty or product liability losses in the future and incur significant costs to defend these claims. In addition, if any of our products are, or are alleged to be, defective or unsafe, we may voluntarily initiate, or be required by FDA or other applicable regulators, to initiate a recall of that product from the marketplace. In the event of a recall, we may experience lost sales and be exposed to individual or class- action litigation claims and reputational risk. Product liability, warranty and recall costs may have a material adverse effect on our business, financial condition and results of operations. The FDA and other government agencies could prevent the timely development and commercialization of new indications of COSELA due to concerns about the quality of ~~that~~ data from clinical trials performed in China. Numerous factors, including regulatory and policy changes, could impact the likelihood and timing of obtaining FDA approval of additional indications for COSELA. The FDA has recently expressed reservations regarding the quality of data from clinical trials conducted in China for the development of cancer treatments. In August 2020, we entered into a license agreement with ~~Nanjing~~ Simcere ~~Dongyuan Pharmaceutical Co.~~, ~~Ltd. (" Simcere ")~~ **which was amended on April 28, 2023** , for the development ~~and commercialization~~ of COSELA in Greater China. In addition, we have collaborated with Simcere in China to help us develop additional indications for COSELA. We are dependent on Simcere' s ability to comply with applicable foreign and U. S. regulatory requirements. ~~The~~ **There can be no assurance that the** FDA ~~may be hesitant to approve drugs that include~~ **, EMA or any applicable foreign regulatory authority will accept** data from ~~clinical~~ trials ~~performed~~ **conducted outside of the United States or the applicable jurisdiction, including any trials conducted** in China. This may require us to modify our current clinical trials to exclude the data from China or perform additional clinical trials without Simcere' s assistance, which could be expensive and time- consuming. A delay in obtaining the required regulatory approvals could in turn lead to delays in the development of additional indications for COSELA, which could adversely affect us financially. **The government of the People' s Republic of China (" PRC ") may determine that our licensing agreement with Simcere is not in compliance with applicable PRC laws, rules and regulations. There are uncertainties regarding the interpretation and application of PRC laws, rules and regulations, including, but not limited to, the laws, rules and regulations governing the validity and enforcement of our licensing agreement with Simcere. Because the interpretations of many laws, regulations and rules are not always uniform, the interpretation of statutes and regulations may be subject to government policies reflecting domestic political agendas and enforcement of existing laws or contracts based on existing law may be uncertain and sporadic. We cannot assure you that the PRC regulatory authorities will not determine that our licensing agreement with Simcere in China does not violate PRC laws, rules or regulations. If the PRC regulatory authorities determine that this licensing agreement is in violation of applicable PRC laws, rules or regulations, it may become invalid or unenforceable, which will adversely affect our operations. The PRC has broad discretion in dealing with violations of laws and regulations, including levying fines, revoking business and other licenses and requiring actions necessary for compliance. In particular, licenses and permits issued or granted by relevant governmental agencies may be revoked at a later time by other regulatory agencies. We cannot predict the effect of the interpretation of existing or new PRC laws or regulations on our business. Any of these or similar actions could significantly disrupt our operations or restrict us from conducting a substantial portion of our operations, which could materially and adversely affect our business, financial condition and results of operations.** Our future growth may depend, in part, on our ability to penetrate foreign markets, where we would be subject to additional regulatory burdens and other risks and uncertainties. Our future profitability may depend, in part, on our ability to commercialize our product in foreign markets. In order to market and sell our product in the **EU** ~~European Union~~ and many other jurisdictions, we or our third- party collaborators must obtain separate marketing approvals and comply with numerous and varying regulatory requirements ~~. The approval procedure varies among countries and economic areas and can involve additional testing~~ . The time required to obtain approval may differ substantially from that required to obtain FDA approval. The marketing approval process outside the United States generally includes all of the risks associated with obtaining FDA approval. In addition, in many countries outside the United States, it is required that the product be approved for reimbursement before the product can be approved for sale in that country. We or these third parties may not obtain approvals from regulatory authorities outside the United States on a timely basis, if at all. Approval by FDA does not ensure approval by regulatory authorities in other countries or jurisdictions, and approval by one regulatory authority outside the United States does not ensure approval by regulatory authorities in other countries or jurisdictions or by FDA. Additionally, a failure or delay in obtaining marketing approval in one jurisdiction may have a negative effect on the marketing approval process in others. 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 preclinical studies or clinical trials. 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 product 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 will be harmed. We may not be able to file for marketing approvals and may not receive necessary approvals to commercialize our products in any market. If we obtain approval of our product candidates and ultimately commercialize our product in foreign markets, we would be subject to additional risks and uncertainties, including: • our customers' ability to obtain reimbursement for our product in foreign markets; • our inability to directly control commercial activities because we are relying on third parties; • the burden of complying with complex and changing foreign regulatory, tax, accounting and legal requirements; • different medical practices and customs in foreign countries affecting acceptance in the marketplace; • import or export licensing requirements; • longer accounts

receivable collection times; • longer lead times for shipping; • language barriers for technical training; • reduced or no protection on pharmaceutical products or their use in some foreign countries; • the unwillingness of courts in some foreign jurisdictions to enforce patents even when valid and infringed in that country; • the possibility of pre- grant or post- grant review proceedings in certain foreign countries that allow a petitioner to hold up patent rights for an extended period or permanently by challenging the patent filing at the patent office of that country; • the possibility of a compulsory license issued by a foreign country that allows a third- party company or a government to manufacture, use or sell our products with a government- set low royalty to us; • the existence of additional potentially relevant third- party intellectual property rights; • foreign currency exchange rate fluctuations; and • the interpretation of contractual provisions governed by foreign laws in the event of a contract dispute. Foreign sales of COSELA could also be adversely affected by the imposition of governmental controls, political and economic instability, trade restrictions and changes in tariffs. We are a commercial- stage biopharmaceutical company, and, as of December 31, ~~2022~~ **2023** , had ~~170~~ **100** employees, which includes seven executive officers. We are highly dependent on the commercialization, research and development, clinical, and business development expertise of our executive officers, as well as the other principal members of our management, scientific and clinical team. Although we have entered into employment agreements with our executive officers, each of them may terminate their employment with us at any time. We do not maintain " key person " insurance for any of our executives or other employees. In addition, we rely on consultants and advisors, including scientific and clinical advisors, to assist us in formulating our research and development and commercialization strategy. Our consultants and advisors may be employed by employers other than us and may have commitments under consulting or advisory contracts with other entities that may limit their availability to us. ~~If we are unable to continue to attract and retain high quality personnel, our ability to pursue our growth strategy will be limited.~~ Recruiting and retaining qualified scientific, clinical, manufacturing, sales and marketing personnel will also be critical to our success. The loss of the services of our executive officers or other key employees could impede the achievement of our research, development and commercialization objectives and seriously harm our ability to successfully implement our business strategy. Furthermore, replacing executive officers and key employees may be difficult and may take an extended period of time because of the limited number of individuals in our industry with the breadth of skills and experience required to successfully develop, obtain marketing approval of and commercialize products. Competition to hire from this limited pool is intense, and we may be unable to hire, train, retain or motivate these key personnel on acceptable terms given the competition among numerous pharmaceutical and biotechnology companies for similar personnel ~~. We also experience competition~~ **or from universities and research institutions** for the hiring of scientific and clinical personnel ~~from universities and research institutions~~ . Failure to succeed in clinical trials may make it more challenging to recruit and retain qualified scientific personnel. If we are unable to continue to attract and retain high quality personnel, our ability to pursue our growth strategy will be limited. ~~Unfavorable global economic conditions~~ **Changes in funding for the FDA, the SEC and other government agencies, or shutdowns, travel restrictions or furloughs,** 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 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, travel restrictions, ability to hire and retain key personnel and accept payment of user fees, and statutory, regulatory, and policy changes. Average review times at the FDA have fluctuated in recent years. 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 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 **. For example, over the last several years, including most recently beginning on December 22, 2018, the U. S. government has shut down several times and certain regulatory agencies, such as the FDA and the SEC, have had to furlough critical FDA, SEC and other government employees and stop critical activities. If a prolonged government shutdown occurs, it could significantly impact the ability of the FDA to timely review and process our regulatory submissions, which could have a material adverse effect on our business. Further, future government shutdowns could impact our ability to access the public markets and obtain necessary capital to properly capitalize and continue our operations. Public health threats could have a material impact on our business** , financial condition **and** ~~, or~~ results of operations ~~. Our results of~~ **, including our commercial** operations ~~could be adversely affected by general conditions in the global economy~~ and **sales** ~~in the global financial markets. The global financial crisis at the end of the last decade caused extreme volatility and disruptions in the capital and credit markets. A severe or prolonged economic downturn~~ , **clinical trials and** ~~such as that global financial crisis, could result in a variety of risks to our business, including our ability to raise additional capital when needed on~~ **non** ~~acceptable terms, if at all. A weak or declining economy could also strain our suppliers, possibly resulting in supply disruption. Any of the foregoing could harm our business, and we cannot anticipate all of the ways in which the current economic climate and financial market conditions could adversely impact our business. In December 2019, a novel strain of coronavirus (COVID-~~ **clinical trials** ~~19) surfaced in Wuhan, China and in March 2020, in an effort to halt the outbreak of COVID- 19, the United States, along with many other countries, placed significant restrictions on travel and many businesses have announced extended closures which could adversely impact our operations~~ . The COVID- 19 **worldwide** pandemic ~~has continued to evolve~~ , ~~with new variants (such~~ **which was recently declared no longer a public health emergency both globally and in the United States, presented substantial public health and economic challenges and affected our employees, customers, patients, physicians and other healthcare providers, communities and business operations,** as **well as** ~~the Omicron variant) emerging and spreading more easily and quickly than other~~ -- **the** ~~variants~~ **U** . **S.** ~~As such, the duration~~ and **global economies** ~~the geographic impact of the business disruption~~ and ~~related~~ financial **markets. International and U. S. governmental authorities in** ~~impact~~ **impacted** ~~resulting from~~ **regions took**

multiple and diverse actions in an effort to slow the **spread of** COVID- 19 **and variants of the virus, including issuing varying forms of " stay- at- home " orders. Such measures taken by the governmental authorities to respond to any future epidemic or** pandemic **disease outbreaks** ~~cannot be reasonably estimated at this time and our business~~ could **severely** ~~be adversely impacted~~ ~~--~~ **impact our ability to successfully commercialize COSELA or develop** ~~by the effects of the COVID- 19 pandemic. The enrollment of patients in current~~ and ~~future~~ **commercialize COSELA in additional indications, disrupt the supply chain and the manufacture or shipment of drug substances and finished drug product for use in our** clinical trials **and research and non** ~~may be slower due to the outbreak of COVID- 19. In addition, we rely on independent~~ clinical ~~investigators~~ **studies and** ~~,~~ ~~contract~~ **delay, limit or prevent our employees from continuing** research ~~organizations~~ and **development activities** ~~other third- party service providers to assist us in managing~~ **, impede** ~~monitoring and otherwise carrying out~~ our ~~nonclinical~~ ~~---~~ **clinical** ~~studies~~ **trial initiation** and **recruitment and the ability of patients to continue in** clinical trials, **including due** ~~and the outbreak may affect their ability~~ to ~~devote sufficient time and resources to~~ **measures taken that may limit social interaction** ~~our~~ ~~-~~ **or** ~~programs. We also rely~~ **prevent reopening of high- transmission settings, impede testing, monitoring, data collection and analysis and other related activities, any of which could delay our** ~~on~~ **non** ~~third party suppliers~~ **- clinical studies** and ~~contract manufacturers to produce the drug product we utilize in our~~ clinical trials ~~. Although we do not anticipate significant supply chain delays or shortages as a result of the COVID- 19 pandemic at this time, the outbreak may cause delays in delivery of APIs~~ and ~~drug product. Temporary closure of our facilities, or facilities at which our clinical trials or nonclinical studies are conducted, or restrictions on the ability of our employees, clinicians or patients enrolled in our trials to travel could adversely affect our operations and our ability to conduct and complete our nonclinical studies and clinical trials. As a result of the foregoing factors, the expected timeline for data readouts of our clinical trials may be negatively impacted, which would adversely affect our business. The COVID- 19 pandemic also presents a number of challenges for our commercial business, including, among others, the impact due to continued travel limitations and government- mandated work- from- home or shelter- in- place orders, potential decreased product demand due to reduced numbers of in- person meetings with prescribers and patient visits with physicians, possible delay in cancer treatments with chemotherapy as well as increased~~ **increase** ~~unemployment resulting in lower new prescriptions. In addition, the FDA's ability to engage in routine regulatory and oversight activities, such as the review and clearance or~~ **our development costs** ~~approval of new products~~ ~~,~~ ~~may be affected by the COVID- 19 pandemic. The FDA~~ and ~~other regulatory authorities may have slower response times or be under- resourced. If the global health concerns continue to disrupt or prevent the FDA or other regulatory authorities from conducting their regular reviews, inspections, or other regulatory activities, it could significantly impact the ability of the FDA or other regulatory authorities to timely review and process our marketing applications, clinical trial authorizations, or other regulatory submissions, which could~~ have a material adverse effect on our business **, financial condition and results of operations** ~~. The full extent to which~~ **Any future epidemic or pandemic disease outbreak, including any resurgence of** COVID- 19 **, could also potentially further affect the operations of the FDA or other regulatory authorities, which could result in delays in meetings related to our planned clinical trials. Any future epidemic disease outbreak may have an adverse** ~~impacts~~ **impact on global economic conditions which could have an adverse effect on** our business **and financial condition, including impairing our ability to raise capital when needed. We may fail to comply with evolving privacy and data protection laws, which could adversely affect our business, results of operations and financial condition. In California, the California Consumer Privacy Act (" CCPA "), which became effective in 2020, broadly defines personal information, gives California residents expanded individual privacy rights and protections and provides for civil penalties for violations and a private right of action for data breaches. Further, the California Privacy Rights Act (" CPRA "), which became effective in 2023 and amends the CCPA, creates additional obligations with respect to processing and storing personal information. We continue to monitor developments related to the CCPA and anticipate additional costs and expenses associated with CPRA compliance as regulations are enacted by the California Privacy Protection Agency. While there is an exception for protected health information that is subject to HIPAA and clinical trial regulations, the CCPA may impact our business activities as a " Business " defined under the CCPA. Unlike other state privacy laws, the CCPA also regulates personal information collected in a business to business and in human resources contexts. Further, there continues to be some uncertainly about how provisions of the CCPA and the new regulations** will ~~depend~~ **be interpreted and how the law will be enforced. In addition to the CCPA, broad consumer privacy laws recently went into effect in Virginia** on ~~future~~ **January 1, 2023, in Colorado and Connecticut on July 1, 2023, and in Utah on December 31, 2023. New privacy laws will also become effective in Florida, Montana and Texas in 2024, in Tennessee and Iowa in 2025, and in Indiana in 2026 and numerous other states are considering new privacy laws. Furthermore, other U. S. states, such as New York, Massachusetts, and Utah have enacted stringent data security laws and numerous other states have proposed similar privacy laws. The existence of differing comprehensive privacy laws in different states in the country will make our compliance obligations more complex and costly and may require us to modify our data processing practices and policies and to incur substantial costs and potential liability in an effort to comply with such legislation. In the EU and the UK, we may also face particular privacy, data security, and data protection risks in connection with requirements of the GDPR. The GDPR applies to any company established in the EU as well as to those outside the EU if they collect and use personal data in connection with the offering of goods or services to individuals in the EU or the monitoring of their behavior. We currently conduct clinical trials and engage in regulatory and commercial operations in the EEA and the UK. As a result, The GDPR imposes a broad range of data protection obligations on companies subject to the GDPR, including, for example, imposing obligations on companies around how they process personal data, stricter requirements relating to processing health and other sensitive data, ensuring there is a legal basis to justify the processing of personal data, stricter requirements relating to obtaining consent of individuals, expanded disclosures about how personal information is to be used, limitations on retention of information, mandatory**

data breach notification requirements, implementing safeguards to protect the security and confidentiality of personal data, taking certain measures on engagement with third parties, restrictions on transfers outside of the EU to third countries deemed to lack adequate privacy protections (such as the U. S.), and has created onerous new obligations and liabilities on services providers or data processors. Non- compliance with the GDPR may result in monetary penalties of up to € 20 million or 4 % of worldwide revenue, whichever is higher. Moreover, data subjects can claim damages resulting from infringement of the GDPR. The GDPR further grants non- profit organizations the right to bring claims on behalf of data subjects. The GDPR and other changes in laws or regulations associated with the enhanced protection of certain types of personal data, such as healthcare data or other sensitive information, could greatly increase our cost of providing our products and services or even prevent us from offering certain services in jurisdictions that we may operate in. The GDPR may increase our responsibility and liability in relation to personal data that we process where such processing is subject to the GDPR, and we may be required to put in place additional mechanisms to ensure compliance with the GDPR, including as implemented by individual countries. Ensuring our continued compliance with the GDPR is a rigorous and time- intensive process that may increase our cost of doing business or require us to change our business practices, and despite those efforts, there is a risk that we may be subject to fines and penalties, litigation, and reputational harm in connection with our European activities. In particular, member states of the EEA (the " Member States ") have implemented national laws which may partially deviate from the GDPR and impose different and more restrictive obligations from country to country, so that we do not expect to operate in a uniform legal landscape in the EU. Also, as it relates to processing and transfer of genetic data, the GDPR specifically allows the Member States to enact laws that impose additional and more specific requirements or restrictions, and European laws have historically differed quite substantially in this field, leading to additional uncertainty. In addition, we must also ensure that we maintain adequate safeguards to enable the transfer of personal data outside of the EEA, in particular to the U. S., in compliance with EEA data protection laws. We expect that we will continue to face uncertainty as to whether our efforts to comply with our obligations under European privacy laws will be sufficient. The EU and U. S. have adopted an adequacy decision for the EU U. S. Data Privacy Framework, which entered into force on July 11, 2023. This Framework provides that the protection of personal data transferred between the EU and the U. S. is comparable to that offered in the EU. This provides a further avenue to ensuring transfers to the U. S. are carried out in accordance with the GDPR. The Framework could be subject to legal challenge like its predecessor frameworks, and we have not yet certified participation with the Framework. Many jurisdictions outside of Europe are considering and / or enacting comprehensive data protection legislation that could have an impact on market expansion and clinical trials. For example, we are the named sponsor for two clinical trials in China and developments **in privacy and data security in China may require adjustments to our business practices with respect to these personal information protection laws and regulations. We also continue to see jurisdictions imposing data localization laws. These regulations may interfere with our intended business activities** , **inhibit our ability to expand into those markets or prohibit us from continuing to offer services in those markets without significant additional costs. Because the interpretation and application of many privacy and data protection laws (** including ~~, but not limited to, the~~ **those** ~~ultimate severity~~ **state laws in the U. S.** and ~~scope of~~ **the GDPR), commercial frameworks, and standards are uncertain, it is possible that** ~~the~~ **these** ~~pandemic~~ **laws** , **frameworks, and standards may be interpreted and applied in a manner that is inconsistent with our existing data management practices and policies. If so, in addition to the possibility of fines, lawsuits, breach of contract claims, and** ~~the~~ **other** ~~pace at~~ **claims and penalties, we could be required to fundamentally change our business activities and practices or modify our solutions,** which ~~governmental~~ **could have** ~~and~~ - **an** ~~private travel restrictions~~ **adverse effect on our business. Any inability to adequately address privacy** and ~~public~~ **security** concerns ~~about public gatherings will ease~~ - **even** ~~the rate at which historically large increases in unemployment rates will decrease,~~ if **unfounded** ~~at all~~ - **or comply** ~~and whether, and the speed~~ with **applicable privacy** ~~which the economy recovers, which are highly uncertain~~ and ~~cannot be predicted, including new information which may emerge concerning the severity~~ **security** ~~of COVID- 19~~ **or data security laws, regulations,** and ~~the actions~~ **policies, could result in additional cost and liability** to ~~treat~~ **us, damage** ~~or~~ **our reputation** ~~contain COVID- 19 and any variants thereof~~ , **inhibit** ~~or~~ **our ability** to ~~otherwise limit their impact~~ **conduct trials, and adversely affect our business** . Our business and operations could suffer in the event of system failures **, cyberattacks, or deficiency in our cyber security** . We ~~utilize~~ **rely on** information technology systems and networks **, including third- party" cloud- based" service providers, and our third- party CROs,** to process, transmit and store electronic information in connection with our business activities **. This includes crucial systems such as email, other communication tools, electronic document repositories, and archives** . 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. **Cyberattacks could include wrongful conduct by hostile foreign governments, industrial espionage, wire fraud and other forms of cyber fraud, the deployment of harmful malware, denial- of- service, social engineering fraud or other means to threaten data security, confidentiality, integrity and availability. Furthermore, because the techniques used to obtain unauthorized access to, or to sabotage, systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or implement adequate preventative measures. We may also experience security breaches that may remain undetected for an extended period. A successful cyberattack could cause serious negative consequences for us, including, without limitation, the disruption of operations, the misappropriation of confidential business information, including financial information, trade secrets, financial loss and the disclosure of corporate strategic plans.** There can be no assurance that we will be successful in preventing cyber- attacks or successfully mitigating their effects. ~~Despite the implementation~~ **There have been no cybersecurity incidents that have materially affected or are reasonably likely to**

materially affect us, including our business strategy, results of **operations, or financial condition. We have little or no control over the** security measures **and** ~~, our internal~~ computer systems ~~and those~~ of our third- party CROs **, clinical trial sites** and other contractors and consultants ~~are vulnerable to damage from cyber- attack, computer viruses, unauthorized access, natural disasters, terrorism, war~~ and ~~telecommunication and electrical failures. Furthermore,~~ we **may** have ~~little or no control over~~ **insufficient recourse against such third parties in the event that** ~~the~~ **they become subject to disruptions or** security ~~measures~~ **breaches, and may have to expend significant resources to mitigate the impact of such** ~~and~~ **an event** ~~computer systems of our third- party CROs and other contractors and consultants~~ . While we have not experienced any such system failure, accident, or security breach to date, if such an event were to occur and cause interruptions in our operations, it could result in a material disruption of our programs. For example, the loss of clinical trial data for COSELA could result in delays in our marketing approval efforts and significantly increase our costs to recover or reproduce the data. To the extent that any disruption or security breach results in a loss of or damage to our data or applications or other data or applications relating to our technology or product, or inappropriate disclosure of confidential or proprietary information, we could incur liabilities and the further development of our COSELA could be delayed. We **take measures to protect sensitive data from unauthorized access, use or disclosure, but our information technology and infrastructure may be vulnerable to attacks by hackers or viruses or breached due to personnel error, malfeasance, or other malicious or inadvertent disruptions. Any such access, breach, or other loss of information could result in legal claims or proceedings, liability under domestic or foreign privacy, data protection, and data security laws and could subject us to fines and penalties or class action litigation. The costs related to significant security breaches or disruptions could be material and could exceed the limits of the cybersecurity insurance we maintain against such risks. 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 data we receive, use and share, 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. Changes in laws or regulations associated with the enhanced protection of certain types of sensitive data, for the treatment of health and patient data, along with increased customer demands for enhanced data security infrastructure, could greatly increase our cost of providing our products, decrease demand for our products, reduce our revenues and / or subject us to additional liabilities. Artificial intelligence presents risks and challenges that can impact our business including by posing security risks to our confidential information, proprietary information, and personal data. Issues in the development and use of artificial intelligence, combined with an uncertain regulatory environment, may result in reputational harm, liability, or other adverse consequences to our business operations. We may adopt and integrate generative artificial intelligence tools into our systems for specific use cases reviewed by legal and information security. Our vendors may incorporate generative artificial intelligence tools into their offerings, and the providers of these generative artificial intelligence tools may not meet existing or rapidly evolving regulatory or industry standards with respect to privacy and data protection and may inhibit our or our vendors' ability to maintain an adequate level of service and experience. If we, our vendors, or our third- party partners experience an actual or perceived breach or privacy or security incident because of the use of generative artificial intelligence, we may lose valuable intellectual property and confidential information and our reputation and the public perception of the effectiveness of our security measures could be harmed. Any of these outcomes could damage our reputation, result in the loss of valuable property and information, and adversely impact our business. We** may encounter difficulties in managing our growth, which could disrupt our operations. To manage our anticipated expansion, we must continue to implement and improve our managerial, operational and financial systems, and continue to recruit and train additional qualified personnel. **Our** ~~Also, our~~ management may need to divert a disproportionate amount of its attention away from its day- to- day activities and devote a substantial amount of time to managing these growth activities. Due to our limited resources, we may not be able to effectively manage the expansion of our operations or recruit and train additional qualified personnel. This may result in weaknesses in our infrastructure, give rise to operational mistakes, loss of business opportunities, loss of employees and reduced productivity among remaining employees **, which may increase our expenses or reduce our ability to generate or increase our revenue** . The expansion of our operations may lead to significant costs and may divert financial resources from other projects, such as the development of our product ~~. If our management is unable to effectively manage our expected expansion, our expenses may increase more than expected, our ability to generate or increase our revenue could be reduced and we may not be able to implement our business strategy~~ . Our future financial performance and our ability to commercialize our product, if approved, and compete effectively will depend, in part, on our ability to effectively manage the future expansion of our company. We may fail to capitalize on product candidates that may be more profitable or for which there is a greater likelihood of success. Because we have limited financial and managerial resources, we focus on a specific product. As a result, we may forgo or delay pursuit of opportunities with other product candidates that later prove to have greater commercial potential **, which** ~~. Our resource allocation decisions~~ may cause us to fail to capitalize on viable commercial products or profitable market opportunities. Our spending on current and future research and development programs and product candidates for specific indications may not yield any commercially viable product candidates. If we do not accurately evaluate the commercial potential or target market for a particular product candidate, we may relinquish valuable rights to that product candidate through collaboration, licensing or other royalty arrangements in cases in which it would have been more advantageous for us to retain sole development and commercialization rights to such product candidate. Our employees, principal investigators, **clinical trial site personnel,** CROs and consultants may engage in misconduct or other improper activities, including non- compliance with regulatory standards and requirements and insider trading. We are exposed to the risk that our employees, principal investigators, **clinical trial site personnel,** CROs and consultants may engage in fraudulent conduct or other illegal activity. Misconduct by these parties could

include intentional, reckless and / or negligent conduct or disclosure of unauthorized activities to us that violate the regulations of the FDA and other regulatory authorities ~~, including those laws requiring the reporting of true, complete and accurate information to such authorities; healthcare fraud and abuse laws and regulations in the United States and abroad; or laws that require the reporting of financial information or data accurately~~ . In particular, sales, marketing and business arrangements in the healthcare industry are subject to extensive laws and regulations intended to prevent fraud, misconduct, kickbacks, self- dealing and other abusive practices. These laws and regulations 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 of information obtained in the course of clinical trials or creating fraudulent data in our preclinical studies or clinical trials, which could result in regulatory sanctions and cause serious harm to our reputation. We have adopted a code of conduct applicable to all of our employees, but it is not always possible to identify and deter misconduct by 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 comply with these 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 healthcare programs, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of our operations, any of which could adversely affect our ability to operate our business and our results of operations. We or the third parties upon which we depend may be adversely affected by general political **, unstable market** and economic conditions and other events beyond our control and our business continuity and disaster recovery plans may not adequately protect us from a serious disaster. We have become increasingly subject to the risks arising from adverse changes in **market and** economic and political conditions, both domestically and globally, including trends toward protectionism and nationalism, other unfavorable changes in economic conditions, **as well as disruptions in global credit and financial markets,** such as ~~inflation~~ **failures and instability in U. S. and international banking systems, downgrades of the U. S. credit rating** , rising interest rates **, slower economic growth** or a recession, and other events beyond our control, such as ~~natural disasters, pandemics such as the COVID- 19 (coronavirus),~~ epidemics, political instability, and armed conflicts and wars, including the **ongoing conflict between** Russia **and Ukraine and the war between Israel and Hamas. The U. S. debt ceiling and budget deficit concerns have increased the possibility of credit** - ~~Ukraine war~~ **rating downgrades and economic slowdowns, or a recession in the United States. On August 1, 2023, Fitch Ratings downgraded the United States' long- term foreign currency issuer default rating to AA from AAA as a result of these repeated debt ceiling and budget deficit concerns. The impact of this or any further downgrades to the U. S. government' s sovereign credit rating or its perceived creditworthiness could adversely affect the U. S. and global financial markets and economic conditions. If the equity and credit markets deteriorate, it may make any necessary equity or debt financing more difficult to secure, more costly or more dilutive. Failure to secure any necessary financing in a timely manner and on favorable terms could harm our growth strategy, financial performance and stock price and could require us to delay or abandon plans with respect to our business, including clinical development plans. If the financial institutions with which we do business enter receivership or become insolvent in the future, there is no guarantee that the Department of the Treasury, the Federal Reserve and the Federal Deposit Insurance Corporation (" FDIC ") will intercede to provide us and other depositors with access to balances in excess of the $ 250, 000 FDIC insurance limit, that we would be able to access our existing cash, cash equivalents and investments, that we would be able to maintain any required letters of credit or other credit support arrangements, or that we would be able to adequately fund our business for a prolonged period of time or at all, any of which could have a material adverse effect on our business, financial condition and results of operations. We cannot predict the impact that the high market volatility and instability of the banking sector more broadly could have on economic activity and our business in particular. In addition, there is a risk that one or more of our current service providers, manufacturers or other third parties with which we conduct business may not survive difficult economic times, which could directly affect our ability to attain our operating goals on schedule and on budget** . The effects of current and future economic and political conditions and other events beyond our control on us, patients, our third party vendors, including clinical trial sites, and our partners could severely disrupt our operations and have a material adverse effect on our business ~~, results of operations, financial condition and prospects~~ . If ~~a natural disaster, power outage or other~~ -- **the** ~~event occurred that prevented us from using all or a significant portion of our headquarters, that damaged~~ critical infrastructure ~~, such as the manufacturing facilities~~ of ~~our~~ **a** third ~~-~~ party **vendor was** ~~contract manufacturers, or that otherwise~~ disrupted ~~operations~~ , it may be difficult or, in certain cases, impossible for us to continue our business for a substantial period of time ~~. The disaster recovery and business continuity plans we have in place may prove inadequate in the event of a serious disaster or similar event~~ . We may incur substantial expenses as a result of the limited nature of our disaster recovery and business continuity plans **. Political uncertainty may have an adverse impact on our operating performance and results of operations. General political uncertainty may have an adverse impact on our operating performance and results of operations. In particular, the United States continues to experience significant political events that cast uncertainty on global financial and economic markets, especially in light of the upcoming presidential election. It is presently unclear exactly what actions a new administration in the United States would implement, and if implemented, how these actions may impact the pharmaceutical industry in the United States. Climate change or legal, regulatory or market measures to address climate change may negatively affect our business, results of operations, cash flows and prospects. We believe that climate change has the potential to negatively affect our business. We are exposed to physical risks (such as extreme weather conditions), risks in transitioning to a low- carbon economy (such as additional legal or regulatory requirements, changes**

in technology, market risk and reputational risk) and social and human effects (such as population dislocations and harm to health and well- being) associated with climate change. These risks can be either acute (short- term) or chronic (long- term). The adverse impacts of climate change include increased frequency and severity of natural disasters and extreme weather events. Extreme weather poses physical risks to our facilities as well as those of our suppliers, such as physical damage to facilities, loss or spoilage of inventory, and business interruption. Other potential physical impacts due to climate change include reduced access to high- quality water in certain regions and the loss of biodiversity , which could ~~have~~ **impact future product development. These risks could disrupt our operations and supply chains, which may result in increased costs. New legal or regulatory requirements may be enacted to prevent, mitigate, or adapt to the implications of** a ~~material adverse~~ **changing climate and its** ~~effect~~ **effects** on **the environment. These regulations could result in us being subject to new** ~~our~~ - **or** ~~business~~ **expanded carbon pricing or taxes, increased compliance costs, restrictions on greenhouse gas emissions, investment in new technologies, increased carbon disclosure and transparency, upgrade of facilities to meet new building codes, and the redesign of utility systems, which could increase our operating costs. Our supply chain would likely be subject to these same transitional risks and would likely pass along any increased costs to us** . We may acquire businesses or drugs, or form strategic alliances, in the future, and we may not realize the benefits of such acquisitions. We may acquire additional businesses or drugs, form strategic alliances or create joint ventures with third parties that we believe will complement or augment our existing business. If we acquire businesses with promising markets or technologies, we may not be able to realize the benefit of acquiring such businesses if we are unable to successfully integrate them with our existing operations and company culture. We may encounter numerous difficulties in developing, manufacturing and marketing any new drugs resulting from a strategic alliance or acquisition that delay or prevent us from realizing their expected benefits or enhancing our business. We cannot assure you that, following any such acquisition, we will achieve the expected synergies to justify the transaction. If we fail to establish and maintain proper and effective internal control over financial reporting, our operating results and our ability to operate our business could be harmed. Adequate internal control over financial reporting ~~are~~ **is** necessary for us to provide reliable financial reports and, together with effective disclosure controls and procedures, are designed to prevent or detect material misstatements due to fraud or error. Any failure to implement required new or improved controls, or difficulties encountered in their implementation could cause us to fail to meet our reporting obligations. In addition, any testing conducted by us in connection with Section 404 of the Sarbanes- Oxley Act, or any subsequent testing by our independent registered public accounting firm, may reveal deficiencies in our internal control over financial reporting that are deemed to be material weaknesses or that may require prospective or retroactive changes to our financial statements or identify other areas for further attention or improvement. Inadequate 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 stock . Implementing any appropriate changes to our..... timely basis may harm our stock price and make it more difficult for us to effectively market and sell our service to new and existing customers .Implementing any appropriate changes to our internal controls may distract our officers and employees,entail substantial costs to modify our existing processes,and take significant time to complete.These changes may not,however,be effective in maintaining the adequacy of our internal controls,and any failure to maintain that adequacy,or consequent inability to produce accurate financial statements on a timely basis,could increase our operating costs and harm our business. ~~We have~~ **In addition,investors' perceptions that our internal controls are inadequate or that we are unable to produce accurate financial statements on** a **timely basis may** ~~hybrid in- person and remote workforce,which could subject us to certain operational challenges and risks and potential~~ harm ~~to~~ our **stock price** ~~business.We expect to~~ . We rely on, and expect to continue to rely on, third parties to conduct our clinical trials for COSELA. If these third parties do not successfully carry out their contractual duties, comply with regulatory requirements or meet expected deadlines, we may not be able to commercialize our product or obtain marketing approval for additional indications, and our business could be substantially harmed. We do not have the ability to independently conduct clinical trials. We rely on medical institutions, clinical investigators, contract laboratories and other third parties, such as CROs **and our clinical trial sites personnel** , to conduct or otherwise support clinical trials for COSELA. We ~~expect to~~ rely heavily on these parties for performance of clinical trials for our product. Nevertheless, we **are and** will **continue to** be responsible for ensuring that each of our clinical trials is conducted in accordance with the applicable protocol, legal and regulatory requirements and scientific standards. We, our investigators, **our clinical trial sites** and our CROs **are** ~~will be~~ required to comply with regulations, including good clinical practice, or GCP, and other related requirements for conducting, monitoring, recording and reporting the results of clinical trials to ensure that the data and results are scientifically credible and accurate, and that the trial patients are adequately informed of the potential risks of participating in clinical trials and their rights are protected. These regulations are enforced by the FDA, the Competent Authorities of the Member States ~~of the European Economic Area~~ and comparable foreign regulatory authorities for any drugs in clinical development. The FDA enforces GCPs through periodic inspections of clinical trial sponsors, principal investigators and trial sites. If we, our investigators **, our clinical sites** or our CROs fail to comply with applicable GCPs, the clinical data generated in our clinical trials may be called into question and the FDA or comparable foreign regulatory authorities may require us to perform additional clinical trials before considering our marketing applications for approval. We cannot assure you that, upon inspection, the FDA will determine that any of our future clinical trials will comply with GCPs. In addition, our clinical trials must be conducted with product produced under cGMPs. Our failure or the failure of our investigators **, our clinical trial sites** or CROs to comply with these requirements may require us to repeat clinical trials, which would delay the marketing approval process and could also subject us to enforcement action. We also are required to register certain clinical trials and post the results of such completed clinical trials involving our product for which we receive marketing approval on a government- sponsored database, ClinicalTrials. gov, within certain timeframes. Failure to do so can result in fines, adverse publicity and civil and criminal sanctions. Although we intend to design the clinical trials for COSELA, CROs will administer all of the clinical trials. As a result, many important aspects of our development programs, including their

conduct and timing, will be outside of our direct control. Our reliance on third parties to conduct future clinical trials will also result in less direct control over the management of data developed through clinical trials than would be the case if we were relying entirely upon our own staff. Communicating with outside parties can also be challenging, potentially leading to mistakes as well as difficulties in coordinating activities. Outside parties may: • have staffing difficulties; • fail to comply with contractual obligations; • experience regulatory compliance issues; • undergo changes in priorities or become financially distressed; • make errors in the design, management or retention of our data or data systems; and / or • form relationships with other entities, some of which may be our competitors. These factors may materially adversely affect the willingness or ability of third parties to conduct our clinical trials and may subject us to unexpected cost increases that are beyond our control. If the CROs do not perform clinical trials in a satisfactory manner, breach their obligations to us or fail to comply with regulatory requirements, the development, marketing approval and commercialization of our product may be delayed, we may not be able to obtain marketing approval and commercialize our product candidates, or our development program may be materially and irreversibly harmed. If we are unable to rely on clinical data collected by our CROs, we could be required to repeat, extend the duration of, or increase the size of any clinical trials we conduct, and this could significantly delay commercialization and require significantly greater expenditures. If any of our relationships with these third- party CROs terminate, we may not be able to enter into arrangements with alternative CROs. If CROs do not successfully carry out their contractual duties or obligations or meet expected deadlines, if they need to be replaced or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to our clinical protocols, regulatory requirements or for other reasons, any clinical trials such CROs are associated with may be extended, delayed or terminated, and we may not be able to obtain marketing approval in additional indications or successfully commercialize COSELA. As a result, we believe that our financial results and the commercial prospects for COSELA in the subject indication would be harmed, our costs could increase and our ability to generate revenue could be delayed. We contract with third parties for the manufacture of COSELA for ~~preclinical~~ **nonclinical** studies, clinical trials, and commercial supply. This reliance on third parties increases the risk that we will not have sufficient quantities of COSELA or such quantities at an acceptable cost, which could delay, prevent or impair our development or commercialization efforts. We do not currently own or operate, nor do we have any plans to establish in the future, any manufacturing facilities. We rely, and expect to continue to rely, on third parties for the manufacture of COSELA for ~~preclinical~~ **nonclinical** studies, clinical trials, and commercial supply of COSELA. This reliance on third parties increases the risk that we will not have sufficient quantities of our product ~~or drugs~~ or such quantities at an acceptable cost or quality, which could delay, prevent or impair our development or commercialization efforts. The facilities used to manufacture COSELA (drug substance and drug product) must be approved by the FDA (and comparable foreign regulatory authority depending on where marketing authorizations are filed) before marketing authorizations are approved. Often, but not always, these inspections are triggered by marketing authorization submissions. We are completely dependent on our contract manufacturers for compliance with current Good Manufacturing Practices (cGMPs) in connection with the manufacture of our product. If our contract manufacturers cannot successfully manufacture material that conforms to our specifications and to the regulatory requirements of the FDA or comparable foreign regulatory authority, then we will not be able to use the products produced at their manufacturing facilities. In addition, we have no control over the ability of our contract manufacturers to maintain adequate quality control, quality assurance and qualified personnel **outside of contractual obligations and periodic independent audits of their quality systems** . If the FDA or comparable foreign regulatory authority finds that these facilities do not comply with cGMP, we may need to find alternative manufacturing facilities, which would significantly impact our ability to develop, obtain marketing approval for or market COSELA. Further, our failure, or the failure of our third party manufacturers, to comply with these or other applicable regulations could result in 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 or drugs, if approved, operating restrictions and criminal prosecutions, any of which could significantly and adversely affect our business and supplies of COSELA. We may be unable to establish any agreements with third- party manufacturers or do so on acceptable terms. Even if we are able to establish agreements with third party manufacturers, reliance on third party manufacturers entails additional risks, including: • reliance on the third party for regulatory compliance and quality assurance; • the possible breach of the manufacturing agreement by the third party; • the possible misappropriation of our proprietary information, including our trade secrets and know- how; and • the possible termination or nonrenewal of the agreement by the third party at a time that is costly or inconvenient for us. COSELA may compete with other product candidates and approved drugs for access to manufacturing facilities. There are a limited number of manufacturers that operate under cGMP regulations and that might be capable of manufacturing for us. Any performance failure on the part of our existing or future manufacturers could delay clinical development, marketing approval, or commercialization efforts. If our current contract manufacturers cannot perform as agreed, we may be required to replace such manufacturers. Although we believe that there are several potential alternative manufacturers who could manufacture our product, we may incur added costs and delays in identifying and qualifying any such replacements. Our current and anticipated future dependence upon others for the manufacture of our product or drugs may adversely affect our future profit margins and our ability to commercialize any drugs that receive marketing approval on a timely and competitive basis. Some drug substances and **our** drug ~~products for our~~ product are supplied to us from single source suppliers with limited capacity. Our ability to successfully develop our product, and to ultimately supply our commercial drugs in quantities sufficient to meet the market demand, depends in part on our ability to obtain the drug substances and drug ~~products~~ - **product** in accordance with cGMP requirements and in sufficient quantities for clinical trials and commercialization. It is possible that our suppliers of drug substance or drug product which are not dual- sourced could, for any reason, cease their operations. We do not know whether our suppliers will be able to meet our demand, either because of the nature of our agreements with those suppliers, our limited experience with those suppliers or our relative importance as a customer to those suppliers. It may be difficult for us to assess their ability to timely meet our demand in the future based on past performance.

While our suppliers have generally met our demand for their products on a timely basis in the past, they may subordinate our needs in the future to their other customers. For our product, we intend to identify and qualify additional manufacturers to provide drug substances and drug ~~products~~ **product**. Establishing additional or replacement suppliers for drug substances and drug ~~products for our~~ product, if required, may not be accomplished quickly. If we are able to find a replacement supplier, such replacement supplier would need to be qualified, or we may have to perform comparative studies comparing the drug product from a new manufacturer to the product used in any completed clinical trials. All of this may require additional regulatory approval, which could result in further delay. While we seek to maintain adequate inventory of drug substance and drug ~~product for our~~ product, any interruption or delay in the supply of components or materials, or our inability to obtain such drug substance and drug product from alternate sources at acceptable prices in a timely manner could impede, delay, limit, or prevent our development efforts, which could harm our business, results of operations, financial condition, and prospects. We, or our third-party manufacturers, may be unable to successfully scale- up manufacturing of COSELA in sufficient quality and quantity, which would delay or prevent us from developing and commercializing COSELA. In order to conduct large- scale clinical trials of COSELA, or successfully commercialize COSELA, we will need to manufacture them in large quantities. We, or any of our manufacturing partners, may be unable to successfully increase the manufacturing capacity of COSELA in a timely or cost-effective manner, or at all. In addition, quality issues may arise during scale- up activities. If we, or any manufacturing partners, are unable to successfully scale up the manufacture COSELA in sufficient quality and quantity, the development, testing, and clinical trials of the product may be delayed or infeasible, and regulatory approval or commercial launch of any resulting product may be delayed or not obtained, which could significantly harm our business. We have entered into a license agreement for the development of COSELA in ~~greater~~ **Greater** China, and intend to continue to use third- party collaborators to help us develop and commercialize any new products, and our ability to commercialize such products could be impaired or delayed if these collaborations are unsuccessful. Our drug development programs and the potential commercialization of COSELA will require substantial additional cash to fund expenses. We may decide to collaborate with pharmaceutical and biotechnology companies for the development and potential commercialization of COSELA. We have entered into license agreements with third- parties, and may continue to selectively pursue strategic collaborations, for the development and commercialization of our products ~~. In August 2020, we entered into a license agreement with Nanjing Simecre Dongyuan Pharmaceutical Co., Ltd, for the development and commercialization of COSELA in Greater China~~. In our third- party collaborations, we are dependent upon the success of the collaborators to perform their responsibilities with continued cooperation. Our collaborators may not cooperate with us or perform their obligations under our agreements with them. We cannot control the amount and timing of our collaborators' resources that will be devoted to performing their responsibilities under our agreements with them. Our collaborators may choose to pursue alternative therapies in preference to those being developed in collaboration with us. Development and commercialization will be delayed if collaborators fail to conduct their responsibilities in a timely manner or in accordance with applicable regulatory requirements or if they breach or terminate their collaboration agreements with us. Disputes with our collaborators could also impair our reputation or result in development delays, decreased revenues, and litigation expenses. We face significant competition in seeking additional appropriate collaborators. Whether we reach a definitive agreement for a collaboration will depend, among other things, upon our assessment of the collaborator' s resources and expertise, the terms and conditions of the proposed collaboration and the proposed collaborator' s evaluation of a number of factors. Those factors may include the design or results of clinical trials, the likelihood of approval by the FDA or similar regulatory authorities outside the United States, the potential market for the subject product, the costs and complexities of manufacturing and delivering such product to patients, the potential of competing drugs and market conditions generally. The proposed collaborator may also consider alternative product candidates or technologies for similar indications that may be available to collaborate on and whether such a collaboration could be more attractive than the one with us for our product. The terms of any collaborations or other arrangements that we may establish may not be favorable to us. We may also be restricted under existing collaboration agreements from entering into future agreements on certain terms with potential collaborators. Collaborations are complex and time- consuming to negotiate and document. In addition, there have been a significant number of recent business combinations among large pharmaceutical companies that have resulted in a reduced number of potential future collaborators. We may not be able to negotiate collaborations on a timely basis, on acceptable terms, or at all. If we are unable to do so, we may have to curtail the development of the product for which we are seeking to collaborate, reduce or delay its development program or one or more of our other development programs, delay its potential commercialization or reduce the scope of any sales or marketing activities, or increase our expenditures and undertake development or commercialization activities at our own expense. If we elect to increase our expenditures to fund development or commercialization activities on our own, we may need to obtain additional capital, which may not be available to us on acceptable terms or at all. If we do not have sufficient funds, we may not be able to further develop COSELA or bring it to market and generate drug revenue. In addition, any collaboration that we enter into may not be successful. The success of our collaboration arrangements will depend heavily on the efforts and activities of our collaborators. Collaborators generally have significant discretion in determining the efforts and resources that they will apply to these collaborations. Any such collaboration may require us to incur non- recurring or other charges, increase our near- and long- term expenditures and pose significant integration or implementation challenges or disrupt our management or business. These transactions would entail numerous operational and financial risks, including exposure to unknown liabilities, disruption of our business and diversion of our management' s time and attention in order to manage a collaboration, incurrence of substantial debt or dilutive issuances of equity securities to pay transaction consideration or costs, higher than expected collaboration or integration costs, write- down of assets or goodwill or impairment charges, increased amortization expenses and difficulty and cost in facilitating the collaboration. Lastly, disagreements between parties to a collaboration arrangement regarding clinical development and commercialization matters can lead to delays in the development process or commercializing a product and, in some cases, termination of the collaboration arrangement. These

disagreements can be difficult to resolve if neither of the parties has final decision- making authority. Collaborations with pharmaceutical or biotechnology companies and other third parties often are terminated or allowed to expire by the other party. Any such termination or expiration would adversely affect us financially and could harm our business reputation. **If we are unable to obtain, maintain, and enforce intellectual property protection for our technology and products, or if the scope of the intellectual property protection obtained is not sufficiently broad, our competitors could commercialize technology and products similar or identical to ours, and our ability to successfully commercialize our technology and products may be impaired and, if we infringe the valid patent rights of others, we may be prevented from making, using or selling our products or may be subject to damages or penalties.** Our success depends in large part on our ability to obtain ~~and~~ **,** maintain **, and enforce** patents in the United States and other countries that adequately protect our proprietary technology and products. We seek to protect our proprietary position by filing patent applications in the United States and in foreign countries that cover COSELA and its uses, pharmaceutical formulations and dosages, and processes for the manufacture of it. Our patent portfolio currently includes both patents and patent applications. The patent prosecution process is expensive and time- consuming. We may not be able to file and prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. We may choose not to seek patent protection for certain innovations and may choose not to pursue patent protection in certain jurisdictions. Under the laws of certain jurisdictions, patents or other intellectual property rights may be unavailable or limited in scope. It is also possible that we will fail to identify patentable aspects of our research and development before it is too late to obtain patent protection. We currently solely own or exclusively license our patents and ~~patent applications and we have the right to control the prosecution of the in- licensed~~ patent applications. In the future, we may choose to in- license additional patents or patent applications from third parties that we conclude are useful or necessary for our business goals. We may not have the right to control the preparation, filing, prosecution or maintenance of such patent applications. Therefore, if we do license additional patents or patent applications in the future, these patents and applications may not be prosecuted and enforced in a manner consistent with the best interests of our business. The patent position of biotechnology and pharmaceutical companies generally is highly uncertain, involves complex legal and factual questions and has in recent years been the subject of much litigation. Publications of discoveries in the scientific literature often lag behind the actual discoveries, and patent applications in the United States and other jurisdictions are typically not published until 18 months after filing, or in some cases not at all. Therefore, we cannot know with certainty whether we were the first to make the inventions claimed in our owned or licensed patents or pending patent applications, or that we were the first to file for patent protection of such inventions. As a result, the issuance, scope, validity, enforceability and commercial value of our patent rights are highly uncertain. Our pending and future patent applications may not result in patents being issued which protect our technology or products, in whole or in part, or which effectively prevent others from commercializing competitive technologies and products. Changes in either the patent laws or interpretation of the patent laws in the United States and other countries may diminish the value of our patents or narrow the scope of our patent protection. Recent patent reform legislation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents. On September 16, 2011, the Leahy- Smith America Invents Act, or the Leahy- Smith Act, was signed into law. The Leahy- Smith Act includes a number of significant changes to U. S. patent law. These include provisions that affect the way patent applications are prosecuted and may also affect patent litigation. The U. S. Patent and Trademark Office, or U. S. PTO, recently developed new regulations and procedures to govern administration of the Leahy- Smith Act, and many of the substantive changes to patent law associated with the Leahy- Smith Act, and in particular, the first to file provisions, became effective on March 16, 2013. The Leahy- Smith Act also created certain new administrative adversarial proceedings, discussed below. It is not clear what, if any, impact the Leahy- Smith Act will have on the operation of our business. However, the Leahy- Smith Act and its implementation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents, all of which could have a material adverse effect on our business and financial condition. The U. S. Supreme Court has issued opinions in patent cases in the last few years that many consider may weaken patent protection in the United States, either by narrowing the scope of patent protection available in certain circumstances, holding that certain kinds of innovations are not patentable or generally otherwise making it easier to invalidate patents in court. **Recent United States Supreme Court and Federal Circuit rulings have narrowed the scope of patent protection available in certain circumstances and weakened the rights of patent owners in certain situations. For example, recent Federal Circuit rulings such as Ariad Pharms., Inc. v. Eli Lilly & Co., 598 F. 3d 1336, 1340 (Fed. Cir. 2010) (en banc), Wyeth & Cordis Corp. v. Abbott Labs, 720 F. 3d 1380 (Fed. Cir. 2013), Enzo Life Scis., Inc. v. Roche Molecular Sys., 928 F. 3d 1340 (Fed. Cir. 2019), and Idenix Pharms. LLC v. Gilead Scis. Inc., 941 F. 3d 1149 (Fed. Cir. 2019), and Amgen Inc. v. Sanofi, 598 U. S. 594 (2023) have significantly heightened the standard for securing broad claims to pharmaceutical and biological products. In addition, recent Federal Circuit rulings such as In re Cellect, 81 F. 4th 1216 (Fed. Cir. 2023) have expanded the bases for invalidating a patent under the judicially created doctrine of obviousness- type double patenting.** Additionally, there have been recent proposals for additional changes to the patent laws of the United States and other countries that, if adopted, could impact our ability to obtain patent protection for our proprietary technology or our ability to enforce our proprietary technology. Depending on future actions by the U. S. Congress, the U. S. courts, the U. S. PTO and the relevant law- making bodies in other countries, the laws and regulations governing patents could change in unpredictable ways that would weaken our ability to obtain new patents or to enforce our existing patents and patents that we might obtain in the future. The recently- passed Inflation Reduction Act may impact our future strategies and results of operations as it pertains to COSELA. Passed by the 117th United States Congress and signed into law by President Joe Biden on August 16, 2022, the Inflation Reduction Act of 2022 is landmark legislation which may significantly impact the pharmaceutical industry. Even if our patent applications issue as patents, they may not issue in a form that will provide us with any meaningful protection, prevent competitors from competing with us or otherwise provide us with any competitive advantage. Our competitors may be able to

circumvent our owned or licensed patents by developing similar or alternative technologies or products in a non- infringing manner. The issuance of a patent is not conclusive as to its inventorship, scope, validity or enforceability, and our owned and licensed patents may be challenged in the courts or patent offices in the United States and in other countries. Such challenges may result in loss of exclusivity or in patent claims being narrowed, invalidated or held unenforceable, in whole or in part, which could limit our ability to stop others from using or commercializing similar or identical technology and products, or limit the duration of the patent protection of our technology and products. Given the amount of time required for the development, testing and regulatory review of new product candidates, patents protecting such candidates might expire before or shortly after such candidates are commercialized. As a result, our owned and licensed patent portfolio may not provide us with sufficient rights to exclude others from commercializing products similar or identical to ours. Likewise, a court could uphold and enforce a third- party patent that it rules we have infringed, which would subject us to damages or prevent us from making, using or selling our products. During patent prosecution in the United States and in most foreign countries, a third party can submit prior art or arguments to the reviewing patent office to attempt to prevent the issuance of a competitor' s patent. For example, our pending patent applications may be subject to a third- party pre- issuance submission of prior art to the U. S. PTO or an Observation in Europe. Such submission may convince the receiving patent office not to issue the patent. In addition, if the breadth or strength of protection provided by our patents and patent applications is reduced by such third- party submission, it could affect the value of our resulting patent or dissuade companies from collaborating with us to license, develop or commercialize current or future products. The risks described here pertaining to our patents and other intellectual property rights also apply to any intellectual property rights that we may license in the future, and any failure to obtain, maintain and enforce these rights could have a material adverse effect on our business. In some cases, we may not have control over the prosecution, maintenance or enforcement of the patents that we license, and our licensors may fail to take the steps that we believe are necessary or desirable in order to obtain, maintain and enforce the licensed patents. Any inability on our part to adequately protect or defend our intellectual property may have a material adverse effect on our business, operating results and financial position. The Leahy- Smith Act created for the first time new procedures to challenge issued patents in the United States, including post- grant review and inter partes review proceedings, which some third parties have been using to cause the cancellation of selected or all claims of issued patents of competitors. For a patent with a priority date of March 16, 2013 or later, a petition for post- grant review can be filed by a third party in a nine- month window from issuance of the patent. A petition for inter partes review can be filed immediately following the issuance of a patent if the patent was filed prior to March 16, 2013. A petition for inter partes review can be filed after the nine- month period for filing a post- grant review petition has expired for a patent with a priority date of March 16, 2013 or later. Post- grant review proceedings can be brought on any ground of challenge, whereas inter partes review proceedings can only be brought to raise a challenge based on published prior art. These administrative adversarial actions at the U. S. PTO review patent claims without the presumption of validity afforded to U. S. patents in lawsuits in U. S. federal courts, use a lower burden of proof than used by U. S. federal courts. The U. S. PTO issued a Final Rule on November 11, 2018, announcing that it will now use the same claim construction currently used in the U. S. federal courts to interpret patent claims, which is the plain and ordinary meaning of words used. If any of our patents are challenged by a third party in such a U. S. patent office proceeding, there is no guarantee that we will be successful in defending the patent, which would result in a loss of the challenged patent right to us. Further, even if a U. S. federal court or PTAB rules that a patent owned by us is valid and enforceable, if the other venue takes a contrary position, the patent is considered invalid and not enforceable. Therefore, a party seeking to invalidate a patent owned by us in the United States has the procedural advantage of two alternative venues. Opposition or invalidation procedures are also available in most foreign countries. Many foreign authorities, such as the authorities at the European Patent Office, have only post- grant opposition proceedings, however, certain countries, such as India, have both pre- grant and post- grant opposition proceedings. These procedures have been used frequently against pharmaceutical patents in foreign countries. For example, in some foreign countries, these procedures are used by generic companies to hold up an innovator' s patent rights as a means to allow the generic company to enter the market. This activity is particularly prevalent in India, China and South America and may become more prevalent in Africa and other parts of Asia as certain countries reach more established economies. If any of our patents are challenged in a foreign opposition or invalidation proceeding, we could face significant costs to defend our patents, and we may not be successful. Uncertainties resulting from the initiation, continuation or loss of such proceedings could have a material adverse effect on our ability to compete in the **marketplace** ~~market place~~ . Further, in many foreign jurisdictions, the losing party must pay the attorneys' fees of the winning party, which can be substantial. Because competition in our industry is intense, competitors may infringe or otherwise violate our issued patents, patents of our licensors or other intellectual property. To counter infringement or unauthorized use, we may be required to file infringement lawsuits, which can be expensive and time consuming. Any claims we assert against perceived infringers could provoke these parties to assert counterclaims against us alleging that we infringe their patents. In addition, in a patent infringement proceeding, a court may decide that a patent of ours is invalid or unenforceable, in whole or in part, construe the patent' s claims narrowly or refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover the technology in question. An adverse result in any litigation proceeding could put one or more of our patents at risk of being invalidated or interpreted narrowly. We may also elect to enter into license agreements in order to settle patent infringement claims or to resolve disputes prior to litigation, and any such license agreements may require us to pay royalties and other fees that could be significant. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure. Because **COSELA is a** ~~our CDK 4 / 6 inhibitor candidates are~~ small ~~molecules~~ **molecule** , after commercialization ~~they~~ **it** will be subject in the United States to the patent litigation process of the Hatch Waxman Act, which allows a generic company to submit an Abbreviated New Drug Application ~~, or~~ **("** ANDA ~~,~~ **")** to the FDA to obtain approval to sell our drug using bioequivalence data only. Under the Hatch Waxman Act, we ~~will~~ have ~~the~~

~~opportunity to list~~ **listed** all of our patents that cover **COSELA and** ~~our drug product or~~ its method of use in the FDA' s compendium of " Approved Drug Products with Therapeutic Equivalence Evaluation, " sometimes referred to as the FDA' s Orange Book. A generic company can submit an ANDA to the FDA four years after our drug approval because **trilaciclib has been** ~~our drug products candidates, COSELA and lerociclib, would be~~ deemed **a** new chemical ~~entities~~ **entity** . The submission of the ANDA by a generic company is considered a technical act of patent infringement. The generic company can certify that it will wait until the natural expiration date of our listed patents to sell a generic version of our product or can certify that one or more of our listed patents are invalid, unenforceable, or not infringed. If the latter, we will have 45 days to bring a patent infringement lawsuit against the generic company. This will initiate a challenge to one or more of our Orange Book listed patents based on arguments from the generic company that either our patent is invalid, unenforceable or not infringed. Under the Hatch Waxman Act, if a lawsuit is brought, the FDA is prevented from issuing a final approval on the generic drug until the earlier of seven- and- a- half years from our drug approval or a final decision of a court holding that our asserted patent claims are invalid, unenforceable or not infringed. If we do not properly list our relevant patents in the Orange Book, or timely file a lawsuit in response to a certification from a generic company under an ANDA, or if we do not prevail in the resulting patent litigation, we can lose our proprietary market, which can rapidly become generic. Further, even if we do correctly list our relevant patents in the Orange Book, bring a lawsuit in a timely manner and prevail in that lawsuit, it may be at a very significant cost to us of attorneys' fees and employee time and distraction over a long period. Further, it is common for more than one generic company to try to sell an innovator drug at the same time, and so we may be faced with the cost and distraction of multiple lawsuits. We may also determine it is necessary to settle the lawsuit in a manner that allows the generic company to enter our market prior to the expiration of our patent or otherwise in a manner that adversely affects the strength, validity **,** or enforceability of our patent. Third parties may initiate legal proceedings alleging that we are infringing their intellectual property rights, the outcome of which would be uncertain and could have a material adverse effect on the success of our business. We may become party to, or threatened with, adversarial proceedings or litigation regarding intellectual property rights covering our products and technology, including inter parties review proceedings before the U. S. PTO. Third parties may assert infringement claims against us based on existing patents or patents that may be granted in the future. For example, we are aware that many companies, universities **,** and institutions, including competitors, have filed patent applications and received issued patents in our general areas of CDK 4 / 6 inhibitors and their uses in methods of treatment and combinations with other drugs as well as their processes of manufacture. If we are found to infringe a third party' s intellectual property rights, we could be required to litigate the validity or enforceability of the third- party asserted patent, which may be expensive, time- consuming and distracting to the company, and which litigation we may lose. We may, instead of litigating, seek to obtain a license from such third party to continue developing and marketing our products and technology. However, we may not be able to obtain any required license on commercially reasonable terms or at all. Even if we were able to obtain a license, it could be non- exclusive, thereby giving our competitors access to the same technologies licensed to us. We could be forced, including by court order, to cease commercializing the infringing technology or product. In addition, we could be found liable for monetary damages, including treble damages and attorneys' fees if we are found to have willfully infringed a patent. A finding of infringement could prevent us from commercializing COSELA or force us to cease some of our business operations, which could materially harm our business. Claims that we have misappropriated the confidential information or trade secrets of third parties could have a similar negative impact on our business. We may not be able to effectively enforce our intellectual property rights throughout the world. Filing, prosecuting and defending patents on COSELA and lerociclib in all countries throughout the world would be prohibitively expensive, and therefore we only file for patent protection in selected countries. The requirements for patentability may differ in certain countries, particularly in developing countries. Moreover, our ability to protect and enforce our intellectual property rights may be adversely affected by unforeseen changes in foreign intellectual property laws. The laws of foreign countries may not protect our rights to the same extent as the laws of the United States. For example, Europe, India, China and certain other countries do not allow patents for methods of treating the human body. Many companies have encountered significant problems in protecting and defending intellectual property rights in certain foreign jurisdictions that do not favor patent protection on drugs. This could make it difficult for us to stop the infringement of our patents or the misappropriation of our other intellectual property rights. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own drugs and, further, may export otherwise infringing drugs to territories where we have patent protection, if our ability to enforce our patents to stop infringing activities is inadequate. These drugs may compete with COSELA, and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing. Proceedings to enforce our patent rights in foreign jurisdictions, whether or not successful, could result in substantial costs and divert our efforts and resources from other aspects of our business. Furthermore, while we intend to protect our intellectual property rights in the major markets for COSELA, we cannot ensure that we will be able to initiate or maintain similar efforts in all jurisdictions in which we may wish to market it. Accordingly, our efforts to protect our intellectual property rights in such countries may be inadequate. A number of foreign countries have stated that they are willing to issue compulsory licenses to patents held by innovator companies on approved drugs to allow the government or one or more third party companies to sell the approved drug without the permission of the innovator patentee where the foreign government concludes it is in the public interest. India, for example, has used such a procedure to allow domestic companies to make and sell patented drugs without innovator approval. There is no guarantee that patents covering any of our drugs will not be subject to a compulsory license in a foreign country, or that we will have any influence over if or how such a compulsory license is granted. Further, Brazil allows its regulatory agency ANVISA to participate in deciding whether to grant a drug patent in Brazil, and patent grant decisions are made based on several factors, including whether the patent meets the requirements for a patent and whether such a patent is deemed in the country' s interest. In addition, several other countries have created laws that make it more difficult to enforce drug patents than patents on other kinds of technologies. Further, under the treaty on the Trade-

Related Aspects of Intellectual Property ~~, or~~ (" TRIPS ") , as interpreted by the Doha Declaration, countries in which drugs are manufactured are required to allow exportation of the drug to a developing country that lacks adequate manufacturing capability. Therefore, our drug markets in the United States or foreign countries may be affected by the influence of current public policy on patent issuance, enforcement or involuntary licensing in the healthcare area. In addition, in November 2015, members of the World Trade Organization (" ~~, or the~~ WTO ") , which administers TRIPS, voted to extend the exemption against enforcing pharmaceutical drug patents in least developed countries until 2033. We currently have no ~~patent~~ **patents or pending** applications ~~filed~~ in least developed countries, and our current intent is not to file in these countries in the future, at least in part due to this WTO pharmaceutical patent exemption. If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. In addition to seeking patents for some of our technology and products, we also rely on trade secrets, including unpatented know- how, technology and other proprietary information, to maintain our competitive position. We seek to protect these trade secrets, in part, by entering into non- disclosure and confidentiality agreements with parties who have access to them, such as our employees, corporate collaborators, outside scientific collaborators, contract manufacturers, consultants, advisors and other third parties. We seek to protect our confidential proprietary information, in part, by entering into confidentiality and invention or patent assignment agreements with our employees and consultants, however, we cannot be certain that such agreements have been entered into with all relevant parties. Moreover, to the extent we enter into such agreements, any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time- consuming, and the outcome is unpredictable. In addition, some courts inside and outside the United States are less willing or unwilling to protect trade secrets. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent them, or those to whom they communicate it, from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to or independently developed by a competitor, our competitive position would be harmed. A number of pharmaceutical companies have been the subject of intense review by the U. S. Federal Trade Commission or a corresponding agency in another country based on how they have conducted or settled drug patent litigation, and certain reviews have led to an allegation of an anti- trust violation, sometimes resulting in a fine or loss of rights. We cannot be sure that we would not also be subject to such a review or that the result of the review would be favorable to us, which could result in a fine or penalty. The U. S. Federal Trade Commission ~~, or~~ (" FTC ") , has brought a number of lawsuits in federal court in the past few years to challenge Hatch Waxman ANDA litigation settlements between innovator companies and generic companies as anti- competitive. The FTC has taken an aggressive position that anything of value is a payment, whether money is paid or not. Under their approach, if an innovator as part of a patent settlement agrees not to launch or delay launch of an authorized generic during the 180- day period granted to the first generic company to challenge an Orange Book listed patent covering an innovator drug, or negotiates a delay in entry without payment, the FTC may consider it an unacceptable reverse payment. The biopharmaceutical industry argues that such agreements are rational business decisions to dismiss risk and are immune from antitrust attack if the terms of the settlement are within the scope of the exclusionary potential of the patent. In 2013, the U. S. Supreme Court, in a five- to- three decision in FTC v. Actavis, Inc. rejected both the biopharmaceutical industry' s and FTC' s arguments with regard to so- called reverse payments, and held that whether a " reverse payment " settlement involving the exchange of consideration for a delay in entry is subject to an anticompetitive analysis depends on five considerations: (a) the potential for genuine adverse effects on competition; (b) the justification of payment; (c) the patentee' s ability to bring about anticompetitive harm; (d) whether the size of the payment is a workable surrogate for the patent' s weakness; and (e) that antitrust liability for large unjustified payments does not prevent litigating parties from settling their lawsuits, for example, by allowing the generic to enter the market before the patent expires without the patentee' s paying the generic. Furthermore, whether a reverse payment is justified depends upon its size, its scale in relation to the patentee' s anticipated future litigation costs, its independence from other services for which it might represent payment, as was the case in Actavis, and the lack of any other convincing justification. The Court held that reverse payment settlements can potentially violate antitrust laws and are subject to the standard antitrust rule- of- reason analysis, with the burden of proving that an agreement is unlawful on the FTC and leaving to lower courts the structuring of such rule of reason analysis. If we are faced with drug patent litigation, including Hatch Waxman litigation with a generic company, we could be faced with such an FTC challenge based on that activity, including how or whether we settle the case, and even if we strongly disagree with the FTC' s position, we could face a significant expense or penalty. Some intellectual property may have been discovered through government funded programs and thus may be subject to federal regulations such as " march- in " rights, certain reporting requirements and a preference for U. S.- based companies. Compliance with such regulations may limit our exclusive rights, and limit our ability to contract with non- U. S. manufacturers. Many of our intellectual property rights were generated through the use of U. S. government funding and are therefore subject to certain federal regulations. As a result, the U. S. government may have certain rights to intellectual property embodied in our current or future product candidates pursuant to the Bayh- Dole Act of 1980, or Bayh- Dole Act. These U. S. government rights in certain inventions developed under a government- funded program include a non- exclusive, non- transferable, irrevocable worldwide license to use inventions for any governmental purpose. In addition, the U. S. government has the right, under certain limited circumstances, to require us to grant exclusive, partially exclusive, or non- exclusive licenses to any of these inventions to a third party if it determines that: (i) adequate steps have not been taken to commercialize the invention; (ii) government action is necessary to meet public health or safety needs; or (iii) government action is necessary to meet requirements for public use under federal regulations (also referred to as " march- in rights "). The U. S. government also has the right to take title to these inventions if we fail to disclose the invention to the government or fail to file an application to register the intellectual property within specified time limits. Intellectual property generated under a government funded program is also subject to certain reporting requirements, compliance with which may

require us to expend substantial resources. In addition, the U. S. government requires that any products embodying the subject invention or produced through the use of the subject invention be manufactured substantially in the United States. The manufacturing preference requirement can be waived if the owner of the intellectual property can show that reasonable but unsuccessful efforts have been made to grant licenses on similar terms to potential licensees that would be likely to manufacture substantially in the United States or that under the circumstances domestic manufacture is not commercially feasible. This preference for U. S. manufacturers may limit our ability to contract with non- U. S. product manufacturers for products covered by such intellectual property. To the extent any of our current or future intellectual property is generated through the use of U. S. government funding, the provisions of the Bayh- Dole Act may similarly apply. 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 U. S. PTO 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 due to non- U. S. patent agencies. 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 non- compliance 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. Intellectual property litigation could cause us to spend substantial resources and distract our personnel from their normal responsibilities. Litigation or other legal proceedings relating to intellectual property claims, with or without merit, is unpredictable and generally expensive and time consuming and is likely to divert significant resources from our core business, including distracting our technical and management personnel from their normal responsibilities. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments and if securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. Such litigation or proceedings could substantially increase our operating losses and reduce the resources available for development activities or any future sales, marketing or distribution activities. We may not have sufficient financial or other resources to adequately conduct such litigation or proceedings. Some of our competitors may be able to sustain the costs of such litigation or proceedings more effectively than we can because of their greater financial resources and more mature and developed intellectual property portfolios. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing upon or misappropriating or from successfully challenging our intellectual property rights. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could have a material adverse effect on our ability to compete in the marketplace. We may be subject to claims by third parties asserting that our employees or we have misappropriated their intellectual property, or claiming ownership of what we regard as our own intellectual property. Many of our employees were previously employed at universities or other biotechnology or pharmaceutical companies, including our competitors or potential competitors. Although we try to ensure that our employees do not use the proprietary information or know- how of others in their work for us, we may be subject to claims that these employees or we have used or disclosed intellectual property, including trade secrets or other proprietary information, of any such employee' s former employer. Litigation may be necessary to defend against these claims. In addition, while it is our policy to require our employees and contractors who may be involved in the development of intellectual property to execute agreements assigning such intellectual property to us, we may be unsuccessful in executing such an agreement with each party who in fact develops intellectual property that we regard as our own. Our and their assignment agreements may not be self- executing or may be breached, and we may be forced to bring claims against third parties, or defend claims they may bring against us, to determine the ownership of what we regard as our intellectual property. If we fail in prosecuting or defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Even if we are successful in prosecuting or defending against such claims, litigation could result in substantial costs and be a distraction to management. The market price of shares of our common stock could be subject to wide fluctuations in response to many risk factors listed in this section, and others beyond our control, including: • results of preclinical and clinical trials ~~; • results~~ of ~~clinical trials of~~ **our products or** our competitors ~~'~~ **'** products; • regulatory actions with respect to our products or our competitors' products; • actual or anticipated fluctuations in our financial condition and operating results; • publication of research reports by securities analysts about us or our competitors or our industry; • our failure or the failure of our competitors to meet analysts' projections or guidance that we or our competitors may give to the market; • developments or disputes concerning patent applications, issued patents or other proprietary rights; • additions and departures of key personnel; • strategic decisions by us or our competitors, such as acquisitions, collaborations, divestitures, spin- offs, joint ventures, strategic investments or changes in business strategy; • the passage of legislation or other regulatory developments in the United States and other countries affecting us or our industry; • ~~fluctuations in the valuation of companies perceived by investors to be comparable to us; •~~ sales of our common stock by us, our insiders or our other stockholders; • speculation in the press or investment community; • announcement or expectation of additional financing efforts; • changes in accounting principles; • changes in the structure of healthcare payment systems; • terrorist acts, acts of war or periods of widespread civil unrest; • natural disasters and other calamities; • changes in market conditions for pharmaceutical and biopharmaceutical stocks; • changes in general market, industry and economic conditions ~~, including global economic uncertainty, rising inflation, rising interest rates, market disruptions and volatility in commodity prices~~ ; and • the other factors described in this " Risk Factors " section. In addition, the stock market has experienced significant

volatility, particularly with respect to pharmaceutical, biotechnology and other life sciences company stocks. The volatility of pharmaceutical, biotechnology and other life sciences company stocks often does not relate to the operating performance of the companies represented by the stock. In the past, securities class action litigation has often been initiated against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management' s attention and resources, and could also require us to make substantial payments to satisfy judgments or to settle litigation. Forecasting potential sales for COSELA is difficult, and if our projections are inaccurate, our business may be harmed and our stock price may be adversely affected. Our business planning requires us to forecast or make assumptions regarding product demand and revenues for COSELA, despite numerous uncertainties. These uncertainties may be increased if we rely on third parties to conduct commercial activities in certain jurisdictions and provide us with accurate and timely information. Actual results may differ materially from projected results for various reasons, including the following, as well as risks identified in other risk factors: • the efficacy and safety of COSELA, including as relative to marketed products and drug candidates in development by third parties; • pricing (including discounting and other promotions), reimbursement, product returns or recalls, competition, labeling, adverse events and other items that impact commercialization; • the rate of adoption in the particular market, including fluctuations in demand for various reasons; • potential market size; • lack of patient and physician familiarity with the drug product; • lack of patient use and physician prescribing history; • lack of commercialization experience with COSELA; • uncertainty relating to when COSELA may become commercially available to patients in a particular jurisdiction and rate of adoption; and • products provided without compensation through patient support programs or product sample programs, may not eventually result in or contribute to revenue- producing prescriptions. We expect that our revenues from sales of COSELA will be based in part on estimates, judgment and accounting policies. Any incorrect estimates or disagreements with regulators or others regarding such estimates, judgment or accounting policies may result in changes to our guidance, projections or previously reported results. Expected and actual product sales and quarterly and other results may greatly fluctuate, including in the near- term, and such fluctuations can adversely affect the price of our common stock, perceptions of our ability to forecast demand and revenues, and our ability to maintain and fund our operations. The metrics that we are tracking in order to evaluate the success of our sales efforts may not correlate to commercial success, particularly given the challenging market for COSELA. We have incurred and will continue to incur increased costs as a result of operating as a public company, and our management will be required to devote substantial time to new compliance initiatives and corporate governance practices. As a public company, we have incurred and will continue to incur significant legal, accounting and other expenses. The Sarbanes- Oxley Act of 2002, the Dodd- Frank Wall Street Reform and Consumer Protection Act, the listing requirements of The Nasdaq Stock Market and other applicable securities rules and regulations impose various requirements on public companies, including establishment and maintenance of effective disclosure and financial controls and corporate governance practices. Our management and other personnel devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations increase our legal and financial compliance costs and make some activities more time-consuming and costly. ~~For example, these rules~~ **Provisions in our corporate charter documents** and ~~regulations~~ **under Delaware law could** make ~~it~~ **an acquisition of our company, which may be beneficial to our stockholders,** more difficult and ~~more expensive~~ **may prevent attempts by our stockholders to replace** ~~for~~ **or remove our current management** ~~us to obtain director and officer liability insurance~~ . Provisions in our certificate of incorporation and our by- laws may discourage, delay or prevent a merger, acquisition or other change in control of our company that stockholders may consider favorable, including transactions in which you might otherwise receive a premium for your shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of our common stock, thereby depressing the market price of our common stock. In addition, because our board of directors is responsible for appointing the members of our management team, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. Although we believe these provisions collectively provide for an opportunity to obtain greater value for stockholders by requiring potential acquirers to negotiate with our board of directors, they would apply even if an offer rejected by our board of directors were considered beneficial by some stockholders. Among other things, these provisions: • establish a classified board of directors such that only one of three classes of directors is elected each year; • allow the authorized number of our directors to be changed only by resolution of our board of directors; • limit the manner in which stockholders can remove directors from our board of directors; • establish advance notice requirements for stockholder proposals that can be acted on at stockholder meetings and nominations to our board of directors; • require that stockholder actions must be effected at a duly called stockholder meeting and prohibit actions by our stockholders by written consent; • limit who may call stockholder meetings; • authorize our board of directors to issue preferred stock without stockholder approval, which could be used to institute a " poison pill " that would work to dilute the stock ownership of a potential hostile acquirer, effectively preventing acquisitions that have not been approved by our board of directors; and • require the approval of the holders of at least two- thirds of the voting power of all of the then- outstanding shares of capital stock that would be entitled to vote generally in the election of directors to amend or repeal specified provisions of our certificate of incorporation or by- laws. Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibits a person who owns in excess of 15 % of our outstanding voting stock from merging or combining with us for a period of three years after the date of the transaction in which the person acquired in excess of 15 % of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner. Our certificate of incorporation includes a forum selection clause, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us. Our certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for any stockholder to bring (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, or employees to us or to our stockholders, (iii) any action asserting a claim

arising pursuant to any provision of the Delaware General Corporation Law or our certificate of incorporation or by- laws, or (iv) any action asserting a claim governed by the internal affairs doctrine; in all cases subject to the court' s having personal jurisdiction over the indispensable parties named as defendants. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock is deemed to have notice of and consented to the foregoing provisions. This forum selection provision in our certificate of incorporation may limit our stockholders' ability to obtain a favorable judicial forum for disputes with us. It is also possible that, notwithstanding the forum selection clause included in our certificate of incorporation, a court could rule that such a provision is inapplicable or unenforceable. We do not anticipate paying any cash dividends on our capital stock in the foreseeable future. We have never declared or paid cash dividends on our capital stock. We currently intend to retain all of our future earnings, if any, to finance the growth and development of our business. In addition, the terms of any future debt agreements may preclude us from paying dividends. As a result, capital appreciation, if any, of our common stock will be the sole source of gain for our stockholders for the foreseeable future.