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## DELTA REPORT

### 10-Q

VIR - VIR BIOTECHNOLOGY, INC.

10-Q - SEPTEMBER 30, 2023 COMPARED TO 10-Q - JUNE 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 2283

CHANGES	221
DELETIONS	311
ADDITIONS	1751

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **June 30, 2023** **September 30, 2023**

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-39083

**Vir Biotechnology, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of  
Incorporation or Organization)

**499 Illinois 1800 Owens Street, Suite 500, 900, San Francisco, California**

(Address of Principal Executive Offices)

81-2730369

(I.R.S. Employer  
Identification No.)

94158

(Zip Code)

Registrant's Telephone Number, Including Area Code: (415) 906-4324

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	VIR	Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (\$232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of **July 28, 2023** **October 27, 2023**, the registrant had **134,251,320** **134,521,285** shares of common stock, \$0.0001 par value per share, outstanding.

## Table of Contents

	<u>Page</u>
<b>PART I.</b>	<b><u>FINANCIAL INFORMATION</u></b>
Item 1.	<u>Financial Statements (unaudited)</u>
	3
	<u>Condensed Consolidated Balance Sheets as of <u>June 30, 2023</u> <u>September 30, 2023</u> and <u>December 31, 2022</u> (unaudited)</u>
	3
	<u>Condensed Consolidated Statements of Operations for the Three and Six <u>Nine Months Ended</u> <u>June 30, 2023</u> <u>September 30, 2023</u> and <u>2022</u> (unaudited)</u>
	4
	<u>Condensed Consolidated Statements of Comprehensive (Loss) Income for the Three and Six <u>Nine Months Ended</u> <u>June 30, 2023</u> <u>September 30, 2023</u> and <u>2022</u> (unaudited)</u>
	5
	<u>Condensed Consolidated Statements of Stockholders' Equity for the Three and Six <u>Nine Months Ended</u> <u>June 30, 2023</u> <u>September 30, 2023</u> and <u>2022</u> (unaudited)</u>
	6
	<u>Condensed Consolidated Statements of Cash Flows for the Six <u>Nine Months Ended</u> <u>June 30, 2023</u> <u>September 30, 2023</u> and <u>2022</u> (unaudited)</u>
	8
	<u>Notes to Unaudited Condensed Consolidated Financial Statements</u>
	9
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>
	23
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>
	34
Item 4.	<u>Controls and Procedures</u>
	34 35
<b>PART II.</b>	<b><u>OTHER INFORMATION</u></b>
Item 1.	<u>Legal Proceedings</u>
	36
Item 1A.	<u>Risk Factors</u>
	36
Item 2.	<u>Unregistered Sales of Equity Securities, and Use of Proceeds, and Issuer Purchases of Equity Securities</u>
	84
Item 3.	<u>Defaults Upon Senior Securities</u>
	84
Item 4.	<u>Mine Safety Disclosures</u>
	84
Item 5.	<u>Other Information</u>
	84
Item 6.	<u>Exhibits</u>
	85
<u>Signatures</u>	86

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q, including statements regarding our strategy, future financial condition, future operations, research and development, potential of, and expectations for, our pipeline, planned clinical trials and preclinical studies, technology platforms, the timing and likelihood of regulatory filings and approvals for our product candidates, our ability to commercialize our product candidates, the potential benefits of collaborations, projected costs, prospects, plans, objectives of management, expected market growth, the timing of availability of clinical data, program updates and data disclosures, the ability of sotrovimab to treat and/or prevent COVID-19, our plans for sotrovimab, and our plans for our hepatitis B virus, hepatitis D delta virus, influenza, COVID-19 and human immunodeficiency virus portfolios are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "aim," "anticipate," "assume," "believe," "contemplate," "continue," "could," "design," "due," "estimate," "expect," "goal," "intend," "may," "objective," "plan," "positioned," "potential," "predict," "seek," "should," "target," "will," "would" "would," and other similar expressions that are predictions of or indicate future events and future trends, or the negative of these terms or other comparable terminology.

We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements are subject to a number of known and unknown risks, uncertainties and assumptions described in the sections titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this report. Other sections of this report may include additional factors that could harm our business and financial performance. Drug development and commercialization involve a high degree of risk, and only a small number of research and development programs result in commercialization of a product. Results in early-stage clinical trials may not be indicative of full results or results from later stage or larger scale clinical trials and do not ensure regulatory approval. You should not place undue reliance on these statements, or the scientific data presented. Moreover, we operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time, and it is not possible for our management to predict all risk factors nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in, or implied by, any forward-looking statements.

In light of the significant uncertainties in these forward-looking statements, you should not rely upon forward-looking statements as predictions of future events. Although we believe that we have a reasonable basis for each forward-looking statement contained in this report, we cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur at all. You should refer to the section titled "Risk Factors" for a discussion of important factors that may cause our actual results to differ materially from those expressed or implied by our forward-looking statements. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may be material. Except as required by law, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

## PART I—FINANCIAL INFORMATION

### Item 1. Financial Statements.

#### VIR BIOTECHNOLOGY, INC.

#### Condensed Consolidated Balance Sheets (in thousands, except share and per share data) (unaudited)

		June 30, 2023	December 31, 2022		September 30, 2023	December 31, 2022
<b>ASSETS</b>	<b>ASSETS</b>			<b>ASSETS</b>		
CURRENT ASSETS:	CURRENT ASSETS:			CURRENT ASSETS:		
Cash and cash equivalents	Cash and cash equivalents	\$ 666,949	\$ 848,631	Cash and cash equivalents	\$ 452,100	\$ 848,631
Short-term investments	Short-term investments	1,166,953	1,521,517	Short-term investments	1,233,628	1,521,517
Restricted cash and cash equivalents, current	Restricted cash and cash equivalents, current	13,163	12,681	Restricted cash and cash equivalents, current	13,193	12,681
Equity investments	Equity investments	13,531	31,892	Equity investments	10,825	31,892
Prepaid expenses and other current assets	Prepaid expenses and other current assets	85,736	104,356	Prepaid expenses and other current assets	59,430	104,356
Total current assets	Total current assets	1,946,332	2,519,077	Total current assets	1,769,176	2,519,077
Intangible assets, net	Intangible assets, net	25,590	32,755	Intangible assets, net	25,457	32,755
Goodwill	Goodwill	16,937	16,937	Goodwill	16,937	16,937
Property and equipment, net	Property and equipment, net	104,126	105,609	Property and equipment, net	99,309	105,609
Operating right-of-use assets		74,934	82,557			
Operating lease right-of-use assets				Operating lease right-of-use assets	72,622	82,557
Restricted cash and cash equivalents, noncurrent	Restricted cash and cash equivalents, noncurrent	6,744	6,656	Restricted cash and cash equivalents, noncurrent	7,057	6,656
Long-term investments	Long-term investments	52,358	23,927	Long-term investments	39,617	23,927
Other assets	Other assets	16,853	14,570	Other assets	14,720	14,570
<b>TOTAL ASSETS</b>	<b>TOTAL ASSETS</b>	<b>\$ 2,243,874</b>	<b>\$ 2,802,088</b>	<b>TOTAL ASSETS</b>	<b>\$ 2,044,895</b>	<b>\$ 2,802,088</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
CURRENT LIABILITIES:	CURRENT LIABILITIES:			CURRENT LIABILITIES:		
Accounts payable	Accounts payable	\$ 12,362	\$ 6,422	Accounts payable	\$ 3,627	\$ 6,422
Accrued and other liabilities	Accrued and other liabilities	197,580	489,090	Accrued and other liabilities	146,111	489,090
Deferred revenue, current portion		15,681	15,517			

Deferred revenue, current				Deferred revenue, current	15,312	15,517
Total current liabilities	Total current liabilities	225,623	511,029	Total current liabilities	165,050	511,029
Deferred revenue, noncurrent	Deferred revenue, noncurrent	53,207	53,207	Deferred revenue, noncurrent	53,207	53,207
Operating lease liabilities, noncurrent	Operating lease liabilities, noncurrent	117,815	123,837	Operating lease liabilities, noncurrent	114,119	123,837
Contingent consideration, noncurrent	Contingent consideration, noncurrent	24,927	24,937	Contingent consideration, noncurrent	24,300	24,937
Other long-term liabilities	Other long-term liabilities	12,094	11,115	Other long-term liabilities	13,134	11,115
<b>TOTAL LIABILITIES</b>	<b>TOTAL LIABILITIES</b>	<b>433,666</b>	<b>724,125</b>	<b>TOTAL LIABILITIES</b>	<b>369,810</b>	<b>724,125</b>
Commitments and contingencies (Note 7)	Commitments and contingencies (Note 7)			Commitments and contingencies (Note 7)		
<b>STOCKHOLDERS' EQUITY:</b>	<b>STOCKHOLDERS' EQUITY:</b>			<b>STOCKHOLDERS' EQUITY:</b>		
Preferred stock, \$0.0001 par value; 10,000,000 shares authorized as of June 30, 2023 and December 31, 2022; no shares issued and outstanding as of June 30, 2023 and December 31, 2022		—	—			
Common stock, \$0.0001 par value; 300,000,000 shares authorized as of June 30, 2023 and December 31, 2022; 134,230,494 and 133,236,687 shares issued and outstanding as of June 30, 2023 and December 31, 2022, respectively		13	13			
Preferred stock, \$0.0001 par value; 10,000,000 shares authorized as of September 30, 2023 and December 31, 2022; no shares issued and outstanding as of September 30, 2023 and December 31, 2022				Preferred stock, \$0.0001 par value; 10,000,000 shares authorized as of September 30, 2023 and December 31, 2022; no shares issued and outstanding as of September 30, 2023 and December 31, 2022	—	—
Common stock, \$0.0001 par value; 300,000,000 shares authorized as of September 30, 2023 and December 31, 2022; 134,497,886 and 133,236,687 shares issued and outstanding as of September 30, 2023 and December 31, 2022, respectively				Common stock, \$0.0001 par value; 300,000,000 shares authorized as of September 30, 2023 and December 31, 2022; 134,497,886 and 133,236,687 shares issued and outstanding as of September 30, 2023 and December 31, 2022, respectively	13	13
Additional paid-in capital	Additional paid-in capital	1,771,536	1,709,835	Additional paid-in capital	1,798,823	1,709,835
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(2,903)	(9,122)	Accumulated other comprehensive loss	(1,900)	(9,122)
Retained earnings		41,562	377,237			
(Accumulated deficit) retained earnings				(Accumulated deficit) retained earnings	(121,851)	377,237
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>1,810,208</b>	<b>2,077,963</b>	<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>1,675,085</b>	<b>2,077,963</b>

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 2,243,874	\$ 2,802,088	TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 2,044,895	\$ 2,802,088
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The accompanying notes are an integral part of these condensed consolidated financial statements.

**VIR BIOTECHNOLOGY, INC.**  
**Condensed Consolidated Statements of Operations**  
*(in thousands, except share and per share data)*  
*(unaudited)*

		Three Months Ended June 30,				Three Months Ended September 30,				Nine Months Ended September 30,			
		2023		2022		2023		2022		2023		2022	
Revenues:	Revenues:												
Collaboration revenue	Collaboration revenue	\$ (13,779)	\$ (54,941)	\$ 32,795	\$ 1,174,715	\$ (4,387)	\$ 309,145	\$ 28,408	\$ 1,483,860				
Contract revenue	Contract revenue	1,057	12,254	1,195	12,536	289	39,998	1,484	52,534				
License revenue from a related party	License revenue from a related party					—	22,289	—	22,289				
Grant revenue	Grant revenue	16,519	2,058	32,764	4,579	6,737	3,125	39,501	7,704				
Total revenues	Total revenues	3,797	(40,629)	66,754	1,191,830	2,639	374,557	69,393	1,566,387				
Operating expenses:	Operating expenses:												
Cost of revenue	Cost of revenue	22	27,921	1,929	118,070	38	22,253	1,967	140,323				
Research and development	Research and development	171,860	115,082	329,503	205,309	148,253	114,166	477,756	319,475				
Selling, general and administrative	Selling, general and administrative	47,101	41,590	93,879	79,845	41,080	43,174	134,959	123,019				
Total operating expenses	Total operating expenses	218,983	184,593	425,311	403,224	189,371	179,593	614,682	582,817				
(Loss) income from operations	(Loss) income from operations	(215,186)	(225,222)	(358,557)	788,606	(186,732)	194,964	(545,289)	983,570				
Other income (expense):	Other income (expense):												
Change in fair value of equity investments	Change in fair value of equity investments	(5,086)	(11,390)	(18,189)	(106,429)	(2,707)	(13,590)	(20,896)	(120,019)				
Interest income	Interest income	23,016	2,200	44,323	2,588	21,931	9,332	66,254	11,920				
Other (expense) income, net	Other (expense) income, net	(367)	691	(8,388)	3,421								
Other income (expense), net	Other income (expense), net					882	27,026	(7,506)	30,447				
Total other income (expense)	Total other income (expense)	17,563	(8,499)	17,746	(100,420)	20,106	22,768	37,852	(77,652)				
(Loss) income before benefit from (provision for) income taxes	(Loss) income before benefit from (provision for) income taxes	(197,623)	(233,721)	(340,811)	688,186	(166,626)	217,732	(507,437)	905,918				
Benefit from (provision for) income taxes	Benefit from (provision for) income taxes	2,848	157,228	5,080	(246,058)	3,213	(42,420)	8,293	(288,478)				

Net (loss) income	Net (loss) income	\$ (194,775)	\$ (76,493)	\$ (335,731)	\$ 442,128	Net (loss) income	\$ (163,413)	\$ 175,312	\$ (499,144)	\$ 617,440
Net loss attributable to noncontrolling interest	Net loss attributable to noncontrolling interest	\$ —	\$ —	\$ (56)	\$ —	Net loss attributable to noncontrolling interest	\$ —	\$ —	\$ (56)	\$ —
Net (loss) income attributable to Vir	Net (loss) income attributable to Vir	\$ (194,775)	\$ (76,493)	\$ (335,675)	\$ 442,128	Net (loss) income attributable to Vir	\$ (163,413)	\$ 175,312	\$ (499,088)	\$ 617,440
Net (loss) income per share attributable to Vir, basic	Net (loss) income per share attributable to Vir, basic	\$ (1.45)	\$ (0.58)	\$ (2.51)	\$ 3.34	Net (loss) income per share attributable to Vir, basic	\$ (1.22)	\$ 1.32	\$ (3.73)	\$ 4.66
Net (loss) income per share attributable to Vir, diluted	Net (loss) income per share attributable to Vir, diluted	\$ (1.45)	\$ (0.58)	\$ (2.51)	\$ 3.28	Net (loss) income per share attributable to Vir, diluted	\$ (1.22)	\$ 1.30	\$ (3.73)	\$ 4.58
Weighted-average shares outstanding, basic	Weighted-average shares outstanding, basic	134,059,079	132,450,018	133,807,357	132,326,244	Weighted-average shares outstanding, basic	134,289,620	132,729,530	133,969,878	132,422,028
Weighted-average shares outstanding, diluted	Weighted-average shares outstanding, diluted	134,059,079	132,450,018	133,807,357	134,643,840	Weighted-average shares outstanding, diluted	134,289,620	134,963,317	133,969,878	134,711,777

The accompanying notes are an integral part of these condensed consolidated financial statements.

**VIR BIOTECHNOLOGY, INC.**  
**Condensed Consolidated Statements of Comprehensive (Loss) Income**  
*(in thousands)*  
*(unaudited)*

		Three Months Ended June 30,		Six Months Ended June 30,			Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022		2023	2022	2023	2022
Net (loss) income	Net (loss) income	\$ (194,775)	\$ (76,493)	\$ (335,731)	\$ 442,128	Net (loss) income	\$ (163,413)	\$ 175,312	\$ (499,144)	\$ 617,440
Other comprehensive income (loss):	Other comprehensive income (loss):					Other comprehensive income (loss):				
Unrealized gain (loss) on investments	Unrealized gain (loss) on investments	307	(2,739)	6,201	(6,435)	Unrealized gain (loss) on investments	994	(4,318)	7,194	(10,754)
Amortization of actuarial gain (loss)	Amortization of actuarial gain (loss)	9	(9)	18	(19)	Amortization of actuarial gain (loss)	9	(9)	28	(27)
Other comprehensive income (loss)	Other comprehensive income (loss)	316	(2,748)	6,219	(6,454)	Other comprehensive income (loss)	1,003	(4,327)	7,222	(10,781)
Comprehensive (loss) income	Comprehensive (loss) income	\$ (194,459)	\$ (79,241)	\$ (329,512)	\$ 435,674	Comprehensive (loss) income	\$ (162,410)	\$ 170,985	\$ (491,922)	\$ 606,659
Comprehensive loss attributable to noncontrolling interest	Comprehensive loss attributable to noncontrolling interest	—	—	(56)	—	Comprehensive loss attributable to noncontrolling interest	—	—	(56)	—

Comprehensive (loss) income attributable to Vir	Comprehensive (loss) income attributable to Vir	\$ (194,459)	\$ (79,241)	\$ (329,456)	\$ 435,674	Comprehensive (loss) income attributable to Vir	\$ (162,410)	\$ 170,985	\$ (491,866)	\$ 606,659
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The accompanying notes are an integral part of these condensed consolidated financial statements.

**VIR BIOTECHNOLOGY, INC.**  
**Condensed Consolidated Statements of Stockholders' Equity**  
*(in thousands, except shares amounts)*  
*(unaudited)*

		Vir Stockholders' Equity							Vir Stockholders' Equity				
		Common Stock		Additional	Other	Retained	Noncontrolling	Total	Common Stock		Additional	Other	Accumulated
		Share	Amount	Paid-in	Comprehensive	Earnings	Interest	Stockholders'	Common Stock		Paid-in	Comprehensive	Loss
				Capital	Loss			Equity			Capital	Loss	
<b>Balance at March 31, 2023</b>		133,930,957	\$ 13	\$ 1,737,626	\$ (3,219)	\$ 236,337	\$ 44	\$ 1,970,801					
<b>Balance at June 30, 2023</b>									<b>Balance at June 30, 2023</b>	134,230,494	\$ 13	\$ 1,771,536	\$ (2,903)
Vesting of restricted common stock	Vesting of restricted common stock	100,292	—	—	—	—	—	—	Vesting of restricted common stock	73,351	—	—	—
Exercise of stock options	Exercise of stock options	84,342	—	742	—	—	—	742	Exercise of stock options	194,041	—	343	—
Issuance of common stock under employee stock purchase plan		114,903	—	2,605	—	—	—	2,605					
Stock-based compensation	Stock-based compensation	—	—	30,619	—	—	—	30,619	Stock-based compensation	—	—	26,944	—
Other comprehensive income	Other comprehensive income	—	—	—	316	—	—	316	Other comprehensive income	—	—	—	1,000
Increase in ownership interest in a subsidiary		—	—	(56)	—	—	(44)	(100)					
Net loss	Net loss	—	—	—	—	(194,775)	—	(194,775)	Net loss	—	—	—	—
<b>Balance at June 30, 2023</b>		134,230,494	\$ 13	\$ 1,771,536	\$ (2,903)	\$ 41,562	\$ —	\$ 1,810,208					
<b>Balance at September 30, 2023</b>									<b>Balance at September 30, 2023</b>	134,497,886	\$ 13	\$ 1,798,823	\$ (1,903)
		Vir Stockholders' Equity							Vir Stockholders' Equity				
		Common Stock		Additional	Other	Retained	Noncontrolling	Total	Common Stock		Additional	Other	Accumulated
		Share	Amount	Paid-in	Comprehensive	Earnings	Interest	Stockholders'	Common Stock		Paid-in	Comprehensive	Loss
				Capital	Loss			Equity			Capital	Loss	
<b>Balance at March 31, 2022</b>		132,353,441	\$ 13	\$ 1,625,785	\$ (4,805)	\$ 380,021	\$ —	\$ 2,001,014					
<b>Balance at June 30, 2022</b>									<b>Balance at June 30, 2022</b>	132,597,812	\$ 13	\$ 1,656,024	\$ (7,553)
Vesting of restricted common stock	Vesting of restricted common stock	53,712	—	—	—	—	—	—	Vesting of restricted common stock	53,102	—	—	—
Exercise of stock options	Exercise of stock options	96,484	—	1,074	—	—	—	1,074	Exercise of stock options	376,444	—	2,044	—
Issuance of common stock under employee stock purchase plan		94,175	—	2,066	—	—	—	2,066					



Stock-based compensation	Stock-based compensation	—	—	27,099	—	—	—	27,099	Stock-based compensation	—	—	24,814	—
Other comprehensive loss	Other comprehensive loss	—	—	—	(2,748)	—	—	(2,748)	Other comprehensive loss	—	—	—	(4,327)
Net loss		—	—	—	—	(76,493)	—	(76,493)					
<b>Balance at June 30, 2022</b>		<u>132,597,812</u>	<u>\$ 13</u>	<u>\$1,656,024</u>	<u>\$ (7,553)</u>	<u>\$303,528</u>	<u>\$ —</u>	<u>\$ 1,952,012</u>					
Net income									Net income	—	—	—	—
<b>Balance at September 30, 2022</b>									<b>Balance at September 30, 2022</b>	<u>133,027,358</u>	<u>\$13</u>	<u>\$1,682,882</u>	<u>\$ (11,881)</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**VIR BIOTECHNOLOGY, INC.**  
**Condensed Consolidated Statements of Stockholders' Equity**  
*(in thousands, except shares amounts)*  
*(unaudited)*

		Vir Stockholders' Equity									Vir Stockholders' Equity			
		Accumulated							Total Stockholders' Equity		Common Stock Amount	Additional Paid-in Capital	Other Compreh Loss	Other Compreh Loss
		Common Stock Share	Amount	Additional Paid-in Capital	Other Comprehensive Loss	Retained Earnings	Noncontrolling Interest							
Balance at December 31, 2022	Balance at December 31, 2022	133,236,687	\$ 13	\$1,709,835	\$ (9,122)	\$ 377,237	\$ —	\$ 2,077,963	Balance at December 31, 2022	133,236,687	\$13	\$1,709,835	\$ (9,122)	
Vesting of restricted common stock	Vesting of restricted common stock	617,460	—	—	—	—	—	—	Vesting of restricted common stock	690,811	—	—	—	
Exercise of stock options	Exercise of stock options	261,444	—	3,052	—	—	—	3,052	Exercise of stock options	455,485	—	3,395	—	
Issuance of common stock under employee stock purchase plan	Issuance of common stock under employee stock purchase plan	114,903	—	2,605	—	—	—	2,605	Issuance of common stock under employee stock purchase plan	114,903	—	2,605	—	
Stock-based compensation	Stock-based compensation	—	—	56,100	—	—	—	56,100	Stock-based compensation	—	—	83,044	—	
Other comprehensive income	Other comprehensive income	—	—	—	6,219	—	—	6,219	Other comprehensive income	—	—	—	—	
Contributions from noncontrolling interest owners	Contributions from noncontrolling interest owners	—	—	—	—	—	100	100	Contributions from noncontrolling interest owners	—	—	—	—	
Increase in ownership interest in a subsidiary	Increase in ownership interest in a subsidiary	—	—	(56)	—	—	(44)	(100)	Increase in ownership interest in a subsidiary	—	—	(56)	—	
Net loss	Net loss	—	—	—	—	(335,675)	(56)	(335,731)	Net loss	—	—	—	—	
Balance at June 30, 2023		134,230,494	\$ 13	\$1,771,536	\$ (2,903)	\$ 41,562	\$ —	\$ 1,810,208						

Balance at September 30, 2023									Balance at September 30, 2023				
	Vir Stockholders' Equity								Vir Stockholders' Equity				
	Common Stock		Additional Paid-in Capital		Accumulated Other Comprehensive Loss		Accumulated Deficit Retained Earnings		Noncontrolling Interest		Total Stockholders' Equity		Amount
	Share	Amount											
Balance at December 31, 2021	131,161,404	\$ 13	\$ 1,571,535	\$	(1,099)	\$	(138,600)	\$	—	\$	1,431,849		131,161,404
Issuance of common stock in connection with a grant agreement	881,365	—	28,462		—		—		—		28,462		881,365
Vesting of restricted common stock	270,598	—	—		—		—		—		—		323,700
Exercise of stock options	190,270	—	1,558		—		—		—		1,558		566,714
Issuance of common stock under employee stock purchase plan	94,175	—	2,066		—		—		—		2,066		94,175
Stock-based compensation	—	—	52,403		—		—		—		52,403		—
Other comprehensive loss	—	—	—		(6,454)		—		—		(6,454)		—
Net income	—	—	—		—		442,128		—		442,128		—
Balance at June 30, 2022	132,597,812	\$ 13	\$ 1,656,024	\$	(7,553)	\$	303,528	\$	—	\$	1,952,012		
Balance at September 30, 2022													133,027,358

The accompanying notes are an integral part of these condensed consolidated financial statements.

**VIR BIOTECHNOLOGY, INC.**  
**Condensed Consolidated Statements of Cash Flows**  
*(in thousands)*  
*(unaudited)*

		Six Months Ended June 30,			Nine Months Ended September 30,	
		2023	2022		2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>	<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net (loss) income	Net (loss) income	\$ (335,731)	\$ 442,128	Net (loss) income	\$ (499,144)	\$ 617,440
Adjustments to reconcile net (loss) income to net cash (used in) provided for operating activities:						

Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:				Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:			
Change in estimated constraint on profit-sharing amount	Change in estimated constraint on profit-sharing amount	(26,285)	397,433	Change in estimated constraint on profit-sharing amount	(28,101)	353,526	
Depreciation and amortization	Depreciation and amortization	10,120	2,882	Depreciation and amortization	14,573	4,431	
Amortization of intangible assets	Amortization of intangible assets	266	266	Amortization of intangible assets	399	399	
(Accretion of discounts) amortization of premiums on investments, net	(Accretion of discounts) amortization of premiums on investments, net	(12,366)	1,732				
Accretion of discounts on investments, net	Accretion of discounts on investments, net			Accretion of discounts on investments, net	(10,057)	(1,315)	
Payment of contingent consideration in excess of acquisition date fair value	Payment of contingent consideration in excess of acquisition date fair value	—	(93,803)	Payment of contingent consideration in excess of acquisition date fair value	—	(93,803)	
Noncash lease expense	Noncash lease expense	4,401	4,283	Noncash lease expense	6,218	6,473	
Change in fair value of equity investments	Change in fair value of equity investments	18,189	106,428	Change in fair value of equity investments	20,895	120,019	
Change in estimated fair value of contingent consideration	Change in estimated fair value of contingent consideration	(10)	5,633	Change in estimated fair value of contingent consideration	(637)	7,890	
Stock-based compensation	Stock-based compensation	56,100	52,403	Stock-based compensation	83,044	77,217	
In-process research and development impairment	In-process research and development impairment	6,899	—	In-process research and development impairment	6,899	—	
Long-lived assets impairment	Long-lived assets impairment	5,366	—	Long-lived assets impairment	7,474	—	
Other	Other	172	292	Other	(578)	301	
Changes in operating assets and liabilities:	Changes in operating assets and liabilities:			Changes in operating assets and liabilities:			
Receivable from collaboration	Receivable from collaboration	3,041	433,689	Receivable from collaboration	3,041	491,872	
Prepaid expenses and other current assets	Prepaid expenses and other current assets	27,298	(5,472)	Prepaid expenses and other current assets	54,194	11,023	
Other assets	Other assets	(2,283)	(41)	Other assets	(150)	(3,434)	
Accounts payable	Accounts payable	5,630	2,444	Accounts payable	(1,895)	(2,003)	
Accrued liabilities and other long-term liabilities	Accrued liabilities and other long-term liabilities	(269,765)	145,381	Accrued liabilities and other long-term liabilities	(316,918)	65,144	
Operating lease liabilities	Operating lease liabilities	(6,235)	(1,012)	Operating lease liabilities	(9,910)	(2,547)	
Deferred revenue	Deferred revenue	164	15,559	Deferred revenue	(205)	(24,506)	
Net cash (used in) provided by operating activities	Net cash (used in) provided by operating activities	(515,029)	1,510,225	Net cash (used in) provided by operating activities	(670,858)	1,628,127	
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>	<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Proceeds from sale of an equipment	Proceeds from sale of an equipment	—	11	Proceeds from sale of an equipment	—	22	

Purchases of property and equipment	Purchases of property and equipment	(16,324)	(36,439)	Purchases of property and equipment	(20,038)	(55,432)
Purchases of investments	Purchases of investments	(694,289)	(341,293)	Purchases of investments	(1,197,199)	(1,069,752)
Maturities of investments	Maturities of investments	1,039,007	—	Maturities of investments	1,486,677	84,836
Net cash provided by (used in) investing activities	Net cash provided by (used in) investing activities	328,394	(377,721)	Net cash provided by (used in) investing activities	269,440	(1,040,326)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>	<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from issuance of common stock in connection with a grant agreement	Proceeds from issuance of common stock in connection with a grant agreement	—	28,462	Proceeds from issuance of common stock in connection with a grant agreement	—	28,462
Payment of principal on financing lease obligation	Payment of principal on financing lease obligation	(134)	(124)	Payment of principal on financing lease obligation	(200)	(183)
Proceeds from exercise of stock options	Proceeds from exercise of stock options	3,052	1,558	Proceeds from exercise of stock options	3,395	3,602
Issuance of common stock under ESPP	Issuance of common stock under ESPP	2,605	2,066	Issuance of common stock under ESPP	2,605	2,066
Contributions from noncontrolling interest owners	Contributions from noncontrolling interest owners	100	—	Contributions from noncontrolling interest owners	100	—
Increase in ownership interest in a subsidiary	Increase in ownership interest in a subsidiary	(100)	—	Increase in ownership interest in a subsidiary	(100)	—
Payment of contingent consideration	Payment of contingent consideration	—	(1,197)	Payment of contingent consideration	—	(1,197)
Net cash provided by financing activities	Net cash provided by financing activities	5,523	30,765	Net cash provided by financing activities	5,800	32,750
Net (decrease) increase in cash, cash equivalents and restricted cash and cash equivalents	Net (decrease) increase in cash, cash equivalents and restricted cash and cash equivalents	(181,112)	1,163,269	Net (decrease) increase in cash, cash equivalents and restricted cash and cash equivalents	(395,618)	620,551
Cash, cash equivalents and restricted cash and cash equivalents at beginning of period	Cash, cash equivalents and restricted cash and cash equivalents at beginning of period	867,968	363,415	Cash, cash equivalents and restricted cash and cash equivalents at beginning of period	867,968	363,415
Cash, cash equivalents and restricted cash and cash equivalents at end of period	Cash, cash equivalents and restricted cash and cash equivalents at end of period	\$ 686,856	\$ 1,526,684	Cash, cash equivalents and restricted cash and cash equivalents at end of period	\$ 472,350	\$ 983,966
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS TO THE CONDENSED CONSOLIDATED BALANCE SHEETS:</b>	<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS TO THE CONDENSED CONSOLIDATED BALANCE SHEETS:</b>			<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS TO THE CONDENSED CONSOLIDATED BALANCE SHEETS:</b>		
Cash and cash equivalents	Cash and cash equivalents \$	666,949	\$ 1,505,183	Cash and cash equivalents	\$ 452,100	\$ 963,735
Restricted cash and cash equivalents, current	Restricted cash and cash equivalents, current	13,163	13,147	Restricted cash and cash equivalents, current	13,193	12,955

Restricted cash and cash equivalents, noncurrent	Restricted cash and cash equivalents, noncurrent	6,744	8,354	Restricted cash and cash equivalents, noncurrent	7,057	7,276
Total cash, cash equivalents and restricted cash and cash equivalents	Total cash, cash equivalents and restricted cash and cash equivalents	\$ 686,856	\$ 1,526,684	Total cash, cash equivalents and restricted cash and cash equivalents	\$ 472,350	\$ 983,966

The accompanying notes are an integral part of these condensed consolidated financial statements.

**VIR BIOTECHNOLOGY, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

## 1. Organization

### Business Overview

Vir Biotechnology, Inc. ("Vir" or the "Company") is an immunology company focused on combining immunologic insights with cutting-edge technologies to treat and prevent serious infectious diseases. Its current pipeline consists of sotrovimab (where marketing authorization has been granted, marketed under the brand name Xevudy®) diseases and other product candidates targeting hepatitis B virus ("HBV"), hepatitis D virus ("HDV"), influenza A and B virus, human immunodeficiency virus ("HIV") and coronavirus disease 2019 ("COVID-19"), serious conditions. Vir has several preclinical candidates in its pipeline. Vir has assembled two technology platforms that are designed to stimulate and enhance the immune system by exploiting critical observations of natural immune processes. Its current clinical development pipeline consists of product candidates targeting hepatitis B virus ("HBV"), hepatitis delta virus ("HDV") and human immunodeficiency virus ("HIV"). Vir has several preclinical candidates in its pipeline including those targeting influenza A and B, coronavirus disease 2019 ("COVID-19"), respiratory syncytial virus and human metapneumovirus, ("RSV" and "MPV", respectively), and human papillomavirus ("HPV").

In January 2023, a majority-owned subsidiary, Encentro Therapeutics, Inc. ("Encentro"), was incorporated in the State of Delaware, Encentro Therapeutics, Inc. ("Encentro"), Delaware. The Company initially owned 80% of Encentro's outstanding voting shares. In During the three months ended June 30, 2023, the Company increased its ownership of Encentro's outstanding voting shares to 100%. The primary purpose of Encentro is to conduct research and development of oncology therapeutics.

### Liquidity and Capital Resources

In November 2020, the Company entered into a sales agreement (the "Sales Agreement") with Cowen and Company, LLC ("Cowen"), under which the Company may from time to time offer and sell shares of its common stock for an aggregate offering price of up to \$300.0 million, through or to Cowen, acting as sales agent or principal. The shares will be offered and sold under the Company's shelf registration statement on Form S-3 and a related prospectus filed with the Securities and Exchange Commission (the "SEC") on November 10, 2020. The Company will pay Cowen a commission of up to 3.0% of the aggregate gross proceeds from each sale of shares, reimburse legal fees and disbursements and provide Cowen with customary indemnification and contribution rights. As of June 30, 2023 September 30, 2023, no shares have been sold under the Sales Agreement. The Sales Agreement will expire in November 2023.

As of June 30, 2023 September 30, 2023, the Company had \$1.9 billion \$1.7 billion in cash, cash equivalents, and investments, which the Company believes will be sufficient to fund its operations for a period through at least twelve months from the issuance date of these unaudited condensed consolidated financial statements.

## 2. Summary of Significant Accounting Policies

### Basis of Presentation and Principles of Consolidation

The Company's unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and applicable rules and regulations of the SEC regarding interim financial reporting. The unaudited condensed consolidated financial statements include the accounts of Vir and its majority-owned subsidiaries. For consolidated entities where Vir owns or is exposed to less than 100.0% of the economics, the Company records net income (loss) attributable to noncontrolling interests, net of tax in its unaudited condensed consolidated statements of operations equal to the percentage of the economic or ownership interest retained in such entities by the respective noncontrolling parties. All intercompany balances and transactions have been eliminated upon consolidation.

The unaudited interim condensed consolidated financial statements have been prepared on the same basis as the annual consolidated financial statements and reflect, in the opinion of management, all adjustments of a normal and recurring nature that are necessary for the fair presentation of the Company's financial information. The condensed consolidated results of operations for the six three and nine months ended June 30, 2023 September 30, 2023 are not necessarily indicative of the results to be expected for the year ending December 31, 2023, or for any other future annual or interim period.

Certain information and footnote disclosures typically included in the Company's annual consolidated financial statements have been condensed or omitted. As such, these unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and related notes included in the Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

**VIR BIOTECHNOLOGY, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

### Use of Estimates

The preparation of the unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate. Actual results could materially differ from those estimates.

#### **Concentration of Credit Risk, Credit Loss and Other Risks and Uncertainties**

Although the Company received Emergency Use Authorization ("EUA"), temporary authorization or marketing approval for sotrovimab (under the brand name Xevudy®), sotrovimab is currently deauthorized in the U.S. and has limitations in use outside of the U.S. In addition, the Company is subject to a number of other challenges and risks similar to other biopharmaceutical companies in the early stage, including, but not limited to, the need to obtain adequate additional funding, possible failure of preclinical testing or clinical trials, the need to obtain marketing approval for its other product candidates, competitors developing new technological innovations, the need to successfully commercialize and gain market acceptance of sotrovimab and other product candidates and protection of proprietary technology. If the Company does not successfully obtain regulatory approval, commercialize or partner any of its product candidates, it will be unable to generate revenue from product sales or maintain profitability.

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash, cash equivalents, and investments. Cash and cash equivalents are deposited in checking and sweep accounts at financial institutions. Such deposits may, at times, exceed federally insured limits. On March 10, 2023, Silicon Valley Bank ("SVB") was closed by the California Department of Financial Protection and Innovation, and the Federal Deposit Insurance Corporation ("FDIC") was appointed as receiver. Prior to such events, the Company held cash deposits at SVB in excess of government insured limits. On March 12, 2023, the U.S. Treasury Department, the Federal Reserve and the FDIC jointly announced enabling actions that fully protect all SVB depositors' insured and uninsured deposits, and that such depositors would have access to all of their funds starting March 13, 2023. On March 13, 2023, the Company was able to access its deposits at the FDIC's newly created Silicon Valley Bridge Bank, N.A., which was subsequently purchased on March 27, 2023 by First Citizens Bank & Trust Company, a subsidiary of First Citizens BancShares, Inc. As such, no losses have been incurred by the Company on deposits that were held at SVB. Management believes that the Company is not currently exposed to significant credit risk as the Company's investments are held in custody at a third-party financial institution.

The Company's investment policy limits investments to certain types of securities issued by the U.S. government, its agencies and institutions, with investment-grade credit ratings and places restrictions on maturities and concentration by type and issuer. The Company is exposed to credit risk in the event of a default by the financial institutions holding its cash, cash equivalents and investments, and issuers of the investments to the extent recorded on the unaudited condensed consolidated balance sheets. As of June 30, 2023 September 30, 2023, the Company has no off-balance sheet concentrations of credit risk.

The Company is exposed to credit losses primarily through receivables from customers and collaborators and through its available-for-sale debt securities. The Company's expected loss allowance methodology for the receivables is developed using historical collection experience, current and future economic market conditions, a review of the current aging status and financial condition of the entities. Specific allowance amounts are established to record the appropriate allowance for customers that have a higher probability of default. Balances are written off when determined to be uncollectible. The Company's expected loss allowance methodology for the debt securities is developed by reviewing the extent of the unrealized loss, the size, term, geographical location, and industry of the issuer, the issuers' credit ratings and any changes in those ratings, as well as reviewing current and future economic market conditions and the issuers' current status and financial condition. During the six nine months ended June 30, 2023 September 30, 2023 and 2022, there was no allowance for losses on available-for-sale debt securities attributable to credit risk.

#### **Investments**

Investments include available-for-sale debt securities and equity investments, which are carried at estimated fair value.

### **VIR BIOTECHNOLOGY, INC.**

#### **Notes to Unaudited Condensed Consolidated Financial Statements**

#### **Available-for-Sale Debt Securities**

The Company's valuations of marketable securities are generally derived from independent pricing services based on quoted prices in active markets for similar securities at period end. Generally, investments with original maturities beyond three months at the date of purchase and which mature at, or less than 12 months from, the unaudited condensed consolidated balance sheet date are considered short-term investments, with all others considered to be long-term investments. Unrealized gains and losses deemed temporary in nature are reported as a component of accumulated other comprehensive income (loss). The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity, which is included in interest income on the unaudited condensed consolidated statements of operations. The cost of securities sold is based on the specific identification method.

#### **Equity Investments**

The Company measures its investment in equity securities at fair value at each reporting date based on the market price at period end if it has a readily determinable fair value. Otherwise, the investments in equity securities are measured at cost less impairment, adjusted for observable price changes for identical or similar investments of the same issuer unless the Company has significant influence or control over the investee. Changes in fair value resulting from observable price changes are presented as change in fair value of equity investments, and changes in fair value resulting from foreign currency translation are included in other income (expense) income, net on the unaudited condensed consolidated statements of operations.

#### **Restricted Cash and Cash Equivalents**

Restricted cash and cash equivalents represent money market funds to secure standby letters of credit and security deposits with financial institutions, both under office and laboratory space lease agreements. Additionally, funds received from certain grants are restricted as to their use and are therefore classified as restricted cash and cash equivalents.

## Revenue Recognition

### Collaboration, License and Contract Revenue

Under Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers ("ASC 606"), the Company recognizes revenue when the Company's customer obtains control of promised goods or services, in an amount that reflects the consideration which the Company expects to receive in exchange for those goods and services. To determine revenue recognition for arrangements within the scope of ASC 606, the Company performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when or as the Company satisfies a performance obligation.

For collaborative arrangements that fall within the scope of ASC 808, Collaborative Arrangements ("ASC 808"), the Company first determines which elements of the collaboration are deemed to be a performance obligation with a customer within the scope of ASC 606. For elements of collaboration arrangements that are accounted for pursuant to ASC 808 and are not subject to the guidance in ASC 606, the Company applies the revenue recognition model under ASC 606, including the royalty exception guidance and variable consideration guidance under ASC 606 as described below, or other guidance, as deemed appropriate. When the Company is considered an agent in elements of collaboration arrangements within the scope of ASC 808, it records its share of collaboration revenue in the period in which such sales occur. The Company is considered an agent when the collaboration partner controls the product before transfer to the customers and has the ability to direct the use of and obtain substantially all of the remaining benefits from the product. In these instances, collaboration revenue is based upon the net sales reported by the Company's collaboration partners, net of cost of goods sold and allowable expenses (e.g., manufacturing, distribution, medical affairs, selling, and marketing expenses) in the period. In order to record collaboration revenue, the Company utilizes certain information from its collaboration partner, including actual net product sales and costs incurred for sales activities, and makes key judgments based on business updates related to commercial and clinical activities such as expected commercial demand, commercial supply plan, manufacturing commitments, risks related to expired or obsolete inventories, and risks related to potential product returns or contract terminations. The Company uses these estimates to determine whether payments due to it under its collaboration arrangements, such as profit-share payments, should be recognized as revenue in the period that they become due or whether any portion of the payments due should be constrained from revenue recognition because it is not probable that recognizing such amounts would not result in a material reversal of revenues in future reporting periods.

## VIR BIOTECHNOLOGY, INC. Notes to Unaudited Condensed Consolidated Financial Statements

The Company has entered into a number of license and collaboration agreements that fall within the scope of ASC 606. The Company evaluates the promised goods or services in these agreements to determine which ones represent distinct performance obligations.

Prior to recognizing revenue, the Company makes estimates of the transaction price, including variable consideration that is subject to a constraint. Amounts of variable consideration are included in the transaction price to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. These estimates are re-assessed each reporting period as required. These agreements may include the following types of consideration: non-refundable upfront payments, reimbursement for research services, research, development or regulatory milestone payments, profit-sharing arrangements, and royalty and commercial sales milestone payments.

If there are multiple distinct performance obligations, the Company allocates the transaction price to each distinct performance obligation based on their estimated standalone selling prices ("SSP"). The Company estimates the SSP for each distinct performance obligation by considering information such as market conditions, entity-specific factors, and information about its customer that is reasonably available. The Company considers estimation approaches that allow it to maximize the use of observable inputs. These estimation approaches may include the adjusted market assessment approach, the expected cost plus a margin approach or the residual approach. The Company also considers whether to use a different estimation approach or a combination of approaches to estimate the SSP for each distinct performance obligation. Developing certain assumptions (e.g., treatable patient population, expected market share, probability of success and product profitability, discount rate based on weighted-average cost of capital) to estimate the SSP of a distinct performance obligation requires significant judgment.

For performance obligations satisfied over time, the Company estimates the efforts needed to complete the performance obligation and recognizes revenue by measuring the progress towards complete satisfaction of the performance obligation using an input measure.

For arrangements that include sales-based royalties, including commercial milestone payments based on pre-specified level levels of sales, the Company recognizes revenue at the later of (i) when the related sales occur, or (ii) when the performance obligation to which some or all of the royalty has been allocated has been satisfied (or partially satisfied). Achievement of these royalties and commercial milestones may solely depend upon the performance of the licensee.

### Grant Revenue

Grants received, including cost reimbursement agreements, are assessed to determine if the agreement should be accounted for as an exchange transaction or a contribution. An agreement is accounted for as a contribution if the resource provider does not receive commensurate value in return for the assets transferred. Contributions are recognized as grant revenue when all donor-imposed conditions have been met.

### Contingent Consideration Obligations

Contingent consideration obligations incurred in connection with a business combination are recorded at their fair values on the acquisition date, are remeasured each subsequent reporting period until the related contingencies are resolved and are classified as contingent consideration on the unaudited condensed consolidated balance sheets. The changes in fair values of contingent consideration related to the achievement of various milestones are recorded within research and development expenses or selling, general and administrative expenses based on the nature of the relevant underlying activities.

## VIR BIOTECHNOLOGY, INC. Notes to Unaudited Condensed Consolidated Financial Statements

### 3. Fair Value Measurements

The Company determines the fair value of financial assets and liabilities using the fair value hierarchy, which establishes three levels of inputs that may be used to measure fair value, as follows:

- Level 1: Inputs which include quoted prices in active markets for identical assets and liabilities.
- Level 2: Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amounts of the Company's financial instruments, including accounts payable and accrued liabilities, approximate fair value due to their relatively short maturities.

#### Cash Equivalents and Available-for-Sale Securities

The following tables summarize the Company's Level 1 and Level 2 financial assets measured at fair value on a recurring basis by level within the fair value hierarchy as of June 30, 2023 September 30, 2023 and December 31, 2022:

		June 30, 2023						September 30, 2023						
			Gross Unrealized Holding			Gross Unrealized Holding	Aggregate Fair Value			Gross Unrealized Holding			Gross Unrealized Holding	Aggregate Fair Value
		Valuation Hierarchy	Amortized Cost	Gains	Losses			Valuation Hierarchy	Amortized Cost	Gains	Losses			
		(in thousands)						(in thousands)						
Assets:	Assets:							Assets:						
Money market funds <sup>(1)</sup>	Money market funds <sup>(1)</sup>	Level 1	\$ 425,881	\$ —	\$ —	\$ 425,881		Money market funds <sup>(1)</sup>	Level 1	\$ 470,323	\$ —	\$ —	\$ 470,323	
U.S. government treasuries	U.S. government treasuries	Level 2	1,284,324	12	(1,978)	1,282,358		U.S. government treasuries	Level 2	1,073,982	15	(1,009)	1,072,988	
U.S. government agency bonds and discount notes	U.S. government agency bonds and discount notes	Level 2	125,880	8	(237)	125,651		U.S. government agency bonds and discount notes	Level 2	167,372	14	(220)	167,166	
Equity securities	Equity securities	Level 1	N/A	N/A	N/A	13,531		Equity securities	Level 1	N/A	N/A	N/A	10,825	
Total financial assets	Total financial assets		\$ 1,836,085	\$ 20	\$ (2,215)	\$ 1,847,421		Total financial assets		\$ 1,711,677	\$ 29	\$ (1,229)	\$ 1,721,302	

(1) Includes \$19.9 million \$20.3 million of restricted cash equivalents.

		December 31, 2022					
	Valuation Hierarchy	Amortized Cost	Gross Unrealized Holding Gains		Gross Unrealized Holding Losses		Aggregate Fair Value
(in thousands)							
Assets:							
Money market funds <sup>(1)</sup>	Level 1	\$ 909,342	\$ —	\$ —	\$ —	\$ —	909,342
U.S. government treasuries	Level 2	1,493,841	—		(8,396)		1,485,445
Equity securities	Level 1	N/A	N/A		N/A		31,892
Total financial assets		\$ 2,403,183	\$ —	\$ —	(8,396)	\$ —	2,426,679

(1) Includes \$19.3 million of restricted cash equivalents.



Accrued interest receivable excluded from both the fair value and amortized cost basis of the available-for-sale debt securities are presented within prepaid expenses and other current assets and other assets in the unaudited condensed consolidated balance sheets. Accrued interest receivable amounted to \$1.9 million \$2.9 million and \$2.5 million as of June 30, 2023 September 30, 2023 and December 31,

**VIR BIOTECHNOLOGY, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

December 31, 2022, respectively. The Company did not write off any accrued interest receivable during the six nine months ended June 30, 2023 September 30, 2023 and 2022.

The Company recognized total net unrealized loss losses of \$2.2 million \$1.2 million and \$8.4 million in accumulated other comprehensive loss as of June 30, 2023 September 30, 2023 and December 31, 2022, respectively. The gross unrealized losses related to U.S. government treasuries as of June 30, 2023 September 30, 2023 and December 31, 2022 were due to changes in interest rates. As of June 30, 2023 September 30, 2023, there were no investments that have been in a continuous material unrealized loss position for longer than 12 months. The Company determined that the gross unrealized losses on our investments as of June 30, 2023 September 30, 2023 were temporary in nature. The Company currently does not intend, and it is highly unlikely that it will be required, to sell these securities before recovery of their amortized cost basis. As of June 30, 2023 September 30, 2023, no securities have contractual maturities of longer than 2 years.

As of June 30, 2023 September 30, 2023, the Company's equity investment consisted solely of ordinary shares of Brio Biosciences Limited ("Brio Bio Parent"). The equity securities of Brio Bio Parent are listed on the Stock Exchange of Hong Kong Limited and are considered to be marketable equity securities and subsequently remeasured at fair value at each reporting date. As of June 30, 2023 September 30, 2023, the Company remeasured the equity investment at a fair value of \$13.5 million \$10.8 million. The Company recognized an unrealized loss of \$5.1 million \$2.7 million and \$11.4 million \$13.6 million, for the three months ended June 30, 2023 September 30, 2023 and 2022, respectively, and an unrealized loss of \$18.2 million \$20.9 million and \$106.4 million \$120.0 million, for the six nine months ended June 30, 2023 September 30, 2023 and 2022, respectively, as other income (expense) in the unaudited condensed consolidated statement of operations. For the three and six nine months ended June 30, 2023 September 30, 2023 and 2022, the unrealized losses related to foreign currency translation for the respective periods were immaterial.

*Contingent Consideration Obligations*

Contingent consideration obligations include potential milestone payments in connection with the acquisitions acquisition of Humabs Biomed SA ("Humabs"). The Company classifies the contingent consideration as Level 3 financial liabilities within the fair value hierarchy as of June 30, 2023 September 30, 2023 and December 31, 2022.

The estimated fair value of the contingent consideration related to the Humabs acquisition was determined by calculating the probability-weighted clinical, regulatory and commercial milestone payments based on the assessment of the likelihood and estimated timing that certain milestones would be achieved. As of June 30, 2023 September 30, 2023, the Company calculated the estimated fair value of the remaining clinical and regulatory milestones related to VIR-3434, an investigational subcutaneously administered HBV-neutralizing monoclonal antibody, or mAb, using the following significant unobservable inputs:

Unobservable input	Range (Weighted-Average)
Discount rates	13.1% 12.7% - 14.1% (13.5% 13.3% (13.0%)
Probability of achievement	14.4% - 60.0% (42.4% (43.0%)

(1) Unobservable inputs were weighted based on the relative fair value of the clinical and regulatory milestone payments.

For the commercial milestones, the Company used a Monte Carlo simulation because of the availability of discrete revenue forecasts simulation. As of June 30, 2023 September 30, 2023, the Monte Carlo simulation assumed a commercial product launch and associated discrete revenue forecasts, as well as the following significant unobservable inputs for the remaining commercial milestones related to VIR-3434:

Unobservable input	Value
Volatility	75.0% 70.0%
Discount rate	11.0%
Probability of achievement	28.7% 29.1%

The discount rate captures the credit risk associated with the payment of the contingent consideration when earned and due. As of June 30, 2023 September 30, 2023 and December 31, 2022, the estimated fair value of the contingent consideration related to the Humabs acquisition was \$23.8 million \$24.3 million and \$23.4 million, respectively, with changes in the estimated fair value recorded in research and development expenses in the unaudited condensed consolidated statements of operations.

**VIR BIOTECHNOLOGY, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

The estimated fair value of the contingent consideration related to the Humabs acquisition involves significant estimates and assumptions that give rise to measurement uncertainty.

The following table sets forth the changes in the estimated fair value of the Company's contingent consideration obligations (in thousands):

	Contingent Consideration
Balance at December 31, 2022	\$ 24,937
Changes in fair value	(10) (627)
Balance at June 30, 2023 September 30, 2023	\$ 24,927 24,310

#### 4. Grant Agreements

##### Bill & Melinda Gates Foundation Grants

The Company has entered into various grant agreements with the Bill & Melinda Gates Foundation, under which it was awarded grants totaling up to \$65.7 million \$49.9 million to support its human cytomegalovirus ("HCMV") vaccine programs for HIV vaccine program, and tuberculosis vaccine program, as well as the Company's HIV vaccinal antibody program and malaria vaccinal antibody program. The term of the grant agreements will expire at various dates through June 2027, unless terminated earlier by the Bill & Melinda Gates Foundation for the Company's breach, failure to progress the funded project, in the event of the Company's change of control, change in the Company's tax status, or significant changes in the Company's leadership that the Bill & Melinda Gates Foundation reasonably believes may threaten the success of the projects.

Concurrently with the execution of the grant agreement for the vaccinal antibody program, the Company entered into a stock purchase agreement with the Bill & Melinda Gates Foundation, under which the Bill & Melinda Gates Foundation purchased 881,365 shares of the Company's common stock on January 13, 2022, at a price per share of \$45.38, for an aggregate purchase price of approximately \$40.0 million. The fair market value of the common stock issued to the Bill & Melinda Gates Foundation was \$28.5 million, based on the closing stock price of \$37.65 per share on the closing date and taking into account a discount for the lack of marketability due to the restrictions in place on the underlying shares, resulting in a \$11.3 million premium received by the Company. The Company accounted for the common stock issued to the Bill & Melinda Gates Foundation based on its fair market value on the closing date and determined that the premium paid by the Bill & Melinda Gates Foundation should be included in the deferred revenue from the vaccinal antibody grant.

Payments received in advance that are related to future research activities along with the aforementioned premium received are deferred and recognized as revenue when the donor-imposed conditions are met, which is as the research and development activities are performed. The premium received by the Company is deferred and recognized over the same period as the grant proportionally. The Company recognized grant revenue of \$4.7 million \$3.8 million and \$2.1 million \$2.8 million for the three months ended June 30, 2023 September 30, 2023 and 2022, respectively, and \$6.6 million \$10.5 million and \$4.6 million \$7.4 million for the six nine months ended June 30, 2023 September 30, 2023 and 2022, respectively. As of June 30, 2023 September 30, 2023 and December 31, 2022, the Company had deferred revenue of \$15.7 million \$15.3 million and \$15.5 million, respectively. As of June 30, 2023 September 30, 2023 and December 31, 2022, the Company had \$7.6 million \$9.2 million and \$7.7 million, respectively, within accrued and other liabilities, which may need to be refunded to the Bill & Melinda Gates Foundation.

##### Biomedical Advanced Research and Development Authority

In September 2022, the Company entered into an other transaction for advanced research agreement (the "BARDA Agreement") with the Biomedical Advanced Research and Development Authority ("BARDA"), part of the U.S. Department of Health and Human Services' Administration for Strategic Preparedness and Response. Under the BARDA Agreement, the Company may receive up to an estimated \$1.0 billion to advance the development of a full portfolio of innovative solutions to address influenza and potentially other infectious disease threats. The Base Period (as defined below) for the BARDA Agreement includes government funding of approximately \$55.0 million to reimburse a portion of expenses incurred by the Company to support the development of VIR-2482, an investigational prophylactic monoclonal antibody designed with the aim to protect against seasonal and pandemic influenza, including expenses related to the Phase 2 pre-exposure prophylaxis trial of VIR-2482. The BARDA Agreement also provides for additional BARDA funding after the exercise by BARDA of up to twelve options to further support the development of pre-exposure prophylactic antibodies including and beyond

#### VIR BIOTECHNOLOGY, INC.

##### Notes to Unaudited Condensed Consolidated Financial Statements

including and beyond VIR-2482 for the prevention of influenza illness or possibly supporting medical countermeasures for other pathogens of pandemic potential. The

In September 2023, the Company and BARDA entered into Amendment No. P00001 to the BARDA Agreement has (the "Amended BARDA Agreement"), pursuant to which BARDA awarded the Company \$50.1 million in new funding upon the exercise of an initial term that commenced on September 30, 2022 additional option. The Company will use \$40.0 million to support the development of VIR-7229 through a Phase 1 clinical trial and extends through January 2026 (" \$10.1 million to support the discovery of new monoclonal antibody against a second pathogen of pandemic potential. The Company may also receive up to \$11.2 million of additional funding for the Base Period", which Period under the Amended BARDA Agreement to wind down activities related to the Phase 2 pre-exposure prophylaxis trial of VIR-2482. The Amended BARDA Agreement will expire in July 2027 and may be extended by mutual written agreement of the Company and BARDA, if certain conditions are met funding is available and research opportunities within scope reasonably warrant, or, if BARDA exercises any of its the options as are exercised (as described above, and above), to cover the period of such exercised option set forth in the Amended BARDA Agreement. The Amended BARDA Agreement is terminable by the Company and BARDA at any time under specified circumstances, including for convenience.

The Company recognized grant revenue under the BARDA Agreement of \$11.8 million \$2.9 million and \$26.1 million \$29.0 million for the three and six nine months ended June 30, 2023 September 30, 2023, respectively, and an other receivable in prepaid expenses and other current assets of \$13.0 million \$4.8 million as of June 30, 2023 September 30, 2023. As of June 30, 2023 September 30, 2023, \$2.5 million \$60.9 million of potential future reimbursement remains available out of \$55.0 million for \$116.3 million total awarded amount under the Base Period. Amended BARDA Agreement.

#### 5. Collaboration and License Agreements

##### Collaboration Agreements with GSK

###### 2020 GSK Agreement

In 2020, the Company, Glaxo Wellcome UK Limited and Beecham S.A. entered into a collaboration agreement (the "2020 GSK Agreement"). Subsequently, Beecham S.A. assigned and transferred all its rights, title, interest, and benefit in the 2020 GSK Agreement to GlaxoSmithKline Biologicals S.A. (Glaxo Wellcome UK Limited and GlaxoSmithKline Biologicals S.A., referred to, individually and together, as "GSK"). Under the terms of the 2020 GSK Agreement, the Company and GSK agreed to collaborate to research, develop and commercialize products for the prevention, treatment and prophylaxis of diseases caused by SARS-CoV-2, the virus that causes COVID-19, and potentially other coronaviruses. The collaboration initially focused on the development and commercialization of three programs: (1) antibodies targeting SARS-CoV-2 and potentially other coronaviruses (the "Antibody Program"); (2) vaccines targeting SARS-CoV-2 and potentially other coronaviruses (the "Vaccine Program"), and (3) products based on genome-wide CRISPR screening of host targets expressed in connection with exposure to SARS-CoV-2 and potentially other coronaviruses (the "Functional Genomics Program").

On February 8, 2023, the Company and GSK entered into Amendment No. 2 and Amendment No. 3 to the 2020 GSK Agreement. Pursuant to Amendment No. 2, the Company and GSK agreed to remove the Vaccine Program from the 2020 GSK Agreement, and to wind down and terminate the cost-sharing arrangements and all ongoing activities in relation to the Vaccine Program. As of the effective date of Amendment No. 2, the Vaccine Program had not yet advanced to its predefined development candidate stage. The Company retains the right to progress development of vaccine products directed to SARS-CoV-2 and other coronaviruses independently (including with or for third parties) outside the scope of the 2020 GSK Agreement, subject to the payment of tiered royalties to GSK on net sales of any vaccine products covered by certain GSK intellectual property rights in the low single digits. Pursuant to Amendment No. 3, the Company and GSK agreed to modify the Antibody Program to remove from the collaboration all coronavirus antibodies other than sotrovimab and VIR-7832, and certain variants thereof. Sotrovimab and VIR-7832, and certain variants thereof, remain subject to the terms of the 2020 GSK Agreement, and the Company retains the sole right to progress the development and commercialization of the terminated antibody products independently (including with or for third parties), subject to the payment of tiered royalties to GSK on net sales of such terminated antibody products at percentages ranging from the very low single digits to the mid-single digits, depending on the nature of the antibody product being commercialized.

Subject to an opt-out mechanism, the parties share all development costs, manufacturing costs, and costs and expenses for the commercialization of the collaboration products, with the Company bearing 72.5% of such costs for the antibody products, except that GSK has the sole right to develop (including to seek, obtain or maintain regulatory approvals), manufacture and commercialize sotrovimab in and for mainland China, Hong Kong, Macau and Taiwan at GSK's sole cost and expense, and equal sharing of such costs for the functional genomics products.

#### VIR BIOTECHNOLOGY, INC.

#### Notes to Unaudited Condensed Consolidated Financial Statements

The 2020 GSK Agreement will remain in effect with respect to each collaboration program for as long as there is a collaboration product being developed or commercialized by the lead party, or the non-opt-out party, in such program. Either party has the right to terminate the 2020 GSK Agreement in the case of the insolvency of the other party, an uncured material breach of the other party with respect to a collaboration program or collaboration product, or as mutually agreed by the parties.

In May 2021, the U.S. Food and Drug Administration ("FDA") granted an EUA in the United States for sotrovimab, the first collaboration product under the Antibody Program. In April 2022, the FDA excluded the use of sotrovimab in all U.S.

#### VIR BIOTECHNOLOGY, INC.

#### Notes to Unaudited Condensed Consolidated Financial Statements

regions due to the continued proportion of COVID-19 cases caused by certain Omicron subvariants. As the lead party for all manufacturing and commercialization activities, GSK incurs all of the manufacturing, sales and marketing expenses and is the principal on sales transactions with third parties. As described in Note 2—Summary of Significant Accounting Policies, the Company's accounting policy related to the profit-share is to consider the agreed-upon share of the profit-sharing amounts each quarter and evaluate whether those amounts are subject to potential future adjustments based on the latest available facts and circumstances. As the Company is the agent, the Company recognizes its contractual share of the profit-sharing amounts or royalties (in case of an opt-out) as revenue, based on sales net of various estimated deductions such as rebates, discounts, chargebacks, credits and returns, less cost of sales and allowable expenses (including manufacturing, distribution, medical affairs, selling, and marketing expenses) in the period the sale occurs. Manufacturing costs include inventory revaluation adjustments, lower of cost or market inventory adjustments, inventory write-downs and write-offs, and binding purchase commitments with a third-party manufacturer among other manufacturing costs. In periods when allowable expenses exceed amounts recognized for net product sales of sotrovimab, negative revenue would be reported in our consolidated statements of operations. The Company's contractual share of the profit-sharing amounts is subject to potential future adjustments to allowable expenses, which represents a form of variable consideration. At each reporting period, the Company evaluates the latest available facts and circumstances to determine whether any portion of profit-sharing amounts should be constrained.

As of June 30, 2023, in 2023, GSK continue reported to have the Company certain potentially allowable manufacturing expenses related to excess binding sotrovimab supply manufacturing commitments of sotrovimab and certain binding reserved manufacturing capacity not expected to be utilized, which have not yet been fully reported to the Company had previously reserved as allowable manufacturing expenses for the constraint on its cumulative profit-sharing amounts. For the three and nine months ended September 30, 2023, the Company paid GSK \$67.0 million and \$340.5 million, respectively, relating to date. The Company expects these manufacturing expenses. GSK to may continue to adjust allowable manufacturing expenses for the Company's share of the excess supply write-offs and unused binding manufacturing capacity and report to the Company as cost-sharing amounts in future periods. In June 2023, the Company paid \$273.6 million to GSK primarily related to excess supply write-offs and unused binding manufacturing capacity previously reserved. The Company evaluated the latest available facts and circumstances to update its evaluation of profit-sharing amounts to be constrained. As of September 30, 2023, the Company reserved \$0.9 million as accrued liability for its share of the remaining estimated manufacturing expenses related to excess sotrovimab supply and binding reserved manufacturing capacity not utilized. The Company re-assesses these estimates each reporting period.

During the three and six nine months ended June 30, 2023 September 30, 2023 and 2022, the Company recorded profit-sharing amounts, profit-sharing amounts constrained, and profit-sharing amounts constrained, released as components of collaboration revenue in the unaudited condensed consolidated statements of operations, as follows:

	Three Months Ended June 30,						Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022		2023	2022	2023	2022
		(in thousands)					(in thousands)			
Collaboration revenue, net	Collaboration revenue, net					Collaboration revenue, net				
Profit-sharing amount	Profit-sharing amount	\$ (8,396)	\$ 342,492	\$ (1,160)	\$ 1,572,148	Profit-sharing amount	\$ (6,038)	\$ 291,226	\$ (7,198)	\$ 1,863,374
Profit-sharing amount constrained	Profit-sharing amount constrained	(5,383)	(397,433)	—	(397,433)	Profit-sharing amount constrained	—	(2,431)	—	(399,864)
Profit-sharing amount previously constrained, released	Profit-sharing amount previously constrained, released	—	—	33,955	—	Profit-sharing amount previously constrained, released	1,651	20,350	35,606	20,350
Total collaboration revenue, net	Total collaboration revenue, net	\$ (13,779)	\$ (54,941)	\$ 32,795	\$ 1,174,715	Total collaboration revenue, net	\$ (4,387)	\$ 309,145	\$ 28,408	\$ 1,483,860

Costs associated with co-development activities performed under the 2020 GSK Agreement are included in research and development expenses on the unaudited condensed consolidated statements of operations, with any reimbursement of costs by GSK reflected as a reduction of such expenses. Under the 2020 GSK Agreement, the Company recognized additional net research and development expenses of **\$5.3 million** **\$6.1 million** and **\$7.1 million** **\$10.4 million** during the three months ended **June 30, 2023** **September 30,**

**VIR BIOTECHNOLOGY, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**2023** and 2022, respectively, and **\$12.5 million** **\$18.6 million** and **\$13.6 million** **\$24.0 million** during the **six** **nine** months ended **June 30, 2023** **September 30, 2023** and 2022, respectively.

*2021 Expanded GSK Collaboration*

In 2021, the Company and GSK entered into a collaboration agreement (the “2021 GSK Agreement”) under which the parties agreed to expand the 2020 GSK Agreement to collaborate on three separate programs: (1) a program to research, develop and commercialize monoclonal antibodies (“mAbs”) for the prevention, treatment or prophylaxis of the influenza virus (the “Influenza Program”), excluding VIR-2482 unless GSK exercises its option as described below; (2) an expansion of the parties’ current Functional Genomics Program to focus on functional genomics screens directed to targets associated with respiratory viruses (the “Expanded Functional Genomics Program”); and (3) additional programs to develop

**VIR BIOTECHNOLOGY, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

neutralizing mAbs directed to up to three non-influenza target pathogens selected by GSK (the “Selected Pathogens” and such programs, the “Additional Programs”).

Under the Influenza Program, the parties collaborate to research, develop and commercialize mAbs for the prevention, treatment or prophylaxis of influenza, including the Company’s influenza mAbs (with respect to VIR-2482, only if GSK exercises its option). The Company conducts the development and clinical manufacturing activities for VIR-2482 up to the completion of a Phase 2 clinical trial. Provided that the Company conducts and completes a Phase 2 clinical trial for VIR-2482, GSK has the exclusive option to obtain exclusive rights to co-develop and commercialize VIR-2482 under the Influenza Program (the “VIR-2482 Option”). As of **June 30, 2023** **September 30, 2023**, GSK had not exercised the VIR-2482 Option. On July 20, 2023, the Company announced that the VIR-2482 Phase 2 Prevention of Illness Due to Influenza A, or PENINSULA, trial evaluating the prevention of symptomatic influenza A illness did not meet primary or secondary efficacy endpoints. GSK is the lead party for development, clinical and commercial manufacturing and commercialization activities for products under the Influenza Program (other than VIR-2482 unless and until GSK exercises the VIR-2482 Option, if applicable).

The parties mutually agree upon the allocation of responsibility for the development of products under the Expanded Functional Genomics Program, and for the development and early-stage manufacturing of products under the Additional Programs if and when GSK decides which Selected Pathogens to pursue. GSK is primarily responsible for commercial manufacturing and commercialization activities for products under the Expanded Functional Genomics Program and Additional Programs, if and when selected by GSK. For each collaboration program, the Company granted or will grant GSK certain license rights related to the development, manufacturing and commercialization of products arising from the program. GSK selected respiratory syncytial virus (“RSV”) as its first pathogen under the Additional Programs.

The parties share 50% of all development costs in accordance with the budget for each of the collaboration programs (other than for VIR-2482, unless GSK exercises the VIR-2482 Option). The parties also share 50% of all profits and losses arising from any collaboration product.

If GSK exercises the VIR-2482 Option, GSK will pay the Company an option exercise fee of \$300.0 million unless certain agreed product criteria for VIR-2482 are not met, in which case the parties will negotiate an alternative option exercise fee. Upon achievement of a pre-defined regulatory milestone for the first product in the Influenza Program, which may be (i) VIR-2482 (if GSK exercised the VIR-2482 Option), (ii) a next-generation mAb, or (iii) any other influenza mAb approved by the Joint Steering Committee to be included in the collaboration, arising from the Influenza Program, GSK will make a milestone payment to the Company of up to \$200.0 million.

As of **June 30, 2023** **September 30, 2023**, the total unrecognized transaction price of \$51.7 million is classified as noncurrent deferred revenue on the Company's unaudited condensed consolidated balance sheets related to the remaining performance obligations, being the remaining two material rights resulting from the Selected Pathogen Rights.

Costs associated with co-development activities performed under the 2021 GSK Agreement are included in research and development expenses in the unaudited condensed consolidated statements of operations, with any reimbursement of costs by GSK reflected as a reduction of such expenses. Under the 2021 GSK Agreement, the Company recognized additional net research and development expenses of **\$0.9 million** **\$0.6 million** and **\$0.9 million** **\$0.3 million** during the three months ended **June 30, 2023** **September 30, 2023** and 2022, respectively, and **\$1.3 million** **\$1.9 million** and **\$1.0 million** **\$1.3 million** during the **six** **nine** months ended **June 30, 2023** **September 30, 2023** and 2022, respectively.

## VIR BIOTECHNOLOGY, INC. Notes to Unaudited Condensed Consolidated Financial Statements

### 6. Balance Sheet Components

#### Property and Equipment, net

Property and equipment, net consists of the following:

		June 30, 2023	December 31, 2022		September 30, 2023	December 31, 2022
		(in thousands)			(in thousands)	
Laboratory equipment	Laboratory equipment	\$ 44,221	\$ 36,533	Laboratory equipment	\$ 43,158	\$ 36,533
Computer equipment	Computer equipment	2,653	2,545	Computer equipment	2,684	2,545
Furniture and fixtures	Furniture and fixtures	2,935	2,852	Furniture and fixtures	2,887	2,852
Leasehold improvements	Leasehold improvements	80,210	84,422	Leasehold improvements	80,207	84,422
Construction in progress	Construction in progress	6	—	Construction in progress	22	—
Property and equipment, gross	Property and equipment, gross	130,025	126,352	Property and equipment, gross	128,958	126,352
Less accumulated depreciation	Less accumulated depreciation	(25,899)	(20,743)	Less accumulated depreciation	(29,649)	(20,743)
Total property and equipment, net	Total property and equipment, net	\$ 104,126	\$ 105,609	Total property and equipment, net	\$ 99,309	\$ 105,609

Depreciation expenses were **\$4.6 million** **\$4.5 million** and **\$10.1 million** **\$14.6 million** for the three and **six** **nine** months ended **June 30, 2023** **September 30, 2023**, respectively, and **\$1.5 million** **\$1.6 million** and **\$2.9 million** **\$4.4 million** for the three and **six** **nine** months ended **June 30, 2022** **September 30, 2022**, respectively.

#### Accrued and Other Liabilities

Accrued and other liabilities consist of the following:

		June 30, 2023	December 31, 2022		September 30, 2023	December 31, 2022
		(in thousands)			(in thousands)	
Net profit-sharing amount		\$ 78,073	\$ 357,762			
Research and development expenses	Research and development expenses	53,297	48,880	Research and development expenses	\$ 65,693	\$ 48,880
Payroll and related expenses	Payroll and related expenses	19,698	28,286	Payroll and related expenses	27,176	28,286
Accrued income taxes	Accrued income taxes	15,498	15,228	Accrued income taxes	15,415	15,228

Operating lease liabilities, current	Operating lease liabilities, current	13,536	4,137	Operating lease liabilities, current	13,557	4,137
Excess funds payable under grant agreements	Excess funds payable under grant agreements	7,611	7,652	Excess funds payable under grant agreements	9,217	7,652
Net profit-sharing amount				Net profit-sharing amount	6,964	357,762
Other professional and consulting expenses	Other professional and consulting expenses	5,108	3,987	Other professional and consulting expenses	4,336	3,987
Other accrued expenses	Other accrued expenses	4,355	12,711	Other accrued expenses	3,711	12,711
Accrued royalties	Accrued royalties	404	10,447	Accrued royalties	42	10,447
Total accrued and other liabilities	Total accrued and other liabilities	\$ 197,580	\$ 489,090	Total accrued and other liabilities	\$ 146,111	\$ 489,090

## 7. Commitments and Contingencies

### Manufacturing and Supply Agreements

In December 2022, the Company and a third-party contract development manufacturing organization (the “CDMO”) entered into a master service agreement, and subsequently various scopes of work with respect to the manufacturing of VIR-2482 (collectively, the “VIR-2482 Agreements”). As of June 30, 2023, the Company has a balance of unpaid noncancellable commitments under the VIR-2482 Agreements up to approximately \$36 million in the aggregate. On July

### VIR BIOTECHNOLOGY, INC.

#### Notes to Unaudited Condensed Consolidated Financial Statements

20, 2023, the Company announced that the VIR-2482 Phase 2 Prevention of Illness Due to Influenza A, or PENINSULA, trial evaluating the prevention of symptomatic influenza A illness did not meet primary or secondary efficacy endpoints.

### Legal Proceedings

The Company may from time to time be party to claims and legal proceedings that arise in the normal course of its business and that may or may not have, individually or in the aggregate, a material adverse effect on its results of operations, financial condition or liquidity.

### Indemnification

In the ordinary course of business, the Company enters into agreements that may include indemnification provisions. Under such agreements, the Company may indemnify, hold harmless and defend an indemnified party for losses suffered or incurred by the indemnified party. In some cases, the indemnification will continue after the termination of the

### VIR BIOTECHNOLOGY, INC.

#### Notes to Unaudited Condensed Consolidated Financial Statements

agreement. The maximum potential amount of future payments the Company could be required to make under these provisions is not determinable. In addition, the Company has entered into indemnification agreements with its directors and certain officers that may require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. To date, no demands have been made upon the Company to provide indemnification under these agreements, and thus, there are no indemnification claims that the Company is aware of that could have a material effect on the unaudited condensed consolidated balance sheets, unaudited condensed consolidated statements of operations, or unaudited condensed consolidated statements of cash flows.

## 8. Related Party Transaction

The Company holds a minority equity interest in Brii Biosciences Offshore Limited through Brii Bio Parent. As of June 30, 2023 September 30, 2023, one member of the Company's board of directors serves on Brii Bio Parent's board of directors.

## 9. Stock-Based Awards

The Company has maintained a stock incentive plan for the issuance of incentive stock options (“ISO”), non-qualified stock options (“NSO”), stock appreciation rights (“SARs”), restricted stock, other stock awards and performance cash awards, to employees, non-employee directors, and consultants. The Company also has an employee stock purchase plan (“ESPP”) for its employees or employees of any of the Company's designated affiliates.

### Stock Options Granted to Employees



The fair value of stock options granted to employees was estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

		Three Months Ended June 30,		Six Months Ended June 30,			Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022		2023	2022	2023	2022
Expected term of options (in years)	Expected term of options (in years)	5.5 - 6.1	5.3 - 6.1	5.5 - 6.1	5.3 - 6.1	Expected term of options (in years)	6.1	6.1	5.5 - 6.1	5.3 - 6.1
Expected stock price volatility	Expected stock price volatility	99.6% - 101.5%	103.8% - 110.5%	99.6% - 101.5%	103.8% - 111.2%	Expected stock price volatility	99.9% - 100.9%	110.6% - 110.8%	99.6% - 101.5%	103.8% - 111.2%
Risk-free interest rate	Risk-free interest rate	3.5% - 3.9%	2.8% - 3.3%	3.4% - 4.1%	1.6% - 3.3%	Risk-free interest rate	4.0% - 4.4%	3.0% - 3.6%	3.4% - 4.4%	1.6% - 3.6%
Expected dividend yield	Expected dividend yield	—	—	—	—	Expected dividend yield	—	—	—	—

The valuation assumptions for stock options were determined as follows:

*Expected Term* — The expected term represents the period that the stock options granted are expected to be outstanding and is determined using the simplified method (based on the mid-point between the vesting date and the end of the contractual term).

*Expected Volatility* — Expected volatility is determined by using a blended approach of the Company and its industry peers' historical volatilities.

#### VIR BIOTECHNOLOGY, INC.

#### Notes to Unaudited Condensed Consolidated Financial Statements

*Risk-Free Interest Rate* — The Company based the risk-free interest rate over the expected term of the stock options based on the constant maturity rate of U.S. Treasury securities with similar maturities as of the date of the grant.

*Expected Dividend Rate* — The expected dividend is zero as the Company has not paid nor does it anticipate paying any dividends on its profit interest units in the foreseeable future.

#### VIR BIOTECHNOLOGY, INC.

#### Notes to Unaudited Condensed Consolidated Financial Statements

#### Stock-Based Compensation Expense

Stock-based compensation is recognized on a straight-line basis over the requisite service period, which is generally the vesting period. The following table sets forth the total stock-based compensation expense for all awards granted to employees and non-employees and the ESPP in the unaudited condensed consolidated statements of operations:

						Three Months Ended		Nine Months Ended		
		Three Months Ended June 30,		Six Months Ended June 30,		September 30,		September 30,		
		2023	2022	2023	2022	2023	2022	2023	2022	
		(in thousands)				(in thousands)				
Research and development	Research and development	\$ 17,112	\$ 14,069	\$ 30,465	\$ 27,184	Research and development	\$ 15,819	\$ 12,607	\$ 46,284	\$ 39,791
Selling, general and administrative	Selling, general and administrative	13,507	13,030	25,635	25,219	Selling, general and administrative	11,125	12,207	36,760	37,426
Total stock-based compensation	Total stock-based compensation	\$ 30,619	\$ 27,099	\$ 56,100	\$ 52,403	Total stock-based compensation	\$ 26,944	\$ 24,814	\$ 83,044	\$ 77,217

#### 10. Net (Loss) Income Per Share

Basic net (loss) income per common share is computed by dividing the net (loss) income attributable to Vir by the weighted-average number of common shares outstanding during the period, without consideration of common stock equivalents. Diluted net (loss) income (loss) per common share is computed by dividing the net (loss) income (loss) attributable to Vir by the sum of the weighted-average number of common shares outstanding during the period plus any potential dilutive effects of common stock equivalents outstanding

during the period calculated in accordance with the treasury stock method. For periods that the Company was in a net loss position, basic net loss per share is the same as diluted net loss per share as the inclusion of all potential common securities outstanding would have been anti-dilutive. The following is a calculation of the basic and diluted net **(loss)** income **(loss)** per share (in thousands, except share and per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net (loss) income attributable to Vir	\$ (194,775)	\$ (76,493)	\$ (335,675)	\$ 442,128
Weighted-average shares outstanding, basic	134,059,079	132,450,018	133,807,357	132,326,244
Weighted-average effect of dilutive securities:				
Options to purchase common stock	—	—	—	2,270,834
Restricted shares subject to future vesting	—	—	—	44,028
Shares to purchase under Employee Stock Purchase Plan	—	—	—	2,734
Weighted-average shares outstanding, diluted	134,059,079	132,450,018	133,807,357	134,643,840
Net (loss) income attributable to Vir per share, basic	\$ (1.45)	\$ (0.58)	\$ (2.51)	\$ 3.34
Net (loss) income attributable to Vir per share, diluted	\$ (1.45)	\$ (0.58)	\$ (2.51)	\$ 3.28

**VIR BIOTECHNOLOGY, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net (loss) income attributable to Vir	\$ (163,413)	\$ 175,312	\$ (499,088)	\$ 617,440
Weighted-average shares outstanding, basic	134,289,620	132,729,530	133,969,878	132,422,028
Weighted-average effect of dilutive securities:				
Options to purchase common stock	—	2,144,302	—	2,227,493
Restricted shares subject to future vesting	—	75,759	—	55,080
Shares to purchase under Employee Stock Purchase Plan	—	13,726	—	7,176
Weighted-average shares outstanding, diluted	134,289,620	134,963,317	133,969,878	134,711,777
Net (loss) income attributable to Vir per share, basic	\$ (1.22)	\$ 1.32	\$ (3.73)	\$ 4.66
Net (loss) income attributable to Vir per share, diluted	\$ (1.22)	\$ 1.30	\$ (3.73)	\$ 4.58

Potentially dilutive securities that were not included in the diluted per share calculations because they would be anti-dilutive were as follows:

		Three Months Ended June 30,		Six Months Ended June 30,			Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022		2023	2022	2023	2022
Options issued and outstanding	Options issued and outstanding	10,223,201	11,595,683	10,419,357	8,607,499	Options issued and outstanding	10,601,054	8,381,275	10,990,201	8,717,954
Restricted shares subject to future vesting	Restricted shares subject to future vesting	3,622,091	2,787,894	3,066,323	2,695,168	Restricted shares subject to future vesting	5,130,300	2,194,050	4,112,315	2,720,818
Total	Total	13,845,292	14,383,577	13,485,680	11,302,667	Total	15,731,354	10,575,325	15,102,516	11,438,772

**VIR BIOTECHNOLOGY, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

## 11. Income Taxes



The table below presents our (loss) income before benefit from (provision for) income taxes, benefit from (provision for) income taxes and effective tax rate for the three and six nine months ended June 30, 2023 September 30, 2023 and 2022 (in thousands):

		Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022	2023	2022	2023	2022
(Loss) income before benefit from (provision for) income taxes	(Loss) income before benefit from (provision for) income taxes	\$ (197,623)	\$ (233,721)	\$ (340,811)	\$ 688,186	\$ (166,626)	\$ 217,732	\$ (507,437)	\$ 905,918
Benefit from (provision for) income taxes	Benefit from (provision for) income taxes	\$ 2,848	\$ 157,228	\$ 5,080	\$ (246,058)	\$ 3,213	\$ (42,420)	\$ 8,293	\$ (288,478)
Effective tax rate	Effective tax rate	1.4 %	67.3 %	1.5 %	35.8 %	1.9 %	19.5 %	1.6 %	31.8 %

The Company is subject to income taxes in the United States and foreign jurisdictions. These foreign jurisdictions have statutory tax rates different from those in the United States. Accordingly, the Company's effective tax rates will vary depending on the relative proportion of foreign to United States income/loss, the utilization of net operating loss and tax credit carry forwards and carrybacks, changes in jurisdictional mix of income and expense, changes in management's assessment of matters such as the ability to realize deferred tax assets, and changes in tax laws.

The benefit from income taxes for the three and six nine months ended June 30, 2023 September 30, 2023 was primarily due to a pre-tax loss and the Company's ability to carry-back the research and development credit to 2022.

Unrecognized tax benefits were \$12.1 million \$12.9 million and \$10.6 million as of June 30, 2023 September 30, 2023 and December 31, 2022, respectively, and if recognized, would favorably affect the effective tax rate in future periods.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our unaudited condensed consolidated financial statements and the related notes and other financial information included elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and notes thereto and the related Management's Discussion and Analysis of Financial Condition and Results of Operations included as part of our Annual Report on Form 10-K for the year ended December 31, 2022. Unless the context requires otherwise, references in this Quarterly Report on Form 10-Q to the "Company", "Vir," "we," "us" and "our" refer to Vir Biotechnology, Inc. and its consolidated subsidiaries.

### Overview

We are an immunology company focused on combining immunologic insights with cutting-edge technologies to treat and prevent serious infectious diseases, diseases and other serious conditions. Infectious diseases are among the leading causes of death worldwide and can cause trillions of dollars of direct and indirect economic burden each year – as evidenced by the coronavirus disease 2019, or COVID-19, pandemic. We believe that now is the time to apply the recent and remarkable advances in immunology to combat current and prepare for future infectious diseases, disease threats. Our approach begins with identifying the limitations of the immune system in combating a particular pathogen, the vulnerabilities of that pathogen and the reasons why previous approaches have failed. We then bring to bear powerful technologies that we believe, individually or in combination, will lead to effective therapies.

Our current clinical development pipeline consists of sotrovimab (and where marketing authorization has been granted, marketed under the brand name Xevudy®) and other product candidates targeting hepatitis B virus, or HBV, hepatitis D delta virus, or HDV and human immunodeficiency virus, or HIV. We also have several preclinical candidates in our pipeline, including those targeting influenza A and B, COVID-19, respiratory syncytial virus and human immunodeficiency virus, metapneumovirus, or HIV, RSV and COVID-19, MPV, respectively, and human papillomavirus, or HPV. We have assembled two technology platforms focused on antibodies that are designed to stimulate and T cells. We enhance the immune system by exploiting observations of natural immune processes and have built an industry-leading team that has deep experience in immunology, infectious diseases, and product development and commercialization. Given the global impact of infectious diseases and other serious conditions, we are committed to developing cost-effective treatments that can be delivered at scale.

We are currently manufacturing manufacture product candidates from all of our technology platforms. We have established our own internal process development, manufacturing and quality capabilities and are working with contract development and manufacturing organizations, or CDMOs, to supply our early- and late-stage product candidates in the near term, candidates. We continue to expand our internal capabilities and resources in process development, analytical development, quality, manufacturing and supply chain, which are supported by our San Francisco, California, and Portland, Oregon facilities that include laboratories for process development, production of human cytomegalovirus, or HCMV, research viral seed stock and selected quality control testing for our product candidates. We have established relationships with multiple CDMOs and

have produced material to support preclinical studies and Phase 1 through Phase 3 clinical trials. Material for Phase 3 clinical trials and commercial supply will generally require large-volume, low-cost-of-goods production. For example,

## Significant Developments

Following is a summary of selected significant developments affecting our business that occurred since the filing of our Quarterly Report on Form 10-Q for sotrovimab, we and our collaborator GSK have executed manufacturing agreements with CDMOs having large-scale capacity to support a potential need for a future scale-up and product supply, particularly for potential commercialization, the period ended June 30, 2023.

### Chronic Hepatitis B (CHB) & Chronic Hepatitis Delta (CHD)

VIR-2218 is an investigational HBV-targeting siRNA. VIR-3434 is an investigational HBV-neutralizing monoclonal antibody, or mAb, that incorporates Xencor, Inc.'s, or Xencor, Xtend™ and other Fc technologies.

- Multiple trials evaluating the potential Phase 2 MARCH Part B 24-week End of Treatment data for VIR-3434 and VIR-2218 with and VIR-3434 to achieve a functional cure for CHB are on track with data expected without peginterferon alpha in Q4 2023.
- In June 2023, we presented new chronic hepatitis B and initial data from our CHB portfolio the Phase 2 SOLSTICE trial evaluating VIR-3434 and VIR-2218 as monotherapy and in combination for the once or twice monthly chronic treatment of people living with CHD to be presented at the EASL™ (European American Association for the Study of the Liver) Congress, Liver Diseases ("AASLD") on November 13, 2023.
- In May 2023, we announced the initiation of the The Phase 2 PREVAIL platform trial and our its THRIVE/STRIVE sub-protocols. sub-protocols are ongoing. The platform is evaluating combinations of VIR-3434, VIR-2218 VIR-3434 and/or PEG-IFN-α peginterferon alpha in two CHB patient populations with the potential to evaluate other populations in the future. Initial data from this platform trial are expected in the first half of 2024.

### Chronic Hepatitis Delta (CHD)

- The Phase 2 SOLSTICE trial evaluating VIR-2218 and VIR-3434 as monotherapy and in combination for the treatment of people living with CHD, the most aggressive form of viral hepatitis, remains on track with initial data expected in Q4 2023.
- In June 2023, we presented preclinical *in vivo* and *in vitro* data demonstrating the antiviral properties of VIR-2218 and VIR-3434 against hepatitis delta virus at the EASL Congress. These data further support the clinical development of these investigational medicines as a treatment for the chronic suppression of hepatitis delta virus.

### Influenza

VIR-2482 is an investigational mAb designed for the prevention of influenza A that incorporates Xencor's Xtend technology.

- In July 2023, we reported that the Phase 2 Prevention of Illness Due to Influenza A (PENINSULA) trial evaluating VIR-2482 for the prevention of symptomatic influenza A illness did not meet primary or secondary efficacy endpoints.
- We continue to analyze the data and plan to share additional findings once available.

### Human Immunodeficiency Virus (HIV)

VIR-1111 VIR-1388 is an investigational HIV T cell vaccine based on HCMV. VIR-1388 is a preclinical HIV T cell vaccine based on HCMV.

- We expect In September 2023, we announced the initiation of the Phase 1 trial for of VIR-1388, a an investigational novel T cell vaccine for the prevention of HIV, to begin dosing in Q3 2023. Our T cell platform utilizes human cytomegalovirus (HCMV) as a vector, which has the potential to induce high frequencies of antigen-specific, tissue-localizing effector memory T cells. HIV.
  - The trial will be is supported by the National Institute of Allergy and Infectious Diseases, (NIAID), part of the National Institutes of Health, and the Bill & Melinda Gates Foundation, and will be is being conducted by the HIV Vaccine Trials Network. NIAID has provided funding throughout
  - Initial data from the product development lifecycle trial is expected in the second half of VIR-1388. 2024.

### COVID-19

VIR-7229 is an investigational severe acute respiratory syndrome coronavirus 2, or SARS-CoV-2, neutralizing mAb that incorporates Xencor's Xtend™ technology. Sotrovimab is an investigational severe acute respiratory syndrome coronavirus 2, or SARS-CoV-2, neutralizing mAb that incorporates Xencor's Xtend™ technology.

- In October 2023, we announced we were awarded approximately \$50 million in new funding from the Biomedical Advanced Research and Development Authority ("BARDA"), part of the Administration for Strategic Preparedness and Response within the U.S. Department of Health and Human Services ("HHS").
  - \$40 million of the total funds is part of Project NextGen, the Biden administration's program to accelerate the development of next-generation COVID-19 vaccines and treatments, and will support the development of VIR-7229 through Phase 1. It also supports developing alternative mAb delivery technologies, including RNA-delivered mAbs. We expect to initiate a Phase 1 clinical trial in 2024 and are exploring partner opportunities for post phase 1 development. The Phase 1 trial is expected to be completed in the second half of 2025.

- \$10 million of the total funds will support the discovery of new mAbs against a second pathogen of pandemic potential in the context of further advancing alternative mAb delivery technologies. This effort is receiving support from BARDA's Division of Chemical, Biological, Radiological and Nuclear Medical Countermeasures.
- On August 30 2023, *Nature* published *in vivo* research findings that showed the role effector function plays in sotrovimab's ability to activate the immune system and clear SARS-CoV-2.
- Sotrovimab currently has emergency authorization, temporary authorization or marketing approval (under the brand name Xevudy®) for early treatment of COVID-19. It has been supplied to more than 40 countries and remains in use outside of the U.S.

#### Influenza

- VIR-2482 is an investigational mAb designed for the prevention of influenza A that incorporates Xencor's Xtend™ technology.
- The full analysis of data from the Phase 2 PENINSULA trial is expected in Q1 2024. Initial post-hoc analyses have yielded the following conclusions:
  - VIR-2482's ability to reduce cases of symptomatic flu improves to 57% for the 1,200 mg dose when the case definition (how symptomatic is defined) includes fever.
  - This relative risk reduction increases further to 65% when excluding the confirmed flu cases that occurred within a few days of dosing.

#### Preclinical Pipeline Candidates

- We are continuing to advance next-generation monoclonal antibodies (mAb) mAbs based on its our proprietary platform and enabled by AI artificial intelligence ("AI") and machine-learning capabilities to deliver high-quality solutions drug

candidates more efficiently. These include: We expect the filing of multiple new investigational new drugs ("INDs") in the next 12-24 months, including:

- VIR-2981, an investigational neuraminidase-targeting mAb against both influenza A and B viruses.
  - VIR-8190, a an investigational mAb against respiratory syncytial virus (RSV) ("RSV") and human metapneumovirus (hMPV). metapneumovirus.
  - VIR-7229, a next-generation COVID-19 mAb that has been shown in laboratory studies to have high potency against a broad spectrum of historical and currently circulating variants.
- Additionally, we are advancing VIR-1949, a an investigational therapeutic T cell vaccine for control of based on our HCMV vector platform that is designed to treat precancerous lesions caused by human papilloma virus (HPV) based on our HCMV vector platform. papillomavirus.

#### Corporate Update

- In July October 2023, we made announced the decision to increase focus on our proprietary antibody platform and discontinue our innate immunity small molecule platform.
- In June 2023, Sasha Damouni Ellis joined us appointment of Jennifer Towne, Ph.D., as Executive Vice President and Chief Corporate Affairs Officer. Previously, she was Senior Vice President, Corporate Affairs and Investor Relations of Marinus Pharmaceuticals.
- In May 2023, Jeff Calcagno, M.D., joined us as Executive Vice President and Chief Business Officer. He joined Scientific Officer, effective November 6, 2023. Dr. Towne joins us from The Janssen Pharmaceutical Companies of Johnson & Johnson, (J&J), where he she spent more than 12 nine years holding immunology research leadership roles of increasing responsibility within all three divisions Research and Development. Prior to Janssen, Dr. Towne held a variety of J&J Innovation (JJI), including as Global Transactions Lead for Infectious Diseases & Vaccines scientific roles during her 13 years at Amgen. During the course of her career, Dr. Towne led the development of 16 drug candidates from preclinical research to IND and as Head of JLABS Bay Area. early clinical development.

#### Our Collaboration, License and Grant Agreements

We have entered into collaboration, license and grant arrangements with various third parties. For details regarding these and other agreements, see Note 4—Grant Agreements and Note 5—Collaboration and License Agreements to our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q, and Note 7—Collaboration and License Agreements to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Securities and Exchange Commission, or SEC, on February 28, 2023.

#### Components of Operating Results

##### Revenues

To date, sotrovimab has been granted emergency authorization, temporary authorization or marketing approval (under the brand name Xevudy®), and has been supplied in more than 40 countries. Although we have previously recognized revenue from our profit-share related to sotrovimab under our definitive collaboration agreement with GSK executed in June 2020, or the 2020 GSK Agreement. related to sotrovimab, we may continue to incur net operating losses for at least the next several years as the extent of future revenue from the sale of sotrovimab remains uncertain. While we have an EUA from the U.S. Food and Drug Administration, or FDA, for sotrovimab, the FDA has excluded the use of sotrovimab in all U.S. regions due to the continued proportion of COVID-19 cases caused by certain Omicron subvariants. With this EUA revision, sotrovimab is not currently authorized for use in any U.S. region. Although certain countries outside the U.S. continue to maintain access to 500 mg IV while noting that the clinical efficacy is unknown or uncertain against existing and emerging Omicron variants, we cannot predict whether other countries will further limit the use of sotrovimab. Due to the evolving COVID-19 landscape and based on discussions with the FDA, we and GSK do not plan to file a Biologics License Application, or BLA, for sotrovimab at this time. In light of these

developments, we cannot predict whether (if at all) or to what extent sotrovimab may be reauthorized for use by the FDA in any U.S. region in the future. In addition, we have not obtained regulatory approval for any other product candidates, and we do not expect to generate any significant revenue

from the sale of our other product candidates until we complete clinical development, submit regulatory filings and receive approvals from the applicable regulatory bodies for such product candidates, if ever.

Our revenues consist of the following:

*Collaboration revenue* includes recognition of our profit-share from the sales of sotrovimab pursuant to the 2020 GSK Agreement. Our contractual share of 72.5% from the sales of sotrovimab is applied to the net sales reported in the period by GSK, net of cost of goods sold and allowable expenses from both GSK and us (e.g., manufacturing, distribution, medical affairs, selling, and marketing expenses). In order to record collaboration revenue, we utilize certain information from our collaboration partner, including actual net product sales and costs incurred for sales activities, and make key judgments based on business updates related to commercial and clinical activities, such as expected commercial

demand, commercial supply plan, manufacturing commitments, risks related to expired or obsolete inventories, and risks related to potential product returns or contract terminations.

#### *Constraint on variable consideration*

In May 2021, the FDA granted an EUA in the U.S. for sotrovimab. In April 2022, the FDA excluded the use of sotrovimab in all U.S. regions due to the continued proportion of COVID-19 cases caused by certain Omicron subvariants. As the lead party for all manufacturing and commercialization activities, GSK incurs all of the manufacturing, sales and marketing expenses and is the principal on sales transactions with third parties. Our accounting policy related to the profit-share is to consider the agreed-upon share of the profit-sharing amounts each quarter and evaluate whether those amounts are subject to potential future adjustments based on the latest available facts and circumstances, subject to the terms of the 2020 GSK Agreement.

As we are the agent under the 2020 GSK Agreement, we recognize our contractual share of the profit-sharing amounts or royalties (in case of an opt-out) as revenue, based on sales net of various estimated deductions such as rebates, discounts, chargebacks, credits and returns, less cost of sales and allowable expenses (including manufacturing, distribution, medical affairs, selling, and marketing expenses) in the period the sale occurs. Manufacturing costs include inventory revaluation adjustments, lower of cost or market inventory adjustments, inventory write-downs and write-offs, and binding purchase commitments with a third-party manufacturer, among other manufacturing costs. Our contractual share of the profit-sharing amounts is subject to potential future adjustments to allowable expenses, which we account for as a form of variable consideration.

In 2023, GSK holds certain potentially excess binding supply manufacturing commitments of sotrovimab and reserved certain binding manufacturing capacity potentially not expected to be utilized, which have not yet been fully reported to us as certain allowable manufacturing expenses for the related to excess sotrovimab supply and binding reserved manufacturing capacity not utilized, which we had previously reserved as constraint on our cumulative profit-sharing amounts to date. We expect amounts. GSK may continue to adjust allowable manufacturing expenses for our share of the potential charge for excess supply write-offs and unused binding manufacturing capacity and report to us as cost-sharing amounts in future periods. We evaluate the latest available facts and circumstances to update our evaluation of whether any portion of profit-sharing amounts should continue to be constrained. We re-assess these estimates at each reporting period. Actual results could materially differ from this estimate.

*Contract revenue* includes recognition of revenue generated from research and development services under third-party contracts, and from a third-party clinical supply agreement.

*Grant revenue* is comprised of revenue derived from grant agreements with government-sponsored and private organizations.

## **Operating Expenses**

### **Cost of Revenue**

Cost of revenue currently represents royalties earned by third-party licensors on net sales of sotrovimab by us or our collaborators. We recognize these royalties as cost of revenue when we recognize the corresponding revenue that gives rise to payments due to our licensors.

### **Research and Development**

To date, our research and development expenses have related primarily to discovery efforts and preclinical and clinical development of our product candidates. Research and development expenses are recognized as incurred and payments made prior to the receipt of goods or services to be used in research and development are capitalized until the goods or services are received. We do not track all research and development expenses by product candidate.

Research and development expenses consist primarily of costs incurred for our product candidates in development and prior to regulatory approval, which include:

- expenses related to license and collaboration agreements, and change in fair value of certain contingent consideration obligations arising from business acquisitions;
- personnel-related expenses, including salaries, benefits and stock-based compensation for personnel contributing to research and development activities;
- expenses incurred under agreements with third-party contract manufacturing organizations, contract research organizations, and consultants;
- clinical costs, including laboratory supplies and costs related to compliance with regulatory requirements; and

- other allocated expenses, including expenses for rent and facilities maintenance, and depreciation and amortization.

We expect our research and development expenses to increase substantially in absolute dollars for the foreseeable future as we advance our product candidates into and through preclinical studies and clinical trials and pursue regulatory approval of our product candidates. The process of conducting the necessary clinical research to obtain regulatory approval is costly and time-consuming. The actual probability of success for our product candidates may be affected by a variety of factors including: the safety and efficacy of our product candidates, early clinical data, investment in our clinical programs, the ability of collaborators to successfully develop our licensed product candidates, competition, manufacturing capability and commercial viability. To date, sotrovimab has been granted emergency authorization, temporary authorization or marketing approval (under the brand name Xevudy®), and has been supplied in more than 40 countries. While we have an EUA from the FDA for sotrovimab, the FDA has excluded the use of sotrovimab in all U.S. regions due to the continued proportion of COVID-19 cases caused by certain Omicron subvariants. With this EUA revision, sotrovimab is not currently authorized for use in any U.S. region, and we cannot predict whether (if at all) or to what extent sotrovimab may be reauthorized for use by the FDA in any U.S. region in the future. In addition, due to the evolving COVID-19 landscape and based on discussions with the FDA, we and GSK do not plan to file a BLA for sotrovimab at this time. Although certain countries outside the U.S. continue to maintain access to 500 mg IV while noting that the clinical efficacy is unknown or uncertain against existing and emerging Omicron variants, we cannot predict whether other countries will further limit the use of sotrovimab. Furthermore, COVID-19 treatment standards are susceptible to rapid changes in epidemiology and the emergence of new variants or subvariants, which may render sotrovimab inferior or obsolete in the future.

As a result of the uncertainties discussed above, we are unable to determine the duration and completion costs of our research and development projects or when and to what extent we will generate significant revenue from the commercialization and sale of any of our product candidates. Clinical and preclinical development timelines, the probability of success and development costs can differ materially from expectations. We anticipate that we will make determinations as to which product candidates to pursue and how much funding to direct to each product candidate on an ongoing basis in response to the results of ongoing and future preclinical studies and clinical trials, regulatory developments, our ongoing assessments as to each product candidate's commercial potential and the impact of public health epidemics, such as the COVID-19 pandemic. In addition, our existing collaborators have significant discretion in determining the efforts and resources that they will apply to our collaborations and may not pursue further development and commercialization of products resulting from our collaboration arrangements or may elect to not to continue or renew research and development programs, which would delay the development and may increase the cost of developing our product candidates and may result in a need for additional capital or a suitable replacement collaborator. For those product candidates where there is not a current collaboration arrangement in place, we cannot forecast which product candidates may be subject to future collaborations, when such arrangements will be secured (if at all) and to what degree such arrangements would affect our development plans and capital requirements.

Our clinical development costs may vary significantly based on factors such as:

- whether a collaborator is paying for some or all of the costs;
- per patient trial costs;
- the number of trials required for approval;
- the number of sites included in the trials;
- enrollment and retention of patients in trials in countries disrupted by geopolitical events, including civil or political unrest;
- the length of time required to enroll eligible patients;
- the number of patients that participate in the trials;
- the number of doses that patients receive;
- the drop-out or discontinuation rates of patients;
- potential additional safety monitoring requested by regulatory agencies;
- the duration of patient participation in the trials and follow-up;
- the cost and timing of manufacturing our product candidates;
- the phase of development of our product candidates; and
- the efficacy and safety profile of our product candidates.

#### ***Selling, General and Administrative***

Our selling, general and administrative expenses consist primarily of personnel-related expenses for personnel in executive, finance and other administrative functions, facilities and other allocated expenses, other expenses for outside professional services, including legal, audit and accounting services, insurance costs and change in fair value of certain contingent consideration obligations arising from business acquisitions. Personnel-related expenses consist of salaries, benefits and stock-based compensation.

We expect our selling, general and administrative expenses to increase substantially in absolute dollars in the foreseeable future as we continue to support our research and development activities, and commercialization activities for any of our product candidates, if approved, and to grow our business. We also anticipate incurring additional expenses associated with operating as a public company, including increased expenses related to audit, legal, regulatory, and tax-related services associated with

maintaining compliance with the rules and regulations of the SEC and standards applicable to companies listed on a national securities exchange, additional insurance expenses, investor relations activities and other administrative and professional services.

#### Change in Fair Value of Equity Investments

Change in fair value of equity investments consists of the remeasurement of our investment in Brii Biosciences Limited's, or Brii Bio Parent, ordinary shares based on the quoted market price at each reporting date.

#### Interest Income

Interest income consists of interest earned on our cash, cash equivalents and investments.

#### Other Income (Expense) Income, Net

Other income (expense) income, net consists of gains and losses from foreign currency transactions and the remeasurement of our contingent consideration obligation.

#### Benefit from (Provision for) Income Taxes

Benefit from (provision for) income taxes consists primarily of income taxes on our domestic and foreign operations.

#### Net Loss Attributable to Noncontrolling Interest

Net loss attributable to noncontrolling interest consists of net loss attributable to the noncontrolling interest owners of Encentrio Therapeutics, Inc., our subsidiary, during the three months ended March 31, 2023.

### Results of Operations

#### Comparison of the Three and Six Nine Months Ended June 30, 2023 September 30, 2023 and 2022

The following table summarizes our results of operations for the periods presented:

		Three Months Ended June 30,			Six Months Ended June 30,			Three Months Ended September 30,			Nine Months Ended September 30,			C
		2023	2022	Change	2023	2022	Change	2023	2022	Change	2023	2022		
		(in thousands)						(in thousands)						
Revenues:	Revenues:													
Collaboration revenue	Collaboration revenue	\$ (13,779)	\$(54,941)	\$ 41,162	\$ 32,795	\$1,174,715	\$(1,141,920)	\$ (4,387)	\$309,145	\$(313,532)	\$ 28,408	\$1,483,860	\$(1,	
Contract revenue	Contract revenue	1,057	12,254	(11,197)	1,195	12,536	(11,341)	289	39,998	(39,709)	1,484	52,534		
License revenue from a related party	License revenue from a related party													
Grant revenue	Grant revenue	16,519	2,058	14,461	32,764	4,579	28,185	6,737	3,125	3,612	39,501	7,704		
Total revenues	Total revenues	3,797	(40,629)	44,426	66,754	1,191,830	(1,125,076)	2,639	374,557	(371,918)	69,393	1,566,387	(1,	
Operating expenses:	Operating expenses:													
Cost of revenue	Cost of revenue	22	27,921	(27,899)	1,929	118,070	(116,141)	38	22,253	(22,215)	1,967	140,323	(	
Research and development	Research and development	171,860	115,082	56,778	329,503	205,309	124,194	148,253	114,166	34,087	477,756	319,475		
Selling, general and administrative	Selling, general and administrative	47,101	41,590	5,511	93,879	79,845	14,034	41,080	43,174	(2,094)	134,959	123,019		
Total operating expenses	Total operating expenses	218,983	184,593	34,390	425,311	403,224	22,087	189,371	179,593	9,778	614,682	582,817		



(Loss) income from operations	(Loss) income from operations	(215,186)	(225,222)	10,036	(358,557)	788,606	(1,147,163)	(Loss) income from operations	(186,732)	194,964	(381,696)	(545,289)	983,570	(1,147,163)
Other income (expense):	Other income (expense):							Other income (expense):						
Change in fair value of equity investments	Change in fair value of equity investments	(5,086)	(11,390)	6,304	(18,189)	(106,429)	88,240	Change in fair value of equity investments	(2,707)	(13,590)	10,883	(20,896)	(120,019)	
Interest income	Interest income	23,016	2,200	20,816	44,323	2,588	41,735	Interest income	21,931	9,332	12,599	66,254	11,920	
Other (expense) income, net		(367)	691	(1,058)	(8,388)	3,421	(11,809)							
Other income (expense), net								Other income (expense), net	882	27,026	(26,144)	(7,506)	30,447	
Total other income (expense)	Total other income (expense)	17,563	(8,499)	26,062	17,746	(100,420)	118,166	Total other income (expense)	20,106	22,768	(2,662)	37,852	(77,652)	
(Loss) income before benefit from (provision for) income taxes	(Loss) income before benefit from (provision for) income taxes	(197,623)	(233,721)	36,098	(340,811)	688,186	(1,028,997)	(Loss) income before benefit from (provision for) income taxes	(166,626)	217,732	(384,358)	(507,437)	905,918	(1,028,997)
Benefit from (provision for) income taxes	Benefit from (provision for) income taxes	2,848	157,228	(154,380)	5,080	(246,058)	251,138	Benefit from (provision for) income taxes	3,213	(42,420)	45,633	8,293	(288,478)	
Net (loss) income	Net (loss) income	\$(194,775)	\$(76,493)	\$(118,282)	\$(335,731)	\$ 442,128	\$ (777,859)	Net (loss) income	\$(163,413)	\$175,312	\$(338,725)	\$(499,144)	\$ 617,440	\$(1,028,997)
Net loss attributable to noncontrolling interest	Net loss attributable to noncontrolling interest	\$ —	\$ —	\$ —	\$ (56)	\$ —	\$ (56)	Net loss attributable to noncontrolling interest	\$ —	\$ —	\$ —	\$ (56)	\$ —	\$ (56)
Net (loss) income attributable to Vir	Net (loss) income attributable to Vir	\$(194,775)	\$(76,493)	\$(118,282)	\$(335,675)	\$ 442,128	\$ (777,803)	Net (loss) income attributable to Vir	\$(163,413)	\$175,312	\$(338,725)	\$(499,088)	\$ 617,440	\$(1,028,997)

## Revenues

Collaboration revenue for the three months ended June 30, 2023 was \$(13.8) million, compared to \$(54.9) million for the same period in 2022. The change was primarily due to lower profit-sharing amount constrained under the 2020 GSK Agreement, partially offset by lower profit-sharing amount. Collaboration revenue for the three months ended June 30, 2023 consisted of \$(8.4) million of profit-sharing amount from the sale of sotrovimab under the 2020 GSK Agreement and \$(5.4) million of profit-sharing amount constrained. Our contractual share of 72.5% from the sales of sotrovimab is applied to the profit-sharing amounts, based on sales net of various estimated deductions such as rebates, discounts, chargebacks, credits and returns, less cost of sales and allowable expenses (including manufacturing, distribution, medical affairs, selling, and marketing expenses) in the period the sale occurs. The \$(5.4) million profit-sharing amount constrained was primarily driven by unfavorable changes in excess manufacturing commitments of sotrovimab.

The decrease in collaboration revenue for the six three and nine months ended June 30, 2023 September 30, 2023 compared to the same period periods in 2022 was primarily due to a lower profit-sharing amount amounts from sales of sotrovimab as part of the 2020 GSK Agreement. Collaboration revenue for the six three months ended June 30, 2023 September 30, 2023 consisted of \$(1.2) million of \$6.0 million negative revenue due to profit-sharing amount loss from the sale of sotrovimab under the 2020 GSK Agreement and \$34.0 million partially offset by \$1.7 million release of profit-sharing amount previously constrained. Collaboration revenue for the nine months ended September 30, 2023 consisted of \$7.2 million negative revenue due to profit-sharing loss from the sale of sotrovimab under the 2020 GSK Agreement partially offset by \$35.6 million release of profit-sharing amount previously constrained. The \$34.0 million release of profit-sharing constraint was primarily driven by a \$34.1 million decrease favorable changes in excess manufacturing commitments of sotrovimab, partially offset by \$0.1 million of other unfavorable changes in estimate under the profit-sharing constraint.

## sotrovimab.

The decrease in contract revenue for the three and six nine months ended June 30, 2023 September 30, 2023 compared to the same periods in 2022 was primarily due to \$7.0 million \$39.8 million of revenue recognized for the GSK's selection of RSV as a first pathogen under the 2021 GSK Agreement during the third quarter of 2022.

The decrease in license revenue from a related party for the three and nine months ended September 30, 2023 compared to the additional license granted same periods in 2022 was due to GSK applicable in mainland China, Hong Kong, Macau and Taiwan upon execution of certain revenues recognized under the Amendment No. 1 to the 2020 GSK Agreement collaboration with Brii Bio Parent in the second third quarter of 2022.

The increase in grant revenue for the three and six nine months ended June 30, 2023 September 30, 2023 compared to the same periods in 2022 was primarily due to \$11.8 million \$2.9 million and \$26.1 million \$29.0 million for the three and six nine months ended June 30, 2023 September 30, 2023, respectively, in accordance with our agreement with BARDA.

### Cost of Revenue

The decrease in cost of revenue for the three and six nine months ended June 30, 2023 September 30, 2023 compared to the same periods in 2022 was primarily due to lower third-party royalties owed based on the sales of sotrovimab under the 2020 GSK Agreement.

### Research and Development Expenses

The following table shows the primary components of our research and development expenses for the periods presented:

		Three Months Ended June 30,			Six Months Ended June 30,				Three Months Ended September 30,			Nine Months Ended September 30,		
		2023	2022	Change	2023	2022	Change		2023	2022	Change	2023	2022	Change
		(in thousands)							(in thousands)					
Licenses, collaborations and contingent consideration	Licenses, collaborations and contingent consideration	\$ 7,551	\$ 27,907	\$ (20,356)	\$ 15,297	\$ 35,063	\$ (19,766)	Licenses, collaborations and contingent consideration	\$ 8,223	\$ 14,939	\$ (6,716)	\$ 23,520	\$ 50,002	\$ (26,482)
Personnel	Personnel	50,089	39,112	10,977	94,033	77,846	16,187	Personnel	47,956	38,580	9,376	141,989	116,426	25,563
Contract manufacturing	Contract manufacturing	28,242	9,232	19,010	65,795	16,558	49,237	Contract manufacturing	40,352	14,180	26,172	106,147	30,738	75,409
Clinical costs	Clinical costs	43,881	15,224	28,657	83,719	31,903	51,816	Clinical costs	22,021	20,269	1,752	105,740	52,172	53,568
Other	Other	42,097	23,607	18,490	70,659	43,939	26,720	Other	29,701	26,198	3,503	100,360	70,137	30,223
Total research and development expenses	Total research and development expenses	\$ 171,860	\$ 115,082	\$ 56,778	\$ 329,503	\$ 205,309	\$ 124,194	Total research and development expenses	\$ 148,253	\$ 114,166	\$ 34,087	\$ 477,756	\$ 319,475	\$ 158,281

The increase in research and development expenses for the three and six nine months ended June 30, 2023 September 30, 2023 compared to the same periods in 2022 was primarily due to the following factors:

- the increase in personnel-related expenses was primarily attributable to supporting the advancement of our clinical programs;
  - the increase in contract manufacturing expenses was primarily related to the cancellation of preparation costs of Phase 3 studies involving VIR-2482 and, to a lesser extent, VIR-2218, VIR-3434, and VIR-7229. VIR-2482 manufacturing cancellation costs for phase 3 activities were \$21.9 million in the third quarter of 2023;
  - the increase in clinical costs was primarily attributable to the Company's Phase 2 PENINSULA trial evaluating VIR-2482 for the prevention of symptomatic influenza A illness;
  - the increase in contract manufacturing expenses was primarily related to an increase in manufacturing activities in preparation for potential Phase 3 studies involving VIR-2482 illness and, to a lesser extent, VIR-2218 and VIR-3434;
  - the increase in personnel-related expenses was primarily attributable to an increase in our personnel to support the advancement of our the Company's Phase 2 clinical programs; trials evaluating the potential for VIR-2218 and VIR-3434 for treatment of chronic hepatitis B and chronic hepatitis delta, partially offset by lower costs associated with clinical trials for sotrovimab; and
  - the increase in other research and development expenses was primarily attributable to the allocation of facilities, including depreciation, and other costs due to an increase in our personnel and a non-recurring an impairment charge in the third quarter of 2023 associated with certain equipment used in the small molecule platform that was discontinued. The increase in other research and development expenses for the nine months ended September 30, 2023 was also partially attributable to an impairment charge associated with certain non-prioritized in-process research and development assets, assets in the second quarter of 2023.
- partially offset by
- the decrease in licenses, collaborations and contingent consideration expenses primarily attributable to the lower expenses associated with the change in fair value of the contingent consideration obligation from our acquisition of Humabs BioMed Biomed SA, or Humabs, and lower costs under our collaboration arrangements with GSK and other R&D collaborators. The decrease in licenses, collaborations and contingent consideration expenses for the nine months ended September 30, 2023 was also attributable to \$7.0 million expenses recognized in the same period second quarter of 2022 in



connection with the termination of our development and manufacturing collaboration agreement with WuXi Biologics (Hong Kong) Limited, or WuXi Biologics.

Limited.

### ***Selling, General and Administrative Expenses***

The selling, general and administrative expenses for the three months ended September 30, 2023 remained flat compared to the same period in 2022.

The increase in selling, general and administrative expenses for the three and six months ended June 30, 2023 September 30, 2023 compared to the same periods in 2022 was primarily due to higher personnel-related costs to support the growth of the Company.

### ***Change in Fair Value of Equity Investments***

In July 2021, Brii Bio Parent became a publicly traded company on the Stock Exchange. Our investment consisted solely of Hong Kong Limited. In connection with the initial public offering, our investment in shares of Brii Bio Parent became a marketable equity investment and subsequently remeasured to fair value at each reporting period. For the three and six months ended June 30, 2023 September 30, 2023, we recognized an unrealized loss of \$5.1 million \$2.7 million and \$18.2 million \$20.9 million, respectively, due to the change in fair value, compared to an unrealized loss of \$11.4 million \$13.6 million and \$106.4 million \$120.0 million, respectively, for the same periods in 2022.

### ***Interest Income***

The increase in interest income for the three and six months ended June 30, 2023 September 30, 2023 was primarily due to higher interest rates as well as higher balances of short-term and long-term investments compared to the same periods in 2022.

### ***Other Income (Expense) Income, Net***

The decrease in other income (expense) income, net for the three and six months ended June 30, 2023 September 30, 2023 compared to the same periods in 2022 was primarily due to loss from decrease in foreign exchange measurement gain related to the accrued liability recognized in connection with the profit-sharing amount constrained under the 2020 GSK Agreement.

### ***Benefit from (Provision for) Income Taxes***

The decrease in benefit from income taxes for the three and six months ended June 30, 2023 compared to the same period in 2022 was primarily due to the Company's ability to realize a tax benefit associated with the net loss and changes to valuation allowances on deferred tax assets for the three months ended June 30, 2022. The benefit from income taxes for the three months ended June 30, 2023 was primarily due to a pre-tax loss and our ability to carry-back the research and development credit to 2022.

The benefit from income taxes for the six months ended June 30, 2023 September 30, 2023 was primarily due to a pre-tax loss and our ability to carry-back the research and development credit to 2022. The provision for income taxes for the six months ended June 30, 2023 September 30, 2022 was primarily due to taxable income for 2022 attributable to significant collaboration revenue from the sale of sotrovimab.

## **Liquidity, Capital Resources and Capital Requirements**

### ***Sources of Liquidity***

To date, we have financed our operations primarily through sales of our equity securities and payments received under our grant and collaboration agreements. As of June 30, 2023 September 30, 2023, we had \$1.9 billion \$1.7 billion in cash, cash equivalents, and investments. As of June 30, 2023 September 30, 2023, we had retained earnings accumulated deficit of \$41.6 million \$121.9 million. We entered into a sales agreement, or the Sales Agreement, with Cowen and Company, LLC, or TD Cowen, in 2020 pursuant to which we may from time to time offer and sell shares of our common stock for an aggregate offering price of up to \$300.0 million, through or to TD Cowen, acting as sales agent or principal. We will pay TD Cowen a commission of up to 3% of the aggregate gross proceeds from each sale of shares, reimburse legal fees and disbursements and provide TD Cowen with customary indemnification and contribution rights. As of June 30, 2023 September 30, 2023, no shares have been sold under the Sales Agreement, which will expire in November 2023. We are in the process of signing a new sales agreement with TD Cowen which is expected to be completed during the fourth quarter of 2023 before the Sales Agreement expires.

### ***Funding Requirements and Commitments***

Our primary use of our capital resources is to fund our operating expenses, which consist primarily of expenditures related to identifying, acquiring, developing, manufacturing and in-licensing our technology platforms and product candidates, and conducting preclinical studies and clinical trials, and to a lesser extent, selling, general and administrative expenditures.

We have not obtained regulatory approval for any product candidates other than sotrovimab, and we do not expect to generate significant revenue from the sale of our other product candidates until we complete clinical development, submit regulatory filings and receive approvals from the applicable regulatory bodies for such product candidates, if ever. We may continue to incur net losses for the foreseeable future. Based upon our current operating plan, we believe that our existing cash, cash equivalents and investments as of June 30, 2023 September 30, 2023 as noted above will enable us to fund our operations for at least the next 12 months.

However, our operating plan may change as a result of many factors currently unknown to us, and we may need to raise additional capital to complete the development and commercialization of our product candidates and fund certain of our existing manufacturing and other commitments. We expect to finance our cash needs through public or private equity or debt financings, third-party (including government) funding and marketing and distribution arrangements, as well as other collaborations, strategic alliances and licensing arrangements, or any combination of these approaches. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our stockholders will be or could be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our common stockholders. See the sections titled "Risk Factors—Risks Related to Our Financial Position and Capital Needs—Raising additional capital may cause dilution to our stockholders, restrict our operations or require us to relinquish rights to our product candidates." and Risk "Risk Factors—Risks Related to Our Financial Position and Capital Needs—We may require substantial additional funding to finance our operations. If we are unable to raise capital when needed, we could be forced to delay, reduce or terminate certain of our development programs or other operations" for a description of the risks that may be associated with any future capital raises.

We have based our projections of operating capital requirements on assumptions that may prove to be incorrect, and we may use all of our available capital resources sooner than we expect. Because of the numerous risks and uncertainties associated with research, development and commercialization of biotechnology products, we are unable to estimate the exact amount of our operating capital requirements. See the section titled "Risk Factors—Risks Related to Our Financial Position and Capital Needs" for a description of certain risks that will affect our future capital requirements.

We have various operating lease arrangements for office and laboratory spaces located in California, Oregon, Missouri and Switzerland with contractual lease periods expiring between 2022 2024 and 2033. As of June 30, 2023 September 30, 2023, we expect to make total lease payments of \$166.8 million \$161.1 million through 2033.

To date, we have entered into collaboration, license and acquisition agreements where the payment obligations are contingent upon future events such as our achievement of specified development, regulatory and commercial milestones, and we are required to make royalty payments in connection with the sale of products developed under those agreements. For additional information regarding these agreements, including our payment obligations thereunder, see Note 5—Collaboration and License Agreements to our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q, and Note 7—Collaboration and License Agreements to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023. For information related to our future commitments under our facilities and manufacturing agreements, see Note 9—Commitments and Contingencies to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

In December 2022, we and a third-party contract development manufacturing organization (the "CDMO") entered into a master service agreement, and subsequently various scopes of work with respect to manufacturing of VIR-2482 (collectively, "VIR-2482 Agreements"). As of June 30, 2023, we have a balance of unpaid noncancellable commitments under the VIR-2482 Agreements up to approximately \$36 million in an aggregate.

We did not have during the periods presented, and we do not currently have, any off-balance sheet arrangements.

## Cash Flows

The following table summarizes our cash flows for the periods indicated:

		Six Months Ended June 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022
		(in thousands)		(in thousands)	
Net cash (used in) provided by:	Net cash (used in) provided by:			Net cash (used in) provided by:	
Operating activities	Operating activities	\$ (515,029)	\$ 1,510,225	Operating activities	\$ (670,858) \$ 1,628,127
Investing activities	Investing activities	328,394	(377,721)	Investing activities	269,440 (1,040,326)
Financing activities	Financing activities	5,523	30,765	Financing activities	5,800 32,750
Net (decrease) increase in cash, cash equivalents and restricted cash and cash equivalents	Net (decrease) increase in cash, cash equivalents and restricted cash and cash equivalents	\$ (181,112)	\$ 1,163,269	Net (decrease) increase in cash, cash equivalents and restricted cash and cash equivalents	\$ (395,618) \$ 620,551

## Operating Activities

During the six nine months ended June 30, 2023 September 30, 2023, net cash used in operating activities was \$515.0 million \$670.9 million. This consisted primarily of a net loss of \$335.7 million \$499.1 million, partially offset by non-cash charges of \$62.9 million, and an increase in our net operating assets of \$242.2 \$271.8 million, partially offset by

non-cash charges of \$100.1 million. The non-cash charges of \$62.9 million primarily consisted of \$56.1 million for stock-based compensation expense and an unrealized loss of \$18.2 million on our equity investment, partially offset by \$26.3 million gain related to a change in estimated profit-sharing constraint from the 2020 GSK Agreement. The change in our net operating assets of \$242.2 million was primarily due to a \$269.8 million decrease in accrued liabilities and other long-term liabilities due related to partial settlement of profit-sharing constraint.

During the six nine months ended June 30, 2022 September 30, 2022, net cash provided by operating activities was \$1.5 billion \$1.6 billion. This consisted primarily of net income of \$442.1 million \$617.4 million, non-cash charges of \$477.5 million \$475.1 million, and a decrease an increase in our net operating assets of \$590.5 million \$535.5 million. The change in our net operating assets of \$590.5 million \$535.5 million was primarily due to a decrease in collaboration receivable by \$433.7 million \$491.9 million resulting from our profit share profit-share from the sale sales of sotrovimab and an increase in accrued liabilities and other long-term liabilities by \$145.4 million \$65.1 million due to timing of payments, and an increase partially offset by a \$24.5 million decrease in deferred revenue by \$15.6 million primarily driven by GSK's first option exercise under the 2021 GSK Agreement and Bii Bio's exercise for VIR-3434, partially offset by the grants received from Bill & Melinda Gates Foundation. The non-cash charges of \$477.5 million \$475.1 million primarily consisted of \$397.4 million \$353.5 million for change in estimated constraint on profit-sharing amount, an unrealized loss of \$106.4 million \$120.0 million on our equity investment, \$52.4 million \$77.2 million for stock-based compensation expense, \$5.6 million \$7.9 million for revaluation of contingent consideration, \$4.3 million \$6.5 million for noncash lease expense and \$2.9 million \$4.4 million for depreciation and amortization expense, partially offset by \$93.8 million for payment for contingent consideration in excess of acquisition date fair value.

#### Investing Activities

During the six nine months ended June 30, 2023 September 30, 2023, net cash provided by investing activities was \$328.4 million \$269.4 million. This consisted primarily of \$1.0 billion \$1.5 billion in proceeds received from investments that matured during the period, partially offset by purchases of investments of \$694.3 million \$1.2 billion and property and equipment of \$16.3 million \$20.0 million.

During the six nine months ended June 30, 2022 September 30, 2022, net cash used in investing activities was \$377.7 million \$1.0 billion. This consisted primarily of purchases of investments of \$341.3 million \$1.1 billion and property and equipment of \$36.4 million \$55.4 million, partially offset by \$84.8 million in proceeds received from investments that matured during the period.

#### Financing Activities

During the six nine months ended June 30, 2023 September 30, 2023, net cash provided by financing activities was \$5.5 million \$5.8 million. This consisted primarily of proceeds from exercises of stock options of \$3.1 million \$3.4 million and from the issuance of common stock under our employee stock purchase plan of \$2.6 million.

During the six nine months ended June 30, 2022 September 30, 2022, net cash provided by financing activities was \$30.8 million \$32.8 million. This consisted primarily of proceeds from the issuance of our common stock to the Bill & Melinda Gates Foundation of \$28.5 million under the stock purchase agreement, from the exercises of stock options of \$3.6 million, and from issuance of common stock under our employee stock purchase plan of \$2.1 million, and from exercises of stock options of \$1.6 million, partially offset by \$1.2 million for payment of contingent consideration.

#### Critical Accounting Policies and Estimates

Our unaudited condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States. The preparation of our unaudited condensed consolidated financial statements requires us to make assumptions and estimates about future events and apply judgments that affect the reported amounts of assets, liabilities, revenue and expenses and the related disclosures. We base our estimates on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates.

There have been no significant changes in our critical accounting policies during the six nine months ended June 30, 2023 September 30, 2023, as compared with those previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

#### Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risks in the ordinary course of our business. These risks primarily relate to interest rate and market price sensitivities.

##### Interest Rate Risk

We had cash, cash equivalents and restricted cash and cash equivalents of \$686.9 million \$472.4 million as of June 30, 2023 September 30, 2023, which primarily consisted of money market funds. We also had short-term and long-term investments of \$1.2 billion \$1.3 billion as of June 30, 2023 September 30, 2023. The primary objective of our investment activities is to preserve capital to fund our operations. We also seek to maximize income from our investments without assuming significant risk. Because our investments are primarily short-term in duration and our holdings in U.S. government treasury bonds mature prior to our expected need for liquidity, we believe that our exposure to interest rate risk is not significant, and a 1% one percent movement in market interest rates would not have a significant impact on the total value of our portfolio. We had no debt outstanding as of June 30, 2023 September 30, 2023.

##### Foreign Currency

The functional currency of our foreign subsidiaries is the U.S. dollar. Monetary assets and liabilities of our foreign subsidiaries are translated into U.S. dollars at period-end period end exchange rates and non-monetary assets and liabilities are translated to U.S. dollars using historical exchange rates. Revenue and expenses are translated at average rates throughout the respective periods. As of the date of this Quarterly Report on Form 10-Q, we are exposed to foreign currency risk primarily related to the operations of our Swiss and Australian subsidiaries and our collaboration with GSK and consequently the Swiss Franc, Australian dollar and British pound. Transaction gains and losses are

included in other income (expenses), net on the unaudited condensed consolidated statements of operations and were not material for the six three and nine months ended June 30, 2023 September 30, 2023 and 2022.

#### Equity Investment Risk

We hold ordinary shares of Brio Bio Parent, which we acquired in connection with our collaboration, option and license agreement. These equity securities are measured at fair value with any changes in fair value recognized in our unaudited condensed consolidated statements of operations. The fair value of these equity securities was approximately \$13.5 million \$10.8 million as of June 30, 2023 September 30, 2023. Changes in the fair value of these equity securities are impacted by the volatility of the stock market and changes in general economic conditions, among other factors. A hypothetical 10% increase or decrease in the stock price of these equity securities would increase or decrease their fair value as of June 30, 2023 September 30, 2023 by approximately \$1.4 million \$1.1 million.

#### Item 4. Controls and Procedures.

##### Evaluation of Disclosure Controls and Procedures

Our management, with the participation and supervision of our Chief Executive Officer and our Chief Financial Officer, have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

##### Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our fiscal quarter ended June 30, 2023 September 30, 2023, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II—OTHER INFORMATION

#### Item 1. Legal Proceedings.

From time to time, we may become involved in legal proceedings arising in the ordinary course of our business. We are not currently party to any material legal proceedings, and we are not aware of any pending or threatened legal proceeding against us that we believe could have an adverse effect on our business, operating results or financial condition.

#### Item 1A. Risk Factors.

*An investment in shares of our common stock involves a high degree of risk. You should carefully consider the following risk factors as well as the other information in this Quarterly Report on Form 10-Q, including our unaudited condensed consolidated financial statements and the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations," before deciding whether to invest in our common stock. The occurrence of any of the events or developments described below could harm our business, financial condition, results of operations and/or prospects or cause our actual results to differ materially from those contained in forward-looking statements we have made in this Quarterly Report on Form 10-Q and those we may make from time to time. In such an event, the market price of our common stock could decline, and you may lose all or part of your investment. You should consider all of the risk factors described when evaluating our business.*

#### Risk Factors Summary

Our business is subject to a number of risks of which you should be aware before making a decision to invest in our common stock. These risks include, among others, the following:

- We have incurred net losses and anticipate that we will continue to incur net losses in the foreseeable future.
- Our limited operating history may make it difficult for you to evaluate the success of our business to date and to assess our future viability.
- We may require substantial additional funding to finance our operations. If we are unable to raise capital when needed, we could be forced to delay, reduce or terminate certain of our development programs or other operations.
- Although we have an Emergency Use Authorization, or EUA, from the U.S. Food and Drug Administration, or FDA, for sotrovimab for the early treatment of COVID-19, the disease caused by the virus SARS-CoV-2, the FDA has excluded the use of sotrovimab in all U.S. regions, and sotrovimab has limitations on its use in some countries outside of the U.S. We do not expect meaningful sales of sotrovimab without if the FDA reauthorizing the use grants reauthorization of sotrovimab in the U.S.

- Market demand and utilization of any of our COVID-19 product candidates has been, and may continue to be, adversely impacted by factors such as the development of monoclonal antibodies, or mAbs, of other third parties, the rollout of oral antivirals and vaccines, the emergence of new variants or subvariants and the current challenges in the delivery and administration of mAbs to patients.
- Our future success is substantially dependent on the successful clinical development, regulatory approval and commercialization of our product candidates in a timely manner. If we are not able to obtain required regulatory approvals, we will not be able to commercialize our product candidates and our ability to generate product revenue will be adversely affected.
- Success in preclinical studies or earlier clinical trials may not be indicative of results in future clinical trials and we cannot assure you that any ongoing, planned or future clinical trials will lead to results sufficient for the necessary regulatory approvals and marketing authorizations. We have and may continue to commit substantial financial resources with respect to clinical trials that may not be successful, and we may not be able to recoup those investments.
- Enrollment and retention of patients in clinical trials is an expensive and time-consuming process and could be delayed, made more difficult or rendered impossible by multiple factors outside our control.
- We are a party to strategic collaboration and license agreements pursuant to which we are obligated to make substantial payments upon achievement of milestone events and, in certain cases, have relinquished important rights over the development and commercialization of certain current and future product candidates. We also intend to explore additional strategic collaborations, which may never materialize or may require that we relinquish rights to and control over the development and commercialization of our product candidates.
- We rely on third parties to produce clinical and commercial supplies of our product candidates.
- If we are unable to obtain and maintain patent protection for our product candidates and technology, or if the scope of the patent protection obtained is not sufficiently broad or robust, our competitors could develop and commercialize products and technology similar or identical to ours, and our ability to successfully commercialize our product candidates and technology may be adversely affected.
- We are highly dependent on our key personnel, and if we are not able to retain these members of our management team or recruit and retain additional management, clinical and scientific personnel, our business will be harmed.
- If our information systems, or those maintained on our behalf, fail or suffer security breaches, such events could result in, without limitation, the following: a significant disruption of our product development programs; an inability to operate our business effectively; unauthorized access to or disclosure of the personal information we process; and other adverse effects on our business, financial condition, results of operations and prospects.
- The market price of our common stock has been, and in the future, may be, volatile and fluctuate substantially, which could result in substantial losses for purchasers of our common stock.

## Risks Related to Our Financial Position and Capital Needs

### ***We have incurred net losses and anticipate that we will continue to incur net losses in the foreseeable future.***

Although we recorded net income for the years ended December 31, 2022, and 2021, we have otherwise incurred net losses since inception in April 2016. We had net loss of \$335.7 million \$499.1 million and net income of \$442.1 million \$617.4 million for the six nine months ended June 30, 2023 September 30, 2023 and 2022, respectively. As of June 30, 2023 September 30, 2023, we had retained earnings an accumulated deficit of \$41.6 million \$121.9 million.

We expect to continue to incur significant expenses and will continue to incur net losses in the foreseeable future. Since inception, we have devoted substantially all of our efforts to identifying, researching and conducting preclinical and clinical activities of our product candidates, acquiring and developing our technology platforms and product candidates, organizing and staffing our company, business planning, raising capital and establishing our intellectual property portfolio.

We received an Emergency Use Authorization, or EUA, from the U.S. Food and Drug Administration, or FDA, for sotrovimab. In March and April 2022, the FDA amended the EUA fact sheet to exclude sotrovimab use in geographic regions where infection is likely to have been caused by a non-susceptible SARS-CoV-2 variant based on available information, including variant susceptibility to these drugs and regional variant frequency. With this EUA revision, sotrovimab is not currently authorized for use in any U.S. region, and we cannot predict whether (if at all) or to what extent sotrovimab may be reauthorized for use by the FDA in any U.S. region in the future. In addition, there can be no assurance with respect to how long the EUA will remain in effect or whether the EUA will be further revised or revoked by the FDA following the termination of the underlying public health emergency declaration on May 11, 2023 or for other reasons. Furthermore, due to the evolving COVID-19 landscape and based on discussions with the FDA, we and Glaxo Wellcome UK Limited and GlaxoSmithKline Biologicals S.A. (individually and collectively referred to as GSK) do not plan to file a Biologics License Application, or BLA, for sotrovimab at this time.

We received a positive scientific opinion from the Committee for Human Medicinal Products, or CHMP, in the European Union, or EU, for sotrovimab and to date, sotrovimab has obtained emergency authorization, temporary authorization or marketing approval (under the brand name Xevudy®) for early treatment of COVID-19, and has been supplied in more than 40 countries. However, foreign regulatory authorities may impose similar limitations to the FDA on the use of sotrovimab in jurisdictions where sotrovimab has been granted EUA, temporary authorization or marketing

approval. For example, although certain countries outside the U.S. continue to maintain access to 500 mg intravenous, or

IV while noting that the clinical efficacy is unknown or uncertain against existing and emerging Omicron variants, we cannot predict whether other countries will further limit the use of sotrovimab.

Furthermore, based on the evolving COVID-19 landscape and our expectations for future sales in light of these factors, there are no assurances that we will secure future supply commitments from governments. In addition, COVID-19 treatment standards are susceptible to rapid changes in epidemiology and the emergence of new variants or subvariants, which may render sotrovimab inferior or obsolete in the future.

It could be several years, if ever, before we are able to commercialize any of our other product candidates. Any net losses we incur may fluctuate significantly from quarter to quarter and year to year. To remain profitable, we must succeed in developing and eventually commercializing products that generate significant revenue. This will require us to be successful in a range of challenging activities, including completing preclinical studies and clinical trials of our current and future product candidates, obtaining regulatory approval, procuring commercial-scale manufacturing and marketing and selling any products for which we obtain regulatory approval (including through third parties), as well as discovering or acquiring and developing additional product candidates. We are only in the preliminary stages of most of these activities. We may never succeed in these activities and, even if we do, may not be able to continue to generate revenue that is sufficient to offset our expenses and maintain profitability.

Because of the numerous risks and uncertainties associated with biopharmaceutical product development, we are unable to accurately predict the timing or amount of expenses, or if we will be able to maintain profitability. If we are required by regulatory authorities to perform studies and trials in addition to those currently expected, or if there are any delays in the initiation and completion of our clinical trials or the development of any of our product candidates, our expenses could increase.

We could be required to perform additional studies and trials on sotrovimab based on any additional feedback we may receive from the regulatory and health authorities. For example, we and GSK continue to conduct *in vitro* testing of sotrovimab against new variants and subvariants as they emerge, and to collect and evaluate real-world evidence, both of which are being shared with regulatory authorities.

We may not be able to sustain or increase profitability on a quarterly or annual basis. Our failure to return to being profitable would decrease the value of our company and could impair our ability to raise capital, maintain our research and development efforts, expand our business or continue our operations.

***Our limited operating history may make it difficult for you to evaluate the success of our business to date and to assess our future viability.***

We are a company founded in April 2016 and our operations to date have been largely focused on identifying, researching and conducting preclinical and clinical activities of our product candidates, acquiring and developing our technology platforms and product candidates, organizing and staffing our company, business planning, raising capital and establishing our intellectual property portfolio. Sotrovimab has received marketing authorization in the EU and has been granted emergency authorization, temporary authorization or marketing approval (under the brand name Xevudy®), and has been supplied in more than 40 countries. Although certain countries outside the U.S. continue to maintain access to 500 mg IV while noting that the clinical efficacy is unknown or uncertain against existing and emerging Omicron variants, we cannot predict whether other countries will further limit the use of sotrovimab.

Furthermore, although we have an EUA from the FDA for sotrovimab, the FDA has excluded the use of sotrovimab in all U.S. regions due to the continued proportion of COVID-19 cases caused by certain Omicron subvariants. With this EUA revision, sotrovimab is not currently authorized for use in any U.S. region, and we cannot predict whether (if at all) or to what extent sotrovimab may be reauthorized for use by the FDA in any U.S. region in the future. In addition, due to the evolving COVID-19 landscape and based on discussions with the FDA, we and GSK do not plan to file a BLA for sotrovimab at this time. Moreover, even if we were to file a BLA or marketing applications in other jurisdictions, it is possible that the FDA and other regulatory authorities may not grant sotrovimab full marketing approval for the treatment of COVID-19, or that any such marketing approvals, if granted, may have similar or other significant limitations on its use. As an organization, we have not yet demonstrated an ability to successfully manufacture a BLA-approved, commercial-scale product or conduct sales and marketing activities necessary for successful commercialization. Consequently, any predictions about our future success or viability may not be as accurate as they could be if we had a longer operating history. We may encounter unforeseen expenses, difficulties, complications, delays and other known or unknown factors in achieving our business objectives, including with respect to our technology platforms and product candidates.

***We may require substantial additional funding to finance our operations. If we are unable to raise capital when needed, we could be forced to delay, reduce or terminate certain of our development programs or other operations.***

As of June 30, 2023 September 30, 2023, we had cash, cash equivalents and investments of \$1.9 billion \$1.7 billion. Based upon our current operating plan, we believe that the \$1.9 billion \$1.7 billion as of June 30, 2023 September 30, 2023 will fund our current operating plans for at least the next 12 months. However, our operating plan may change as a result of many factors currently unknown to us, and we may need to seek additional financing to fund our long-term operations sooner than planned. Moreover, it is particularly difficult to estimate with certainty our future revenue and expenses given the dynamic and rapidly evolving nature of our business. We may also need to raise additional capital to complete the development and commercialization of our product candidates and fund certain of our existing manufacturing and other commitments. Other unanticipated costs may also arise. Because the design and outcome of our clinical trials are highly uncertain, we cannot reasonably estimate the actual amount of resources and funding that will be necessary to successfully complete the development and commercialization of our product candidates or any future product candidates that we develop.

We expect to finance our cash needs through public or private equity or debt financings, third-party (including government) funding and marketing and distribution arrangements, as well as other collaborations, strategic alliances and licensing arrangements, or any combination of these approaches. Our future capital requirements will depend on many factors, including:



- the timing, progress and results of our ongoing preclinical studies and clinical trials of our product candidates;
- the scope, progress, results and costs of preclinical development, laboratory testing and clinical trials of other product candidates that we may pursue;
- our ability to establish and maintain collaboration, license, grant and other similar arrangements, and the opt-in mechanisms contained in, and the financial terms of, any such arrangements, including timing and amount of any future milestones, royalty or other payments due thereunder;
- the costs, timing and outcome of regulatory review of our product candidates;
- the costs and timing of commercialization activities, including product manufacturing, marketing, sales and distribution, for our product candidates for which we receive marketing approval;
- the amount of revenue received from commercial sales of any product candidates for which we receive marketing approval;
- the costs and timing of preparing, filing and prosecuting patent applications, maintaining and enforcing our intellectual property rights and defending any intellectual property-related claims;
- any expenses needed to attract, hire and retain skilled personnel;
- the costs of operating as a public company; and
- the extent to which we acquire or in-license other companies' product candidates and technologies.

General economic conditions, both inside and outside the U.S., including heightened inflation, capital market volatility, interest rate and currency rate fluctuations, and economic slowdown or recession as well as the COVID-19 pandemic, including the evolution of new and existing variants of COVID-19, and geopolitical events, including civil or political unrest (such as the ongoing war between Israel and Hamas and Ukraine and Russia), have resulted in a significant disruption of global financial markets. If the disruption persists and deepens, we could experience an inability to access additional capital, which could in the future negatively affect our capacity for certain corporate development transactions or our ability to make other important, opportunistic investments. In addition, market volatility, high levels of inflation and interest rate fluctuations may increase our cost of financing or restrict our access to potential sources of future liquidity. Adequate additional financing may not be available to us on acceptable terms, or at all. If we are unable to raise capital when needed or on attractive terms, we could be forced to delay, reduce or altogether terminate our research and development programs or commercialization efforts, which may adversely affect our business, financial condition, results of operations and prospects. In addition, we may seek additional capital due to favorable market conditions or strategic considerations even if we believe we have sufficient funds for our current or future operating plans.

***Raising additional capital may cause dilution to our stockholders, restrict our operations or require us to relinquish rights to our product candidates.***

Until such time, if ever, as we can generate substantial product revenue, we expect to finance our cash needs through public or private equity or debt financings, third-party (including government) funding and marketing and distribution arrangements, as well as other collaborations, strategic alliances and licensing arrangements, or any combination of these approaches. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest in our company may be diluted and the terms of these securities may include liquidation or other preferences that adversely affect your rights as a stockholder. Debt and equity financings, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as redeeming our shares, making investments, incurring additional debt, making capital expenditures, declaring dividends or placing limitations on our ability to acquire, sell or license intellectual property rights.

If we raise additional capital through future collaborations, strategic alliances or licensing arrangements, we may have to relinquish valuable rights to our intellectual property, future revenue streams, research programs or product candidates or grant licenses on terms that may not be favorable to us. If we are unable to raise additional capital when needed, we may be required to delay, limit, reduce or terminate our product development or commercialization efforts or grant rights to develop and market product candidates that we would otherwise develop and market ourselves.

***Although we have an EUA from the FDA for sotrovimab for the early treatment of COVID-19, the disease caused by the virus SARS-CoV-2, the FDA has excluded the use of sotrovimab in all U.S. regions, and sotrovimab has limitations on its use in some countries outside of the U.S. We do not expect meaningful sales of sotrovimab without the FDA reauthorizing the use of sotrovimab in the U.S.***

Sotrovimab received an EUA from the FDA on May 26, 2021, for the early treatment of mild to moderate COVID-19 in adults and pediatric patients (12 years of age and older weighing at least 40 kg) with positive results of direct SARS-CoV-2 viral testing, and who are at risk for progression to severe COVID-19, including hospitalization or death. In March and April 2022, the FDA amended the EUA fact sheet to exclude sotrovimab use in geographic regions where infection is likely to have been caused by a non-susceptible SARS-CoV-2 variant based on available information, including variant susceptibility to these drugs and regional variant frequency. With these EUA revisions, sotrovimab is not currently authorized for use in any U.S. region, and we cannot predict whether (if at all) or to what extent sotrovimab may be reauthorized for use by the FDA in any U.S. region in the future. We do not expect meaningful sales of sotrovimab without the FDA reauthorization.

In addition, there can be no assurance with respect to how long the EUA will remain in effect or whether the EUA will be further revised or revoked by the FDA following the termination of the underlying public health emergency declaration on May 11, 2023 or for other reasons. Any such revision or revocation of our EUA by the FDA could adversely impact our business in a variety of ways, including having to absorb related manufacturing and overhead costs as well as potential inventory write-offs. Furthermore, if we or our collaborators experience inventory revaluation adjustments, lower of cost or market inventory adjustments, and excess inventory, it may be necessary to write down or write-off inventory or incur an impairment charge with respect to the facility where such product is manufactured, which could adversely affect our operating results. For example, during the ~~six~~ **nine** months ended **June 30, 2023** **September 30, 2023**, we released approximately **\$34.0 million** **\$35.6 million** of constraint related to sotrovimab due to changes in estimated allowable manufacturing expenses as agreed to with GSK.

Due to the evolving COVID-19 landscape and based on discussions with the FDA, we and GSK do not plan to file a BLA for sotrovimab at this time. Furthermore, foreign regulatory authorities may impose similar limitations to the FDA on the use of sotrovimab in jurisdictions where sotrovimab has been granted EUA, temporary authorization or marketing approval. Although certain countries outside the U.S. continue to maintain access to 500 mg IV while noting that the clinical efficacy is unknown or uncertain against existing and emerging Omicron variants, we cannot predict whether other countries will limit the use of sotrovimab.

Even if we were to file a BLA or marketing applications in other jurisdictions, it is possible that the FDA and other regulatory authorities may not grant sotrovimab full marketing approval for the treatment of COVID-19, or that any such marketing approvals, if granted, may have similar or other significant limitations on its use. If the FDA does not reauthorize the use of sotrovimab in the U.S., and/or if countries outside of the U.S. continue to limit its use, we may be unable to sell sotrovimab in or outside of the U.S.

The FDA may revise or revoke an EUA if the circumstances justifying its issuance no longer exist, the criteria for its issuance are no longer met, or other circumstances make a revision or revocation appropriate to protect public health or safety. An EUA may also be terminated upon a declaration by the Secretary of HHS that the public health emergency has ended. The public health emergency declarations related to COVID-19 ended on May 11, 2023. In addition, the FDA ended 22 COVID-19-related policies when the public health emergency ended on May 11, 2023, and the FDA allowed 22 related policies to continue for 180 days. The FDA plans to retain 24 COVID-19-related policies with appropriate changes and four policies whose duration is not tied to the end of the public health emergency. The termination of the public health emergency declaration; however, will not impact the FDA's ability to authorize, or continue existing authorizations of, devices, treatments or vaccines for emergency use. As a result, existing EUAs for products may remain in effect beyond the duration of the public health emergency declaration if all other statutory conditions are met and the FDA may continue to issue new EUAs going forward when criteria for issuance are satisfied.

At this point, it is unclear how, if at all, these developments will impact our EUA. We, therefore, cannot predict how long our EUA will remain in effect, and we may not receive advance notice from the FDA regarding revocation of our EUA. If our EUA is terminated or revoked, sotrovimab cannot be reauthorized by the FDA in the United States unless and until we have obtained FDA approval of a BLA for the product. Changing policies and regulatory requirements could limit, delay or prevent further commercialization of sotrovimab and could adversely impact our business, financial condition, results of operations and prospects.

***Market demand and utilization of any of our COVID-19 product candidates has been, and may continue to be, adversely impacted by factors such as the development of monoclonal antibodies, or mAbs, of other third parties, the rollout of oral antivirals and vaccines, the emergence of new variants or subvariants and the current challenges in the delivery and administration of mAbs to patients.***

In response to the COVID-19 pandemic, we continue to pursue various potential therapies to address the disease, including through mAbs using our antibody platform (in collaboration with several partners), such as sotrovimab and VIR-7832. To prepare for new waves of variants and future pandemics, we are also actively pursuing multiple next-generation mAbs aimed at treating COVID-19.

There are no assurances that there will be sufficient market demand for our COVID-19 product candidates or that the FDA and other regulatory authorities will grant us full marketing approvals. For example, market demand and utilization for sotrovimab has been, and we expect to continue to be adversely impacted by factors such as the emergence of new variants and subvariants, such as certain Omicron subvariants, the development of mAbs of other third parties, the rollout of oral antivirals and vaccines, and the current challenges in the delivery and administration of mAbs to patients. We no longer do not expect meaningful sales of sotrovimab without if the FDA reauthorization, grants reauthorization in the U.S. There are no assurances that these factors will not adversely impact our other COVID-19 product candidates. In addition, COVID-19 treatment standards are susceptible to rapid changes in epidemiology and the emergence of new variants or subvariants, which may render sotrovimab or any of our future COVID-19 product candidates inferior or obsolete in the future. For example, although we have an EUA from the FDA for sotrovimab, the FDA has excluded the use of sotrovimab in all U.S. regions due to the continued proportion of COVID-19 cases caused by certain Omicron subvariants. In addition, although certain countries outside the U.S. continue to maintain access to 500 mg IV while noting that the clinical efficacy is unknown or uncertain against existing and emerging Omicron variants, we cannot predict whether other countries will further limit the use of sotrovimab. Any of these developments may adversely affect our financial condition and business.

Our ability to develop a successful therapy will also depend on the success of our manufacturing capabilities, for which we are dependent on third-party manufacturing organizations, and which will require significant additional funding. Although our current estimated aggregate commitment to GSK under a master services agreement with Samsung Biologics Co., Ltd. for sotrovimab drug substance, drug product and raw material has been substantially recognized on our balance sheet as part of the profit-sharing amount constrained as of March 31, 2023, under the definitive collaboration agreement dated June 9, 2020, between us and GSK, or the 2020 GSK Agreement, any future commitments for sotrovimab or any of our other future COVID-19 product candidates, may, in the future, exceed our available cash and cash equivalents and investments. We may also need to enter into additional manufacturing agreements in the future in order to create an effective supply chain for our COVID-19 product candidates that will adequately support demand. In the event that there is not enough demand for the manufacturing capacity and/or raw materials that we have already secured or regulatory approval of our product candidates is delayed or unsuccessful, we may remain obligated to pay for such excess manufacturing capacity and/or related costs under the agreements, which could adversely affect our business, financial condition, results of operations and prospects. For example, during the six nine months ended June 30, 2023 September 30, 2023, we released approximately \$34.0 million \$35.6 million of constraint related to sotrovimab due to changes in estimated allowable manufacturing expenses as agreed to with GSK.

We may need to raise substantial additional capital to fund the development of our COVID-19 product candidates and meet our capital commitments to our manufacturing partners in connection therewith. There can be no assurance that sufficient funds will be available to us on attractive terms or at all and our ability to obtain additional capital could be adversely affected if there is a significant decline in the demand for our products or other significantly unfavorable changes in economic conditions. If we are unable to obtain additional funding from these or other sources, it may be necessary to significantly reduce our rate of spending through reductions in staff and delaying, scaling back, or stopping certain research and development programs. Insufficient liquidity may also require us to relinquish rights to COVID-19 product candidates at an earlier stage of development or on less favorable terms than we would otherwise choose. Furthermore, there are no assurances that we will secure additional supply commitments from governments, which may be material to the commercial success of our COVID-19 product candidates.

Product COVID-19 product candidates that we successfully develop and commercialize may compete with existing therapies, including competing antibody therapies, oral antivirals, prophylactic vaccines, and new therapies that may become available in the future. In addition, one or more of our competitors may be successful in producing a



more efficacious therapy for SARS-CoV-2 and current and future variants, such as certain Omicron subvariants, or in producing a therapy that is easier to deliver and administer to patients in a timelier manner. Furthermore, changes to circulating variants that reduce the effectiveness of mAbs, such as sotrovimab in the U.S., have led to a deauthorization for use by the FDA for as long as the non-susceptible variant predominates. The viral variant landscape is unpredictable and the impact on future reauthorization by the FDA of our antibody therapy or that of our competitors cannot be predicted. For example, in February 2022, the FDA approved an EUA for bebtelovimab, an antibody of Eli Lilly Company's, or and Company ("Eli Lilly, antibody, bebtelovimab, Lilly"), for the treatment of mild to moderate COVID-19 in adults and pediatric patients (12 years of age and older weighing at least 40 kilograms) with positive results of direct SARS-CoV-2 testing, and who are at high risk for progression to severe COVID-19, including hospitalization or death and when alternative treatment options are not accessible or clinically appropriate; however, in November 2022 the FDA announced that bebtelovimab is no longer authorized in any U.S. region due to lack of activity against recent Omicron subvariants. Merck & Co., Inc., or Merck, Pfizer Inc., or Pfizer, and Eli Lilly have all been successful in securing government support and funding. AstraZeneca plc's, or AstraZeneca, EVUSHELD™, a cocktail of two mAbs, showed topline efficacy of 50% reduction in risk for hospitalization or death risk in early treatment clinical trials and obtained an EUA for use as pre-exposure prophylaxis of COVID-19 in adults and pediatric individuals over the age of 12. However, in January 2023, the FDA deauthorized EVUSHELD due to its activity against subvariants including BQ.1, BQ.1.1, BF.7, BF.11, BA.5.2.6, BA.4.6, BA.2.75.2, XBB and XBB.1.5. EVUSHELD has also been approved in Japan and in the EU for use in the prevention and treatment of COVID-19 in adults and adolescents over the age of 12 at risk of severe disease progression. There are several other manufacturers exploring antibody options for pre-exposure and post-exposure prophylaxis such as Invivyd, Inc.'s, or Invivyd, VYD222.

There are FDA-approved treatments for COVID-19 including an intravenously administered antiviral, remdesivir, marketed by Gilead Sciences, Inc., or Gilead, which is FDA approved for the treatment of COVID-19 in both outpatient and hospitalized settings, and several treatments and a prophylactic vaccine are available under EUA. In December 2021, the FDA approved EUAs for the oral antiviral, molnupiravir, from Merck for the treatment of mild-to-moderate COVID-19 in adults with positive results of direct SARS-CoV-2 viral testing, and who are at high risk for progression to severe COVID-19, including hospitalization or death, and for whom alternative COVID-19 treatment options authorized by the FDA are not accessible or clinically appropriate, which has shown topline efficacy of 30% reduction in risk for hospitalization or death risk in early treatment clinical trials, and the oral antiviral, PAXLOVID™, from Pfizer for the treatment of mild-to-moderate COVID-19 in adults and pediatric patients (12 years of age and older weighing at least 40 kilograms) with positive results of direct SARS-CoV-2 testing, and who are at high risk for progression to severe COVID-19, including hospitalization or death, which has demonstrated an 89% reduction in risk of COVID-19-related hospitalization or death. In May 2023, the FDA approved the new drug application (NDA) for PAXLOVID™ for use as treatment of mild to moderate COVID-19 in adults who are at high risk of severe disease progression, making it the first oral treatment for COVID-19 fully approved by the FDA. Additionally, Pfizer's COVID-19 vaccine, Comirnaty® Comirnaty®, is approved by the FDA for individuals 5 five years of age or older, Moderna, Inc.'s, or Moderna, COVID-19 vaccine, Spikevax® Spikevax®, is approved by the FDA for individuals 18 years of age or older and a COVID-19 vaccine was available in the United States under EUA from Janssen Biotech, Inc., or Janssen but was revoked in June 2023. These other entities may be more successful at developing, manufacturing or commercializing a therapy for COVID-19. Several of these other organizations are much larger than we are and have access to larger pools of capital, including U.S. government funding, and broader manufacturing infrastructure. There are no assurances that the FDA will reauthorize our

EUA in the U.S., that there will be sufficient market demand for our COVID-19 therapies, that we will secure additional

U.S. government funding, that our manufacturing and supply chain infrastructure will remain uninterrupted and reliable, or that the third parties we rely on to manufacture our COVID-19 therapies will be able to satisfy demand in a timely manner and not have supply chain disruptions, all of which could negatively impact or eliminate demand for our COVID-19 therapies.

***Adverse developments affecting the financial services industry, including events or concerns involving liquidity, defaults or nonperformance by financial institutions, could adversely affect our business, financial condition or results of operations.***

We hold our cash, cash equivalents and investments that we use to meet our working capital and operating expense needs in accounts at multiple financial institutions. The balance held in these accounts typically exceeds the Federal Deposit Insurance Corporation, or FDIC, standard deposit insurance limit of \$250,000. Should events, including limited liquidity, defaults, nonperformance or other adverse developments, occur with respect to the banks or other financial institutions that hold our funds, or that affect financial institutions or the financial services industry generally, or concerns or rumors arise about any events of these kinds or other similar risks, we could be subject to a risk of loss of all or a portion of such uninsured funds or be subject to a delay in accessing all or a portion of such uninsured funds. Any such loss or lack of access to these funds could adversely impact our short-term liquidity and ability to meet our operating expense obligations.

For example, in March 2023 Silicon Valley Bank, or SVB, and Signature Bank were each closed by state regulators and the FDIC was appointed receiver for each bank. Prior to such events, we held cash deposits at SVB in excess of government insured limits. The FDIC created successor bridge banks and all deposits of SVB and Signature Bank were transferred to bridge banks under a systemic risk exception approved by the United States Department of the Treasury, the Federal Reserve and the FDIC. If financial institutions in which we hold funds for working capital and operating expenses were to fail, we cannot provide any assurances that such governmental agencies would take action to protect our uninsured deposits in a similar manner.

In addition, investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us to acquire financing on terms favorable to us, or at all, and could have a material adverse effect on our liquidity, our business, financial condition or results of operations.

**Risks Related to the Development and Commercialization**

***Our future success is substantially dependent on the successful clinical development, regulatory approval and commercialization of our product candidates in a timely manner. If we are not able to obtain required regulatory approvals, we will not be able to commercialize our product candidates and our ability to generate product revenue***

**will be adversely affected.**

We have invested a significant portion of our time and financial resources in the development of our product candidates and have initiated clinical trials for multiple product candidates. Our business is dependent on our ability to successfully complete development of, obtain regulatory approval for, and successfully commercialize our product candidates, if approved, in a timely manner. We may face unforeseen challenges in our product development strategy, and we can provide no assurances that our product candidates will be successful in clinical trials or will ultimately receive regulatory approval.

Sotrovimab has received marketing authorization in the EU and has been granted emergency authorization, temporary authorization or marketing approval (under the brand name Xevudy®), and has been supplied in more than 40 countries. Although certain countries outside the U.S. continue to maintain access to 500 mg IV while noting that the clinical efficacy is unknown or uncertain against existing and emerging Omicron variants, we cannot predict whether other countries will limit the use of sotrovimab. Furthermore, although we have an EUA from the FDA for sotrovimab, the FDA has excluded the use of sotrovimab in all U.S. regions due to the continued proportion of COVID-19 cases caused by certain Omicron subvariants. With this EUA revision, sotrovimab is not currently authorized for use in any U.S. region, and we cannot predict whether (if at all) or to what extent sotrovimab may be reauthorized for use by the FDA in any U.S. region in the future. In addition, there can be no assurance with respect to how long the EUA will remain in effect or whether the EUA will be further revised or revoked by the FDA following the termination of the underlying public health emergency declaration on May 11, 2023 or for other reasons. Due to the evolving COVID-19 landscape and based on

discussions with the FDA, we and GSK do not plan to file a BLA for sotrovimab at this time. We have not obtained BLA

approval in the U.S. for any product candidate to date. We operate in a highly regulated field, and it is possible that none of our product candidates will obtain regulatory approval.

Prior to obtaining approval to commercialize any product candidate in the United States or abroad, we must demonstrate with substantial evidence from well-controlled clinical trials, and to the satisfaction of the FDA or comparable foreign regulatory authorities, that such product candidate is safe and effective for its intended uses. Results from preclinical studies and clinical trials can be interpreted in different ways. Even if we believe that the preclinical or clinical data for our product candidates are promising, such data may not be sufficient to support approval for further development, manufacturing or commercialization of our product candidates by the FDA and other regulatory authorities. The FDA or other regulatory authorities may also require us to conduct additional preclinical studies or clinical trials for our product candidates either prior to or post-approval, or it may object to elements of our clinical development program, requiring their alteration.

Even if we eventually complete clinical testing and receive approval of a new drug application, or NDA, BLA, or foreign marketing application for our product candidates, the FDA or the comparable foreign regulatory authorities may grant approval or other marketing authorization contingent on the performance of costly additional clinical trials, including post-market clinical trials. The FDA or the comparable foreign regulatory authorities also may approve or authorize for marketing a product candidate for a more limited indication or patient population than we originally request, and the FDA or comparable foreign regulatory authorities may not approve or authorize the labeling that we believe is necessary or desirable for the successful commercialization of a product candidate.

Any delay in obtaining, or inability to obtain, applicable regulatory approval or other marketing authorization would delay or prevent commercialization of that product candidate and would adversely impact our business and prospects.

In addition, the FDA or comparable foreign regulatory authorities may change their policies, adopt additional regulations or revise existing regulations or take other actions, which may prevent or delay approval of our future product candidates under development on a timely basis. Such policy or regulatory changes could impose additional requirements upon us that could delay our ability to obtain applicable regulatory approvals, increase the costs of compliance or restrict our ability to maintain any marketing authorizations we may have obtained.

For example, in December 2022, with the passage of Food and Drug Omnibus Reform Act, Congress required sponsors to develop and submit a diversity action plan for each Phase 3 clinical trial or any other “pivotal study” of a new drug or biological product. These plans are meant to encourage the enrollment of more diverse patient populations in late-stage clinical trials of FDA-regulated products. Specifically, actions plans must include the sponsor’s goals for enrollment, the underlying rationale for those goals, and an explanation of how the sponsor intends to meet them. In addition to these requirements, the legislation directs the FDA to issue new guidance on diversity action plans. Similarly, the regulatory landscape related to clinical trials in the EU recently evolved. The EU Clinical Trials Regulation, or CTR, which was adopted in April 2014 and repeals the EU Clinical Trials Directive, became applicable on January 31, 2022. While the Clinical Trials Directive required a separate clinical trial application, or CTA, to be submitted in each member state, to both the competent national health authority and an independent ethics committee, the CTR introduces a centralized process and only requires the submission of a single application to all member states concerned. The CTR allows sponsors to make a single submission to both the competent authority and an ethics committee in each member state, leading to a single decision per member state. The assessment procedure of the CTA has been harmonized as well, including a joint assessment by all member states concerned, and a separate assessment by each member state with respect to specific requirements related to its own territory, including ethics rules. Each member state’s decision is communicated to the sponsor via the centralized EU portal. Once the CTA is approved, clinical study development may proceed. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies governing clinical trials, our development plans may be impacted.

Furthermore, even if we obtain regulatory approval for our product candidates, we may still need to develop a commercial organization, establish a commercially viable pricing structure and obtain approval for coverage and adequate reimbursement from third-party and government payors, including government health administration authorities. If we are unable to successfully commercialize our product candidates or if there is an insufficient demand for our product candidates, we may not be able to generate sufficient revenue to continue our business.

***The development of additional product candidates is risky and uncertain, and we can provide no assurances that we will be able to replicate our approach for other diseases.***

A core element of our business strategy is to expand our product candidate pipeline. Efforts to identify, acquire or in-license, and then develop product candidates require substantial technical, financial and human resources, whether or not any product candidates are ultimately identified. Our efforts may initially show promise in identifying potential product candidates, yet fail to yield product candidates for clinical development, approved products or commercial revenue for many reasons.

We have limited financial and management resources and, as a result, we may forego or delay pursuit of opportunities with other product candidates or for other indications that later prove to have greater market potential. Our resource allocation decisions may cause us to fail to capitalize on viable commercial products or profitable market opportunities. 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, strategic alliances, licensing or other royalty arrangements in circumstances under which it would have been more advantageous for us to retain sole development and commercialization rights to such product candidate. In addition, we may not be successful in replicating our approach to development for other disease indications. If we are unsuccessful in identifying and developing additional product candidates or are unable to do so, our business may be harmed.

Furthermore, we intend to seek approval to market our product candidates outside of the United States, and may also do so for future product candidates. If we market approved products outside of the United States, we expect that we will be subject to additional risks in commercialization. We have no prior experience in these areas. In addition, there are complex regulatory, tax, labor and other legal requirements imposed by many of the individual countries in which we may operate, with which we will need to comply. Many biopharmaceutical companies have found the process of marketing their products in foreign countries to be challenging.

***We are developing, and in the future may develop, other product candidates in combination with other therapies, which exposes us to additional risks.***

We are developing VIR-2218 and VIR-3434 for the functional cure of hepatitis B virus, or HBV, and for the chronic treatment of hepatitis D virus, or HDV. Each of these product candidates has the potential to stimulate an effective immune response and has direct antiviral activity against HBV. We believe that a functional cure for HBV will require an effective immune response, in addition to antiviral activity, based on the observation that severe immunosuppression can reactivate HBV disease. Monotherapy with each of these agents may provide a functional cure in some patients, while combination therapy may be necessary for others. We have an ongoing Phase 2 clinical trial that combines VIR-2218 with pegylated interferon-alpha and a Phase 2 clinical trial that combines VIR-2218 with VIR-3434. We are also evaluating additional combinations with other immunotherapy agents and direct acting antiviral agents. We also have a Phase 2 clinical trial evaluating VIR-2218 and VIR-3434 as a monotherapy or in combination for the treatment of chronic HDV. Even if any product candidate we develop were to receive marketing approval or be commercialized for use in combination with other existing therapies, we would continue to be subject to the risks that the FDA or comparable foreign regulatory authorities could revoke approval of the therapy used in combination with our product candidate. There is also a risk that safety, efficacy, manufacturing or supply issues could arise with these other existing therapies. For example, the other therapies may lead to toxicities that are improperly attributed to our product candidates or the combination of our product candidates with other therapies may result in toxicities that the product candidate or other therapy does not produce when used alone. This could result in our own products being removed from the market or being less successful commercially.

We may also evaluate our future product candidates in combination with one or more other therapies that have not yet been approved for marketing by the FDA or comparable foreign regulatory authorities. We will not be able to market any product candidate we develop in combination with any such unapproved therapies that do not ultimately obtain marketing approval.

If the FDA or comparable foreign regulatory authorities do not approve these other drugs or revoke their approval of, or if safety, efficacy, manufacturing or supply issues arise with, the drugs we choose to evaluate in combination with any product candidate we develop, we may be unable to obtain approval.

***Success in preclinical studies or earlier clinical trials may not be indicative of results in future clinical trials and we cannot assure you that any ongoing, planned or future clinical trials will lead to results sufficient for the necessary regulatory approvals and market authorizations. We have and may continue to commit substantial financial resources with respect to clinical trials that may not be successful, and may not be able to recoup those investments.***

Success in preclinical testing and earlier clinical trials does not ensure that later clinical trials will generate the same results or otherwise provide adequate data to demonstrate the efficacy and safety of a product candidate. Success in preclinical studies and earlier clinical trials does not ensure that later efficacy trials will be successful, nor does it predict final results. Our product candidates may fail to show the desired characteristics in clinical development sufficient to obtain regulatory approval, despite positive results in preclinical studies or having successfully advanced through earlier clinical trials. We have and may continue to commit substantial financial resources with respect to clinical trials that may not be successful, and we may not be able to recoup those investments.

For example, in July 2023, we announced that our Phase 2 clinical trial of VIR-2482 for the prevention of symptomatic influenza A illness did not meet primary or secondary efficacy endpoints. We committed substantial financial resources and made substantial capital commitments with third party contract development manufacturing organizations, or CDMO, CDMOs, with respect to the manufacturing raw materials and raw materials manufacturing in connection with VIR-2482. As of June 30, 2023, we had a balance of unpaid noncancellable commitments with a CDMO up to approximately \$36 million in an aggregate, aggregate which was reduced to approximately \$13 million during the third quarter of 2023.

A trial design that is considered appropriate for regulatory approval includes a sufficiently large sample size with appropriate statistical power, as well as proper control of bias, to allow a meaningful interpretation of the results. If we do not conduct clinical trials with a large enough patient sample size, we may not achieve statistically significant results or the same level of statistical significance, if any, that would have been possible to achieve in a larger trial.

As an organization, we have limited experience designing clinical trials and may be unable to design and execute a clinical trial to support regulatory approval, which could mean we will suffer setbacks. Any such setbacks could negatively impact our business, financial condition, results of operations and prospects.

***Interim, "top-line" 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 publish interim, "top-line" or preliminary data from our 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. Preliminary or "top-line" 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. As a result, interim and preliminary data should be viewed with caution until the final data is available. Differences between preliminary or interim data and final data could significantly harm our business prospects and may cause the trading price of our common stock to fluctuate significantly.

***Clinical product development involves a lengthy and expensive process. We may incur additional costs and encounter substantial delays or difficulties in our clinical trials.***

We may not commercialize, market, promote or sell any product candidate without obtaining marketing approval from the FDA or comparable foreign regulatory authority, and we may never receive such approvals. It is impossible to predict when or if any of our product candidates will prove effective or safe in humans and will receive regulatory approval. Before obtaining marketing approval from regulatory authorities for the sale of our product candidates, we must complete preclinical development and then conduct extensive clinical trials to demonstrate the safety and efficacy of our product candidates in humans. Clinical testing is expensive, is difficult to design and implement, can take many years to complete and is inherently uncertain as to outcome. We do not know whether our planned clinical trials will begin or enroll on time, will be conducted as planned, will need to be redesigned or will be completed on schedule, if at all. For example, the availability of superior or competitive therapies coupled with changing standards of care could limit our ability to perform placebo-controlled trials and/or require us to enroll a larger number of subjects to address competing treatments. A failure or significant delay of one or more clinical trials can occur at any stage of testing. 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 prior to, during, or as a result of clinical trials that could delay or prevent our ability to receive marketing approval or commercialize our product candidates.

Any inability to successfully complete preclinical and clinical development could result in additional costs to us or impair our ability to generate revenue from future product sales or other sources. In addition, if we make manufacturing or formulation changes to our product candidates, we may need to conduct additional testing to bridge our modified product candidate to earlier versions. Clinical trial delays could also shorten any periods during which we may have the exclusive right to commercialize our product candidates, if approved, or allow our competitors to bring competing products to market before we do, which could impair our ability to successfully commercialize our product candidates and may harm our business, financial condition, results of operations and prospects.

Additionally, if the results of our clinical trials are inconclusive or if there are safety concerns or serious adverse events associated with our product candidates, we may:

- be delayed in obtaining marketing approval, or not obtain marketing approval at all;
- 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;
- be subject to additional post-marketing testing requirements;
- be required to perform additional clinical trials to support approval or be subject to additional post-marketing testing requirements;
- have regulatory authorities withdraw, or suspend, their approval of the product or impose restrictions on its distribution in the form of a risk evaluation and mitigation strategy, or REMS;
- be subject to the addition of labeling statements, such as warnings or contraindications;
- be sued; or
- experience damage to our reputation.

Our product development costs may be greater than anticipated or may increase if we experience delays in testing or obtaining marketing approvals. We do not know whether any of our preclinical studies or clinical trials will begin as planned, will be conducted as planned, will need to be restructured or will be completed on schedule, if at all. For example, enrollment and retention of patients in clinical trials could be disrupted by geopolitical events, including civil or political unrest, terrorism, insurrection or war (such as the ongoing war between Ukraine and Russia), man-made or natural disasters, or public health pandemics or epidemics or other business interruptions, including the COVID-19 pandemic and future outbreaks of the disease.

Furthermore, our product candidates are based on certain innovative technology platforms, which makes it even more difficult to predict the time and cost of product candidate development and obtaining necessary regulatory approvals, particularly for our cytomegalovirus, or CMV, vector technologies. In addition, the compounds we are developing may not demonstrate in patients the chemical and pharmacological properties ascribed to them in preclinical studies, and they may interact with human biological systems in unforeseen, ineffective or harmful ways.

As part of our T cell platform, our approach is to use human CMV, or HCMV, as a vaccine vector to potentially treat and prevent pathogens refractory to current vaccine technologies because HCMV may induce potent and long-lasting T cell responses to a broader range of epitopes than observed for other viral vaccines. **Safety and toxicity trials for this technology have so far only been conducted in animal species, in which HCMV has limited ability to replicate.** Also, because our HCMV-vector technology is novel, regulatory agencies may lack experience with product candidates such as VIR-1388, which may lengthen the regulatory review process, increase our development costs and delay or prevent commercialization of our product candidates. In addition, our HCMV-vector technology utilizes live-attenuated, genetically-modified organisms for which the FDA, the European Medicines Agency, or EMA, and other comparable foreign regulatory authorities and other public health authorities, such as the Centers for Disease Control and Prevention and hospitals involved in clinical trials, have established additional safety and contagion rules and procedures, which could establish additional hurdles for the development, manufacture or use of our vectors. These hurdles may lead to delays in the conduct of clinical trials or in obtaining regulatory approvals for further development, manufacturing or commercialization of our product candidates.

Further, we, the FDA, a foreign regulatory authority or an institutional review board may place a full or partial hold on our clinical trials at any time if it appears that we or our collaborators are failing to conduct a trial in accordance with regulatory requirements, including the FDA's current Good Clinical Practice, or GCP, regulations, that we are

exposing participants to unacceptable health risks, or if the FDA or foreign regulatory authority finds deficiencies in our **investigational new drug, or IND** applications or clinical trial applications, respectively, or the conduct of these trials. Moreover, we may not be able to file INDs to commence additional clinical trials on the timelines we expect because our filing schedule is dependent on further preclinical and manufacturing progress. Therefore, we cannot predict with any certainty the schedule for commencement and completion of future clinical trials. If we experience delays in the commencement or completion of our clinical trials, or if we terminate a clinical trial prior to completion, the commercial prospects of our product candidates could be negatively impacted, and our ability to generate revenue from our product candidates may be delayed.

In addition, our inability to bring a product to market or a significant delay in the expected approval and related launch date of a new product for any of the reasons discussed above could potentially have a negative effect on our stock price and related market capitalization and could result in a significant impairment of goodwill, other intangible assets and long-lived assets.

***Enrollment and retention of patients in clinical trials is an expensive and time-consuming process and could be delayed, made more difficult or rendered impossible by multiple factors outside our control.***

Identifying and qualifying patients to participate in our clinical trials is critical to our success. In particular, clinical trials for prophylaxis are impacted by many factors including competing therapies that tend to require enrollment of a larger number of subjects than clinical trials for treatments. We may encounter difficulties in enrolling patients in our clinical trials, thereby delaying or preventing development and approval of our product candidates. Even once enrolled, we may be unable to retain a sufficient number of patients to complete any of our trials. Patient enrollment and retention in clinical trials depend on many factors, including the size of the patient population, the nature of the trial protocol, the existing body of safety and efficacy data, changing standards of care, the number and nature of competing treatments and ongoing clinical trials of competing therapies for the same indication, the proximity of patients to clinical sites and the eligibility criteria for the trial. The enrollment and retention of patients in our clinical trials may be disrupted or delayed as a result of regulatory feedback, clinicians' and patients' perceptions as to the potential advantages of sotrovimab and VIR-7832 in relation to other available therapies, including products that have been recently authorized under EUAs or approved and licensed through NDAs and BLAs to treat COVID-19 as well as any other new products that may be approved in the future for the treatment of COVID-19. In addition, enrollment and retention of patients in clinical trials could be disrupted by geopolitical events, including civil or political unrest, terrorism, insurrection or war (such as the ongoing war between Ukraine and Russia), man-made or natural disasters, or public health pandemics or epidemics or other business interruptions, including, the current COVID-19 pandemic and future outbreaks of the disease.

Our efforts to build relationships with patient communities may not succeed, which could result in delays in patient enrollment in our clinical trials. Any negative results we may report in clinical trials of our product candidates may make it difficult or impossible to recruit and retain patients in other clinical trials of that same product candidate. Delays or failures in planned patient enrollment or retention may result in increased costs, program delays or both, which could have a harmful effect on our ability to develop our product candidates or could render further development impossible. In addition, we may rely on contract research organizations, or CROs, and clinical trial sites to ensure proper and timely conduct of our future clinical trials and, while we intend to enter into agreements governing their services, we will be limited in our ability to ensure their actual performance.

The continued spread of COVID-19 globally, or the evolution of new variants or subvariants of COVID-19 that are more contagious, have more severe effects or are resistant to treatments or vaccinations, could adversely impact our preclinical or clinical trial operations in the United States, including our ability to enroll and retain patients as well as CROs and clinical trial site staff who, as healthcare providers, may have heightened exposure to COVID-19 if an outbreak occurs in their geography. In response to the COVID-19 pandemic, the FDA issued guidance on March 18, 2020, and subsequently updated it, to address the conduct of clinical trials during the pandemic. The guidance sets out a number of considerations for sponsors of clinical trials impacted by the pandemic, including the requirement to include in the clinical study report (or as a separate document) contingency measures implemented to manage the study, and any disruption of the study as a result of COVID-19; a list of all study participants affected by COVID-19-related study disruptions by a unique subject identifier and by investigational site, and a description of how the individual's participation was altered; and analyses and corresponding discussions that address the impact of implemented contingency measures (e.g., participant discontinuation from investigational product and/or study, alternative procedures used to collect critical safety and/or efficacy data) on the safety and efficacy results reported for the study. An inability to enroll a sufficient number of patients for the clinical trials would result in significant delays or might require us to abandon one or more clinical trials altogether.

The public health emergency declaration related to COVID-19 ended on May 11, 2023. In addition, the FDA ended 22 COVID-19-related policies when the public health emergency ended, and the FDA allowed 22 to continue for 180 days. The FDA plans to retain 24 COVID-19-related policies with appropriate changes and four policies whose duration is not tied to the end of the public health emergency. At this point, it is unclear how, if at all, these developments will impact our efforts to develop and commercialize our product candidates.

***Our product candidates may cause undesirable side effects or have other properties that could delay or prevent their regulatory approval, limit their commercial potential or result in significant negative consequences following any potential marketing approval.***

During the conduct of clinical trials, patients report changes in their health, including illnesses, injuries and discomforts, to their doctor. Often, it is not possible to determine whether or not the product candidate being studied caused these conditions. Regulatory authorities may draw different conclusions and may require us to pause our clinical trials or require additional testing to confirm these determinations, if they occur.

In addition, it is possible that as we test our product candidates in larger, longer and more extensive clinical trials, or as use of these product candidates becomes more widespread if they receive regulatory approval, illnesses, injuries, discomforts and other adverse events that were not observed in earlier trials, as well as conditions that did not occur or went undetected in previous trials, will be reported by subjects or patients. Many times, side effects are only detectable after investigational products are tested in large-scale pivotal trials or, in some cases, after they are made available to patients on a commercial scale after approval. If additional clinical experience indicates that any of our product candidates have side effects or cause serious or life-threatening side effects, the development of the product candidate may fail or be delayed, or, if the product candidate has received regulatory approval, such approval may be revoked, which would harm our business, financial condition, results of operations and prospects.

***We are a party to strategic collaboration and license agreements pursuant to which we are obligated to make substantial payments upon achievement of milestone events and, in certain cases, have relinquished important rights over the development and commercialization of certain current and future product candidates. We also intend to***

**explore additional strategic collaborations, which may never materialize or may require that we relinquish rights to and control over the development and commercialization of our product candidates.**

We are a party to various strategic collaboration and license agreements that are important to our business and to our current and future product candidates pursuant to which we license a number of technologies to form our technology platforms. These agreements contain obligations that require us to make substantial payments in the event certain milestone events are achieved. In addition, we cannot be certain that we will achieve the results or benefits that justify entering into these agreements. For additional information regarding these and other collaboration, license and grant agreements, see the section titled "Business—Our Collaboration, License and Grant Agreements" in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

A core element of our business strategy also includes continuing to acquire or in-license additional technologies or product candidates for the treatment and prevention of serious infectious diseases, diseases and other serious conditions. As a result, we intend to periodically explore a variety of possible strategic collaborations or licenses in an effort to gain access to additional product candidates, technologies or resources.

At this time, we cannot predict what form such strategic collaborations or licenses might take in the future. We are likely to face significant competition in seeking appropriate strategic collaborators, strategic collaborations and licenses can be complicated and we may not be able to negotiate strategic collaborations on acceptable terms, or at all. We are unable to predict when, if ever, we will enter into any additional strategic collaborations or licenses because of the numerous risks and uncertainties associated with establishing them. If we are unable to enter into new strategic collaborations or licenses related to our product candidates in certain geographies for certain indications, we may not be able to develop and commercialize certain of our product candidates which would harm our business prospects, financial condition and results of operations.

Our current and future strategic collaborations and licenses could subject us to a number of risks, including the following:

- we may be required to assume substantial actual or contingent liabilities;
- we may not be able to control the amount and timing of resources that our strategic collaborators devote to the development or commercialization of our product candidates;
- strategic collaborators may select indications or design clinical trials in a way that may be less successful than if we were doing so;
- strategic collaborators may not pursue further development and commercialization of products resulting from the strategic collaboration arrangement due to development programs based on data readouts, changes in their strategic focus as a result of an acquisition of competitive products or other internal pipeline advancements, availability of funding or other external factors, that diverts resources or creates competing priorities;
- disputes may arise between us and our strategic collaborators that result in costly litigation or arbitration that diverts management's attention and consumes resources;
- strategic collaborators may experience financial difficulties;
- strategic collaborators may not properly maintain, enforce or defend our intellectual property rights or may use our proprietary information in a manner that could jeopardize or invalidate our proprietary information or expose us to potential litigation; and
- strategic collaborators could terminate the arrangement or not exercise their opt-in rights, which may delay the development, may increase the cost of developing our product candidates and result in a need for additional capital to pursue further development or commercialization of the applicable product candidates.

Furthermore, license agreements we enter into in the future may not provide exclusive rights to use intellectual property and technology in all relevant fields of use and in all territories in which we may wish to develop or commercialize our technology and products. As a result, we may not be able to prevent competitors from developing and commercializing competitive products in territories included in all of our licenses.

**If the market opportunities for our product candidates are smaller than we believe they are or any approval we obtain is based on a narrower definition of the patient population, our business may suffer.**

We currently focus our product development on product candidates for the treatment and prevention of serious infectious diseases, diseases and other serious conditions. Our eligible patient population, pricing estimates and available coverage and reimbursement may differ significantly from the actual market addressable by our product candidates. Our estimates of the number of people who have these diseases, the subset of people with these diseases who have the potential to benefit from treatment with our product candidates, and the market demand for our product candidates are based on our beliefs and analyses. These estimates have been derived from a variety of sources, including the scientific literature, patient foundations or market research, and may prove to be incorrect. Further, new trials may change the estimated incidence or prevalence of the diseases we are targeting. The number of patients may turn out to be lower than expected. Likewise, the potentially addressable patient population for each of our product candidates may be limited or may not be receptive to treatment with our product candidates, and new patients may become increasingly difficult to identify or access. Additionally, the availability of superior or competitive therapies from our competitors could negatively impact or eliminate market demand for our product candidates. If the market opportunities for our product candidates are smaller than we estimate, it could have an adverse effect on our business, financial condition, results of operations and prospects.

**We face substantial competition, which may result in others developing or commercializing products before or more successfully than we do.**



The biopharmaceutical industry is characterized by rapidly advancing technologies, intense competition and an emphasis on proprietary products. We face potential competition from many different sources, including pharmaceutical and biotechnology companies, academic institutions, governmental agencies and public and private research institutions.

Our commercialization potential 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 products that we may develop. The key competitive factors affecting the success of all our programs are likely to be efficacy, safety, convenience and timing. Our competitors also may obtain FDA or other regulatory approval for their products more rapidly than we may obtain approval for ours, which could result in our competitors establishing a strong market position before we are able to enter the market.

In addition, regulatory incentives to develop products for treatment of infectious diseases have increased interest and activity in this area and may lead to increased competition for clinical investigators and clinical trial subjects, as well as for future prescriptions, if any of our product candidates are successfully developed and approved.

Our competitors may have significantly greater financial resources, established presence in the market, and expertise in research and development, manufacturing, preclinical and clinical testing, obtaining regulatory approvals and reimbursement and marketing approved products than we do. These competitors also compete with us in acquiring third-party contract manufacturing capacity and raw materials, recruiting and retaining qualified scientific, sales, marketing 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. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. Additional mergers and acquisitions may result in even more resources being concentrated in our competitors.

Since the beginning of the COVID-19 pandemic, and even before, there has been substantial research in the development of new drugs and biologics to address diseases caused by the coronavirus. Numerous large and small pharmaceutical and biotechnology companies are developing COVID-19 therapy programs with various mechanisms of actions, including prophylactic vaccines, oral antivirals, immunomodulators, and antibodies, some of which are further along in the development process than we are. Other parties may be successful in producing a more efficacious therapy for SARS-CoV-2 or in producing a therapy that is easier to deliver and administer to patients in a timelier manner, which may also lead to the diversion of funding away from us and toward other companies or lead to decreased demand for our potential therapies. Companies with antibodies in clinical development include Invivyd, AstraZeneca, Celltrion Healthcare Co., Ltd., Eli Lilly and Regeneron Pharmaceuticals, Inc. Companies with oral antivirals in clinical development include Shionogi Inc., Gilead, Enanta Pharmaceuticals and others. Companies with prophylactic vaccines in clinical development include AstraZeneca, GSK, Novavax, Inc. and Sanofi S.A. The industry and competitive landscape for COVID-19 treatments is rapidly changing, and we could have more competition in the future. Although certain countries outside the U.S. continue to maintain access to 500 mg IV while noting that the clinical efficacy is unknown or uncertain against existing and emerging Omicron variants, we cannot predict whether other countries will further limit the use of sotrovimab.

The availability of superior or competitive therapies, or preventative measures such as vaccines, coupled with the unpredictable nature of pandemics and the prevalence of new variants or subvariants of COVID-19, such as certain Omicron subvariants, could further negatively impact or eliminate altogether demand for our COVID-19 therapies. For example, in March and April 2022, the FDA amended the EUA fact sheet to exclude sotrovimab use in geographic regions where infection is likely to have been caused by a non-susceptible SARS-CoV-2 variant based on available information, including variant susceptibility to these drugs and regional variant frequency. With these EUA revisions, sotrovimab is not currently authorized for use in any U.S. region, and we cannot predict whether (if at all) or to what extent sotrovimab may be reauthorized for use by the FDA in any U.S. region in the future. Due to the evolving COVID-19 landscape and based on discussions with the FDA, we and GSK do not plan to file a BLA for sotrovimab at this time.

Product candidates that we successfully develop and commercialize may compete with existing therapies, including prophylactic vaccines, competing antibody therapies, oral antivirals, and new therapies that may become available in the future. In addition, one or more of our competitors may be successful in producing a more efficacious therapy for SARS-CoV-2 and current and future variants, such as certain Omicron subvariants, or in producing a therapy that is easier to deliver and administer to patients in a timelier manner. For example, there are FDA-approved treatments for COVID-19 including an intravenously administered antiviral, remdesivir, marketed by Gilead, which is FDA approved for the treatment of COVID-19 in both outpatient and hospitalized settings, and several treatments and a prophylactic vaccine are available under EUA. Additionally, Pfizer's COVID-19 vaccine, Comirnaty®, is approved by the FDA for individuals 5 years of age or older and Moderna's COVID-19 vaccine, Spikevax®, is approved by the FDA for individuals 18 years of age or older. In December 2021, the FDA approved EUAs for the oral antiviral, molnupiravir, from Merck for the treatment of mild-to-moderate COVID-19 in adults with positive results of direct SARS-CoV-2 viral testing, and who are at high risk for progression to severe COVID-19, including hospitalization or death, and for whom alternative COVID-19 treatment options authorized by the FDA are not accessible or clinically appropriate, which has shown topline efficacy of 30% reduction in risk for hospitalization or death risk in early treatment clinical trials, and the oral antiviral, PAXLOVID™, from Pfizer for the treatment of mild-to-moderate COVID-19 in adults and pediatric patients (12 years of age and older weighing at least 40 kilograms) with positive results of direct SARS-CoV-2 testing, and who are at high risk for progression to severe COVID-19, including hospitalization or death, which has demonstrated an 89% reduction in risk of COVID-19-related hospitalization or death. In May 2023, the FDA approved the new drug application (NDA) for PAXLOVID for use as treatment of mild to moderate COVID-19 in adults who are at high risk of severe disease progression, making it the first oral treatment for COVID-19 fully approved by the FDA. Currently, there are no mAbs

available in the U.S. for use as treatment or prophylaxis against COVID-19. For example, in COVID-19, in February 2022, the FDA approved an EUA for Eli Lilly's antibody, bebtelovimab, for the treatment of mild to moderate COVID-19 in adults and pediatric patients (12 years of age and older weighing at least 40 kilograms) with positive results of direct SARS-CoV-2 testing, and who are at high risk for progression to severe COVID-19, including hospitalization or death and when alternative treatment options are not accessible or clinically appropriate; however, in November 2022, the FDA announced that bebtelovimab is no longer authorized in any U.S. region due to lack of activity against recent Omicron subvariants. AstraZeneca's EVUSHELD™, a cocktail of two mAbs, was previously approved under an EUA for pre-exposure prophylaxis of COVID-19 in adults and pediatric individuals over the age of 12 at risk for severe disease progression of COVID-19, but was deauthorized by the FDA in January 2023. EVUSHELD currently remains



authorized in other countries where it is approved for COVID-19 pre-exposure prophylaxis and treatment, including the EU and Japan. There are several other manufacturers exploring options for pre-exposure and post-exposure prophylaxis such as Invivyd's VYD222.

As a result of these factors, our competitors may achieve patent protection or obtain regulatory approval or authorization of their products before we are able to, which may limit our ability to develop or commercialize our product candidates. Our competitors may also develop therapies that are safer, more effective, more widely accepted or less expensive than ours, and may also be more successful than we are in manufacturing and marketing their products. These advantages could render our product candidates obsolete or non-competitive before we can recover the costs of such product candidates' development and commercialization. For additional information regarding our competitors, see the section titled "Business—Competition" in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

***Even if any of our product candidates receive marketing approval, they may fail to achieve adoption by physicians, patients, third-party payors or others in the medical community necessary for commercial success.***

To date, sotrovimab has been granted emergency authorization, temporary authorization or marketing approval (under the brand name Xevudy®), and has been supplied to more than 40 countries. Although certain countries outside the U.S. continue to maintain access to 500 mg IV while noting that the clinical efficacy is unknown or uncertain against existing and emerging Omicron variants, we cannot predict whether other countries will further limit the use of sotrovimab. Furthermore, although we have an EUA from the FDA for sotrovimab, the FDA has excluded the use of sotrovimab in all U.S. regions due to the continued proportion of COVID-19 cases caused by certain Omicron subvariants. With this EUA revision, sotrovimab is not currently authorized for use in any U.S. region, and we cannot predict whether (if at all) or to what extent sotrovimab may be reauthorized for use by the FDA in any U.S. region in the future. In addition, there can be no assurance with respect to how long the EUA will remain in effect or whether the EUA will be further revised or revoked by the FDA following the termination of the underlying public health emergency declaration on May 11, 2023 or for other reasons. Due to the evolving COVID-19 landscape and based on discussions with the FDA, we and GSK do not plan to file a BLA for sotrovimab at this time. Moreover, even if we were to file a BLA or marketing applications in other jurisdictions, it is possible that the FDA and certain other regulatory authorities may not grant sotrovimab full marketing approval for the treatment of COVID-19, or that any such marketing approvals, if granted, may have similar or other significant limitations on its use.

Even if any of our product candidates receive marketing approval, they may fail to achieve adoption by physicians, patients, third-party payors and others in the medical community. If such product candidates do not achieve an adequate level of acceptance, we may not generate significant product revenue and may not become profitable. The degree of market acceptance of any product candidate, if approved for commercial sale, will depend on a number of factors, including but not limited to:

- the convenience and ease of administration compared to alternative treatments and therapies;
- the willingness of the target patient population to try new therapies and of physicians to prescribe these therapies;
- the efficacy and potential advantages compared to alternative treatments and therapies;
- the effectiveness of sales and marketing efforts;
  
- acceptance in the medical and patient communities of our product candidates as a safe and effective treatments;
- the cost of treatment in relation to alternative treatments and therapies, including any similar generic treatments;
  
- our ability to offer such product for sale at competitive prices;
- the strength of marketing and distribution support;
- the availability of third-party coverage and adequate reimbursement, and patients' willingness to pay out-of-pocket in the absence of third-party coverage or adequate reimbursement;
- the products' safety profile; and
- any restrictions on the use of the product together with other medications.

If any of our product candidates are approved but fail to achieve market acceptance among physicians, patients, third-party payors and others in the medical community, we will not be able to generate significant revenue, which would compromise our ability to become profitable.

***Even if we obtain regulatory approvals for our product candidates, they will remain subject to ongoing regulatory oversight and potential enforcement actions.***

Even if we obtain regulatory approval in a jurisdiction, the regulatory authority may still impose significant restrictions on the indicated uses or marketing of our product candidates, or impose ongoing requirements for potentially costly post-approval trials, post-market surveillance or patient or drug restrictions. Additionally, the holder of an approved BLA is required to comply with FDA rules and is subject to FDA review and periodic inspections, in addition to other potentially applicable federal and state laws, to ensure compliance with current good manufacturing practices, or cGMP, and adherence to commitments made in the BLA.

If we or a regulatory agency discovers previously unknown problems with a product such as adverse events of unanticipated severity or frequency, or problems with the facility where the product is manufactured, a regulatory agency may impose restrictions relative to that product or the manufacturing facility, including requiring recall or withdrawal of the product from the market or suspension of manufacturing. Moreover, product labeling, advertising and promotion for any approved product will be subject to regulatory requirements, continuing regulatory review and review by other government agencies and third parties. For example, a company may not promote "off-label" uses for

its drug products. An off-label use is the use of a product for an indication that is not described in the product's FDA-approved or authorized label in the United States or for uses in other jurisdictions that differ from those approved by the applicable regulatory agencies. Physicians, on the other hand, may prescribe products for off-label uses. Although the FDA and comparable foreign regulatory agencies do not regulate a physician's choice of drug treatment made in the physician's independent medical judgment, they do restrict promotional communications from companies or their sales force with respect to off-label uses of products for which marketing clearance has not been issued.

Failure to comply with such requirements, when and if applicable, could subject us to a number of actions ranging from warning letters to product seizures or significant fines or monetary penalties, among other actions. The FDA and other agencies, including the Department of Justice, or the DOJ, closely regulate and monitor the marketing and promotion of products to ensure that they are marketed and distributed only for the approved indications and in accordance with the provisions of the approved labeling. The FDA imposes stringent restrictions on manufacturers' communications regarding off-label use and if we market our medicines for uses other than their respective approved indications, we may be subject to DOJ-led enforcement actions for off-label marketing. Violations of the Food, Drug, and Cosmetic Act and other statutes, including the False Claims Act, relating to the promotion and advertising of prescription drugs may lead to investigations and enforcement actions alleging violations of federal and state health care fraud and abuse laws, as well as state consumer protection laws, which violations may result in the imposition of significant administrative, civil and criminal penalties. Any government investigation of alleged violations of laws or regulations could require us to expend significant time and resources in response and could generate negative publicity. The occurrence of any event or penalty described above may inhibit our ability to commercialize our product candidates and generate revenue. For additional information regarding regulatory approval and ongoing regulatory oversight, see the section titled "Business—Government Regulation and Product Approval" in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

***If we are unable to establish sales and marketing capabilities or enter into agreements with third parties to market and sell our product candidates, we may not be successful in commercializing them, if and when they are approved.***

To successfully commercialize any product candidate that may result from our development programs, we will need to build out our sales and marketing capabilities, either on our own or with others. The establishment and development of our own commercial team or the establishment of a contract sales force to market any product candidate we may develop will be expensive and time-consuming and could delay any product launch. Moreover, we cannot be certain that we will be able to successfully develop this capability, and we have no experience as a company in commercializing products. Establishing sales and marketing capabilities will be particularly important to the commercial success of our product candidates that target diseases with large patient populations throughout the world. We may seek to enter into collaboration agreements with other entities to utilize their established marketing and distribution capabilities, but we may be unable to enter into such agreements on favorable terms, if at all. For example, GSK is primarily responsible for the commercialization of sotrovimab. If any current or future collaborators, including GSK, do not commit sufficient time or resources to commercialize our product candidates, or we are unable to develop the necessary capabilities on our own, we may be unable to generate sufficient revenue to sustain our business. We compete with many companies that currently have extensive, experienced and well-funded marketing and sales operations to recruit, hire, train and retain marketing and sales personnel, and will have to compete with those companies to recruit, hire, train and retain any of our own marketing and sales personnel. We will likely also face competition if we seek third parties to assist us with the sales and marketing efforts of our product candidates. Without an internal team or the support of a third party to perform marketing and sales functions, we may be unable to compete successfully against these more established companies.

***Even if we obtain and maintain approval for our product candidates from the FDA, we may never obtain approval outside of the United States, which would limit our market opportunities.***

Approval of a product candidate in the United States by the FDA does not ensure approval of such product candidate by regulatory authorities in other countries or jurisdictions, and approval by one foreign regulatory authority does not ensure approval by regulatory authorities in other foreign countries or by the FDA. Sales of our product candidates outside of the United States will be subject to foreign regulatory requirements governing clinical trials and marketing approval. Even if the FDA grants marketing approval for a product candidate, comparable foreign regulatory authorities also must approve the manufacturing and marketing of the product candidate in those countries. Approval procedures vary among jurisdictions and can involve requirements and administrative review periods different from, and more onerous than, those in the United States, including additional preclinical studies or clinical trials. In many countries outside of the United States, a product candidate must be approved for reimbursement before it can be approved for sale in that country. In some cases, the price that we intend to charge for any product candidates, if approved, is also subject to approval. Obtaining approval for our product candidates in the EU from the European Commission following the opinion of the EMA if we choose to submit a marketing authorization application there, would be a lengthy and expensive process. Even if a product candidate is approved, the EMA may limit the indications for which the product may be marketed, require extensive warnings on the product labeling or require expensive and time-consuming additional clinical trials or reporting as conditions of approval. Approval of certain product candidates outside of the United States, particularly those that target diseases that are more prevalent outside of the United States will be particularly important to the commercial success of such product candidates. Obtaining foreign regulatory 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 candidates in certain countries.

In addition, following the result of a referendum in 2016, the U.K. left the EU on January 31, 2020, commonly referred to as Brexit. After lapse of a transition period, the U.K. is no longer part of the European Single Market and European Union Customs Union as of January 1, 2021. A trade and cooperation agreement that outlines the future trading relationship between the U.K. and the EU was agreed to in December 2020 and entered into force on May 1, 2021. As of January 1, 2021, the Medicines and Healthcare products Regulatory Agency, or the MHRA, became responsible for supervising medicines and medical devices in Great Britain, comprising England, Scotland and Wales under domestic law, whereas Northern Ireland will continue to be subject to EU rules under the Northern Ireland Protocol. The MHRA will rely on the Human Medicines Regulations 2012 (SI 2012/1916) (as amended), or the HMR, as the basis for regulating medicines. The HMR has incorporated into the domestic law of the body of EU law instruments governing medicinal products that pre-existed prior to the U.K.'s withdrawal from the EU. Since a significant proportion of the regulatory framework for pharmaceutical products in the U.K. covering the quality, safety, and efficacy of pharmaceutical products, clinical trials, marketing authorization, commercial sales, and distribution of pharmaceutical products is derived from EU directives and regulations, Brexit may have a material impact upon the regulatory regime with respect to the development, manufacture, importation, approval and commercialization of our product candidates in the U.K. For example, the U.K. is no longer covered by the centralized procedures for obtaining EU-wide marketing authorization from the EMA, and a separate marketing authorization will be required to market our product candidates in the U.K. Until December 31, 2023, it is possible for the MHRA to rely on a decision taken by the European Commission on the approval of a new marketing authorization via the centralized procedure. However, it is unclear whether the MHRA in the U.K. is sufficiently prepared to handle the increased volume of marketing authorization applications that it is likely to receive after such time. Any delay in obtaining, or an inability to obtain, any marketing approvals, as a result of Brexit or otherwise, may force us to restrict or delay efforts to seek regulatory approval in the U.K. for our product candidates, which could

significantly and materially harm our business. Further, clinical trials conducted in one country may not be accepted by regulatory authorities in other countries. Also, regulatory approval for our product candidates may be withdrawn. If we fail to comply with the applicable regulatory requirements, our target market will be reduced and our ability to realize the full market potential of our product candidates will be harmed and our business, financial condition, results of operations and prospects could be harmed.

***Negative developments and negative public opinion of new technologies on which we rely may damage public perception of our product candidates or adversely affect our ability to conduct our business or obtain regulatory approvals for our product candidates.***

The clinical and commercial success of our product candidates will depend in part on public acceptance of the use of new technologies for the prevention or treatment of human diseases. For example, we use CMV, a commonly occurring virus in humans, as a vaccine vector to prevent and treat pathogens refractory to current vaccine technologies. We also use CRISPR gene-editing technology as a research tool to systematically identify human genes that control infection.

Public perception may be influenced by claims that CMV technology is unsafe and products incorporating this technology may not gain the acceptance of the public or the medical community, or that CRISPR gene-editing technology is unethical or immoral. Adverse public attitudes may adversely impact our ability to enroll clinical trials. Moreover, our success will depend upon physicians specializing in our targeted diseases prescribing, and their patients being willing to receive, our product candidates as treatments in lieu of, or in addition to, existing, more familiar, treatments for which greater clinical data may be available. Any increase in negative perceptions of the technologies that we rely on may result in fewer physicians prescribing our products or may reduce the willingness of patients to utilize our products or participate in clinical trials for our product candidates.

Increased negative public opinion or more restrictive government regulations in response thereto, would have a negative effect on our business, financial condition, results of operations or prospects and may delay or impair the development and commercialization of our product candidates or demand for such product candidates. Adverse events in our preclinical studies or clinical trials or those of our competitors or of academic researchers utilizing similar technologies, even if not ultimately attributable to product candidates we may discover and develop, and the resulting publicity could result in increased governmental regulation, unfavorable public perception, potential regulatory delays in the testing or approval of potential product candidates we may identify and develop, stricter labeling requirements for those product candidates that are approved, a decrease in demand for any such product candidates and a suspension or withdrawal of approval by regulatory authorities of our product candidates.

***Product liability lawsuits against us could cause us to incur substantial liabilities and could limit commercialization of any product candidate that we may develop. In addition, our insurance policies may be inadequate and potentially expose us to unrecoverable risks.***

We face an inherent risk of product liability exposure related to the testing of our product candidates in clinical trials and may face an even greater risk if we commercialize any product candidate that we may develop. If we cannot successfully defend ourselves against claims that any such product candidates caused injuries, we could incur substantial liabilities. Regardless of merit or eventual outcome, liability claims may result in:

- decreased demand for any product candidate that we may develop;
  - loss of revenue;
  - substantial monetary awards to trial participants or patients;
  - significant time and costs to defend the related litigation;
  - withdrawal of clinical trial participants;
  - increased insurance costs;
  - the inability to commercialize any product candidate that we may develop; and
- 
- injury to our reputation and significant negative media attention.

Any such outcomes could negatively impact our business, financial condition, results of operations and prospects. Furthermore, although we maintain product liability insurance coverage, such insurance may not be adequate to cover all liabilities that we may incur. We anticipate that we will need to increase our insurance coverage each time we commence a clinical trial and if we successfully commercialize any product candidate. Insurance availability, coverage terms and pricing continue to vary with market conditions. We endeavor to obtain appropriate insurance coverage for insurable risks that we identify such as cybersecurity-related issues; however, we may fail to correctly anticipate or quantify insurable risks, we may not be able to obtain appropriate insurance coverage and insurers may not respond as we intend to cover insurable events that may occur. Conditions in the insurance markets relating to nearly all areas of traditional corporate insurance change rapidly and may result in higher premium costs, higher policy deductibles and lower coverage limits. For some risks, we may not have or maintain insurance coverage because of cost or availability.

## **Risks Related to Regulatory Compliance**

***The regulatory pathways and requirements for our product candidates targeting SARS-CoV-2, the virus that causes COVID-19, are continually evolving, and may result in unexpected or unforeseen challenges and burdens.***

Our product candidates targeting SARS-CoV-2, the virus that causes COVID-19, are in various development and approval stages. To date, sotrovimab has been granted emergency authorization, temporary authorization or marketing approval (under the brand name Xevudy®), and has been supplied in more than 40 countries. Although certain countries outside the U.S. continue to maintain access to 500 mg IV while noting that the clinical efficacy is unknown or uncertain against existing and emerging Omicron variants, we cannot predict whether other countries will further limit the use of sotrovimab. Furthermore, although we have an EUA from the FDA for sotrovimab, the FDA has excluded the use of sotrovimab in all U.S. regions due to the continued proportion of COVID-19 cases caused by certain Omicron subvariants. With this EUA revision, sotrovimab is not currently authorized for use in any U.S. region, and we cannot predict whether (if at all) or to what extent sotrovimab may be reauthorized for use by the FDA in any U.S. region in the future. In addition, there can be no assurance with respect to how long the EUA will remain in effect or whether the EUA will be further revised or revoked by the FDA.

following the termination of the underlying public health emergency on May 11, 2023 or for other reasons. Due to the evolving COVID-19 landscape and based on discussions with the FDA, we and GSK do not plan to file a BLA for sotrovimab at this time.

Evolving or changing plans or priorities within the FDA, including changes based on new knowledge of COVID-19, variants and subvariants of the disease, and how the disease affects the human body, may significantly affect the regulatory timelines for our COVID-19 product candidates. Results from our continued development and planned clinical trials may raise new questions and require us to redesign proposed clinical trials, including revising proposed endpoints or adding new clinical trial sites or cohorts of subjects. As part of these ongoing discussions, the FDA may require us to conduct additional preclinical studies and/or clinical trials than we originally anticipated, which could result in significant delay in our development program for these product candidates. For example, we and GSK continue to conduct *in vitro* testing of sotrovimab against new variants and subvariants as they emerge, and to collect and evaluate real-world evidence, both of which are being shared with regulatory authorities.

***Any biologic product candidates for which we intend to seek approval may face competition sooner than anticipated.***

If we are successful in achieving regulatory approval to commercialize any biologic product candidate faster than our competitors, such product candidates may face competition from biosimilar products. In the United States, biologic product candidates are subject to approval and licensure under the BLA pathway. The Biologics Price Competition and Innovation Act of 2009, or BPCIA, creates an abbreviated pathway for the approval of biosimilar and interchangeable biologic products following the approval of an original BLA. For additional information regarding biosimilars and exclusivity, see the section titled “Business—Government Regulation and Product Approval—Biosimilars and Regulatory Exclusivity” in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

If competitors are able to obtain marketing approval for biosimilars referencing our licensed biologic products after the expiration of applicable periods of regulatory exclusivity, our products may become subject to competition from such biosimilars, with the attendant competitive pressure and potential adverse consequences. Such competitive products may be able to immediately compete with us in each indication for which our product candidates may have received approval. In addition, the extent to which any regulatory exclusivity may apply to competing products authorized under an EUA is unclear and may not apply. For additional information regarding competition, see the section titled “Business—Competition” in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

In addition, we may also face competition from product candidates that receive EUA approval, which could negatively impact sales of our product candidates. For example, numerous large and small pharmaceutical and biotechnology companies are developing COVID-19 therapy programs, including prophylactic vaccines, oral antivirals, immunomodulators, and antibodies, some of which have received full approval or EUAs from the FDA. For additional information regarding competition, see the section titled “—Risks Related to the Development and Commercialization — We face substantial competition, which may result in others developing or commercializing products before or more successfully than we do.”

***Our relationships with customers, physicians, and third-party payors are subject, directly or indirectly, to federal and state healthcare fraud and abuse laws, false claims laws, and other healthcare laws and regulations. If we are unable to comply, or have not fully complied, with such laws, we could face substantial penalties.***

Healthcare providers, physicians and third-party payors in the United States and elsewhere play a primary role in the recommendation and prescription of any product candidates for which we obtain marketing approval. Our current and future arrangements with healthcare professionals, principal investigators, consultants, customers and third-party payors subject us to various federal and state fraud and abuse laws and other healthcare laws, such as the U.S. federal Anti-Kickback Statute, federal civil and criminal false claims laws, the healthcare fraud provisions of the federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, and the Physician Payments Sunshine Act.

These laws may constrain the business or financial arrangements and relationships through which we conduct our operations, including how we research, market, sell and distribute any product candidates, if approved. For additional information regarding these laws, see the section titled “Business—Government Regulation and Product Approval” in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023. Ensuring that our internal operations and business arrangements with third parties comply with applicable healthcare laws and regulations will likely continue to be costly. It is possible that governmental authorities will conclude that our business practices, including our relationships with physicians and other healthcare providers may not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations are found to be in violation of any of these laws or any other governmental regulations that may apply to us, we may be subject to significant civil, criminal and administrative penalties, damages, fines, disgorgement, imprisonment, exclusion from participating in government-funded healthcare programs, such as Medicare and Medicaid, additional reporting requirements and oversight if we become subject to a corporate integrity agreement or similar agreement to resolve allegations of noncompliance with these laws, contractual damages, reputational harm and the curtailment or restructuring of our operations.

If the physicians or other providers or entities with whom we expect to do business are found not to be in compliance with applicable laws, they may be subject to significant civil, criminal or administrative sanctions, including exclusions from government-funded healthcare programs. Even if resolved in our favor, litigation or other legal proceedings relating to healthcare laws and regulations may cause us to incur significant expenses and could distract our technical and management personnel from their normal responsibilities. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments. 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, manufacturing, sales, marketing or distribution activities. Uncertainties resulting from the initiation and continuation of litigation or other proceedings relating to applicable healthcare laws and regulations could have an adverse effect on our ability to compete in the marketplace.

***If we obtain regulatory approval in the United States, coverage and adequate reimbursement may not be available for any product candidates that we commercialize, which could make it difficult for us to sell profitably.***

Even if we obtain BLA approval in the United States, market acceptance and sales of any product candidates that we commercialize may depend in part on the extent to which reimbursement for these product and related treatments will be available from third-party payors, including government health administration authorities, managed care organizations and other private health insurers. Third-party payors decide which therapies they will pay for and establish reimbursement levels. While no uniform policy for coverage and reimbursement exists in the United States, third-party payors often rely upon Medicare coverage policy and payment limitations in setting their own coverage and reimbursement policies. However, decisions regarding the extent of coverage and amount of reimbursement to be provided for any product candidates that we develop will be made on a payor-by-payor basis. Therefore, one payor's determination to provide coverage for a product does not assure that other payors will also provide coverage, and adequate reimbursement, for the product. Additionally, a third-party payor's decision to provide coverage for a therapy does not imply that an adequate reimbursement rate will

be approved. Each payor determines whether or not it will provide coverage for a therapy, what amount it will pay the manufacturer for the therapy and on what tier of its formulary it will be placed. The position on a payor's list of covered drugs and biological products, or formulary, generally determines the co-payment that a patient will need to make to obtain the therapy and can strongly influence the adoption of such therapy by patients and physicians. Patients who are prescribed treatments for their conditions and providers prescribing such services generally rely on third-party payors to reimburse all or part of the associated healthcare costs. Patients are unlikely to use our products unless coverage is provided and reimbursement is adequate to cover a significant portion of the cost of our products. In addition, because certain of our product candidates are physician-administered, separate reimbursement for the product itself may or may not be available. Instead, the administering physician may only be reimbursed for providing the treatment or procedure in which our product is used.

Third-party payors have attempted to control costs by limiting coverage and the amount of reimbursement for particular medications. We cannot be sure that coverage and reimbursement will be available for any product that we commercialize and, if reimbursement is available, what the level of reimbursement will be. Inadequate coverage and reimbursement may impact the demand for, or the price of, any product for which we obtain marketing approval. If coverage and adequate reimbursement are not available, or are available only at limited levels, we may not be able to successfully commercialize any product candidates that we develop.

***Healthcare legislative reform measures may have a negative impact on our business, financial condition, results of operations and prospects.***

In the United States and some foreign jurisdictions, there have been, and we expect there will continue to be, several legislative and regulatory changes and proposed changes regarding the healthcare system that could prevent or delay marketing approval of product candidates, restrict or regulate post-approval activities and affect our ability to profitably sell any product candidates for which we obtain marketing approval. In particular, there have been and continue to be a number of initiatives at the U.S. federal and state levels that seek to reduce healthcare costs and improve the quality of healthcare.

We expect that additional U.S. federal healthcare reform measures will be adopted in the future, any of which could limit the amounts that the U.S. federal government will pay for healthcare products and services, which could result in reduced demand for our current or any future product candidates or additional pricing pressures. It is possible that additional governmental action is taken in response to the COVID-19 pandemic. For example, on June 17, 2021, the U.S. Supreme Court dismissed a challenge on procedural grounds that argued the Affordable Care Act, as amended by the Health Care and Education Reconciliation Act, or collectively the ACA, is unconstitutional in its entirety because the "individual mandate" was repealed by Congress. Thus, the ACA will remain in effect in its current form. Additionally, in August 2011, the President signed into law the Budget Control Act of 2011, as amended, which, among other things, included aggregate reductions to Medicare payments to providers of 2% per fiscal year, which began in 2013 and, following passage of subsequent legislation, including the Bipartisan Budget Act of 2018, will continue through 2031.

Additionally, as a result of litigation challenging the interim final rule implementing President Trump's Most Favored Nation executive order, which would tie Medicare Part B payments for certain physician-administered drugs to the lowest price paid in other economically advanced countries, on December 27, 2021, the Centers for Medicare & Medicaid Services, or CMS, published a final rule that rescinds the Most Favored Nation Model interim final rule. In July 2021, the Biden administration released an executive order, "Promoting Competition in the American Economy," with multiple provisions aimed at prescription drugs. In response to President Biden's executive order, on September 9, 2021, the **United States Department of Health and Human Services, or HHS** released a Comprehensive Plan for Addressing High Drug Prices that outlines principles for drug pricing reform and sets out a variety of potential legislative policies that Congress could pursue to advance these principles.

More recently, in August 2022, the Inflation Reduction Act, or IRA, was signed into law by President Biden. The new legislation has implications for Medicare Part D, which is a program available to individuals who are entitled to Medicare Part A or enrolled in Medicare Part B, to give them the option of paying a monthly premium for outpatient prescription drug coverage. Among other things, the IRA requires manufacturers of certain drugs to engage in price negotiations with Medicare (beginning in 2026), with prices that can be negotiated subject to a cap; imposes rebates under Medicare Part B and Medicare Part D to penalize price increases that outpace inflation (first due in 2023); and replaces the Part D coverage gap discount program with a new discounting program (beginning in 2025). The IRA permits the Secretary of the HHS to implement many of these provisions through guidance, as opposed to regulation, for the initial years.

Specifically, with respect to price negotiations, Congress authorized Medicare to negotiate lower prices for certain costly single-source drug and biologic products that do not have competing generics or biosimilars and are reimbursed under Medicare Part B and Part D. CMS may negotiate prices for ten high-cost drugs paid for by Medicare Part D starting in 2026, followed by 15 Part D drugs in 2027, 15 Part B or Part D drugs in 2028, and 20 Part B or Part D drugs in 2029 and beyond. This provision applies to drug products that have been approved for at least 9 years and biologics that have been licensed for 13 years but it does not apply to drugs and biologics that have been approved for a single rare disease or condition. Nonetheless, since CMS may establish a maximum price for these products in price negotiations, we would be fully at risk of government action if our products are the subject of Medicare price negotiations. Moreover, given the risk that could be the case, these provisions of the IRA may also further heighten the risk that we would not be able to achieve the expected return on our drug products or full value of our patents protecting our products if prices are set after such products have been on the market for nine years.

Further, the IRA subjects drug manufacturers to civil monetary penalties and a potential excise tax for failing to comply with the legislation by offering a price that is not equal to or less than the negotiated "maximum fair price" under the law or for taking price increases that exceed inflation. The IRA also requires manufacturers to pay rebates for drugs in Medicare Part D whose price increases exceed inflation. The new law also caps Medicare out-of-pocket drug costs at an estimated \$4,000 a year in 2024 and, thereafter beginning in 2025, at \$2,000 a year. In addition, the IRA potentially raises legal risks with respect to individuals participating in a Medicare Part D prescription drug plan who may experience a gap in coverage if they required coverage above their initial annual coverage limit before they reached the higher threshold, or "catastrophic period" of the plan. Individuals requiring services exceeding the initial annual coverage limit and below the catastrophic period, must pay 100% of the cost of their prescriptions until they reach the catastrophic period. Among other things, the IRA contains many provisions aimed at reducing this financial burden on individuals by reducing the co-insurance and co-payment costs, expanding eligibility for lower income subsidy plans, and price caps on annual out-of-pocket expenses, each of which could have potential pricing and reporting implications. Pharmaceutical companies and other parties have recently filed lawsuits in various courts with constitutional claims against HHS and CMS. We expect that litigation involving these and other provisions of the IRA will continue, with unpredictable and uncertain **results results**.

Accordingly, while it is currently unclear how the IRA will be effectuated, we cannot predict with certainty what impact any federal or state health reforms will have on us, but such changes could impose new or more stringent regulatory requirements on our activities or result in reduced reimbursement for our products, any of which could adversely affect our business, results of operations and financial condition.

For additional information regarding other healthcare legislative reform measures, see the section titled "Business—Government Regulation and Product Approval—Healthcare Reform" in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.



Should we seek and obtain BLA approval in the United States, we expect that these and other healthcare reform measures that may be adopted in the future may result in more rigorous coverage criteria and in additional downward pressure on the price that we receive for any approved product, which could have an adverse effect on demand for our product candidates. Any reduction in reimbursement 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 are subject to anti-corruption, anti-bribery, anti-money laundering, and similar laws, and non-compliance with such laws can subject us to criminal and/or civil liability and harm our business.***

We are subject to the U.S. Foreign Corrupt Practices Act of 1977, as amended, the U.S. domestic bribery statute contained in 18 U.S.C. § 201, the U.S. Travel Act and other anti-bribery and anti-money laundering laws in the countries in which we conduct activities. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years and are interpreted broadly to generally prohibit companies and their employees and third-party intermediaries from authorizing, offering or providing, directly or indirectly, improper payments or benefits to recipients in the public or private sector. We interact with officials and employees of government agencies and government-affiliated hospitals, universities and other organizations. In addition, we may engage third-party intermediaries to promote our clinical research activities abroad or to obtain necessary permits, licenses and other regulatory approvals. We can be held liable for the corrupt or other illegal activities of these third-party intermediaries, our employees, representatives, contractors, collaborators and agents, even if we do not explicitly authorize such activities.

While we have policies and procedures to address compliance with such laws in the United States, we cannot assure you that all of our employees and agents will not take actions in violation of our policies and applicable law, for which we may be ultimately held responsible. Detecting, investigating and resolving actual or alleged violations can require a significant diversion of time, resources and attention from senior management. In addition, noncompliance with anti-corruption, anti-bribery or anti-money laundering laws could subject us to whistleblower complaints, investigations, sanctions, settlements, prosecution, other enforcement actions, disgorgement of profits, significant fines, damages, other civil and criminal penalties or injunctions, suspension and/or debarment from contracting with certain persons, the loss of export privileges, reputational harm, adverse media coverage and other collateral consequences. If any subpoenas or investigations are launched, or governmental or other sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our business, financial condition, results of operations and prospects could be materially harmed. In addition, responding to any action will likely result in a materially significant diversion of management's attention and resources and significant defense costs and other professional fees. Enforcement actions and sanctions could further harm our business, reputation, financial condition, results of operations and prospects.

**Risks Related to Our Dependence on Third Parties**

***We rely on third parties to produce clinical and commercial supplies of our product candidates.***

We are currently conducting process development and manufacturing material for product candidates of three different modalities: mAbs, HCMV-based vaccines and siRNAs. Except for limited process development and quality control testing capabilities in certain of our facilities, we do not own or operate facilities for full process development or product manufacturing, storage and distribution, or testing. We are dependent on third parties to develop the manufacturing process and manufacture the clinical supplies of our current and any future product candidates. We have established relationships with multiple contract development and manufacturing organizations, or CDMOs, that have produced material to support our preclinical, Phase 1, 2, and 3 clinical trials. We have limited experience manufacturing our product candidates on a commercial scale, and we do not yet have sufficient information to reliably estimate the cost of the commercial manufacturing of our future product candidates. Certain of our product candidates may have to compete with existing and future products, such as the annual flu vaccine or any current or future COVID-19 vaccine, that may have a lower price point. The actual cost to manufacture our product candidates could materially and adversely affect the commercial viability of our product candidates.

The facilities used by third parties to develop and manufacture our product candidates must be approved by the FDA or other regulatory authorities pursuant to inspections that will be conducted after we submit our NDA or BLA to the FDA or foreign marketing application to the appropriate regulatory authority. We do not control the manufacturing process of, and are completely dependent on, third-party manufacturers for compliance with the cGMP requirements. If our third-party manufacturers cannot successfully manufacture material that conforms to our specifications and the strict regulatory requirements of the FDA or others, we will not be able to secure and/or maintain regulatory approval for our product candidates. In addition, we have no control over the ability of our third-party manufacturers to maintain adequate quality control, quality assurance and qualified personnel. If the FDA or a comparable foreign regulatory authority does not approve these facilities for the manufacture of our product candidates or if it withdraws any such approval in the future, we may need to find alternative manufacturing facilities, which would significantly impact our ability to develop, obtain regulatory approval for or market our product candidates, if approved. Any significant delay in the supply of a product candidate, or the raw material components thereof, for an ongoing clinical trial due to the need to replace a third-party manufacturer could considerably delay completion of our clinical trials, product testing and potential regulatory approval of our product candidates.

We also intend to rely on third-party manufacturers to supply us with sufficient quantities of our product candidates to be used, if approved, for commercialization. There is, however, no assurance that our third-party manufacturers will have sufficient manufacturing capacity to meet demand for our product candidates, meet our working assumptions of manufacturing titer and yield per batch of our product candidates or consistently manufacture product meeting our quality requirements. Any shortfall in manufacturing capacity or reduction in anticipated manufacturing titer, yield per batch or batch success rates may adversely impact our ability to meet market demand for any approved product. Furthermore, if we are not able to produce supply at low enough costs, it would negatively impact our ability to generate revenue, harm our reputation, and could have an adverse effect on our business, financial condition, results of operations and prospects.

In addition, we currently rely on strategic collaborators and foreign CDMOs, and will likely continue to rely on foreign CDMOs in the future. Foreign CDMOs may be subject to trade restrictions and other foreign regulatory requirements which could increase the cost or reduce the supply of material available to us, delay the procurement or supply of such material or have an adverse effect on our ability to secure significant commitments from governments to purchase our potential therapies.

For example, the biopharmaceutical industry in China is strictly regulated by the Chinese government. Changes to Chinese regulations or government policies affecting biopharmaceutical companies are unpredictable and may have a material adverse effect on our collaborators in China which could have an adverse effect on our business, financial condition, results of operations and prospects. Evolving changes in China's public health, economic, political, and social conditions and the uncertainty around

China's relationship with other governments, such as the United States and the U.K., could also negatively impact our ability to manufacture our product candidates for our planned clinical trials or have an adverse effect on our ability to secure government funding, which could adversely affect our financial condition and cause us to delay our clinical development programs.

Further, our reliance on third-party suppliers and manufacturers entails risks to which we would not be exposed to or that may be reduced if we conducted process development or manufactured product candidates ourselves, including:

- delay or inability to procure or expand sufficient manufacturing capacity;
- delays in process development;
- issues related to scale-up of manufacturing;
- excess manufacturing capacity or excess raw materials due to insufficient market demand for our product candidates and responsibility for the associated costs;
- costs and validation of new equipment and facilities required for scale-up;
- inability of our third-party manufacturers to execute process development, manufacturing, technology transfers, manufacturing procedures and other logistical support requirements appropriately or on a timely basis;
- inability to negotiate development and manufacturing agreements with third parties under commercially reasonable terms, if at all;
- breach, termination or nonrenewal of development and manufacturing agreements with third parties in a manner or at a time that is costly or damaging to us;
- reliance on single sources for product raw materials or components;
- lack of qualified backup suppliers for those raw materials or components that are currently purchased from a sole or single-source supplier;
- lack of ownership to the intellectual property rights to any improvements made by our third parties in the manufacturing process for our product candidates;
- price increases or decreased availability of product raw materials or components;
- disruptions to operations of our third-party manufacturers or suppliers by conditions unrelated to our business or operations, including supply chain issues, capacity constraints, transportation and labor disruptions, global competition for resources, the bankruptcy of the manufacturer and/or general economic conditions, heightened inflation, interest rate and currency rate fluctuations, and economic slowdown or recession;
- disruptions caused by geopolitical events, including civil or political unrest, terrorism, insurrection or war (such as the ongoing war between Ukraine and Russia), man-made or natural disasters or public health pandemics or epidemics, including, for example, the COVID-19 pandemic; and
- carrier disruptions or increased costs that are beyond our control, including increases in material, labor or other manufacturing-related costs or higher supply chain logistics costs.

We may be unable to obtain product raw materials or components for an indeterminate period of time if any of our third-party suppliers and manufacturers were to cease or interrupt production or otherwise fail to supply these materials or components to us for any reason, including due to regulatory requirements or actions (including recalls), adverse financial developments at or affecting the supplier or manufacturer, failure by the supplier or manufacturer to comply with cGMPs, contaminations, facility outages (including due to contaminations), business interruptions, or labor shortages or disputes. Suppliers may extend lead times, limit supplies, or change manufacturing schedules, increase prices, or require significant upfront fees due to capacity and material supply constraints or other factors beyond our control. We cannot be sure that single source suppliers for our product raw materials or components will remain in business or that they will not be purchased by one of our competitors or another company that is not interested in continuing to produce these our product raw materials or components for our intended purpose. In addition, the lead time needed to establish a relationship with a new supplier can be lengthy and we may experience delays in meeting demand in the event we must switch to a new supplier. The time and effort to qualify a new supplier could result in manufacturing delays, additional costs, diversion of resources or reduced manufacturing capacity or yields, any of which would negatively impact our operating results.

Furthermore, there are a limited number of suppliers and manufacturers that supply synthetic siRNAs. We currently rely on a limited number of suppliers and CDMOs for our supply of synthetic siRNAs. There are risks inherent in pharmaceutical manufacturing that could affect the ability of our CDMOs to meet our delivery time requirements or provide adequate amounts of synthetic siRNAs to meet our needs. Included in these risks are potential extended lead times, delays or shortages of raw materials and components including as a result of the COVID-19 pandemic, synthesis and purification failures and/or contamination during the manufacturing process, as well as other issues with the CDMO's facility and ability to comply with the applicable manufacturing requirements, including cGMP requirements, which could result in unusable product. This would cause delays in our manufacturing timelines and ultimately delay our clinical trials and potentially put at risk commercial supply, as well as result in additional expense to us. To fulfill our siRNA supply requirements, we may need to secure alternative suppliers of synthetic siRNAs and/or key raw materials and components, and such alternative suppliers are limited and may not be readily available, or we may be unable to enter into agreements with them on reasonable terms and in a timely manner.

In addition, manufacturers may have little or no experience with viral vector products and therefore may require a significant amount of support from us in order to implement and maintain the infrastructure and processes required to manufacture our HCMV vector-based product candidates. The challenges to HCMV-based vaccine



manufacturing include the large size of the virus, which precludes terminal sterile filtration, and that some vectors have a restricted growth phenotype in cells that reduces yields during manufacturing. To address these challenges, we have made significant internal investments in process development and scale-up, largely funded by grants from the Bill & Melinda Gates Foundation. We have established a cGMP process in support of Phase 1 and Phase 2 clinical trials that has been successfully transferred and executed at a CDMO specializing in live vaccine manufacturing. However, the existing process will require additional process development and scale-up for later stages of clinical development and commercial supply. To fulfill our HCMV supply requirements, we may need to secure alternative suppliers of viral vector products and/or key raw materials and components, and such alternative suppliers may not have the manufacturing experience or capacity required for HCMV-based vaccine manufacturing, or we may be unable to enter into agreements with them on reasonable terms and in a timely manner.

Any of these events could lead to clinical trial delays or failure to obtain regulatory approval or impact our ability to successfully commercialize, manufacture or supply our current or any future product candidates once approved. Some of these events could be the basis for FDA action, including injunction, request for recall, seizure or total or partial suspension of production. Any such recall, seizure or suspension could adversely impact our business in a variety of ways, including having to absorb related manufacturing and overhead costs as well as potential inventory write-offs.

***Changes in U.S. and international trade policies, particularly with respect to China, may adversely impact our business and operating results.***

The U.S. government has made statements and taken actions that have led to certain changes and may lead to additional changes to U.S. and international trade policies, including imposing several rounds of tariffs affecting certain products manufactured in China. In addition, the Chinese government took certain actions, including tariffs, which affect certain products manufactured in the U.S. It is unknown whether and to what extent new tariffs (or other new laws or regulations) will be adopted, or the effect that any such actions would have on us or our industry. Any unfavorable government policies on international trade, such as export controls, capital controls or tariffs, may affect the demand for our product candidates, the competitive position of our product candidates, and import or export of raw materials and product used in our drug development activities and commercial clinical manufacturing activities, particularly with respect to raw materials and product that we import from China, including pursuant to our development and manufacturing arrangements with WuXi Biologics. If any new tariffs, export controls, legislation and/or regulations are implemented, or if existing trade agreements are renegotiated or if the U.S. government takes retaliatory trade actions due to the recent U.S.-China trade tension, such changes could have an adverse effect on our business, financial condition and results of operations.

***Our business involves the use of hazardous materials and we and our third-party manufacturers and suppliers must comply with environmental, health and safety laws and regulations, which can be expensive and restrict how we do, or interrupt our, business.***

Our research and development activities and the activities of our third-party manufacturers and suppliers involve the generation, storage, use and disposal of hazardous materials, including the components of our product candidates and other hazardous compounds and wastes. We and our manufacturers and suppliers are subject to environmental, health and safety laws and regulations governing, among other matters, the use, manufacture, generation, storage, handling, transportation, discharge and disposal of these hazardous materials and wastes and worker health and safety. In some cases, these hazardous materials and various wastes resulting from their use are stored at our and our manufacturers' facilities pending their use, collection, and appropriate disposal. We cannot eliminate the risk of contamination or injury, which could result in an interruption of our commercialization efforts, research and development efforts and business operations, damages and significant cleanup costs and liabilities under applicable environmental, health and safety laws and regulations. We also cannot guarantee that the safety procedures utilized by our third-party manufacturers for handling and disposing of these materials and wastes generally comply with the standards prescribed by these laws and regulations. We may be held liable for any resulting damages costs or liabilities, which could exceed our resources, and state or federal or other applicable authorities may curtail our use of certain materials and/or interrupt our business operations. Furthermore, environmental, health and safety laws and regulations are complex, change frequently and have tended to become more stringent. We cannot predict the impact of such changes and cannot be certain of our future compliance. Failure to comply with these environmental, health and safety laws and regulations may result in substantial fines, penalties or other sanctions. We do not currently carry hazardous waste insurance coverage.

***We rely on third parties to conduct, supervise and monitor our preclinical studies and clinical trials, and if those third parties perform in an unsatisfactory manner, it may harm our business.***

We rely on CROs and clinical trial sites to ensure the proper and timely conduct of our preclinical studies and clinical trials, and we expect to have limited influence over their actual performance. We rely on CROs to monitor and manage data for our clinical programs, as well as the execution of future preclinical studies. We expect to control only certain aspects of our CROs' activities. Nevertheless, we will be responsible for ensuring that each of our preclinical studies and clinical trials is conducted in accordance with the applicable protocol, legal, regulatory and scientific standards, and our reliance on the CROs does not relieve us of our regulatory responsibilities.

We and our CROs are required to comply with the good laboratory practices, or GLPs, and GCPs, which are regulations and guidelines enforced by the FDA and comparable foreign regulatory authorities in the form of International Conference on Harmonization guidelines for any of our product candidates that are in preclinical and clinical development. The regulatory authorities enforce GCPs through periodic inspections of trial sponsors, principal investigators and clinical trial sites. Although we rely on CROs to conduct GCP-compliant clinical trials, we remain responsible for ensuring that each of our GLP preclinical studies and clinical trials is conducted in accordance with its investigational plan and protocol and applicable laws and regulations. If we or our CROs fail to comply with GCPs, the clinical data generated in our clinical trials may be deemed unreliable, and the FDA or comparable foreign regulatory authorities may require us to perform additional clinical trials before approving our marketing applications. Accordingly, if our CROs fail to comply with these regulations or fail to recruit a sufficient number of subjects, we may be required to repeat clinical trials, which would delay the regulatory approval process.

Our reliance on third parties to conduct clinical trials will 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 CROs and other third parties can be challenging, potentially leading to mistakes as well as difficulties in coordinating activities. If our CROs do not successfully carry out their contractual duties or obligations, fail to meet expected deadlines or fail to comply with regulatory requirements, or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to our clinical protocols or regulatory requirements or for any other reasons, our clinical trials may be extended, delayed or terminated, and we may not be able to obtain regulatory approval for, or successfully commercialize, any product candidate that we develop. As a result, our financial results and the commercial prospects for any product candidate that we develop would be harmed, our costs could increase, and our ability to generate revenue could be delayed. While we will have agreements governing their activities, our CROs will not be our employees and we will not control whether or not they devote sufficient time and resources to our future clinical and preclinical programs. These CROs may also have relationships with other commercial entities, including our competitors, for whom they may also be conducting clinical trials or other product development activities which could harm our business. We face the risk of potential unauthorized disclosure or misappropriation of our intellectual property by CROs, which may reduce our trade secret protection and allow our potential competitors to access and exploit our proprietary technology.

If our relationship with any of these CROs terminates, we may not be able to enter into arrangements with alternative CROs or do so on commercially reasonable terms. Switching or adding additional CROs involves substantial cost and requires management time and focus. In addition, there is a natural transition period when a new CRO commences work. As a result, delays occur, which can negatively impact our ability to meet our desired clinical development timelines. While we intend to carefully manage our relationships with our CROs, there can be no assurance that we will not encounter challenges or delays in the future or that these delays or challenges will not have a negative impact on our business, financial condition, results of operations and prospects.

In addition, principal investigators for our clinical trials may serve as scientific advisors or consultants to us from time to time and receive compensation in connection with such services. Under certain circumstances, we may be required to report some of these relationships to the FDA. The FDA may conclude that a financial relationship between us and a principal investigator has created a conflict of interest or otherwise affected interpretation of the trial. The FDA may therefore question the integrity of the data generated at the applicable clinical trial site and the utility of the clinical trial itself may be jeopardized. This could result in a delay in approval or rejection of our marketing applications by the FDA and may ultimately lead to the denial of marketing approval of our product candidates.

#### **Risks Related to Our Intellectual Property**

***If we breach our license agreements or any of the other agreements under which we acquired, or will acquire, the intellectual property rights to our product candidates, we could lose the ability to continue the development and commercialization of the related product candidates.***

We license a number of technologies to form our antibody platform and T cell platform, and we license siRNA technology from Alnylam Pharmaceuticals, Inc. We have also developed certain product candidates using intellectual property licensed from third parties. A core element of our business strategy includes continuing to acquire or in-license additional technologies or product candidates for the treatment and prevention of serious infectious **diseases, diseases and other serious conditions.**

If we fail to meet our obligations under these agreements, our licensors may have the right to terminate our licenses. If any of our license agreements are terminated, and we lose our intellectual property rights under such agreements, this may result in a complete termination of our product development and any commercialization efforts for the product candidates which we are developing under such agreements. While we would expect to exercise all rights and remedies available to us, including seeking to cure any breach by us, and otherwise seek to preserve our rights under such agreements, we may not be able to do so in a timely manner, at an acceptable cost or at all. We may also be subject to risks related to disputes between us and our licensors regarding the intellectual property subject to a license agreement.

***If we are unable to obtain and maintain patent protection for our product candidates and technology, or if the scope of the patent protection obtained is not sufficiently broad or robust, our competitors could develop and commercialize products and technology similar or identical to ours, and our ability to successfully commercialize our product candidates and technology may be adversely affected.***

Our success depends, in large part, on our ability to obtain and maintain patent protection in the United States and other countries with respect to our product candidates and our technology. We and our licensors have sought, and intend to seek, to protect our proprietary position by filing patent applications in the United States and abroad related to our product candidates and our technology that are important to 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. 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 product candidates or which effectively prevent others from commercializing competitive technologies and product candidates. Because patent applications in the United States and most other countries are confidential for a period of time after filing, and some remain so until issued, we cannot be certain that we or our licensors were the first to file a patent application relating to any particular aspect of a product candidate. Furthermore, if third parties have filed such patent applications with a priority date before March 16, 2013, an interference proceeding in the United States can be initiated by such third party, or by the U.S. Patent and Trademark Office, or USPTO, itself, to determine who was the first to invent any of the subject matter covered by the claims of our patent applications or issued patents.

The patent prosecution process is expensive, time-consuming and complex, and we may not be able to file, prosecute, maintain, enforce or license all necessary or desirable patent applications or patents at a reasonable cost or in a timely manner. It is also possible that we will fail to identify patentable aspects of our research and development output before it is too late to obtain patent protection. In addition, changes in either the patent laws or interpretation of the patent laws in the United States could increase the uncertainties and costs surrounding the prosecution of patent applications and the term, enforcement or defense of issued patents. Similarly, changes in patent law and regulations in other countries or jurisdictions, changes in the governmental bodies that enforce them or changes in how the relevant governmental authority enforces patent laws or regulations may weaken our ability to obtain new patents or to enforce patents that we own or have licensed or that we may obtain in the future.

We or our licensors have not pursued or maintained, and may not pursue or maintain in the future, patent protection for our product candidates in every country or territory in which we may sell our products, if approved. In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as federal and state laws in the United States. Consequently, we may not be able to prevent third parties from infringing our patents in all countries outside of the United States, or from selling or importing products that infringe our patents in and into the United States or other jurisdictions.

Moreover, the coverage claimed in a patent application can be significantly reduced before the patent is issued and its scope can be reinterpreted after issuance. Even if the patent applications we license or own do issue as patents, they may not issue in a form that will provide us with any meaningful protection, prevent competitors or other third parties from competing with us or otherwise provide us with any competitive advantage. Our competitors or other third parties may be able to circumvent our patents by developing similar or alternative products in a non-infringing manner.

The issuance of a patent is not conclusive as to its inventorship, scope, validity or enforceability, and our patents may be challenged in the courts or patent offices in the United States and abroad. Such challenges may result in loss of exclusivity or in patent claims being narrowed, invalidated or held unenforceable, 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 product candidates. 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 intellectual property may not provide us with sufficient rights to exclude others from commercializing products similar or identical to ours. In addition, if the breadth or strength of protection provided by the patents and patent applications we hold with respect to our product candidates is threatened, it could dissuade companies from collaborating with us to develop, and threaten our ability to commercialize, our product candidates, or could result in licensees seeking release from their license agreements.

Furthermore, our owned and in-licensed patents may be subject to a reservation of rights by one or more third parties. For example, the research resulting in certain of our owned and in-licensed patent rights and technology was funded in part by the U.S. government. As a result, the government may have certain rights, or march-in rights, to such patent rights and technology. When new technologies are developed with government funding, the government generally obtains certain rights in any resulting patents, including a nonexclusive license authorizing the government to use the invention for noncommercial purposes. These rights may permit the government to disclose our confidential information to third parties and to exercise march-in rights to use or allow third parties to use our licensed technology. The government can exercise its march-in rights if it determines that action is necessary because we fail to achieve practical application of the government-funded technology, because action is necessary to alleviate health or safety needs, to meet requirements of federal regulations, or to give preference to U.S. industry. In addition, our rights in such inventions may be subject to certain requirements to manufacture products embodying such inventions in the United States. Any exercise by the government of such rights could harm our competitive position, business, financial condition, results of operations and prospects.

***Obtaining and maintaining our patent rights depends on compliance with various procedural, document submission, fee payment and other requirements imposed by government patent agencies, and our patent protection could be reduced or eliminated for noncompliance with these requirements.***

The USPTO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process. In addition, periodic maintenance fees, renewal fees, annuity fees and various other government fees on patents and/or patent applications will have to be paid to the USPTO and various government patent agencies outside of the United States over the lifetime of our owned and licensed patents and/or applications and any patent rights we may own or license in the future. We rely on our service providers or our licensors to pay these fees. The USPTO and various non-U.S. government patent agencies require compliance with several procedural, documentary, fee payment and other similar provisions during the patent application process. We employ reputable law firms and other professionals to help us comply, and we are also dependent on our licensors to take the necessary action to comply with these requirements with respect to our licensed intellectual property. Noncompliance events that could result in abandonment or lapse of a patent or patent application include, but are not limited to, failure to respond to official actions within prescribed time limits, nonpayment of fees and failure to properly legalize and submit formal documents. If we or our licensors fail to maintain the patents and patent applications covering our product candidates or technologies, including as a result of geopolitical events such as civil or political unrest (including the ongoing war between Ukraine and [Russia](#) [Russia and recent events in Israel](#)), we may not be able to use such patents and patent applications or stop a competitor from marketing products that are the same as or similar to our product candidates, which would have an adverse effect on our business. 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. There are situations, however, in which noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. In such an event, potential competitors might be able to enter the market and this circumstance could harm our business.

In addition, if we fail to apply for applicable patent term extensions or adjustments, we will have a more limited time during which we can enforce our granted patent rights. In addition, if we are responsible for patent prosecution and maintenance of patent rights in-licensed to us or out-licensed by us, any of the foregoing could expose us to liability to the applicable patent owner or licensee, respectively.

***Patent terms may be inadequate to protect our competitive position on our product candidates or any products approved in the future for an adequate amount of time and additional competitors could enter the market with generic or biosimilar versions of such products.***

Patents have a limited lifespan. In the United States, the natural expiration of a patent is generally 20 years after its first effective filing date. Although various extensions may be available, the life of a patent and the protection it affords is limited. In addition, although upon issuance in the United States a patent's life can be increased based on certain delays caused by the USPTO, this increase can be reduced or eliminated based on certain delays caused by the patent applicant during patent prosecution. If we do not have sufficient patent life to protect our products, our business and results of operations could be adversely affected.

Given the amount of time required for the development, testing and regulatory review of our product candidates, patents protecting such candidates might expire before or shortly after such candidates are commercialized. We expect to seek extensions of patent terms in the United States and, if available, in other countries where we have or will obtain patent rights. In the United States, the Hatch-Waxman Act permits a patent term extension of up to five years beyond the normal expiration of the patent, provided that the patent is not enforceable for more than 14 years from the date of drug approval, which is limited to the approved indication (or any additional indications approved during the period of extension). Furthermore, only one patent per approved product can be extended and only those claims covering the approved product, a method for using it or a method for manufacturing it may be extended. However, the applicable authorities, including the FDA and the USPTO in the United States, and any equivalent regulatory authority in other countries, may not agree with our assessment of whether such extensions are available, and may refuse to grant extensions to our patents, or may grant more limited extensions than we request. If this occurs, our competitors may be able to take advantage of our investment in development and clinical trials by referencing our clinical and preclinical data and launch their product earlier than might otherwise be the case.

Also, there are detailed rules and requirements regarding the patents that may be submitted to the FDA for listing in the FDA publication, "Approved Drug Products with Therapeutic Equivalence Evaluations," known as the Orange Book. We may be unable to obtain patents covering our product candidates that contain one or more claims that satisfy the requirements for listing in the Orange Book. Even if we submit a patent for listing in the Orange Book, the FDA

may decline to list the patent, or a manufacturer of generic drugs may challenge the listing. If one of our product candidates is approved and a patent covering that product candidate is not listed in the Orange Book, a manufacturer of generic drugs would not have to provide advance notice to us of any ANDA filed with the FDA to obtain permission to sell a generic version of such product candidate. We cannot predict which, if any, patents in our current portfolio or patents we may obtain in the future will be eligible for listing in the Orange Book, how any generic competitor would address such patents, whether we would sue on any such patents or the outcome of any such suit. For additional information regarding the Hatch-Waxman Act and exclusivity, see the section titled "Business—Government Regulation and Product Approval—Hatch-Waxman Amendments and Exclusivity" in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

We may not be successful in securing or maintaining proprietary patent protection for products and technologies we develop or license. Moreover, if any of our owned or in-licensed patents are successfully challenged by litigation, the affected product could immediately face competition and its sales would likely decline rapidly. Any of the foregoing could harm our competitive position, business, financial condition, results of operations and prospects.

***Third parties may initiate legal proceedings alleging that we are infringing, misappropriating or otherwise violating their intellectual property rights, the outcome of which would be uncertain and could have a negative impact on the success of our business.***

Our commercial success depends, in part, upon our ability and the ability of others with whom we may collaborate to develop, manufacture, market and sell our current and any future product candidates and use our proprietary technologies without infringing, misappropriating or otherwise violating the proprietary rights and intellectual property of third parties. The biotechnology and pharmaceutical industries are characterized by extensive and complex litigation regarding patents and other intellectual property rights. Numerous U.S. and foreign issued patents and pending patent applications, which are owned by third parties, exist in the fields in which we are developing sotrovimab and other product candidates. As the biotechnology and pharmaceutical industries expand and more patents are issued, the risk increases that sotrovimab and other product candidates may give rise to claims of infringement of the patent rights of others. We may in the future become party to, or be threatened with, adversarial proceedings or litigation regarding intellectual property rights with respect to our current and any future product candidates and technology, including interference proceedings, derivation proceedings, post grant review and inter partes review before the USPTO. If we are found to infringe a third party's valid and enforceable intellectual property rights, we could be required to obtain a license from such third party to continue developing, manufacturing and marketing our product candidate(s) and technology. Under any such license, we would most likely be required to pay various types of fees, milestones, royalties or other amounts. Moreover, we may not be able to obtain any required license on commercially reasonable terms or at all, and if such an instance arises, our ability to commercialize our product candidates may be impaired or delayed, which could in turn significantly harm our business. Parties making claims against us may also seek and obtain injunctive or other equitable relief, which could effectively block our ability to further develop and commercialize our product candidates.

The licensing or acquisition of third-party intellectual property rights is a competitive area, and more established companies may also pursue strategies to license or acquire third-party intellectual property rights that we may consider attractive or necessary. These established companies may have a competitive advantage over us due to their size, capital resources and greater clinical development and commercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license rights to us. We also may be unable to license or acquire third-party intellectual property rights on terms that would allow us to make an appropriate return on our investment or at all. If we are unable to successfully obtain rights to required third-party intellectual property rights or maintain the existing intellectual property rights we have, we may have to abandon development of the relevant program or product candidate, which could have an adverse effect on our business, financial condition, results of operations and prospects. Furthermore, even if we were able to obtain a license, it could be nonexclusive, thereby giving our competitors and other third parties access to the same technologies licensed to us, and it could require us to make substantial licensing and royalty payments. We could be forced, including by court order, to cease developing, manufacturing and commercializing the infringing technology or product candidate. We may also have to redesign our products, which may not be commercially or technically feasible or require substantial time and expense. 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 or other intellectual property right. We may be required to indemnify collaborators or contractors against such claims. A finding of infringement could prevent us from manufacturing and commercializing our current or any future product candidates or force us to cease some or all of our business operations, which could harm our business. Even if we are successful in defending against such claims, litigation can be expensive and time-consuming and would divert management's attention from our core business. 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. There could also be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have an adverse effect on the price of our common stock.

Claims that we have misappropriated the confidential information or trade secrets of third parties could have a similar negative impact on our business, financial condition, results of operations and prospects.

***We may be subject to claims asserting that our employees, consultants or advisors have wrongfully used or disclosed alleged trade secrets of their current or former employers or claims asserting ownership of what we regard as our own intellectual property.***

Certain of our employees, consultants or advisors are currently, or 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, consultants and advisors do not use the proprietary information or know-how of others in their work for us, we may be subject to claims that these individuals or we have used or disclosed intellectual property, including trade secrets or other proprietary information, of any such individual's current or former employer. Litigation may be necessary to defend against these claims. If we fail in 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 defending against such claims, litigation could result in substantial costs and be a distraction to management.

In addition, we may in the future be subject to claims by our former employees or consultants asserting an ownership right in our patents or patent applications as a result of the work they performed on our behalf. For example, we may have inventorship disputes arise from conflicting obligations of consultants or others who are involved in developing our product candidates. Although it is our policy to require our employees and contractors who may be involved in the conception or 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, conceives or develops intellectual property that we regard as our own, and we cannot be certain that our agreements with such parties will be upheld in the face of a potential challenge or that they will not be breached, for which we may not have an adequate remedy. The assignment of intellectual property rights may not be self-executing or the assignment agreements may be breached, and we may be forced to bring claims against third parties, or defend claims that they may bring against us, to determine the ownership of what we regard as our intellectual property.

***We may be involved in lawsuits to protect or enforce our patents, the patents of our licensors or our other intellectual property rights, which could be expensive, time-consuming and unsuccessful.***

Competitors may infringe, misappropriate or otherwise violate our patents, the patents of our licensors or our other intellectual property rights. To counter infringement or unauthorized use, we may be required to file legal claims, which can be expensive and time-consuming and are likely to divert significant resources from our core

business, including distracting our technical and management personnel from their normal responsibilities.

In addition, in an infringement proceeding, a court may decide that a patent of ours or our licensors is not valid or is unenforceable, or may 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 or defense proceedings could put one or more of our owned or licensed patents at risk of being invalidated or interpreted narrowly and could put our owned or licensed patent applications at risk of not issuing. The initiation of a claim against a third party might also cause the third party to bring counterclaims against us, such as claims asserting that our patent rights are invalid or unenforceable. In patent litigation in the United States, defendant counterclaims alleging invalidity or unenforceability are commonplace. Grounds for a validity challenge could be an alleged failure to meet any of several statutory requirements, including lack of novelty, obviousness, non-enablement or lack of statutory subject matter. Grounds for an unenforceability assertion could be an allegation that someone connected with prosecution of the patent withheld relevant material information from the USPTO, or made a materially misleading statement, during prosecution. Third parties may also raise similar validity claims before the USPTO in post-grant proceedings such as ex parte reexaminations, inter partes review, post-grant review, or oppositions or similar proceedings outside of the United States, in parallel with litigation or even outside the context of litigation. Third parties may also challenge inventorship through a derivation proceeding or other litigation proceeding challenging inventorship, which can include claims of misappropriation of intellectual property, filing a patent application without authorization of the true inventor, not listing inventors, or listing non-inventors as inventors. The outcome following legal assertions of invalidity and unenforceability is unpredictable. We cannot be certain that there is or will be no invalidating prior art, of which we and the patent examiner were unaware during prosecution. For the patents and patent applications that we have licensed, we may have limited or no right to participate in the defense of any licensed patents against challenge by a third party. If a defendant were to prevail on a legal assertion of invalidity or unenforceability, we would lose at least part, and perhaps all, of any future patent protection on our current or future product candidates. Such a loss of patent protection could harm our business.

We may not be able to prevent, alone or with our licensors, misappropriation of our intellectual property rights, particularly in countries where the laws may not protect those rights as fully as in the United States. Our business could be harmed if in litigation the prevailing party does not offer us a license, or if the license offered as a result is not on commercially reasonable terms. Any litigation or other proceedings to enforce our intellectual property rights may fail and, even if successful, may result in substantial costs and distract our management and other employees.

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. There could also be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have an adverse effect on the price of our common stock.

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 an adverse effect on our ability to compete in the marketplace.

***We may not be able to protect our intellectual property rights throughout the world, which could negatively impact our business.***

Filing, prosecuting and defending patents covering our current and any future product candidates and technology platforms in all countries throughout the world would be prohibitively expensive. Competitors may use our technologies in jurisdictions where we or our licensors have not obtained patent protection to develop their own products and, further, may export otherwise infringing products to territories where we may obtain patent protection but where patent enforcement is not as strong as that in the United States. These products may compete with our products in jurisdictions where we do not have any issued or licensed patents, and any future patent claims or other intellectual property rights may not be effective or sufficient to prevent them from competing.

Issued patents may be challenged by third parties in the courts or patent offices in various countries throughout the world. Invalidation proceedings may result in patent claims being narrowed, invalidated or held unenforceable. Uncertainties regarding the outcome of such proceedings, as well as any resulting losses of patent protection, could harm our business.

Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents, trade secrets and other intellectual property protection, particularly those relating to biotechnology products, which could make it difficult for us to stop the infringement of our patents or marketing of competing products in violation of our intellectual property and proprietary rights generally. Proceedings to enforce our intellectual property and proprietary rights in foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly, could put our patent applications at risk of not issuing, and could provoke third parties to assert claims against us. We may not prevail in any lawsuits that we initiate, and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property and proprietary rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license.

Many countries have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties. Some countries do not enforce patents related to medical treatments, or limit enforceability in the case of a public emergency. In addition, many countries limit the enforceability of patents against government agencies or government contractors. In these countries, the patent owner may have limited remedies, which could materially diminish the value of such patent. If we or any of our licensors is forced to grant a license to third parties with respect to any patents relevant to our business, our competitive position may be impaired, and our business, financial condition, results of operations and prospects may be adversely affected.

The intellectual property systems in other countries can be destabilized or unpredictable as a result of geopolitical events such as civil or political unrest (including the ongoing war between Ukraine and **Russia**) **Russia or recent events in Israel**). Therefore, during such geopolitical events, the ability to obtain, retain and enforce intellectual property protection in the affected countries may be uncertain and evolve during the course of such geopolitical event. For example, as a result of the ongoing war between Ukraine and Russia, Russian officials have suggested that they may treat patents or patent applications owned by parties from certain countries, including the United States, as unenforceable and/or provide for zero compensation compulsory licenses to such patents or patent applications. Recent court decisions in Russia have raised questions about the strength of trademark protections in Russia. The U.S. government's response to geopolitical events may also negatively affect our ability to obtain, retain and enforce intellectual property protection in the affected countries. For example, the U.S. government has issued sanctions against Russia related to the ongoing war in Ukraine, and as a result of these sanctions, it may not be possible to pay fees necessary for prosecution and maintenance of Russian patent applications and patents, including Russian patent rights based on Eurasian patents, in the absence of licenses or exclusions set forth by the U.S. government authorizing transactions in connection with intellectual property. Payments for trademark



protection may be similarly restricted. Failure to make such payments can result in the loss of intellectual property protection in Russia. The U.S. Department of the Treasury has issued General License No. 31, authorizing such transactions to allow filing, prosecution and maintenance of Russian patents and trademarks. Uncertainties regarding geopolitical events, including the ongoing war between Ukraine and Russia, as well as any resulting losses of intellectual property protection, could harm our business.

***If the U.S. government, the World Trade Organization, or WTO, or other governmental body imposes an intellectual property rights waiver, our ability to successfully commercialize our COVID-19 product candidates and protect our related technology could be adversely affected.***

On June 17, 2022, the WTO adopted a Ministerial Decision to waive certain intellectual property rights for COVID-19 vaccines. The waiver allows certain developing countries to permit the manufacture and use of COVID-19 vaccines without the consent of the patent holder(s) to the extent necessary to address the COVID-19 pandemic. The waiver is also expected to allow certain developing countries to permit compulsory licensing for the export of COVID-19 vaccines to certain other developing countries. The waiver is in effect initially for five years from the date of the Ministerial Decision and will be reviewed annually. The WTO is considering whether to extend the waiver to diagnostics and therapeutics. The WTO may consider additional waivers, the ultimate timing and scope of which, if approved, are unknown. The scope and timing of such extensions and/or additional waivers will likely be subject to extensive negotiations given the complexity of the matter, which may result in prolonged uncertainty, which could adversely affect our business. If a waiver covering COVID-19 treatments or prophylactics, such as sotrovimab and VIR-7832, is approved, our ability to successfully commercialize our COVID-19 product candidates and protect our related technology could be adversely affected.

The current waiver is the result of public health concerns from the COVID-19 pandemic and an effort to make vaccines more widely available worldwide. This waiver may also lead to similar waivers of intellectual property rights in the future in connection with other public health pandemics or epidemics or other situations of public health concern, or to waivers for treatments or prophylactics in addition to vaccines. Given that our business is focused on treating and preventing infectious diseases and other serious conditions, there is a risk that our business and our ability to protect our technology could be adversely affected in situations beyond COVID-19.

***If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed.***

In addition to seeking intellectual property protection for our product candidates, we also rely on trade secrets, including unpatented know-how, technology and other proprietary information, to maintain our competitive position. Because we rely on third parties to help us discover, develop and manufacture our current and any future product candidates, or if we collaborate with third parties for the development, manufacturing or commercialization of our current or any future product candidates, we must, at times, share trade secrets with them. We may also conduct joint research and development programs that may require us to share trade secrets under the terms of our research and development collaborations or similar agreements.

We seek to protect our proprietary technology in part by entering into confidentiality agreements and, if applicable, material transfer agreements, consulting agreements or other similar agreements with our advisors, employees, third-party contractors and consultants prior to beginning research or disclosing proprietary information. These agreements typically limit the rights of these parties to use or disclose our confidential information, including our trade secrets. We also enter into invention or patent assignment agreements with our employees, advisors and consultants. Despite our efforts to protect our trade secrets, the need to share trade secrets and other confidential information increases the risk that such trade secrets become known by our competitors, are inadvertently incorporated into the technology of others or are disclosed or used in violation of these agreements. Moreover, we cannot guarantee that we have entered into such agreements with each party that may have or have had access to our confidential information or proprietary technology and processes. Monitoring unauthorized uses and disclosures is difficult, and we do not know whether the steps we have taken to protect our proprietary technologies will be effective. If any of the collaborators, scientific advisors, employees, contractors and consultants who are parties to these agreements breaches or violates the terms of any of these agreements, we may not have adequate remedies for any such breach or violation, and we could lose our trade secrets as a result. Moreover, if confidential information that is licensed or disclosed to us by our partners, collaborators or others is inadvertently disclosed or subject to a breach or violation, we may be exposed to liability to the owner of that confidential information. Enforcing a claim that a third-party illegally or unlawfully obtained and is using our trade secrets, like patent litigation, is expensive and time-consuming, and the outcome is unpredictable. In addition, courts outside of the United States are sometimes less willing to protect trade secrets.

In addition, our competitors may independently develop knowledge, methods and know-how equivalent to our trade secrets. Competitors could purchase our products and replicate some or all of the competitive advantages we derive from our development efforts for technologies on which we do not have patent protection. 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. Given that our proprietary position is based, in part, on our know-how and trade secrets, a competitor's discovery of our trade secrets or other unauthorized use or disclosure could have an adverse effect on our business, financial condition, results of operations and prospects.

We also seek to preserve the integrity and confidentiality of our data and other confidential information by maintaining physical security of our premises and physical and electronic security of our information technology systems. Additionally, the risk of cyber-attacks or other privacy or data security incidents may be heightened as a result of our work-from-home policies for most of our employees, which provides our employees the choice of working full time in the office, a hybrid approach, or full-time remote. A remote working environment may be less secure and more susceptible to hacking attacks. While we have confidence in these individuals, organizations and systems, agreements or security measures may be breached, and detecting the disclosure or misappropriation of confidential information and enforcing a claim that a party illegally disclosed or misappropriated confidential information is difficult, expensive and time-consuming, and the outcome is unpredictable. Further, we may not be able to obtain adequate remedies for any breach. In addition, our confidential information may otherwise become known or be independently discovered by competitors, in which case 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.

***Any trademarks we may obtain may be infringed or successfully challenged, resulting in harm to our business.***

We rely and expect to continue to rely on trademarks as one means to distinguish any of our products and product candidates that are approved for marketing from the products of our competitors. Additionally, the process of obtaining trademark protection is expensive and time-consuming, and we may not be able to prosecute all necessary or desirable trademark applications at a reasonable cost or in a timely manner or obtain trademark protection in all jurisdictions that we consider to be important to our business. Once we select trademarks and apply to register them, our trademark applications may not be approved. Third parties may oppose our trademark applications in certain jurisdictions, as in currently pending oppositions filed against EU-wide registration of our VIR Pharmaceuticals house mark and logo by Industria Química y Farmaceutica Vir, S.A., a Spanish company which claims exclusive rights in the term VIR in Spain and Portugal. We also have a pending opposition of the Vir logo in Turkey by Ulkar Kimya Sanayii Ve Ticaret

Anonim Şirketi, a Turkish company which claims exclusive rights in the term VIR in Turkey. Third parties may also challenge our use of our trademarks. In the event that our trademarks are successfully challenged, we could be forced to rebrand our products, which could result in loss of brand recognition and could require us to devote resources to advertising and marketing new brands. Our competitors may infringe our trademarks, and we may not have adequate resources to enforce our trademarks.

In addition, any proprietary product name we propose to use with our current or any other product candidate in the United States must be approved by the FDA, regardless of whether we have registered it, or applied to register it, as a trademark. The FDA typically conducts a review of proposed product names, including an evaluation of the potential for confusion with other product names. If the FDA objects to any of our proposed proprietary product names, we may be required to expend significant additional resources in an effort to identify a suitable proprietary product name that would qualify under applicable trademark laws, not infringe the existing rights of third parties and be acceptable to the FDA.

***The exercise by the Bill & Melinda Gates Foundation of its licenses to certain of our intellectual property and its development and commercialization of products that we are also developing and commercializing could have an adverse impact on our market position.***

We entered into an amended and restated letter agreement with the Bill & Melinda Gates Foundation, or the Gates Agreement, in January 2022, which amends and restates the letter agreement with the Bill & Melinda Gates Foundation that we entered into in December 2016. In connection with the Gates Agreement, the Bill & Melinda Gates Foundation purchased \$20.0 million of shares of our convertible preferred stock which converted to shares of our common stock after our initial public offering and purchased \$40.0 million of shares of our common stock. We are obligated to use the proceeds of the Bill & Melinda Gates Foundation's investment in furtherance of its charitable purposes to perform certain activities set forth in the Gates Agreement. For additional information regarding our obligations under the Gates Agreement, see the section titled "Business—Our Collaboration, License and Grant Agreements—Amended and Restated Letter Agreement with the Bill & Melinda Gates Foundation" in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

If we fail to comply with (i) our obligations to use the proceeds of the Bill & Melinda Gates Foundation's investment for the purposes described in the paragraph above and to not use such proceeds for specified prohibited uses, (ii) specified reporting requirements or (iii) specified applicable laws, or if we materially breach our specified global access commitments (any such failure or material breach, a specified default), we will be obligated to redeem or arrange for a third party to purchase all of our stock purchased by the Bill & Melinda Gates Foundation under the Gates Agreement, at the Bill & Melinda Gates Foundation's request, at a price equal to the greater of (1) the original purchase price or (2) the fair market value, which amount may increase in the event of a sale of our company or all of our material assets relating to the Gates Agreement. Additionally, if a specified default occurs or if we are unable or unwilling to continue the HIV program, tuberculosis program, vaccinal antibody program or, if applicable, the mutually agreed additional program (except for scientific or technical reasons), or if we institute bankruptcy or insolvency proceedings, then the Bill & Melinda Gates Foundation will have the right to exercise a non-exclusive, fully-paid license (with the right to sublicense) under our intellectual property to the extent necessary to use, make and sell products arising from such programs, in each case solely to the extent necessary to benefit people in the developing countries in furtherance of the Bill & Melinda Gates Foundation's charitable purpose.

The exercise by the Bill & Melinda Gates Foundation of any of its non-exclusive licenses to certain of our intellectual property (or its right to obtain such licenses), and its development and commercialization of product candidates and products that we are also developing and commercializing, could have an adverse impact on our market position.

**Risks Related to Our Business Operations, Employee Matters and Managing Growth**

***We are highly dependent on our key personnel, and if we are not able to retain these members of our management team or recruit and retain additional management, clinical and scientific personnel, our business will be harmed.***

We are highly dependent on our management, scientific and medical personnel. Our key personnel may currently terminate their employment with us at any time. The loss of the services of any of these persons could impede the achievement of our research, development and commercialization objectives. Additionally, we do not currently maintain "key person" life insurance on the lives of our executives or any of our employees.

We announced a Chief Executive Officer transition in January 2023 that became effective April 3, 2023 and announced a Chief Financial Officer transition in February 2023 that became effective March 27, 2023. Management transitions may create uncertainty and involve a diversion of resources and management attention, be disruptive to our daily operations or impact public or market perception, any of which could negatively impact our ability to operate effectively or execute our strategies.

Recruiting and retaining other senior executives, qualified scientific and clinical personnel and, if we progress the development of any of our product candidates, commercialization, manufacturing and sales and marketing personnel, will be critical to our success. 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, gain regulatory approval of and commercialize our product candidates. 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 for the hiring of scientific and clinical personnel from universities and research institutions. Macroeconomic conditions, specifically labor shortages, increased competition for employees and wage inflation, could also have a material impact on our ability to attract and retain talent, our turnover rate and the cost of operating our business. 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 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.

Our future performance will also depend, in part, on our ability to successfully integrate newly hired executive officers into our management team and our ability to develop an effective working relationship among senior management. Our failure to integrate these individuals and create effective working relationships among them and other members of management could result in inefficiencies in the development and commercialization of our product candidates, harming future regulatory approvals, sales of our product candidates and our results of operations.



***We have in the past and may in the future acquire or invest in other companies or technologies, which could divert our management's attention, result in dilution to our stockholders and otherwise disrupt our operations and adversely affect our operating results.***

We have in the past and may in the future seek to acquire or invest in additional businesses and/or technologies that we believe complement or expand our product candidates, enhance our technical capabilities or otherwise offer growth opportunities in the United States and internationally. The pursuit of potential acquisitions and investments may divert the attention of management and cause us to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not they are consummated. In addition, we are exposed to market risks related to our investments, including changes in fair value of equity securities we hold, which is discussed in greater detail under Item 7A. Quantitative and Qualitative Disclosures About Market Risk in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

For example, we acquired TomegaVax, Inc., or TomegaVax, in September 2016, Humabs BioMed SA, or Humabs, in August 2017, Agenovir Corporation, or Agenovir, in January 2018 and Statera Health, LLC, or Statera, in February 2018. Realizing the benefits of these acquisitions will depend upon the successful integration of the acquired technology into our existing and future product candidates. We also may not realize the anticipated benefits from any acquired business. We face many risks in connection with acquisitions and investments, whether or not consummated. A significant portion of the purchase price of companies we acquire may be allocated to acquired goodwill and other intangible assets, which must be assessed for impairment at least annually. If our acquisitions do not yield expected returns, we may in the future be required to take charges to our operating results based on this impairment assessment process, which could adversely affect our business, financial condition, results of operations and prospects.

In addition, in connection with our acquisitions of TomegaVax, Humabs and Agenovir, we are required to make future contingent payments upon the achievement of certain milestones. We may in the future be required to make these payments, which could adversely affect our financial condition. For additional information regarding our obligations under these agreements, see the section titled "Business—Our Acquisition Agreements" in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

Furthermore, acquisitions could also result in dilutive issuances of equity securities or the incurrence of debt, which could adversely affect our operating results. In addition, if an acquired business fails to meet our expectations, our business, financial condition, results of operations and prospects may suffer. We cannot assure you that we will be successful in integrating the businesses or technologies we may acquire. The failure to successfully integrate these businesses could have a material adverse effect on our business, financial condition, results of operations and prospects.

***We have experienced significant growth in our organization in recent years and expect to continue to expand, and we may experience difficulties in managing this growth, which could disrupt our operations.***

We have experienced significant growth in the number of our employees and the scope of our operations in recent years at both our sites and remote locations, particularly in the areas of research, development and regulatory affairs,

and we expect to continue to experience growth as the clinical development of our product candidates progresses. In addition, if any of our product candidates receives marketing approval, we will need to build out our sales and marketing capabilities, either on our own or with others. To manage our anticipated future growth, we must continue to implement and improve our managerial, operational and financial systems, expand our facilities, and continue to recruit and train additional qualified personnel. As a result of the global pandemic, the majority of our workforce began working from home in March 2020. In April 2022, we reopened our offices to allow employees to return to work, and we now offer all our employees the choice of working full-time in the office, a hybrid approach, or full-time remote. Although the reopening of our offices is consistent with local government requirements, is focused on employee safety, and contemplates returning to remote work should the COVID-19 situation change, there is uncertainty regarding the long-term impact that the COVID-19 pandemic has had on the nature of the office environment and remote working, which could present operational and workplace culture challenges as we seek to expand our organization. Despite this, we must continue to effectively integrate, develop and motivate a growing number of new employees, and maintain the beneficial aspects of our corporate culture. The expansion of our operations may lead to significant costs and may divert our management and business development resources. We may not be able to effectively manage the expansion of our operations, recruit and train additional qualified personnel, or succeed at effectively integrating employees that joined during the global pandemic. Any inability to manage growth could delay the execution of our business plans or disrupt our operations.

***Business disruptions could seriously harm our future revenue and financial condition and increase our costs and expenses.***

Our operations, and those of our CDMOs, CROs and other contractors and consultants, could be subject to earthquakes, power shortages, telecommunications failures, water shortages, floods, hurricanes, typhoons, fires, extreme weather conditions, public health pandemics or epidemics (including, for example, the COVID-19 pandemic), geopolitical events, including civil or political unrest in any of our business locations, terrorism, insurrection or war (such as the ongoing war between Ukraine and Russia), and other natural or man-made disasters or business interruptions, for which we are predominantly self-insured. The occurrence of any of these business disruptions could seriously harm our operations and financial condition and increase our costs and expenses.

Our ability to develop our product candidates could be disrupted if our operations or those of our suppliers are affected by geopolitical events, man-made or natural disasters or other business interruptions. Our corporate headquarters are located in California near major earthquake faults and fire zones. The ultimate impact on us, our significant suppliers and our general infrastructure of being located near major earthquake faults and fire zones and being consolidated in certain geographical areas is unknown, but our operations and financial condition could suffer in the event of a major earthquake, fire or other natural disaster.

***Our business could be materially adversely affected by the effects of public health outbreaks, pandemics or epidemics, including the COVID-19 pandemic and future pandemics.***

Our business could be materially adversely affected by the effects of public health outbreaks, pandemics or epidemics, including the COVID-19 pandemic, the evolution of new and existing variants or subvariants of COVID-19 that are resistant to existing treatments or vaccinations and any future pandemics.

Public health outbreaks, pandemics or epidemics pose the risk that we or our employees, contractors, suppliers, CDMOs or other partners may be prevented from conducting business activities for an indefinite period of time due to spread of the disease, or due to shutdowns that may be requested or mandated by federal, state and local

governmental authorities. Business disruptions could include restrictions on our ability to travel, quarantine orders, temporary closures of our facilities or the facilities of our contractors, suppliers, CDMOs and other partners and other restrictions by governments to reduce the spread of the disease. The effects of these business disruptions may negatively impact productivity, limit our ability to obtain sufficient materials, raise the cost of materials (or otherwise disrupt our supply chain) and delay our clinical programs and timelines, the magnitude of which will depend, in part, on the length and severity of such business disruptions.

For example, our clinical trials were affected by the COVID-19 pandemic. Site initiation and patient enrollment were delayed due to prioritization of hospital resources toward the COVID-19 pandemic, and, if there are future quarantines which impede patient movement or interrupt healthcare services, some patients may not be able or willing to comply with clinical trial protocols. Similarly, our ability to recruit and retain patients and principal investigators and site staff who, as healthcare providers, may have heightened exposure to COVID-19, was delayed or disrupted, which had adversely impacted our clinical trial operations. The public health emergency declarations related to COVID-19 ended on May 11, 2023. In addition, the FDA ended 22 COVID-19-related policies when the public health emergency ended on May 11, 2023, and the FDA allowed 22 related-policies to continue for 180 days. The FDA plans to retain 24 COVID-19-related policies with appropriate changes and four policies whose duration is not tied to the end of the public health emergency. However, at this point, it is unclear how, if at all, these developments will impact our efforts to develop and commercialize our product candidates.

We continue to monitor our operations and applicable government recommendations, and we have made lasting modifications to our normal operations because of the COVID-19 pandemic. We now offer all of our employees the choice of working full time in the office, a hybrid approach, or full-time remote. Coming into the office remains voluntary, unless a person's role requires them to be on site to do their job. As a result, we expect to continue to be subject to the challenges and risks of having a remote workforce, as well as new challenges and risks from operating with a hybrid workforce. For example, our employees are accessing our servers remotely through home or other networks to perform their job responsibilities. Such security systems may be less secure than those used in our offices, which may subject us to increased security risks, including cybersecurity-related events, and expose us to risks of data or financial loss and associated disruptions to our business operations. Additionally, employees who access company data and systems remotely may not have access to technology that is as robust as that in our offices, which could place additional pressure on our user infrastructure and third parties that are not easily mitigated. We may also be exposed to risks associated with the locations of remote employees, including compliance with local laws and regulations or exposure to compromised internet infrastructure. Allowing our employees to work remotely may create intellectual property risk if employees create intellectual property on our behalf while residing in a jurisdiction with unenforced or uncertain intellectual property laws. Further, if employees fail to inform us of changes in their work location, we may be exposed to additional risks without our knowledge.

Additionally, operating our business with both remote and in-person workers could have a negative impact on our corporate culture, decrease the ability of our workforce to collaborate and communicate effectively, decrease innovation and productivity, or negatively affect workforce morale. If we are unable to manage cybersecurity and other risks of a flexible-first workforce model, and maintain our corporate culture and workforce morale, our business could be harmed or otherwise adversely impacted.

While the public health emergency declared for the COVID-19 pandemic has been terminated, the ultimate impact of a resurgence of COVID-19, the emergence of new and existing variants or subvariants of COVID-19 that are resistant to existing treatments or vaccinations or an outbreak of any other widespread public health epidemics is highly uncertain, not predictable and subject to change, and a continuation of the COVID-19 pandemic has the potential to adversely affect our business, financial condition, results of operations and prospects.

***If our information systems, or those maintained on our behalf, fail or suffer security breaches, such events could result in, without limitation, the following: a significant disruption of our product development programs; an inability to operate our business effectively; unauthorized access to or disclosure of the personal information we process; and other adverse effects on our business, financial condition, results of operations and prospects.***

Our computer and information technology systems, cloud-based computing services and those of our current and any future collaborators, service providers and other parties upon whom we rely are potentially vulnerable to malware, computer viruses, denial-of-service attacks, (such as credential stuffing), ransomware attacks, user error or malfeasance, data corruption, cyber-based attacks, natural disasters, public health pandemics or epidemics, (including, for example, the COVID-19 pandemic), geopolitical events, including civil or political unrest, terrorism, war (such as the ongoing war between Ukraine and Russia) and telecommunication and electrical failures that may result in damage to or the interruption or impairment of key business processes, or the loss or corruption of our information, including intellectual property, proprietary business information and personal information. We may also experience server malfunction, software or hardware failures, supply-chain cyber-attacks, loss of data or other computer assets and other similar issues. We have experienced security breaches of our information technology systems, such as through business email compromises. The techniques used to sabotage or to obtain unauthorized access to information systems, and networks in which cyber threat actors store data or through which they transmit data change frequently and we may be unable to implement adequate preventative measures. For example, attackers have used artificial intelligence and machine learning to launch more automated, targeted and coordinated attacks against targets. Any significant system failure, accident or security breach could have a material adverse effect on our business, financial condition and operations.

We may be required to expend significant resources, (including financial), fundamentally change our business activities and practices, or modify our operations, including our clinical trial activities, or information technology in an effort to protect against security breaches and to detect (including performing required forensics), mitigate and remediate actual and potential vulnerabilities. Relevant laws, regulations, industry standards and contractual obligations may require us to implement specific security measures or use industry-standard or reasonable measures to protect against security breaches. The costs to us to mitigate network security problems, bugs, viruses, worms, malicious software programs, security breaches and security vulnerabilities could be significant, and while we have implemented security measures to protect our data security and information technology systems, our efforts to address these problems may not be successful, and these problems could result in unexpected interruptions, data loss or corruption, delays, cessation of service and other harm to our business and our competitive position. If the information technology systems of our third-party vendors become subject to disruptions or security breaches, we may have insufficient recourse against such third parties and we may have to expend significant resources to mitigate the impact of such an event, and to develop and implement protections to prevent future events of this nature from occurring. Although we maintain cybersecurity insurance coverage, such insurance may not be adequate to cover all liabilities that we may incur. Furthermore, if a security breach were to occur and cause interruptions in our operations, it could result in a disruption of our development programs and our business operations, whether due to a loss of our trade secrets or other proprietary information or other similar disruptions.

For example, we, We, our third-party vendors, and our partners' third-party vendors have experienced social engineering efforts (including phishing attacks) designed to gain unauthorized access to our systems and information, including business email and system compromises. Similarly, we and our partners' third-party vendors may be a target of other phishing attacks, social engineering attacks and other cyber-attacks in the future. If a data security breach affects our or third parties' systems upon which we rely,

corrupts our data or results in the unauthorized disclosure or release of personally identifiable information, our reputation could be materially damaged or our operations disrupted. In addition, such a breach may require notification to governmental agencies, supervisory bodies, credit reporting agencies, the media, individuals, collaborators or others pursuant to various federal, state and foreign data protection, privacy and security laws, regulations and guidelines, industry standards, our policies and our contracts, if applicable. Such laws may include HIPAA and the Health Information Technology for Economic and Clinical Health Act, or HITECH, and General Data Protection Regulation. Under these laws specifically, notice of certain security breaches must be made to affected individuals, the Secretary of HHS, applicable Supervisory Authority, and for extensive breaches, to the media or state attorneys general. Such a notice could further harm our reputation and our ability to compete. Such disclosures are costly, and the disclosure or the failure to comply with such requirements could lead to a material adverse effect on our reputation, business, or financial condition. Furthermore, a data security breach could result in fines, increased costs or loss of revenue and we could incur liability (such as through regulatory fines and penalties as well as private claims), our competitive position could be harmed and the further development and commercialization of our product candidates could be delayed. Additionally, federal, state and foreign laws and regulations can expose us to enforcement actions and investigations by regulatory authorities, and potentially result in regulatory penalties and significant legal liability, if our information technology security efforts fail.

***We are subject to stringent privacy laws, information security laws, regulations, policies and contractual obligations related to data privacy and security and changes in such laws, regulations, policies, contractual obligations and failure to comply with such requirements could subject us to significant fines and penalties, which may have a material adverse effect on our business, financial condition or results of operations.***

We are subject to data privacy and protection laws and regulations that apply to the collection, transmission, storage and use of personally identifying information, which among other things, impose certain requirements relating to the privacy, security and transmission of personal information, including comprehensive regulatory systems in the United States, EU and the U.K. The legislative and regulatory landscape for privacy and data protection continues to evolve in jurisdictions worldwide, and there has been an increasing focus on privacy and data protection issues with the potential to affect our business. Additionally, our use of AI and machine learning may be subject to laws and evolving regulations regarding the use of AI or machine learning, controlling for data bias, and anti-discrimination. Implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future, and we cannot yet determine the impact future laws, regulations, standards, or perception of their requirements may have on our business. Failure to comply with any of these laws and regulations could result in enforcement action against us, including fines, claims for damages by affected individuals, damage to our reputation and loss of goodwill, any of which could have a material adverse effect on our business, financial condition, results of operations or prospects.

There are numerous U.S. federal and state laws and regulations related to the privacy and security of personal information. In particular, regulations promulgated pursuant to HIPAA establish privacy and security standards that limit the use and disclosure of individually identifiable health information, or protected health information, and require the implementation of administrative, physical and technological safeguards to protect the privacy of protected health information and ensure the confidentiality, integrity and availability of electronic protected health information. Determining whether protected health information has been handled in compliance with applicable privacy standards and our contractual obligations can be complex and may be subject to changing interpretation. These obligations may be applicable to some or all of our business activities now or in the future.

If we are unable to properly protect the privacy and security of protected health information, we could be found to have breached our contracts. Further, if we fail to comply with applicable privacy laws, including applicable

HIPAA privacy and security standards, we could face civil and criminal penalties. HHS enforcement activity can result in financial liability and reputational harm, and responses to such enforcement activity can consume significant internal resources. In addition to potential enforcement by HHS for potential HIPAA violations, we are also potentially subject to privacy enforcement from the Federal Trade Commission, or FTC. The FTC has been particularly focused on certain activities related to the processing of sensitive data, including the unpermitted processing of health and genetic data through its recent enforcement actions and is expanding the types of privacy violations that it interprets to be “unfair” under Section 5 of the FTC Act, as well as the types of activities it views to trigger the Health Breach Notification Rule (which the FTC also has the authority to enforce). The agency is also in the process of developing rules related to commercial surveillance and data security that may impact our business. We will need to account for the FTC’s evolving rules and guidance for proper privacy and data security practices in order to mitigate our risk for a potential enforcement action, which may be costly. If we are subject to a potential FTC enforcement action, we may be subject to a settlement order that requires us to adhere to very specific privacy and data security practices, which may impact our business. We may also be required to pay fines as part of a settlement (depending on the nature of the alleged violations). If we violate any consent order that we reach with the FTC, we may be subject to additional fines and compliance requirements. We face risks of similar enforcement from state attorneys general **who** are authorized to bring civil actions seeking either injunctions or damages in response to violations that threaten the privacy of state residents. We cannot be sure how these regulations will be interpreted, enforced or applied to our operations. In addition to the risks associated with enforcement activities and potential contractual liabilities, our ongoing efforts to comply with evolving laws and regulations at the federal and state level may be costly and require ongoing modifications to our policies, procedures and systems.

In 2018 California passed into law the California Consumer Privacy Act, or CCPA, which took effect on January 1, 2020, and imposed many requirements on businesses that process the personal information of California residents. Many of the CCPA’s requirements are similar to those found in the General Data Protection Regulation, or GDPR, including requiring businesses to provide notice to data subjects regarding the information collected about them and how such information is used and shared, and providing data subjects the right to request access to such personal information and, in certain cases, request the erasure of such personal information. The CCPA also affords California residents the right to opt-out of “sales” of their personal information. The CCPA contains significant penalties for companies that violate its requirements. In November 2020, California voters passed a ballot initiative for the California Privacy Rights Act, or CPRA, which went into effect on January 1, 2023, and significantly expanded the CCPA to incorporate additional GDPR-like provisions including requiring that the use, retention and sharing of personal information of California residents be reasonably necessary and proportionate to the purposes of collection or processing, granting additional protections for sensitive personal information, and requiring greater disclosures related to notice to residents regarding retention of information. The CPRA also created a new enforcement agency – the California Privacy Protection Agency – whose sole responsibility is to enforce the CPRA, which will further increase compliance risk. The provisions in the CPRA may apply to some of our business activities.

In addition to California, at least eleven other states have passed comprehensive privacy laws similar to the CCPA and CPRA. These laws are either in effect or will go into effect sometime before the end of 2026.

Like the CCPA and CPRA, these laws create obligations related to the processing of personal information, as well as special obligations for the processing of “sensitive” data (which includes health data in some cases).

There are also states that are strongly considering or have already passed comprehensive privacy laws during the 2023 legislative sessions that will go into effect in 2024 and beyond, including New York and New Jersey. Other states will be considering these laws in the future, and Congress has also been debating passing a federal privacy law. These laws may impact our business activities, including our identification of research subjects, relationships with business partners and ultimately the marketing and distribution of our products.

Similar to the laws in the United States, there are significant privacy and data security laws that apply in Europe and other countries. The collection, use, disclosure, transfer or other processing of personal data, including personal health data, regarding individuals who are located in the European Economic Area, or EEA, and the processing of personal data that takes place in the EEA, is regulated by the GDPR, which went into effect in May 2018 and which imposes obligations on companies that operate in our industry with respect to the processing of personal data and the cross-border transfer of such data. The GDPR imposes onerous accountability obligations requiring data controllers and processors to maintain a record of their data processing and policies. If our or our collaboration partners’ or service providers’ privacy or data security measures fail to comply with the GDPR requirements, we may be subject to litigation, regulatory investigations, enforcement notices requiring us to change the way we use personal data and/or fines of up to 20 million Euros or up to 4% of the total worldwide annual turnover of the preceding financial year, whichever is higher, as well as compensation claims by affected individuals, negative publicity, reputational harm and a potential loss of business and goodwill.

The GDPR places restrictions on the cross-border transfer of personal data from the EU to countries that have not been found by the European Commission to offer adequate data protection legislation, such as the United States. There are ongoing concerns about the ability of companies to transfer personal data from the EU to other countries. In July 2020, the Court of Justice of the European Union, or CJEU, invalidated the EU-U.S. Privacy Shield, one of the mechanisms used to legitimize the transfer of personal data from the EEA to the United States. The CJEU decision also drew into question the long-term viability of an alternative means of data transfer, the standard contractual clauses, for transfers of personal data from the EEA to the United States.

Additionally, in October 2022 President Biden signed an executive order to implement the EU-U.S. Data Privacy Framework, which would serve as a replacement to the EU-U.S. Privacy Shield. The European Commission initiated the process to adopt an adequacy decision for the EU-U.S. Data Privacy Framework in December 2022, and the European Commission adopted the adequacy decision on July 10, 2023. The adequacy decision will permit U.S. companies who self-certify to the EU-U.S. Data Privacy Framework to rely on it as a valid data transfer mechanism for data transfers from the EU to the U.S. However, some privacy advocacy groups have already suggested that they will be challenging the EU-U.S. Data Privacy Framework. If these challenges are successful, they may not only impact the EU-U.S. Data Privacy Framework, but also further limit the viability of the standard contractual clauses and other data transfer mechanisms. The uncertainty around this issue has the potential to impact our business internationally.

Following the withdrawal of the U.K. from the EU, the U.K. Data Protection Act 2018 applies to the processing of personal data that takes place in the U.K. and includes parallel obligations to those set forth by GDPR. In relation to data transfers, both the U.K. and the EU have determined, through separate “adequacy” decisions, that data transfers between the two jurisdictions are in compliance with the U.K. Data Protection Act and the GDPR, respectively. The U.K. and the U.S. are also in discussions to develop a U.S.-U.K. “data bridge”, which would function similarly to the EU-U.S. Data Privacy Framework and provide an additional legal mechanism for companies to transfer data from the U.K. to the U.S. Any changes or updates to these adequacy decisions have the potential to impact our business.

Beyond the GDPR, there are privacy and data security laws in a growing number of countries around the world. While many loosely follow the GDPR as a model, other laws contain different or conflicting provisions. These laws will impact our ability to conduct our business activities, including both our clinical trials and the sale and distribution of commercial products, if approved, through increased compliance costs, costs associated with contracting and potential enforcement actions.

While we continue to address the implications of the recent changes to data privacy regulations, data privacy remains an evolving landscape at both the domestic and international level, with new regulations coming into effect and continued legal challenges, and our efforts to comply with the evolving data protection rules may be unsuccessful. It is possible that these laws may be interpreted and applied in a manner that is inconsistent with our practices. We must devote significant resources to understanding and complying with this changing landscape. Failure to comply with laws regarding data protection would expose us to risk of enforcement actions taken by data protection authorities in the EEA and elsewhere and carries with it the potential for significant penalties if we are found to be non-compliant. Similarly, failure to comply with federal and state laws in the United States regarding privacy and security of personal information could expose us to penalties under such laws. Any such failure to comply with data protection and privacy laws could result in government-imposed fines or orders requiring that we change our practices, claims for damages or other liabilities, regulatory investigations and enforcement action, litigation and significant costs for remediation, any of which could adversely affect our business. Even if we are not determined to have violated these laws, government investigations into these issues typically require the expenditure of significant resources and generate negative publicity, which could harm our business, financial condition, results of operations or prospects.

***Our employees, principal investigators, consultants and commercial partners may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements and insider trading.***

We are exposed to the risk of fraud or other misconduct by our employees, principal investigators, consultants and commercial partners. Misconduct by these parties could include intentional failures, reckless and/or negligent conduct or unauthorized activities that violates (i) the laws and regulations of FDA and other regulatory authorities, including those laws requiring the reporting of true, complete and accurate information to such authorities, (ii) manufacturing standards, (iii) federal and state data privacy, security, fraud and abuse and other healthcare laws and regulations in the United States and abroad, (iv) laws that require the true, complete and accurate reporting of financial information or data and (v) insider trading laws that restrict the buying and selling of shares of our common stock while in possession of material non-public information. In particular, sales, marketing and business arrangements in the healthcare industry are subject to extensive laws and regulations intended to prevent fraud, misconduct,

kickbacks, self-dealing and other abusive practices. These laws and regulations restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Such misconduct also could involve the improper use of individually identifiable information, including, without limitation, information obtained in the course of clinical trials, creating fraudulent data in our preclinical studies or clinical trials or illegal misappropriation of drug product, which could result in regulatory sanctions and cause serious harm to our reputation. In addition, during the course of our operations, our directors, executives and employees may have access to material non-public information regarding our business, our results of operations or potential transactions we are considering. We may not be able to prevent a director, executive or employee from violating our insider trading policies and buying or selling, or “tipping” others who might buy or sell, shares of our common stock on the basis of, or while having access to, material non-public information. If a director, executive or employee was to be investigated, or an enforcement action was to be brought against a director, executive or employee for insider trading, it could have a negative impact on our reputation and our stock price.

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 government 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 or government 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 result in significant civil, criminal and administrative penalties, damages, fines, disgorgement, imprisonment, exclusion from participating in government-funded healthcare programs, such as Medicare and Medicaid, additional reporting requirements and oversight if we become subject to a corporate integrity agreement or similar agreement to resolve allegations of noncompliance with these laws, contractual damages, reputational harm and the curtailment or restructuring of our operations, any of which could have a negative impact on our business, financial condition, results of operations and prospects.

***Our ability to use our net operating losses, or NOLs, to offset future taxable income may be subject to certain limitations.***

As of December 31, 2022, we had net operating loss carryforwards of \$20.9 million for federal tax purposes and \$111.4 million for state tax purposes. If not utilized, federal carryforwards will begin expiring in 2037 and state carryforwards will begin expiring in 2031. Our ability to use our federal and state NOLs to offset potential future taxable income is dependent upon our generation of future taxable income before any expiration dates of the NOLs, and we cannot predict with certainty when, or whether, we will generate sufficient taxable income to use all of our NOLs.

Beginning in 2022, the Tax Cuts and Jobs Act of 2017 eliminates the option to deduct research and development expenditures currently and requires taxpayers to capitalize and amortize them over five or fifteen years pursuant to Section 174 of the Internal Revenue Code of 1986, as amended, or the Code. Although Congress is considering legislation that could repeal such requirement or defer the amortization requirement to later years, it is not certain that the provision will be repealed or otherwise modified. If the requirement is not modified, it is expected to reduce our anticipated 2023 net operating losses.

In addition, under Sections 382 and 383 of the Code, a corporation that undergoes an “ownership change” (generally defined as a greater than 50 percentage point change (by value) in its equity ownership by certain stockholders over a rolling three-year period) is subject to limitations on its ability to utilize its pre-change NOLs to offset future taxable income. We may have experienced ownership changes in the past or as a result of our initial public offering and may experience ownership changes as a result of future offerings and/or subsequent changes in our stock ownership (some of which shifts are outside our control). In addition, Agenovir has experienced at least one ownership change in the past resulting in a limitation under Section 382 of the Code, which has been accounted for in calculating our available NOL

carryforwards. As a result, if, and to the extent that we earn net taxable income, our ability to use our pre-change NOLs to offset such taxable income may be subject to limitations.

The Tax Cuts and Jobs Act of 2017 and the Coronavirus Aid, Relief and Economic Security Act, or the CARES Act, include, among other things, changes to U.S. federal tax rates and the rules governing NOL carryforwards. For example, NOLs arising in tax years ending after December 31, 2017, can be carried forward indefinitely, but the deductibility of such federal NOLs may be limited to 80% of current year taxable income for tax years beginning on or after January 1, 2021. Deferred tax assets for NOLs will need to be measured at the applicable tax rate in effect when the NOL is expected to be utilized. The changes in the carryforward periods, as well as the new limitation on use of NOLs may impact our ability to utilize our NOLs to offset taxable income in the future.

**Risks Related to Ownership of Our Common Stock**

***Our financial condition and results of operations may fluctuate from quarter to quarter and year to year, which makes them difficult to predict.***

We expect our financial condition and results of operations to fluctuate from quarter to quarter and year to year due to a variety of factors, many of which are beyond our control. Accordingly, you should not rely upon the results of any quarterly or annual periods as indications of future operating performance. Factors that may cause fluctuations in our financial condition and results of operations include, without limitation, those listed elsewhere in this “Risk Factors” section and those listed below:

- the timing and cost of, and level of investment in, research and development activities relating to our product candidates, which will change from time to time;
- the cost of manufacturing our product candidates and any future product candidates, which may vary depending on FDA, EMA or other comparable foreign regulatory authority guidelines and requirements, the quantity of production and the terms of our agreements with manufacturers;
- expenditures that we will or may incur to acquire or develop additional product candidates and technologies or other assets;
- the timing and outcomes of preclinical studies and clinical trials for our product candidates;



- the need to conduct unanticipated clinical trials or clinical trials that are larger or more complex than anticipated;
- competition from existing and potential future products that compete with our product candidates, and changes in the competitive landscape of our industry, including consolidation among our competitors or partners;
- any delays in regulatory review or approval of our product candidates;
- the level of demand for any of our product candidates, if approved, which may fluctuate significantly and be difficult to predict;
- the risk/benefit profile, cost and reimbursement policies with respect to our product candidates, if approved, and existing and potential future products that compete with our product candidates;
- our ability to commercialize our product candidates, if approved, inside and outside of the U.S., either independently or working with third parties;
- our ability to adequately support future growth;
- potential unforeseen business disruptions that increase our costs or expenses;
- future accounting pronouncements or changes in our accounting policies; and
- the changing and volatile global economic and political environment both inside and outside the U.S., including heightened inflation, capital market volatility, interest rate and currency rate fluctuations, and economic slowdown or recession.

In addition, our collaboration revenue and certain assets and liabilities are subject to foreign currency exchange rate fluctuations due to the global nature of our operations. As a result, currency fluctuations among our reporting currency, the U.S. dollar, and other currencies in which we do business will affect our operating results, often in unpredictable ways. Currency exchange rates have been especially volatile in the recent past, and these currency fluctuations have affected, and may continue to affect, our assets and liabilities denominated in foreign currency. We are also exposed to market risks related to our investments, including changes in fair value of equity securities we hold which may fluctuate from quarter to quarter and year to year. For additional information, see Item 7A. Quantitative and Qualitative Disclosures About Market Risk in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023.

***The market price of our common stock has been, and in the future, may be, volatile and fluctuate substantially, which could result in substantial losses for purchasers of our common stock.***

Our stock price has been, and in the future, may be, subject to substantial volatility. From October 11, 2019, our first day of trading on The Nasdaq Global Select Market, or Nasdaq, through July 28, 2023, the closing price of our stock ranged from \$11.83 to \$7.76 per share to \$83.07 per share. As a result of the volatility in our stock price, our stockholders could incur substantial losses.

The stock market in general and the market for biopharmaceutical and pharmaceutical companies in particular, has experienced extreme volatility that has often been unrelated to the operating performance of particular companies. The COVID-19 pandemic, for example, has negatively affected some sectors of the stock market and investor sentiment and has resulted in significant volatility. In addition, economic trends and other external factors including, but not limited to, heightened inflation, interest rate and currency rate fluctuations, economic slowdown or recession, capital markets volatility, foreign market trends, national crisis, and disasters, may impact the market price of our common stock and result in volatility. As a result of this volatility, you may not be able to sell your common stock at or above the price you paid for your shares. Market and industry factors may cause the market price and demand for our common stock to fluctuate substantially, regardless of our actual operating performance, which may limit or prevent investors from selling their shares at or above the price paid for the shares and may otherwise negatively affect the liquidity of our common stock.

In addition, public statements by us, government agencies, our competitors, the media or others relating to the COVID-19 pandemic (including regarding our and others' efforts to develop COVID-19 therapies) and the impact of such statements on investors' general perception of our company and our business have in the past resulted, and may in the future result, in significant fluctuations in our stock price. Given the global focus on the COVID-19 pandemic and potential future pandemics, information in the public arena on this topic, whether or not accurate, has had and could continue to have an impact (positive or negative) on our stock price. Moreover, sales of a substantial number of shares of our common stock by our stockholders in the public market or the perception that these sales might occur, have in the past, and may in the future depress the market price of our common stock. Information related to our research, development, manufacturing, regulatory and commercialization efforts with respect to any of our product candidates or information regarding such efforts by competitors with respect to their potential therapies, may also meaningfully impact our stock price.

Some companies that have experienced volatility in the trading price of their shares have been the subject of securities class action litigation. Any lawsuit to which we are a party, with or without merit, may result in an unfavorable judgment. We also may decide to settle lawsuits on unfavorable terms. Any such negative outcome could result in payments of substantial damages or fines, damage to our reputation or adverse changes to our business practices. Defending against litigation is costly and time-consuming and could divert our management's attention and our resources. Furthermore, during the course of litigation, there could be negative public announcements of the results of hearings, motions or other interim proceedings or developments, which could have a negative effect on the market price of our common stock.

***Concentration of ownership of our common stock among our existing executive officers, directors and principal stockholders may prevent new investors from influencing significant corporate decisions.***

Our executive officers, directors and stockholders who own more than 5% of our outstanding common stock beneficially own a significant percentage of our outstanding common stock. If these persons acted together, they may be able to significantly influence all matters requiring stockholder approval, including the election and removal of directors and approval of any merger, consolidation or sale of all or substantially all of our assets. The concentration of voting power and transfer restrictions could delay or prevent an acquisition of our company on terms that other stockholders may desire or result in the management of our company in ways with which other stockholders disagree.

***If research analysts do not publish research or reports, or publish unfavorable research or reports, about us, our business or our market, our stock price and trading volume could decline.***

The trading market for our common stock will be influenced by the research and reports that industry or financial analysts publish about us or our business. If any of the analysts who cover us issue an adverse or misleading opinion regarding us, our business model, our intellectual property or our stock performance, or if the clinical trials and operating results fail to meet the expectations of analysts, our stock could decline. If analysts cease coverage of us or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

***Because we do not anticipate paying any cash dividends on our capital stock in the foreseeable future, capital appreciation, if any, will be your sole source of gain.***

You should not rely on an investment in our common stock to provide dividend income. 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 your sole source of gain in the foreseeable future.

***We have incurred and we will continue to incur significant 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.***

As a public company, we have incurred and we will continue to incur significant legal, accounting, investor relations and other expenses. In addition, the Sarbanes-Oxley Act and rules subsequently implemented by SEC and Nasdaq have imposed various requirements on public companies, including establishment and maintenance of effective disclosure and financial controls and corporate governance practices. Further, in July 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act was enacted, pursuant to which the SEC adopted rules and regulations related to corporate governance and executive compensation, such as “say on pay” and proxy access.

Stockholder activism, the current political environment and the current high level of U.S. government intervention and regulatory reform may also lead to substantial new regulations and disclosure obligations, which may in turn lead to additional compliance costs and impact the manner in which we operate our business in ways we do not currently anticipate. Our management and other personnel will need to devote a substantial amount of time to comply with these requirements. Moreover, these requirements will increase our legal and financial compliance costs and will make some activities more time-consuming and costly. For example, we expect that these rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance. We cannot predict or estimate the amount or timing of additional costs we may incur to respond to these requirements.

As a public company, we may also be subject to more stringent state law requirements, such as California Senate Bill 826, which generally requires public companies with principal executive offices in California to have a minimum number of females on the company's board of directors, and California Assembly Bill 979, which generally requires public companies with principal executive offices in California to include specified numbers of directors from “underrepresented communities.” We are currently compliant with the requirements, but there are no assurances that we will be compliant in the future. Both Senate Bill 826 and Assembly Bill 979 have been challenged in legal proceedings and there is uncertainty whether the courts will uphold Senate Bill 826 or Assembly Bill 979. If we fail to comply with either Senate Bill 826 or Assembly Bill 979, we could be fined by the California Secretary of State, with a \$100,000 fine for the first violation and a \$300,000 for each subsequent violation, and our reputation may be adversely affected.

***If we fail to develop or maintain proper and effective internal control over financial reporting, our ability to produce accurate and timely financial statements could be impaired, investors may lose confidence in us and the trading price of our common stock may decline.***

Effective internal control over financial reporting are necessary for us to provide reliable financial reports and effectively prevent fraud and operate successfully as a public company. Any failure to maintain internal control over financial reporting could severely inhibit our ability to accurately report our financial condition, results of operations or cash flows. If our internal control over financial reporting is not effective, investors may lose confidence in the accuracy and completeness of our financial reports, the market price of our common stock could decline, and we could be subject to sanctions or investigations by Nasdaq, the SEC or other regulatory authorities. Failure to remedy any material weakness in our internal control over financial reporting could also restrict our future access to the capital markets.

A material weakness in internal control over financial reporting has in the past and could in the future lead to deficiencies in the preparation of financial statements. Deficiencies in the preparation of financial statements, could lead to litigation claims against us. The defense of any such claims may cause the diversion of management's attention and resources, and we may be required to pay damages if any such claims or proceedings are not resolved in our favor. Any litigation, even if resolved in our favor, could cause us to incur significant legal and other expenses. Such events could also affect our ability to raise capital to fund future business initiatives.



Pursuant to Section 404 of the Sarbanes-Oxley Act, we are required to furnish a report by our management on our internal control over financial reporting, including an attestation report on internal control over financial reporting issued by our independent registered public accounting firm. The rules governing the standards that must be met for management to assess our internal control over financial reporting are complex and require significant documentation, testing and possible remediation. To comply with the Sarbanes-Oxley Act, the requirements of being a reporting company under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and any complex accounting rules in the future, we may need to upgrade our information technology systems; implement additional financial and management controls, reporting systems and procedures; and hire additional accounting and finance staff. We are currently in the process of hiring additional accounting and finance staff as we grow our business. If we are unable to hire the additional accounting and finance staff necessary to comply with these requirements, we may need to retain additional outside consultants.

***Our reported financial results may be adversely affected by changes in accounting principles generally accepted in the United States.***

Generally accepted accounting principles in the United States are subject to interpretation by the Financial Accounting Standards Board or the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results, may retroactively affect previously reported results, could cause unexpected financial reporting fluctuations and may require us to make costly changes to our operational processes and accounting systems.

***Provisions in our corporate charter documents and under Delaware law could make an acquisition of us, which may be beneficial to our stockholders, more difficult and may prevent attempts by our stockholders to replace or remove our current management.***

Provisions in our corporate charter and our bylaws may discourage, delay or prevent a merger, acquisition or other change in control of us that stockholders may consider favorable, including transactions in which you might otherwise receive a premium for your shares. These provisions also could 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. For a summary of these provisions, see the section titled "Anti-Takeover Provisions of Delaware Law and Our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws—Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws" in Exhibit 4.3 Description of Capital Stock filed as part of our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on February 28, 2023, as updated by our Amended and Restated Bylaws filed as Exhibit 3.1 to our Current Report on Form 8-K, filed with the SEC on March 8, 2023.

***Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware will be the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.***

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware (or, if and only if the Court of Chancery of the State of Delaware lacks subject matter jurisdiction, any state court located within the State of Delaware or, if and only if all such state courts lack subject matter jurisdiction, the federal district court for the District of Delaware) will be the exclusive forum for the following types of actions or proceedings under Delaware statutory or common law:

- any derivative action or proceeding brought on our behalf;
- any action or proceeding asserting a claim of breach of a fiduciary duty owed by any of our current or former directors, officers or other employees to us or our stockholders;
- any action or proceeding asserting a claim against us or any of our current or former directors, officers or other employees, arising out of or pursuant to any provision of the Delaware General Corporation Law, our certificate of incorporation or our bylaws;
- any action or proceeding to interpret, apply, enforce or determine the validity of our certificate of incorporation or our bylaws; and
- any action asserting a claim against us or any of our directors, officers or other employees governed by the internal affairs doctrine.

This provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act or any other claim for which the U.S. federal courts have exclusive jurisdiction. Furthermore, Section 22 of the Securities Act of 1933, as amended, or the Securities Act, creates concurrent jurisdiction for federal and state courts over all such Securities Act actions. Accordingly, both state and federal courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our amended and restated certificate of incorporation further provides that the federal district courts of the United States will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act, unless we consent in writing to the selection of an alternative forum. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions. In such instance, we would expect to vigorously assert the validity and enforceability of the exclusive forum provisions of our amended and restated certificate of incorporation. This may require significant additional costs associated with resolving such action in other jurisdictions and there can be no assurance that the provisions will be enforced by a court in those other jurisdictions.

These exclusive-forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage these types of lawsuits. Furthermore, the enforceability of similar choice of forum provisions in other companies' certificates of incorporation has been challenged in legal proceedings, and it is possible that a court could find these types of provisions to be inapplicable or unenforceable. If a court were to find the exclusive-forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur further significant additional costs associated with resolving such action in other jurisdictions, all of which could harm our business.

**Item 2. Unregistered Sales of Equity Securities, and Use of Proceeds, Proceeds, and Issuer Purchases of Equity Securities.**

Not applicable.

**Item 3. Defaults Upon Senior Securities.**

Not applicable.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.****Director and Officer Trading Arrangements**

A portion of the compensation of the Company's directors and officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) is in the form of equity awards and, from time to time, directors and officers may engage in open-market transactions with respect to the securities acquired pursuant to such equity awards or other Company securities, including to satisfy tax withholding obligations when equity awards vest or are exercised, and for diversification or other personal reasons.

Transactions in Company securities by directors and officers are required to be made in accordance with the Company's insider trading policy, which requires that the transactions be in accordance with applicable U.S. federal securities laws that prohibit trading while in possession of material nonpublic information. Rule 10b5-1 under the Exchange Act provides an affirmative defense that enables directors and officers to prearrange transactions in the Company's securities in a manner that avoids concerns about initiating transactions while in possession of material nonpublic information.

During the quarterly period covered by this report, on April 3, 2023, the Company issued Marianne De Backer, the Company's Chief Executive Officer, a restricted stock unit ("RSU") agreement that included a mandatory sell-to-cover arrangement. This arrangement provides for the automatic sale of none of shares of the Company's common stock that would otherwise be issuable on each settlement date of a covered RSU in an amount necessary to satisfy the applicable withholding obligation, with the proceeds of the sale delivered to the Company in satisfaction of the applicable withholding obligation. The number of shares that will be sold under this arrangement is not currently determinable as the number will vary based on the extent to which vesting conditions are satisfied, the market price of the Company's common stock at the time of settlement and the potential future grant of additional RSUs subject to this arrangement. This arrangement constitutes a Rule 10b5-1 trading arrangement that is intended to qualify as an "eligible sell-to-cover transaction" (as described in Rule 10b5-1(c)(1)(ii)(D)(3) under the Exchange Act).

None of our other directors or officers entered into or terminated a Rule 10b5-1 trading arrangement or adopted or terminated a non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K) during the quarterly period covered by this report.

**Item 6. Exhibits.****(a) Exhibits.**

Exhibit Number	Description
3.1	<a href="#">Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-39083), filed with the SEC on October 16, 2019).</a>
3.2	<a href="#">Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-39083), filed with the SEC on March 8, 2023).</a>
10.1+	<a href="#">Separation Agreement between Vir Biotechnology International GmbH and Johanna Friedl-Naderer, dated September 23, 2023.</a>
10.2†	<a href="#">Other Transaction for Advanced Research (OTAR) between the Company and the United States of America Department of Health and Human Services, Administration for Strategic Preparedness and Response, Biomedical Advanced Research and Development Authority, concerning Pre-exposure Prophylactic Monoclonal Antibodies for the Prevention of Influenza Illness and Medical Countermeasures for Other Emerging Pathogens of Pandemic Potential (Agreement No. 75A50122C00081), dated September 28, 2022.</a>
10.3†	<a href="#">Amendment No. 1 to the Other Transaction for Advanced Research (OTAR) between the Company and the United States of America Department of Health and Human Services, Administration for Strategic Preparedness and Response, Biomedical Advanced Research and Development Authority, concerning Pre-exposure Prophylactic Monoclonal Antibodies for the Prevention of Influenza Illness and Medical Countermeasures for Other Emerging Pathogens of Pandemic Potential (Agreement No. 75A50122C00081, Amendment No. P00001), dated September 29, 2023.</a>
31.1	<a href="#">Certification of Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2	<a href="#">Certification of Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32.1*	<a href="#">Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101.INS	Inline XBRL Instance Document the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

+ Indicates a management contract or compensatory plan or arrangement.

† Certain portions of this exhibit (indicated by "[\*\*\*]") have been omitted pursuant to Item 601(b)(10)(iv) of Regulation S-K.

\* The certification attached as Exhibit 32.1 accompanies this Quarterly Report on Form 10-Q pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed "filed" by the registrant for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### VIR BIOTECHNOLOGY, INC.

Date: August 4, 2023 November 3, 2023

By: /s/ Marianne De Backer

**Marianne De Backer, M.Sc., Ph.D., MBA**  
**Chief Executive Officer and Director**  
*(Principal Executive Officer)*

Date: August 4, 2023 November 3, 2023

By: /s/ Sung Lee

**Sung Lee**  
**Executive Vice President and Chief Financial Officer**  
*(Principal Financial and Accounting Officer)*

## Separation Agreement

by and between

**Vir Biotechnology International GmbH**  
Grafenauweg 8, 6300 Zug

(hereinafter the **Company**)

and

**Johanna Friedl-Naderer**  
[Address]

(hereinafter the **Employee**)

(each a **Party**, together the **Parties**)

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Separation Agreement by and between Vir Biotechnology International GmbH and Johanna Friedl-Naderer

### Whereas

- A. Humabs BioMed SA, Bellinzona and the Employee entered into an employment agreement with effect as of March 2, 2022, which employment agreement has been amended and assigned to the Company on December 19, 2022 (as amended and assigned, the **Employment Agreement** or **EA**).
- B. On September 19, 2023, the Company gave notice of termination to the Employee under the Employment Agreement.
- C. The Company and the Employee wish to settle amicably all aspects of the employment relationship and the termination thereof, subject to the terms and conditions set forth herein.

**Now, therefore**, the Parties hereto enter into the following agreement (the **Agreement**):

#### 1. Termination of Employment and Payments to the Employee

The Employee's employment with the Company shall terminate by mutual consent with effect as of March 31, 2024 (the **Termination Date**). For the avoidance of any doubt, the Termination Date shall not be subject to any deferment for whatever reason.

Until the Termination Date, the Company shall pay the Employee the Base Salary (Art. 6.2 EA) of CHF 43,172.42 per month (gross) as well as the Benefits (Art. 7 EA), plus reimburse the Expenses (Art. 8 EA).

On the Termination Date, the Company shall pay the Employee the Severance Pay (Art. 9 EA) of CHF 129,517 gross.

## 2. Release from Obligation to Work and Commencement of New Employment

The Employee shall be released irrevocably from her obligation to attend content meetings (i.e., Executive Management Team meetings, Board of Director meetings) effective on the close of business on Friday, September 22, 2023. The Employee shall be released irrevocably from her obligation to work on Friday, September 29, 2023. The Employee, however, shall remain available to the Company until the Termination Date to allow for a smooth transition of her duties.

Base Salary shall be paid regularly until the Termination Date as per Art. 1 of this Agreement.

Until the Termination Date, the Employee is subject to the non-compete and non-solicit covenant as per Art. 17 of the Employment Agreement and may only accept a new employment or perform any other professional activity after having obtained the prior written consent of the Company.

If the Employee starts a new employment, the Termination Date is automatically moved to the last day prior to that date (the **New Termination Date**) and the employment with the Company is terminated with effect as per the New Termination Date. In this case, the term "Termination Date" as used in this Agreement means "New Termination Date". For the avoidance of doubt, any compensation due under this Agreement until the Termination Date will be paid only until the New Termination Date. The Company is

2/8

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Separation Agreement by and between Vir Biotechnology International GmbH and Johanna Friedl-Naderer

entitled to reclaim any overpayment made to the Employee. The Employee is obliged to inform the Company in writing and without delay about the start of any such new employment.

If the Employee starts any other professional activity before the Termination Date or New Termination Date, she shall account for any income, which shall be deducted from the Company's salary payments. The Employee is obliged to inform the Company in writing and without delay about the start of any such other professional activity and about any income on a monthly basis. The Company is entitled to reclaim any overpayment made to the Employee.

## 3. Entitlement to Vacation and Overtime

Until the Termination Date, the Employee shall take her remaining vacation and compensate overtime ("*heures supplémentaires/Überstunden*" and "*travail supplémentaire/Überzeit*"), if any, with time off to the extent the Employee is entitled to compensation of overtime. The Employee shall inform Jenny Gumm, Vice President and Interim Head of Human Resources at [jgumm@vir.com](mailto:jgumm@vir.com) about the dates Employee plans to take vacation. Any further entitlement to vacation and overtime work, if any, shall be fully discharged by the Release pursuant to Art. 15 of this Agreement and by the Lump Sum Payment pursuant to Art. 4 of this Agreement.

## 4. Lump Sum Payment

In consideration of the Employee executing and performing this Agreement and in full discharge of any claims and rights of the Employee arising out of or in connection with the Employment Agreement and its termination, whether actual or potential, whether present or future, the Company will pay to the Employee, in addition to the payments as per Art. 1 of this Agreement, the lump sum of CHF 129,517 gross (the **Lump Sum**). The payment of the Lump Sum is made without acknowledgement of any legal obligation of the Company.

## 5. Payment Terms

The payment of the Lump Sum shall be made to the bank account of the Employee to which the regular salary payments have been made within 10 days after delivery to the Company of a general waiver and release in the form attached hereto as **Annex 1** validly executed by the Employee.

The Employee shall execute and deliver such general waiver and release not earlier than one (1) month and one (1) day and not later than three (3) months after the Termination Date.

From all payments under this Agreement all applicable deductions will be made, i.e., deductions for social security (including pension funds) and tax, if any, as per the applicable laws and the applicable regulations of the Company.

## 6. Equity Awards

Any equity awards will be subject to the terms and conditions of the applicable equity plan and pursuant to relevant laws.

**7. Non-Compete and Non-Solicit Obligation**

Until the Termination Date, the Employee is subject to the non-compete and non-solicit covenants as per Art. 17 (Non-Compete and Non-Solicit Obligation) of the Employment Agreement and may not accept new employment, in Switzerland, directly or indirectly, be it as principal, employee, consultant, or otherwise without having obtained the prior written consent of the Company.

**8. Confidentiality / Contractual Penalty**

The Parties agree that Art. 15 (Confidentiality) and Art. 18 (Contractual Penalty) of the Employment Agreement remain fully in force.

In addition, the Employee shall not share details of this Agreement to anyone working at the Group or any third-party, other than the Employee's spouse, lawyer, and or accountant.

**9. Non-disparagement**

The Employee agrees that she has not and shall not make any public statements, statements to the press, statements to present or former employees of the Company or its parent, Vir Biotechnology, Inc., a Delaware corporation and a Nasdaq listed company in the US, or any of its affiliates (the **Group**) or to any individual or entity with whom, or with which, the Company has a business relationship, whether verbally or in writing, which are disparaging of the Company or the Group and should reasonably be expected to adversely affect the conduct of business by, or the reputation of, the Company and/or the Group. The Employee further confirms that she will not share or make public or publish in any media or form any details of her professional life at the Group in her various roles.

The Employee agrees that the contractual penalty provided for in Art. 18 of the Employment Agreement shall be owed and payable also for any violation of this Art. 9 of this Agreement above.

**10. Return of Property**

The Employee agrees to return to the Company no later than September 29, 2023 all property of the Company, including the Employee's laptop, and any work materials or products or other data with regard to the Company and any affiliate company (irrespective of their form of materialization) which the Employee received or prepared or helped prepare in connection with her employment with the Company or that otherwise came into her possession or control. This includes, but is not limited to, all computer files and other information containing confidential information, and all mailing lists, reports, correspondence, contracts, memoranda, records and other files, computer hardware, software, mobile phones, credit cards, door and file keys, computer access codes or mobile data carriers and instructional manuals.

The Employee further agrees that she will not make or retain any copies, duplicates, reproductions or excerpts of such data or furnish such data to any third party.

**11. Assistance**

The Employee hereby agrees that after leaving the Company she will use her best endeavors to cooperate with the Company and its respective counsel and assistants in connection with any governmental or

regulatory investigation and any regulatory or judicial administrative proceeding, arbitration or litigation relating to any material matter (as reasonably determined by the Company) that occurred during her employment.



## 12. Reference Letter

If the Employee requests a Reference Letter for future employment, the Company undertakes to deliver to the Employee a Reference Letter within 30 days of the Termination Date.

## 13. Personal Data

The Employee confirms that upon her departure on September 29, 2023, she was given ample opportunity to delete any personal documents, data and e-mails and, if necessary, take them with her. The Employee acknowledges that the Company may freely dispose of any remaining documents, data and e-mails, even if they include private documents, data or e-mails. The Company is under no obligation to keep them or to draw the Employee's attention to them.

The Company is entitled to block the Employee's email address at the Company at the close of business on September 29, 2023, so that no further e-mails are received, and to inform the persons sending e-mails of the Employee's departure.

## 14. Release

Subject to the fulfillment in full of the obligations set forth in this Agreement and subject to the obligations set forth in the Employment Agreement which are intended to survive termination of said Agreement, the Parties irrevocably and unconditionally release and acquit each other from any and all obligations whether actual or contingent.

Further, the Employee confirms that she has no claims against any present or former parent corporation, affiliates or subsidiaries of the Company.

## 15. Insurance

The Employee is hereby explicitly informed that the mandatory accident insurance coverage provided by the Company will cease thirty-one (31) days after the Termination Date and that after this period she must provide her own accident insurance.

Within thirty-one (31) days of the Termination Date, the Employee may, at her own expense, request an extension of such coverage for a maximum of six (6) months after the Termination Date. In any event, the Employee must inform her health insurance company about the termination of her employment, unless she has already entered a new employment.

## 16. Written Form

This Agreement may only be modified or amended by a document signed by the Parties, whereby an exchange of signed letters with facsimile signatures are sufficient.

5/8

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Separation Agreement by and between Vir Biotechnology International GmbH and Johanna Friedl-Naderer

## 17. Severability Clause

If any provision of this Agreement be or become invalid or void, the validity of the remaining provisions shall not be affected. In case of invalidity or revocation of a provision of this Agreement the provision is to be replaced by an effective one which comes closest to the economic purpose of the invalid provision.

## 18. Governing Law / Jurisdiction

This Agreement shall be governed by and construed in accordance with the substantive laws of Switzerland (excluding its conflict of law rules).

The court at the domicile or registered office of the defendant or where the Employee normally carries out her work has jurisdiction to decide any dispute, claim or controversy arising under, out of or in connection with or related to this Agreement.

This Agreement has been executed in 2 (two) originals.

*/ Signatures on next page*

**For the Company***/s/ Marianne De Backer*

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Marianne De Backer  
Managing Director

September 23, 2023

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Date**The Employee***/s/ Johanna Friedl-Naderer*

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Johanna Friedl-Naderer

September 22, 2023

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Date

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Termination Agreement by and between Vir Biotechnology International GmbH and Johanna Friedl-Naderer**Annex 1****General Waiver and Release****By Johanna Friedl-Naderer**

WHEREAS,

I have been employed by Vir Biotechnology International GmbH (the **Company**) since March 3, 2022;After due and considerate negotiations, the Company and I have entered into a separation agreement on September [ ], 2023 (the **Agreement**);The employment relationship between the Company and me terminated with effect as of [March 31, 2024] (the **Termination Date** or the **New Termination Date**, as applicable and as defined in the Agreement);

NOW, THEREFORE,

In consideration of the covenants undertaken by the Company in the Agreement, and except for those obligations created by, arising out of or referred to in the Agreement, I knowingly and voluntarily, irrevocably and unconditionally, release, acquit and forever discharge the Company and/or the Group or any of its subsidiaries, affiliates and any present or former parent corporation, affiliates, subsidiaries, successors and assigns and the current and former employees, officers, directors, representatives and agents thereof, as well as all otherwise affiliated or related entities or persons (collectively, the **Released Parties**) of and from any and all claims, known and unknown I have or may have against the Released Parties arising out of or in connection with my employment relationship with the Company, the Group, or any affiliate company.

8/8

Exhibit 10.2

CERTAIN CONFIDENTIAL INFORMATION CONTAINED IN THIS DOCUMENT, MARKED BY [\*\*\*], HAS BEEN OMITTED BECAUSE IT IS BOTH (I) NOT MATERIAL AND (II) WOULD LIKELY CAUSE COMPETITIVE HARM IF PUBLICLY DISCLOSED.

OTHER TRANSACTION FOR ADVANCED RESEARCH (OTAR) BETWEEN

**Vir Biotechnology, Inc.**  
499 Illinois St, Suite 500  
San Francisco, CA 94158

AND

**THE UNITED STATES OF AMERICA**  
**DEPARTMENT OF HEALTH AND HUMAN SERVICES**  
**ADMINISTRATION FOR STRATEGIC PREPAREDNESS AND RESPONSE BIOMEDICAL**  
**ADVANCED RESEARCH AND DEVELOPMENT AUTHORITY**  
330 INDEPENDENCE AVENUE, SW G640  
WASHINGTON, DC 20201

CONCERNING

**Pre-exposure prophylactic monoclonal antibodies for the prevention of influenza illness and medical countermeasures  
for other emerging pathogens of pandemic potential**

Agreement No.: 75A50122C00081

Authority: Section 319L of the Public Health Service Act, 42 USC 247d-7e

Total Amount of the Agreement: [\*\*\*]

Total Estimated BARDA Funding of the Agreement: \$1,000,000,000

Funds Obligated: \$55,000,000

Line of Appropriation:

CLIN	BARDA Branch	Requisition	Appropriation Year	CAN	Object Class	Amount (\$)
0001	EID	OS302887	2022	1992128	25103	\$50,000,000
0001	EID	OS302887	2022	1990186	25103	\$5,000,000

This Agreement is entered into between the Department of Health and Human Services (HHS) Biomedical Advanced Research & Development Authority (BARDA) and Vir Biotechnology, Inc. (Vir) pursuant to and under U.S. Federal law.

RECIPIENT

Vir Biotechnology, Inc.

FOR BARDA

Contract Management & Acquisitions (CMA)

Biomedical Advanced Research & Development Authority (BARDA)

Administration for Strategic Preparedness and Response (ASPR)

U.S. Department of Health & Human Services (DHHS)

\*\*\*]

September 28, 2022

Date

\*\*\*]

September 28, 2022

Date

## TABLE OF CONTENTS

<a href="#">ARTICLE I: SCOPE OF THE AGREEMENT</a>	4
<a href="#">ARTICLE II: TERM</a>	7
<a href="#">ARTICLE III: PROGRAM MANAGEMENT</a>	8
<a href="#">ARTICLE IV: AGREEMENT ADMINISTRATION</a>	10
<a href="#">ARTICLE V: COST SHARING</a>	11
<a href="#">ARTICLE VI: OBLIGATION AND PAYMENT</a>	14
<a href="#">ARTICLE VII: DISPUTES</a>	18
<a href="#">ARTICLE VIII: CONFIDENTIAL INFORMATION</a>	19
<a href="#">ARTICLE IX: INTELLECTUAL PROPERTY RIGHTS</a>	21
<a href="#">ARTICLE X: DATA RIGHTS</a>	24
<a href="#">ARTICLE XI: REGULATORY RIGHTS</a>	25
<a href="#">ARTICLE XII: FOREIGN ACCESS TO TECHNOLOGY</a>	27
<a href="#">ARTICLE XIII: CIVIL RIGHTS ACT</a>	27
<a href="#">ARTICLE XIV: SPECIAL CLAUSES</a>	27
<a href="#">ARTICLE XV: MISCELLANEOUS</a>	34
<a href="#">ARTICLE XVI: EXECUTION AND ENTIRE AGREEMENT</a>	37

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## ARTICLE I: SCOPE OF THE AGREEMENT

### A. Background

This Other Transaction Authority Agreement (the "Agreement") is entered into between BARDA ("BARDA") and Vir Biotechnology, Inc. ("Vir" or "Recipient"), on the Effective Date set forth above. This Agreement is not intended to be, nor will it be construed as, forming, by implication or otherwise, a partnership, a corporation, or other business organization. For the avoidance of doubt, this Agreement is not a procurement contract governed by the Federal Acquisition Regulation (FAR), is not a grant, is not a cooperative agreement, and is not subject to the Bayh-Dole Act, 35 U.S.C. §§ 200-212.

The objective of this Agreement is to create a framework for collaboration between Recipient and BARDA to advance the 1) development of pre-exposure prophylactic influenza monoclonal antibody(ies) and 2) portfolio development of Emerging Infectious Disease (EID) or Chemical, Biological, Radiation, Nuclear (CBRN) countermeasures.

The Base Period of this Agreement will be supported through cost-sharing in order to conduct a Phase 2 pre-exposure prophylaxis trial of a monoclonal antibody candidate (VIR- 2482) against seasonal and pandemic influenza viruses as further described in the Statement of Objectives (SOO) in Attachment 1. The Base Period will also include establishing governance for a Joint Operation Committee (JOC) between Recipient and BARDA as described in Article III. [\*\*\*].

The Agreement may be modified by written mutual agreement of the OTAO and the Recipient consistent with Article III (Modifications).

## B. Definitions

**Agreement:** The body of this Other Transaction Agreement and all Attachments, which are expressly incorporated in and made a part of the Agreement.

**BARDA:** The Biomedical Advanced Research and Development Authority (BARDA) a component of the Administration for Strategic Preparedness and Response (ASPR) of the U.S. Department of Health and Human Services. For the purposes of this Agreement, references to BARDA personnel includes federal employees, as well as BARDA internal support services contractors and subject matter experts.

**Base Period:** Initial period of work as described in the SOO in Attachment 1.

**Government Purpose Rights:** As defined in Article IX.

**Joint Oversight Committee (JOC):** Committee with Recipient and BARDA members who mutually interrogate risks, manage the progress of assets covered Under the Agreement, recommend potential new assets, and propose modifications to the allocation of funding across activities covered Under the Agreement.

**Limited Rights:** As defined in Article X.

**Option(s):** The enumerated options described in the SOO in Attachment 1. Options may be referred to specifically by number (e.g., Option 1, Option 2, etc.) or generally as Option or Options.

[\*\*\*]

[\*\*\*]

**Other Transaction for Advanced Research (OTAR):** A legally binding, non-acquisition instrument used in instances where the principal purpose is the stimulation and/or support of advanced research and development (as defined below), where a non-traditional US government recipient participates to a significant extent in the work.

**Other Transaction Agreement Officer (OTAO):** Is the responsible US government official authorized to bind the US government by signing this agreement and any modifications.

**Other Transaction Technical Representative (OTTR):** BARDA technical expert on the program responsible for scientific oversight on behalf of the US government.

**Partner:** Recipient's development or commercialization partner for a given asset as defined in Attachment 3, which shall be updated from time to time as needed. A Partner may be a subcontractor that may have a role in the JOC as a non-voting participant per Article III.

**Program:** Research and development being conducted by Recipient, as set forth in Article I., paragraph C.

**Recipient:** Vir Biotechnology, Inc.

**Statement of Objectives (SOO):** Top level goals of the Base Period and Options details, included in Attachment 1.

**Subcontract:** A contract entered into by the Recipient and a subcontractor to furnish supplies or services for performance of this Agreement. It includes, but is not limited to purchase orders, and changes and modifications to purchase orders.

**Subject Matter Expert (SME):** Recipient or BARDA employee or consultant who has expert knowledge in a specific area relevant to the development of products included in this agreement.

[\*\*\*]

**Technical Data:** As defined in Article X.

**Under This Agreement:** Activities conducted pursuant to this Agreement, including those that are US government-funded or binding cost share by Recipient.

## C. Scope

1. Recipient shall use its best efforts to perform an advanced research and development program designed to develop (a) prophylactic monoclonal antibody candidate(s) for pre-exposure protection against influenza. The research shall be carried out in accordance with the SOO incorporated in this Agreement as Attachment 1. Recipient shall submit or otherwise provide all documentation required by Attachment 2, Deliverables and Report Requirements as applicable to the Base Period and any funded activities under exercised Options.
2. New or alternative candidate medical countermeasures for influenza, coronavirus, chemical threats, biological threats, radiological/ nuclear events and emerging infectious diseases can be added to this Agreement with concurrence of the JOC and pursuant to Article III.
3. This Agreement requires cost sharing based on cost reimbursement pursuant to Article V.
4. BARDA and Recipient (Parties) estimate that the SOO can only be accomplished with a Recipient aggregate resource contribution as described in Article V. Recipient intends and, by entering into this Agreement, undertakes to cause these funds to be provided.
5. BARDA will have continuous involvement with Recipient per the terms of this Agreement and governance established in the JOC pursuant to Article III. BARDA and Recipient are bound to each other by a duty of good faith and best research effort in achieving the goals of the Program.
6. This Agreement is an "other transaction" pursuant to Section 319L of the Public Health Service Act, 42 USC 247d-7e. The Parties agree that the principal purpose of this Agreement is for the US government to support and stimulate Recipient to provide its best efforts in advanced research and technology development and not for the acquisition of property or services for the direct benefit or use of the US government.

## ARTICLE II: TERM

### A. Term of this Agreement

1. The Term of this Agreement commences upon the effective date of September 30, 2022, and extends through January 31, 2026.



2. Following exercise of an Option, the Term shall be extended as needed to cover the exercised Option Period and said extension of Term shall be documented by modification to this Agreement. BARDA will give Recipient a preliminary written notice of its desire to exercise an Option at [\*\*\*] to the contemplated activation of a new Option. Options will be exercised as outlined in the SOO or upon mutual agreement of the Recipient and BARDA. Options may run concurrently.
3. The parties may extend the Term by mutual written agreement if funding is available and research opportunities within scope reasonably warrant.
4. Any extension shall be formalized through modification to the Agreement by the Recipient and the OTAO.

## **B. Termination Provisions**

1. [\*\*\*].
2. Termination for Cause: If Recipient materially fails to comply with the provisions of this Agreement, the OTAO, after issuance of a cure notice and failure of Recipient to cure the defect within [\*\*\*] or the time allowed by the OTAO after Recipient's receipt of the cure notice, whichever is longer, may take one or more of the following actions as appropriate:
  - a. temporarily withhold payments pending correction of the deficiency,
  - b. disallow all or part of the cost of the activity or action not in compliance,
  - c. wholly or partly suspend or terminate this Agreement,
  - d. withhold further funding, or
  - e. take any other legally available remedies.
3. In the event of termination of the Agreement, all of the terms and conditions of this Agreement will expire, except for the following provisions, which shall survive termination: Article VIII – Confidential Information, Article IX – Intellectual Property Rights, Article X – Data Rights, and Article XI – Regulatory Rights as specific in that Article.

## **ARTICLE III: PROGRAM MANAGEMENT**

### **A. Recipient Members/ Joint Oversight Committee**

The Recipient/BARDA Joint Oversight Committee (JOC) shall be comprised of two (2) senior level members from Recipient and two (2) senior level BARDA participants as voting members. In addition, Recipient's technical leads and BARDA subject matter experts may attend as non-voting participants. The Parties may change the number of JOC participants upon mutual agreement provided that voting members remain equal between the Recipient and BARDA. Either Party may substitute their voting members with alternate senior level representatives, on either a temporary or an ongoing basis, by providing advance written notice. Upon mutual consent and advance written notice, additional representatives from either Party, relevant Partners, or external advisors may also be included in the JOC on an ad hoc basis, as dictated by the circumstances.

#### **JOC Members**

**BARDA Voting Members:** Ruben Donis, Director of Influenza and Emerging Infectious Diseases Division (acting); and Chris Houchens, Director of the Chemical, Biological, Radiological and Nuclear Division

**Recipient Voting Members:** [\*\*\*]

**BARDA Non-voting Attendees:** OTAO, OTTR, BARDA subject matter experts (SMEs) as needed

**Recipient Non-voting Attendees:** [\*\*\*]

The responsibility of the JOC is to mutually interrogate risks, manage the progress of assets covered Under the Agreement, endorse potential new assets, and propose modifications to the allocation of funding across activities

covered Under the Agreement. BARDA retains final decision-making authority over use of USG funds for funding a new Option or modification.

The JOC will meet by teleconference or in-person to review progress. The JOC will recommend the strategy to be covered Under This Agreement during the subsequent funding period, as well as how BARDA and Recipient funding will be allocated across these activities. The recommendations would be submitted, as appropriate, to the relevant Recipient governance board(s) for endorsement and decision. If endorsed by the Recipient and mutually agreed to by BARDA, the recommendations will be incorporated into the SOO and this Agreement through modifications as described in Article III. In the event that a JOC decision cannot be reached, the matter will be escalated to one BARDA senior management member, identified as Robert Johnson, Ph.D., Director of MCM Programs and Deputy Assistant Secretary for Preparedness and Response and one Recipient senior management member identified as [\*\*\*] in a good faith effort to achieve resolution. Final JOC decisions will be formalized in a memorandum and signed by both Parties.

## **B. Program Meetings**

**1. Program Teleconferences.** A conference call between BARDA and Recipient shall occur bi-weekly or as mutually agreed by the Parties. During this call, the Recipient's Program Leadership Team will discuss the activities undertaken during the reporting period, any problems that have arisen and the activities planned for the ensuing reporting period. Recipient may choose to include other key personnel on the conference call to give detailed updates on specific programs as may be requested by

BARDA. BARDA or Recipient may assign this responsibility to a delegate or choose to include other key personnel.

**2. Other Meetings.** In addition to program teleconferences, Recipient and BARDA shall participate in additional program meetings to coordinate the performance of the Agreement. These meetings may include face-to-face meetings in the Washington, D.C. metropolitan area and at work sites of the Recipient. Such meetings may include, but are not limited to, meetings of the Recipient to discuss study designs, site visits to the Recipient's facilities, and meetings with the Recipient and BARDA officials to discuss the technical, financial, regulatory progress of the Program. In order to facilitate review of Agreement activities, it is expected that the Recipient will provide data, reports, and presentations to BARDA personnel as reasonably requested by the OTAO. The Recipient shall provide itinerary/agenda in advance of any face-to-face meeting as defined in Attachment 2. The Recipient shall notify the OTAO within a reasonable time of formal and informal correspondence with the Food and Drug Administration (FDA) or other regulatory agencies directly related to the funded assets as specified in SOO in Attachment 1. For avoidance of doubt, Recipient shall not be required to notify BARDA of any correspondence that contains materials unrelated to the performance of this Agreement.

**3. In Process Review Meeting (IPR).** On an annual or event driven basis, or prior to the exercise of Options, the Government may invite the Recipient to give a presentation at an IPR attended by BARDA, and select, invited interagency representatives and other interested Government parties, as needed. BARDA shall provide at least four (4) weeks' notice for scheduling an IPR followed by a list of attendees at least two (2) weeks in advance. The Recipient will present Subject Data. Successes and challenges of the Program will be discussed, and plans for the future will be presented.

**4.** The Parties understand that SMEs may be present at Government meetings as it relates to this Agreement. The SMEs are subject to nondisclosure agreements and will comply with the terms and conditions of this Agreement. For clarity, BARDA represents and warrants that Recipient's confidential information will be covered by the referenced nondisclosure agreements.

## **C. Modifications**

Any modification (other than OTAO or OTTR personnel changes) to the Agreement shall be by mutual written agreement of the Parties. Recommendations for modifications to the SOO, will be documented in a letter and submitted by the Recipient to the OTAO. This letter will detail the technical, chronological, and financial impact (if any) of the proposed modification to the Program. US Government changes to the OTAO or OTTR personnel may be executed unilaterally.

## D. Subcontracting

For any Subcontracts executed after the Effective Date in excess of \$500,000 that will be reimbursed under this Agreement, Recipient will provide BARDA the opportunity to review and consent to the subject subcontracting agreement seven (7) calendar days before execution. The Subcontract agreement shall include the nature of the work that the subcontractor is going to perform, an estimated period of performance and the proposed costs for the work. Recipient will provide OTAO and OTTR with an electronic copy of the executed subcontracting document. For avoidance of doubt, the Recipient is not required to wait for the Government's comments before executing an Agreement with a subcontractor once the 7-calendar day review period has expired.

## ARTICLE IV: AGREEMENT ADMINISTRATION

Unless otherwise provided in this Agreement, approvals permitted or required to be made by BARDA may be made only by the OTAO. Administrative and contractual matters Under This Agreement shall be referred to the following representatives of the parties:

### A. BARDA Points of Contact:

[\*\*\*]

### B. Recipient Points of Contact

[\*\*\*]

## ARTICLE V: COST SHARING

**A. Principles:** The terms of this Article V apply to the cost sharing principles as described below. The Parties acknowledge that the activities included Under This Agreement may change at any time due to alterations in development strategy, risk mitigation approaches, technical challenges, or any other circumstance. Any modification will be subject to these cost sharing principles unless otherwise agreed by the JOC. As such, any projection of total costs or resources will be estimates and will be non-binding, with the exception of the Base Period. Cost sharing amounts on Options and any modifications will be binding at the time of bilateral execution of said Option or modification based on mutual agreement of the amounts.

**B. Global Cost Share:** Global Cost as used herein refers to the estimated total cost for collective activities under the Base and Option Periods of the Agreement. The Global Cost Share represents Parties' estimated contribution of the Global Cost during the Base Period and any exercised Options and modifications executed thereafter. The Global Cost Share will consist of allocable costs including direct dollars incurred in the performance of activities covered under the SOO, and the indirect dollars (fringe, overhead, and G&A) applicable to the direct labor, material costs, and subcontractor costs. The direct labor will be based on effort from employees who will track their time in a standard timekeeping system. These employees allocate their effort to specific projects and activities, but the time can be recorded on a monthly basis and does not require manager review or approval. Indirect rates will be reassessed at the beginning of each Option Period of the Agreement, if exercised.

**C. Termination Costs:** Recipient's termination costs shall be reimbursable in accordance with Federal Acquisition Regulation 31.205-42. The Parties recognize that subcontractor agreements may not include termination clauses and that not all costs may be terminable in full. Recipient shall not be paid for any post-termination work performed or costs incurred which reasonably could have been avoided. BARDA and the Recipient will negotiate in good faith a reasonable and timely adjustment of all outstanding issues between the Parties as a result of termination, consistent with the terms of this Agreement.

### 1. Base Period and Option Period Cost Share

The table as shown below represents the Parties' Total Estimated Cost and Cost Shares under the SOO for the Base Period and Option Periods of this Agreement. The Cost Share will be determined by the OTAO prior to exercise of the respective Option. Furthermore, any recommendation of the JOC is subject to the final decision and signature authority of the OTAO.

Options	***]	BARDA EID Share	BARDA CBRN share	***]
Base	***]	\$ 55,000,000	\$ —	***]
Option 1	***]	\$ 11,740,645	TBD	***]
Option 2	***]	\$ —	TBD	***]
Option 3	***]	\$ 23,876,603	TBD	***]
Option 4	***]	\$ 24,769,620	TBD	***]
Option 5	***]	\$ 563,123,932	TBD	***]
Option 6	***]	\$ 19,241,706	TBD	***]
Option 7	***]	\$ 7,013,741	TBD	***]
Option 8	***]	\$ 16,262,174	TBD	***]
Option 9	***]	\$ 39,884,165	TBD	***]
Option 10	***]	\$ 26,776,651	TBD	***]
Option 11	***]	\$ 212,310,763	TBD	***]
Option 12	***]	TBD	TBD	***]
<b>Total</b>	<b>***]</b>	<b>Not to exceed \$1,000,000,000</b>		<b>***]</b>

## 2. Indirect Cost Rates

The following provisional billing rates are incorporated into the Agreement and will be utilized for billing purposes during the Base Period pending the establishment of final indirect cost rates for each fiscal year or until revised by the OTAO.

Rate Type	***]	***]
Fringe	***]	***]
Overhead	***]	***]
G&A	***]	***]

Ceilings are hereby established on indirect costs reimbursable under this Agreement. Therefore, the Government will not be obligated to pay any additional amounts if the final indirect cost rates developed by the cognizant audit activity based on actual allowable costs exceed the ceiling rates set forth above. \*\*\*]

In the event the final indirect cost rates are less than the above-established ceiling rates, the negotiated final rates shall be reduced to conform to the lower rates and the Recipient shall reimburse the Government for the overage.

The Recipient shall submit an adequate final indirect cost rate proposal to the OTAO and the cognizant auditor within the six-month period following the end of each of its fiscal years during the period of performance. The OTAO may grant, in writing, reasonable extensions, for exceptional circumstances only, when requested in writing by the Recipient.

3. \*\*\*]

4. \*\*\*]

## ARTICLE VI: OBLIGATION AND PAYMENT

### A. Obligation

BARDA's liability to make payments to Recipient is limited to only those funds obligated under the Agreement or by modification to the Agreement. BARDA and Recipient are not obligated to fund work that is to be performed during the Option periods until an Option is exercised, at which point costs for work performed pre-exercise may be reimbursed pursuant to Article V and this Article with approval of the OTAO. Recipient is not obligated to perform

work beyond that which has been funded in part or whole by BARDA and that which has been committed through Cost Share.

## **B. Payments**

### **Electronic Invoicing and Payment Requirements - Invoice Processing Platform (IPP)**

All Invoice submissions for goods and or services delivered to facilitate payments must be made electronically through the U.S. Department of Treasury's Invoice Processing Platform System (IPP).

Invoice Submission for Payment means any request for contract financing payment or invoice payment by the Recipient. To constitute a proper invoice, the payment request must comply with the requirements identified in the applicable Prompt Payment clause included in the agreement, or the Agreement Terms and Conditions – Commercial Items included in commercial items agreement. The IPP website address is: <https://www.ipp.gov>.

The Agency will enroll the Recipient new to IPP. The Recipient must follow the IPP registration email instructions for enrollment to register the Collector Account for submitting invoice requests for payment. The Recipient Government Business Point of Contact (as listed in SAM) will receive Registration email from the Federal Reserve Bank of St. Louis (FRBSTL) within 3 – 5 business days of the contract award for new contracts or date of modification for existing contracts.

- Registration emails are sent via email from [ipp.noreply@mail.eroctwai.gov](mailto:ipp.noreply@mail.eroctwai.gov). Recipient assistance with enrollment can be obtained by contacting the IPP Production Helpdesk via email to [IPPCustomerSupport@fiscal.treasury.gov](mailto:IPPCustomerSupport@fiscal.treasury.gov) or phone (866) 973-3131.
- The Recipient POC will receive two emails from **IPP Customer Support**, the first email contains the initial administrative IPP User ID. The second email, sent within 24 hours of receipt of the first email, contains a temporary password. You must log in with the temporary password within 30 days.

If the Recipient is already registered to use IPP, the Recipient will not be required to re-register.

If the Recipient is unable to comply with the requirement to use IPP for submitting invoices for payment, a written request must be submitted to the OTAO to explain the circumstances that require the authorization of alternate payment procedures.

### **Additional Office of the Administration for Strategic Preparedness and Response (ASPR) requirements:**

- (I) The recipient shall submit invoices under this agreement once per month.
- (II) Invoices must break-out price/cost by contract line item number (CLIN) as specified in the pricing section of the contract.
- (III) Invoices must include the Unique Entity ID (UEI) of the Recipient.
- (IV) Invoices that include time and materials or labor hours CLINS must include supporting documentation to (1) substantiate the number of labor hours invoiced for each labor category, and (2) substantiate material costs incurred (when applicable).
- (V) Invoices that include cost-reimbursement CLINs must be submitted in a format showing all expenditures for that month (both USG and Recipient associated costs), as well as contract cumulative amounts. At a minimum the following cost information shall be included, in addition to supporting documentation to substantiate costs incurred.
  - Direct Labor - include all persons, listing the person's name, title, number of hours worked, hourly rate, the total cost per person and a total amount for this category;
  - Indirect Costs (i.e., Fringe Benefits, Overhead, General and Administrative, Other Indirects)- show rate, base and total amount;
  - Consultants (if applicable) - include the name, number of days or hours worked, daily or hourly rate, and a total amount per consultant;
  - Travel - include for each airplane or train trip taken the name of the traveler, date of travel, destination, the transportation costs including ground transportation shown separately and the per diem costs. Other travel

costs shall also be listed. Travel must comply with US Government per diem rates. BARDA will only reimburse for economy fares for both Vir, Partners and all subcontractors;

- Reimbursement for food and alcohol is not allowed under this agreement. Food using General Service Agreement (GSA) per diem rates can be reimbursed for traveling employees or subcontractors;
- Subcontractors (if applicable) – invoices from subcontractor shall be provided and Recipient will use reasonable efforts upon request to include, for each subcontractor, the same data as required for the prime Recipient; the Recipient shall provide a copy of the subcontract to the US Government upon request. Partner costs (if applicable) – invoices from Partner shall be provided and Recipient will use reasonable efforts upon request to include, for each partner, the same data as required for the prime Recipient; the Recipient shall provide a copy of relevant sections of the Partner agreement to the US Government upon request.
- Other Direct Costs - include a listing of all other direct charges to the contract, e.g., office supplies, telephone, duplication, postage.

#### **AGREEMENT CLAUSES:**

- (a) Definitions. As used in this clause—  
Payment request means a bill, voucher, invoice, or request for contract financing payment with associated supporting documentation. The payment request must comply with the requirements identified in the applicable Payment clause included in this contract.
- (b) Except as provided in paragraph (c) of this clause, the Recipient shall submit payment requests electronically using the Department of Treasury Invoice Processing Platform (IPP) or successor system. Information regarding IPP, including IPP Customer Support contact information, is available at [www.ipp.gov](http://www.ipp.gov) or any successor site.
- (c) The Recipient may submit payment requests using other than IPP only when the OTAO authorizes alternate procedures in writing in accordance with HHS procedures.
- (d) If alternate payment procedures are authorized, the Recipient shall include a copy of the OTAO's written authorization with each payment request.

#### **C. Financial Records and Reports**

As directed by the OTAO, the Recipient shall maintain records in accordance with commercially acceptable business practices to account for all funding Under This Agreement and shall maintain records in accordance with commercially acceptable business practices to account for Recipient funding provided Under This Agreement in support of the Financial Status Report required under Article V. Upon completion or termination of this Agreement, whichever occurs earlier, the Recipient shall furnish to the OTAO a copy of the Final Technical Report required by Attachment 2. The Recipient's relevant financial records are subject to examination or audit on behalf of HHS by the Government for a period not to exceed four (4) years after expiration or earlier termination of the Term of the Agreement. The OTAO or designee shall have direct access to complete records and information of the Recipient, to the extent necessary to audit to ensure full accountability for all amounts reimbursed by the Government Under This Agreement. Such audit, examination, or access shall be performed during business hours on business days upon at least six weeks prior written notice and shall be subject to the security requirements of the audited party.

#### **D. Comptroller General Access to Records**

To the extent that the total US government payment Under This Agreement exceeds \$5,000,000, the Comptroller General, at its discretion, shall have access to and the right to examine Recipient records relating to performance Under This Agreement and of any entity that participates in the performance of this Agreement for a period of three (3) years after final payment was made. This requirement shall only apply with respect to any entity that participates in the performance of the Agreement and that has entered into any other agreement (contract, grant, cooperative agreement, or "other transaction") that provides for audit access by a US government entity in the year prior to the date of this Agreement. This Paragraph only applies to any record that is created or maintained in the ordinary course of business or pursuant to a provision of law.

#### **E. Salary Rate Limitation**



1. The Recipient shall not use OT funds to pay the direct salary of an individual at a rate in excess of the Federal Executive Schedule Level II in effect on the date the funding was obligated.
2. For purposes of the salary rate limitation, the terms "direct salary," "salary," and "institutional base salary," have the same meaning and are collectively referred to as "direct salary," in this clause. An individual's direct salary is the annual compensation that the Recipient pays for an individual's direct effort (costs) under the OT. Direct salary excludes any income that an individual may be permitted to earn outside of duties to the Recipient. Direct salary also excludes fringe benefits, overhead, and general and administrative expenses (also referred to as indirect costs or facilities and administrative costs). The salary rate limitation does not restrict the salary that an organization may pay an individual working under a Department of Health and Human Services OT; it merely limits the portion of that salary that may be paid with OT funds.
3. The salary rate limitation also applies to individuals under subcontracts.
4. See the salaries and wages pay tables on the Office of Personnel Management website for Federal Executive Schedule salary levels.
5. [\*\*\*].

#### **F. Limitation of Payments**

It is herein understood and agreed that Government funds are to be used solely for this Agreement and must be reasonable in nature and amount. The following cost principles shall be used for determining the allowability of costs for which reimbursement is sought by Recipient. These cost principles are not applicable to Recipient's contribution and the Financial Status Report.

1. Allocability shall be determined in accordance with the standards set forth in FAR 31.201-4. [\*\*\*]
2. To be reasonable, a cost must: be generally recognized as an ordinary or necessary part of the business; follow sound business practices; follow what a prudent businessperson would accept; comply with federal, state, and local laws; and be consistent with the Recipient's or the Sub-Recipient's established practices.

### **ARTICLE VII: DISPUTES**

#### **A. General**

The Parties shall communicate with one another in good faith and in a timely and cooperative manner when raising issues under this Article.

#### **B. Dispute Resolution Procedures**

1. For any disagreement, claim or dispute between the Parties concerning questions of fact or law arising from or in connection with this Agreement, whether or not involving an alleged breach of this Agreement, the Parties agree to make a good faith effort to utilize the procedures described in Subparagraphs 2, 3, and 4 of this Paragraph B.
2. Whenever disputes, disagreements, or misunderstandings arise, the Parties shall attempt to resolve the issue(s) involved by discussion and mutual agreement as soon as practicable. In no event shall a dispute, disagreement, or misunderstanding, which was known, or should have been known, more than three (3) months prior to the notification made under Subparagraph B.3 of this Article constitute the basis for relief under Subparagraph B.3 of this Article. Either Party may waive this requirement in writing. Any waiver on behalf of BARDA shall be made by the Head of Contracting Activity for ASPR.
3. Failing resolution by mutual agreement, the aggrieved Party shall document the dispute, disagreement, or misunderstanding by notifying the other Party (through the OTAO or the Recipient Point of Contact, as the case may be) in writing of the relevant facts, identify unresolved issues, and specify the clarification or remedy sought. Within five (5) working days after providing notice to the other Party, the aggrieved Party may, in writing, request a joint decision by the Administration for Strategic Preparedness and Response (ASPR) Head of Contracting Activity

(HCA) and a Recipient senior executive appointed by the Recipient. The other Party shall submit a written position on the matter(s) in dispute within thirty (30) calendar days after being notified that a decision has been requested. The ASPR HCA and the Recipient senior executive shall conduct a review of the matter(s) in dispute and render a decision in writing within thirty (30) calendar days of receipt of such written position or otherwise agreed upon by the parties.

4. In the absence of a joint decision, upon written request to the Administration for Strategic Preparedness and Response (ASPR) HHS, made within thirty (30) calendar days of the expiration of the time for a decision under Subparagraph B.3 above, the dispute shall be further reviewed. The ASPR HHS may elect to conduct this review personally or through a designee or jointly with a senior executive appointed by the Recipient. Following the review, the ASPR HHS or designee will resolve the issue(s) and notify the Parties in writing. If a decision has not been made within 120 days, the request may be deemed denied.
5. The Parties stipulate that any decision reached under Subparagraph B.4 of this Article, including a deemed denial, may be submitted to the Court of Federal Claims to the extent permitted by law.
6. The pendency of a dispute shall not interfere with each Party's right to terminate the Agreement pursuant to Article II.B and recover any resulting costs, including termination costs.

#### **C. Limitation of Damages**

Except for claims of non-payment of amounts due under Article VI, any claims for damages of any nature whatsoever pursued Under This Agreement shall be limited to direct damages only, up to the aggregate amount of BARDA funding disbursed as of the time the dispute arises. In no event shall either Party be liable for claims for consequential, punitive, special, and incidental damages, claims for lost profits, re-procurement costs, or other indirect damages. Either Party may recover interest on any amounts submitted for payment and denied during the disputes process. Interest on an amount found due on a disagreement, claim or dispute shall be paid for the period beginning with the date the HHS Senior Procurement Executive receives a request for a joint decision made pursuant to Subparagraph B.3 of this Article until the date of payment of the claim. Simple interest shall accrue and be paid at the same rate as that which the Secretary of the Treasury shall specify as applicable for each successive 6-month period under the Prompt Payment Act.

#### **ARTICLE VIII: CONFIDENTIAL INFORMATION**

- A. Confidential Information, as used in this article, means information or data of a personal nature about an individual, or proprietary information or data submitted by or pertaining to an institution or organization. For clarity, any Technical Data generated Under This Agreement is Confidential Information unless or until said Technical Data is published or otherwise publicly disclosed by mutual consent pursuant to this Agreement.
- B. Confidential Information disclosed hereunder includes: (a) any information in written, graphic, machine readable or other tangible form marked "Confidential"; and (b) any oral or visual information disclosed by hereunder that is designated as confidential at the time of disclosure and reduced in writing within thirty (30) days of such disclosure; and (c) any information protected by the Trade Secrets Act.
- C. The OTAO and the Recipient may, by mutual consent, identify elsewhere in this Agreement specific information and/or categories of information, which BARDA will furnish to the Recipient, or that the Recipient is expected to generate which is confidential. Similarly, the OTAO and the Recipient may, by mutual consent, identify such Confidential Information from time to time during the performance of the Agreement. Failure to agree will be settled pursuant to the "Disputes" clause.
- D. If it is established elsewhere in this Agreement that information to be utilized Under This Agreement, or a portion thereof, is subject to the Privacy Act, the Recipient will follow the rules and procedures of disclosure set forth in the Privacy Act of 1974, 5 U.S.C. 552a, and implementing regulations and policies, with respect to systems of records determined to be subject to the Privacy Act.
- E. Confidential Information, as defined in paragraph (A) of this article, shall not be disclosed without the prior written consent of the individual, institution, or organization.

- F.** Whenever the Recipient is uncertain with regard to the proper handling of material under the Agreement, or if the material in question is subject to the Privacy Act or is Confidential Information subject to the provisions of this Article, the Recipient shall obtain a written determination from the OTAO prior to any release, disclosure, dissemination, or publication. OTAO determinations will reflect the result of internal coordination with appropriate program and legal officials. The provisions of paragraph (F) of this article shall not apply to conflicting or overlapping provisions in other Federal, State, or local laws.
- G.** Recipient shall protect BARDA-provided Confidential Information from disclosure to others, using the same degree of care used to protect its own confidential or proprietary information of like importance, but in any case using no less than a reasonable degree of care. Recipient may disclose Confidential Information received hereunder to (i) its affiliates, and (ii) to its employees and independent contractors, and its affiliates' employees and independent contractors, and (iii) Partners who have a need to know, for the purpose of this Agreement, and who are bound to protect the received Confidential Information from unauthorized use and disclosure under the terms of a written agreement.

## ARTICLE IX: INTELLECTUAL PROPERTY RIGHTS

[\*\*\*]

## ARTICLE X: DATA RIGHTS

- A. Background Data.** "Background Data" shall mean all Technical Data that exists prior to execution of this Agreement or are developed outside the scope of this Agreement. The Recipient retains all of its right, title and interest in and to its Background Data, and the US government receives no rights or licenses to any such Background Data hereunder except as expressly provided herein.
- B. Subject Data.** All Technical Data generated in connection with the performance of this Agreement, or that arises out of the use of any materials or enabling technology provided or used by the Recipient in the performance of this Agreement, other than Recipient materials or Recipient Confidential Information, whether conducted by the US government or the Recipient (collectively, the "Subject Data"), shall be owned by the Recipient. Notwithstanding the foregoing, Recipient shall have unlimited rights in any Subject Data generated solely by the US government.

[\*\*\*].

- C. Marking of data:** The Recipient will mark any Subject Data delivered Under This Agreement with Limited Rights with the following legend:

"LIMITED RIGHTS Use, duplication, or disclosure is subject to the restrictions as stated in Agreement No. 75A50122C00081 between the US government and the Recipient."

Any rights that the Recipient or the US government may have in data delivered Under This Agreement, whether arising Under This Agreement or otherwise, will not be affected by Recipient's failure to mark data pursuant to this Article.

- D.** The Recipient shall ensure that any agreements entered into after the execution of this Agreement for any experimental, developmental, or research work that will be submitted for reimbursement Under This Agreement are consistent with this Article X.

## ARTICLE XI: REGULATORY RIGHTS

This Agreement includes research with drugs that are regulated by the FDA and require FDA clearance before commercial marketing may begin. The Parties anticipate that Recipient or its designee will serve as the Sponsor of the Regulatory Application that will permit commercial marketing of VIR-2482 or any other molecule funded under this Agreement.

The Sponsor of the Regulatory Application to FDA (as the terms "sponsor", "sponsor-investigator", and "applicant" are defined or used in at 21 CFR §§3.2(c), 312.5, 600.3(t), 812.2(b), 812 Subpart C, or 814.20), has certain standing before the FDA that entitles him to exclusive communications related to the Regulatory Application.

Regarding any technology developed Under This Agreement for which Recipient or its designee serves as regulatory Sponsor, Recipient agrees to the following, which will flow down to subcontractors performing regulatory functions:

**A. Regulatory Submissions. [\*\*\*].**

**B. Communications. [\*\*\*].**

**C. Rights of Reference. [\*\*\*].**

**D. Regulatory Compliance.** Recipient shall maintain clinical development and operations as required to ensure proper clinical testing, operations, data management, biostatistical evaluation, clinical supply, and other capabilities required to ensure full compliance with Good Clinical Practices (GCP).

**E. Manufacturing Standards and Product Approval**

1. The Current Good Manufacturing Practice Regulations (cGMP) (21 CFR 210-211) will be the standard applied for manufacturing, processing and packing of a therapeutic product intended for human use Under This Agreement unless otherwise agreed upon or as required by the development process (e.g., lab scale experimental manufacturing, non-GMP manufacturing at any scale used for qualifying the process or equipment, scale-up studies, process confirmation or optimization, training, etc.).
2. If at any time during the Term, the Recipient fails to comply with cGMP in the manufacturing, processing and packaging of a therapeutic product intended for human use under this Agreement and such failure results in a material adverse effect on the safety, purity, or potency of this therapeutic product (a material failure) as identified by FDA, the Recipient shall have sixty (60) calendar days from the time such material failure is identified to initiate corrective action designed to cure such material failure and to complete the corrective action in alignment with the Recipient's quality procedures and agreements. If the Recipient fails to initiate such an action within the sixty (60) calendar day period, then the Agreement may be terminated.
3. BARDA RQA Quality will have the right to participate during on-site audits conducted by the Recipient of the manufacturing facility that is producing cGMP material that is funded by the BARDA cost share for human use at least annually or as otherwise agreed to by the Parties in writing. A for-cause audit may be requested for reasonable significant concerns related to the quality or safety of the product being manufactured at the facility, as discovered through product failure or complaints for elevated levels of deviations and non-conformance to corrective action and preventive action plan (CAPA).
4. The Recipient agrees to advise the OTAO promptly of any relocation of the Recipient's prime drug substance or drug product manufacturing facility funded by BARDA's cost share during the Term. During the Term the Recipient also agrees to advise the OTAO promptly of any critical deviation from cGMP and/or any observations resulting from an FDA Quality Assurance Evaluation (Form 483) related to the manufacturing, processing or packaging of drugs, chemicals, biological, and reagents funded by BARDA's cost share Under This Agreement.

**ARTICLE XII: FOREIGN ACCESS TO TECHNOLOGY**

**Export Compliance.** Recipient will comply with any applicable U.S. export control statutes or regulations in performing this Agreement.

**ARTICLE XIII: CIVIL RIGHTS ACT**

Performance of this Agreement in the U.S. is subject to the compliance requirements of Title VI of the Civil Rights Act of 1964 as amended (42 U.S.C. 2000-d) relating to nondiscrimination in Federally assisted programs.

**ARTICLE XIV: SPECIAL CLAUSES**

Unless otherwise noted, performance of this Agreement in the U.S. is subject to the following Special Clauses:

## **A. Protection of Human Subjects**

The Recipient agrees that the rights and welfare of human subjects involved in research Under This Agreement shall be protected in accordance with 45 CFR Part 46 and with the Recipient's current Federal-wide Assurance (FWA) on file with the Office for Human Research Protections (OHRP), Office of Public Health and Science (OPHS). The Recipient further agrees to provide certification that the Institutional Review Board has reviewed and approved the procedures, which involve human subjects, in accordance with 45 CFR Part 46 and the Assurance of Compliance.

The Recipient shall bear full responsibility for the performance of all work and services involving the use of human subjects Under This Agreement and shall ensure that work is conducted in a proper manner and as safely as is feasible. The Parties agree that Recipient retains the right to control and direct the performance of all work Under This Agreement. Nothing in this Agreement shall be deemed to constitute Recipient, agent or employee of Recipient, or any other person, organization, institution, or group of any kind whatsoever, as the agent or employee of the US government. Recipient agrees that it has entered into this Agreement and will discharge its obligations, duties, and undertakings and the work pursuant thereto, whether requiring professional judgment or otherwise, as an independent consortium without imputing liability on the part of the US government for the acts of the Recipient or its employees.

If the Recipient involves other agencies or institutions in activities considered to be engaged in research involving human subjects, the Recipient must ensure that such other agencies or institutions obtain their own FWA if they are routinely engaged in research involving human subjects or ensure that such agencies or institutions are covered by the Recipients' FWA via designation as agents of the institution or via individual investigator agreements (see OHRP website at: <http://www.hhs.gov/ohrp/policy/guidanceonalternativetofwa.pdf> - PDF).

If at any time during the performance of this Agreement, the HHS OTAO determines, in consultation with the Office of Human Research Protections (OHRP) that the Recipient is not in compliance with any of the requirements and/or standards stated in Subparagraphs (1) and (2) above, the HHS OTAO may immediately suspend, in whole or in part, work and further payments Under This Agreement until the Recipient corrects the noncompliance. Notice of the suspension may be communicated by telephone and confirmed in writing. If the Recipient fails to complete corrective action within the period of time designated in the OTAO's written notice of suspension, the HHS OTAO may, in consultation with OHRP terminate this Agreement in a whole or in part, and the Recipient's name may be removed from the list of those performers with approved Health and Human Services Human Subject Assurances.

## **B. Restriction on Use of Human Subjects**

Pursuant to 45 CFR part 46, Protection of Human Research Subjects, the Recipient shall not expend funds under this award for research involving human subjects or engage in any human subjects research activity prior to the OTAO's receipt of a certification that the research has been reviewed and approved by the Institutional Review Board (IRB) registered with OHRP. This restriction applies to all collaborating sites, whether domestic or foreign, and subcontractors. The Recipient must ensure compliance by collaborators and subcontractors.

## **C. Continued Ban on Funding Abortion and Continued Ban on Funding Human Embryo Research**

1. The Recipient shall not use any funds obligated under this contract for any abortion.
2. The Recipient shall not use any funds obligated under this contract for the following:
  - a) The creation of a human embryo or embryos for research purposes; or
  - b) Research in which a human embryo or embryos are destroyed, discarded, or knowingly subjected to risk of injury of death greater than that allowed for research on fetuses in utero under 45 CFR Part 46 and Section 498(b) of the Public Health Service Act (42 U.S.C. 289g(b)).
3. The term "human embryo or embryos" includes any organism, not protected as a human subject under 45 CFR Part 46 as of the date of the enactment of this Act, that is derived by fertilization, parthenogenesis, cloning, or any other means from one or more human gametes of human diploid cells.
4. The Recipient shall not use any Federal funds for the cloning of human beings.

## **D. Human Materials (Assurance of OHRP Compliance)**

1. The acquisition and supply of all human specimen material (including fetal material) used Under This Agreement shall be obtained by Recipient in full compliance with applicable Federal, State, and local laws and no undue inducements, monetary or otherwise, will be offered to any person to influence their donation of human material.
2. The Recipient shall provide written documentation that all human materials obtained as a result of research involving human subjects conducted Under This Agreement, or by collaborating sites, identified Under This Agreement, were obtained with prior approval by the Office for Human Research Protections (OHRP) of an Assurance to comply with the requirements of 45 CFR 46 to protect human research subjects. This restriction applies to all collaborating sites without OHRP-approved Assurances, whether domestic or foreign, and compliance must be ensured by the Recipient.
3. Provision by the Recipient to the HHS OTAO of a properly completed "Protection of Human Subjects Assurance Identification/IRB Certification/Declaration of Exemption", Form OMB No. 0990-0263 (formerly Optional Form 310), certifying IRB review and approval of the protocol from which the human materials were obtained constitutes the written documentation required. The human subject certification can be met by submission of a self-designated form provided that it contains the information required by the "Protection of Human Subjects Assurance Identification/IRB Certification/ Declaration of Exemption", Form OMB No. 0990-0263 (formerly Optional Form 310).

#### **E. Needle Exchange**

The Recipient shall not use Agreement funds to carry out any program of distributing sterile needles or syringes for the hypodermic injection of any illegal drug.

#### **F. Care of Live Vertebrate Animals**

1. Before undertaking performance of any Agreement involving animal-related activities where the species is regulated by the United States Department of Agriculture (USDA), the Recipient shall register with the Secretary of Agriculture of the United States in accordance with 7 U.S.C. 2136 and 9 CFR sections 2.25 through 2.28. The Recipient shall furnish evidence of the registration to the OTAO.
2. The Recipient shall acquire vertebrate animals used in research from a dealer licensed by the Secretary of Agriculture under 7 U.S.C. 2133 and 9 CFR sections 2.1-2.11, or from a source that is exempt from licensing under those sections.
3. The Recipient agrees that the care, use, and intended use of any live vertebrate animals in the performance of this Agreement shall conform with the Public Health Service (PHS) Policy on Humane Care of Use of Laboratory Animals (PHS Policy), the current Animal Welfare Assurance (Assurance), the Guide for the Care and Use of Laboratory Animals (National Academy Press, Washington, DC) and the pertinent laws and regulations of the United States Department of Agriculture (see 7 U.S.C. 2131 et seq. and 9 CFR subchapter A, Parts 1-4). In case of conflict between standards, the more stringent standard shall govern.
4. If at any time during performance of this Agreement, the HHS OTAO determines, in consultation with the Office of Laboratory Animal Welfare (OLAW), National Institutes of Health (NIH), that the Recipient is not in compliance with any of the requirements and standards stated in Subparagraphs (1) through (3) above, the HHS OTAO may immediately suspend, in whole or in part, work and further payments Under This Agreement until the Recipient corrects the noncompliance. Notice of the suspension may be communicated by telephone and confirmed in writing. If the Recipient fails to complete corrective action within the period of time designated in the OTAO written notice of suspension, the HHS OTAO may, in consultation with OLAW and NIH, terminate this Agreement in whole or in part, and the Recipient's name may be removed from the list of those contractors with Animal Welfare Assurances.

**Note:** The Recipient may request registration of its facility and a current listing of licensed dealers from the Regional Office of the Animal and Plant Health Inspection Service (APHIS), USDA, for the region in which its research facility is located. Information concerning this program may be obtained by contacting your regional office or the Animal Care Staff, USDA/APHIS, 4700 River Road, Riverdale, Maryland 20737.

#### **G. Animal Welfare**



All research involving live, vertebrate animals shall be conducted in accordance with the Public Health Service Policy on Humane Care and Use of Laboratory Animals. This policy may be accessed at: <http://grants1.nih.gov/grants/olaw/references/phspol.htm>. Primate studies will not begin until the CRO's IACUC and the Recipient's Animal Welfare Department provide final approval of the study protocol.

#### **H. Protection of Personnel Who Work with Nonhuman Primates**

All Recipient personnel who work with nonhuman primates or enter rooms or areas containing nonhuman primates shall comply with the procedures set forth in NIH Policy Manual 3044-2, entitled, "Protection of NIH Personnel Who Work with Nonhuman Primates," located at the following URL: <http://www1.od.nih.gov/oma/manualchapters/intramura1/3044-2/>.

#### **I. Information on Compliance with Animal Care Requirements**

1. Registration with the USDA is required to use regulated species of animals for biomedical purposes. USDA is responsible for the enforcement of the Animal Welfare Act (7 U.S.C. 2131 et. seq.), <https://awic.nal.usda.gov/>.
2. The PHS Policy is administered by the OLAW <http://grants2.nih.gov/grants/olaw/olaw.htm>. An essential requirement of the PHS Policy (<http://grants2.nih.gov/grants/olaw/references/phspol.htm>) is that every institution using live vertebrate animals must obtain an approved assurance from OLAW before they can receive funding from any component of the U.S. Public Health Service. If the Recipient does not have an assurance and will be utilizing a subcontractor to perform the animal work, then the Recipient and subcontractor must have an Inter- Institutional Assurance in place to allow the Recipient to utilize the assurance of the subcontractor to meet the Government's requirements for assurance. The request for this negotiation of this assurance must be submitted to OLAW by the Government on behalf of the Recipient.
3. The PHS Policy requires that Assured institutions base their programs of animal care and use on the Guide for the Care and Use of Laboratory Animals <http://www.nap.edu/readingroom/books/labratsj> and that they comply with the regulations (9 CFR, Subchapter A) <http://awic.nal.usda.gov/final-rules-animal-welfare-9-cfr-parts-1-2-and-3> issued by the USDA under the Animal Welfare Act. The Guide may differ from USDA regulations in some respects. Compliance with the USDA regulations is an absolute requirement of this Policy.
4. The Association for Assessment and Accreditation of Laboratory Animal Care International (AAALAC) <http://www.aaalac.org> is a professional organization that inspects and evaluates programs of animal care for institutions at their request. Those that meet the high standards are given the accredited status. As of the 2002 revision of the PHS Policy, the only accrediting body recognized by PHS is the AAALAC. While AAALAC accreditation is not required to conduct biomedical research, it is highly desirable. AAALAC uses the Guide as their primary evaluation tool. They also use the Guide for the Care and Use of Agricultural Animals in Agricultural Research and Teaching. It is published by the Federated of Animal Science Societies <http://www.fass.org>.

#### **J. Approval of Required Assurance by Law**

1. Under governing regulations, federal funds that are administered by the Department of Health and Human Services, BARDA shall not be expended by the Recipient for research involving live vertebrate animals, nor shall live vertebrate animals be involved in research activities by the Recipient under this award unless a satisfactory assurance of compliance with 7 U.S.C. 2136 and 9 CFR Sections 2.25-2.28 is submitted by Recipient 30 days prior to commencing research involving live vertebrate animals and approved by the OLAW. Each performance site (if any) must also assure compliance with 7 U.S.C. 2136 and 9 CFR Sections 2.25-2.28 with the following restriction: Only activities that do not directly involve live vertebrate animals (i.e., are clearly severable and independent from those activities that do involve live vertebrate animals) may be conducted by individual performance sites pending OLAW approval of their respective assurance of compliance with 7 U.S.C. 2136 and 9 CFR Sections 2.25-2.28. Additional information regarding OLAW may be obtained via the Internet at <http://grants.nih.gov/grants/olaw/olaw.htm>.
2. Registration with the Select Agent Program for Work Involving the Possession, Use, and/or Transfer of Select Biological Agents or Toxins:

- a) Work involving select biological agents or toxins shall not be conducted Under This Agreement until the Recipient and any affected subcontractors are granted a certificate of registration or are authorized to work with the applicable select agents.
- b) For Recipient awards to domestic institutions who possess, use, and/or transfer Select Agents Under This Agreement, the institution must complete registration with the Centers for Disease Control and Prevention (CDC), DHHS, or APHIS, USDA, as applicable, before performing work involving Select Agents, in accordance with 42 CFR Part 73. No Government funds can be used for work involving Select Agents, as defined in 42 CFR Part 73, if the final registration certificate is denied.
- c) For Recipient awards to foreign institutions who possess, use, and/or transfer Select Agents Under This Agreement, the institution must provide information satisfactory to the Government that a process equivalent to that described in 42 CFR Part 73 for U.S. institutions is in place and will be administered on behalf of all Select Agent work sponsored by these funds before using these funds for any work directly involving the Select Agents. The Recipient must provide information addressing the following key elements appropriate for the foreign institution: safety, security, training, procedures for ensuring that only approved/appropriate individuals have access to the Select Agents, and any applicable laws, regulations, and policies equivalent to 42 CFR Part 73. The Government will assess the policies and procedures for comparability to the U.S. requirements described in 42 CFR Part 73. When requested by the OTAO, the Recipient shall provide key information delineating any laws, regulations, policies, and procedures applicable to the foreign institution for the safe and secure possession, use, and transfer of Select Agents. This includes summaries of safety, security, and training plans, and applicable laws, regulations, and policies. For the purpose of security risk assessments, the Recipient must provide the names of all individuals at the foreign institution who will have access to the Select Agents and procedures for ensuring that only approved and appropriate individuals have access to Select Agents Under This Agreement.
- d) Listings of HHS select agents and toxins, biologic agents and toxins, and overlap agents or toxins as well as information about the registration process, can be obtained on the Select Agent Program Web site at <http://www.cdc.gov/od/sap/>.

## K. Security Requirements

Recipient will submit a security plan within [\*\*\*] of agreement award, adjudicate any comments to ensure security plan approval, and adhere to the security requirements as outlined in [\*\*\*].

Recipient shall report to the government any activity; or incident that is in violation of established security standards; or indicates the loss or theft of government products as described in [\*\*\*].

## ARTICLE XV: MISCELLANEOUS

### A. Publication and Publicity

No Technical Data shall be released or publicized without concurrence from the Recipient. For purposes of this Agreement, the term "publication" is defined as an issue of printed material offered for distribution or any communication or oral presentation of information, including any manuscript or scientific meeting abstract. Any publication containing Subject Data must be submitted to the Recipient and the OTTR for review and comment in accordance with the timing agreed to in Attachment 2. Notwithstanding the foregoing, required mandatory material public disclosures shall be reviewed within two (2) days in order to allow Recipient to comply with SEC disclosure requirements. BARDA's support shall be acknowledged in all such publications substantially as follows:

"This program has been funded in whole or in part with Federal funds from the Department of Health and Human Services; Administration for Strategic Preparedness and Response (ASPR); Biomedical Advanced Research and Development Authority (BARDA), under OT number: 75A50122C00081."

### B. Review of Press Releases

All Parties agree to accurately and factually represent the work conducted Under This Agreement in all press releases. Misrepresenting results or releasing information that is injurious to the integrity of a Party may be construed as improper conduct. The term "Press releases" shall be defined as the public release of information via any medium, excluding peer-reviewed scientific publications. Each Party agrees to provide the other Party with an advance copy of any press release related to this Agreement prior to the issuance of the press release in accordance with Attachment 2. Notwithstanding the foregoing, required mandatory material public disclosures shall be reviewed by OTTR within two (2) days in order to allow Recipient to comply with SEC disclosure requirements. BARDA support shall be acknowledged in all such press releases substantially as follows:

"This program has been funded in whole or in part with Federal funds from the Department of Health and Human Services; Administration for Strategic Preparedness and Response (ASPR); Biomedical Advanced Research and Development Authority (BARDA), under OT number:75A50122C00081."

### **C. Anti-Bribery and Anti-Corruption**

Recipient agrees to perform its obligations Under This Agreement in accordance with the applicable anti-bribery and anti-corruption laws of the territory in which such Recipient conducts business.

### **D. Prohibition on Recipient Involvement with Terrorist Activities**

The Recipient acknowledges that U.S. Executive Orders and Laws, including but not limited to E.O. 13224 and P.L. 107-56, prohibit transactions with, and the provision of resources and support to, individuals and organizations associated with terrorism. It is the legal responsibility of the Recipient to ensure compliance with these Executive Orders and Laws. The Recipient shall ensure that any agreements entered into after the execution of this Agreement with a Partner for any experimental, developmental, or research work that will be submitted for reimbursement Under This Agreement are consistent with this Paragraph.

### **E. Materials Transfers**

For distribution to third parties of any material developed Under This Agreement funded by the United States Government's cost share, the Recipient must provide the OTAO with notice of the requests/transfers in the Recipient's technical report. For avoidance of doubt, material transfers to, between, and among the Recipient, its subcontractors, and its Partners does not require notice to the OTAO in the Recipient's monthly technical report.

### **F. Inspection and Acceptance**

BARDA has the right to inspect and test all deliverables funded by its cost share Under This Agreement, to the extent practicable at Recipient's and/or Recipient's subcontractor's premises, during the period of performance, and in any event before acceptance. BARDA may also inspect Recipient's premises with fourteen (14) calendar days advance notice to the Recipient. The scope and duration of any such BARDA inspection will be mutually agreed between the Parties in writing in advance, such agreement not to be unreasonably withheld. BARDA shall perform inspections and tests in a manner that will not unduly delay the work. If BARDA performs any inspection or test on the premises of the Recipient or Recipient's subcontractors, the Recipient shall furnish, at no increase in price, all reasonable facilities and assistance for the safe and convenient performance of these duties.

BARDA shall inspect/accept or reject the deliverables as promptly as practicable after completion/delivery, unless otherwise specified in the Agreement.

### **G. OTAO Authorization of protocols prior to study start**

Any BARDA-funded clinical trial, nonclinical or preclinical protocol with a total cost of greater than \$2 million is subject to OTAO authorization. Prior to starting any BARDA-funded protocol, Recipient will seek OTAO authorization in writing including the final protocol in the request at least ten (10) business days before study start. [\*\*\*]

For purposes of this section, study start is defined as first patient enrolled or day 0 in preclinical and nonclinical protocols.

## **H. Telecommunications and Video Surveillance**

FAR 52.204-25 (Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment) shall apply to BARDA funded activities Under This Agreement.

## **I. Force Majeure**

Neither Party will be liable to the other Party for failure or delay in performing its obligations hereunder if such failure or delay arises from circumstances beyond the control and without the fault or negligence of the Party (a Force Majeure event). Examples of such circumstances are: authorized acts of the US government in either its sovereign or contractual capacity, war, insurrection, freight embargos, fire, flood, pandemic, or strikes. The Party asserting Force Majeure as an excuse must take reasonable steps to minimize delay or damages caused by unforeseeable events.

## **J. Severability**

If any provision of this Agreement, or the application of any such provision to any person or set of circumstances, is determined to be invalid, unlawful, void or unenforceable to any extent, the remainder of this Agreement, and the application of such provision to persons or circumstances other than those as to which it is determined to be invalid, unlawful, void or unenforceable, will not be impaired or otherwise affected and will continue to be valid and enforceable to the fullest extent permitted by law.

## **K. Choice of Law**

This Agreement and the resolution of disputes hereunder will be governed, construed, and interpreted by the statutes, regulations, and/or legal precedent applicable to the US government. Unless explicitly stated, the Parties do not intend that this Agreement be subject to the Federal Acquisition Regulation either directly or indirectly or by operation of law. When a specific FAR requirement is incorporated by reference in this Agreement, the text of the clause alone will apply without application or incorporation of other provisions of these regulations.

## **L. Order of Precedence**

In the event of a conflict between the terms of this Agreement and the attachments incorporated herein, the conflict shall be resolved by giving precedence in descending order as follows:

1. The Articles of this Agreement, and
2. The Appendices to the Agreement.

## **ARTICLE XVI: EXECUTION AND ENTIRE AGREEMENT**

This Agreement, and modifications thereto, may be executed in counterparts each of which shall be deemed as original, but all of which taken together shall constitute one and the same instrument.

Unless otherwise specifically provided, this Agreement and its Attachments embodies the entire understanding between the Parties on the subject matter hereof, and any prior or contemporaneous representations, either oral or written, are superseded. No amendments or changes to this Agreement, including without limitation, changes in the SOO, total estimated cost, and Term, shall be effective unless made in writing and signed by authorized representatives of the Parties.

<Remainder of page intentionally blank>

**Attachment 1: [\*\*\*]**

**Attachment 2: [\*\*\*]**

**Attachment 3: [\*\*\*]**

CERTAIN CONFIDENTIAL INFORMATION CONTAINED IN THIS DOCUMENT, MARKED BY [\*\*\*], HAS BEEN OMITTED BECAUSE IT IS BOTH (I) NOT MATERIAL AND (II) WOULD LIKELY CAUSE COMPETITIVE HARM IF PUBLICLY DISCLOSED.

**OTHER TRANSACTION FOR ADVANCED RESEARCH (OTAR)**

**Agreement No.: 75A50122C00081**

BETWEEN

**VIR BIOTECHNOLOGY, INC**

1800 OWENS STREET, SUITE 900

SAN FRANCISCO, CA 94158

AND

**THE UNITED STATES OF AMERICA**

**DEPARTMENT OF HEALTH AND HUMAN SERVICES**

**BIOMEDICAL ADVANCED RESEARCH AND DEVELOPMENT AUTHORITY**

330 INDEPENDENCE AVENUE, SW G640

WASHINGTON, DC 20201

CONCERNING

Pre-exposure prophylactic monoclonal antibodies for the prevention of influenza illness and medical countermeasures for other emerging pathogens of pandemic potential

Agreement No.: 75A50122C00081

Amendment No. P00001

Effective Date of Amendment: This Amendment No. P00001 (the "Amendment") will be effective upon last signature in Section III.

Total Amount of the Agreement is increased by [\*\*\*] from [\*\*\*] to [\*\*\*].

Government Share of Total Amount of the Agreement remains unchanged and is not to exceed **\$1,000,000,000.**

Recipient Share of Total Amount of the Agreement is increased by [\*\*\*] from [\*\*\*] to [\*\*\*].

Current Government commitment is increased by \$61,300,401 from \$55,000,000 to **\$116,300,401.**

Current Recipient commitment is increased by [\*\*\*] from [\*\*\*] to [\*\*\*].

Authority: Section 319L of the Public Health Service Act, 42 USC 247d-7e.

**Line of Accounting and Appropriation:**

CUN	PRISM line item	Title	Requisition (OS)	Appropriation Year	CAN	Object Class	Amt. (Govt Share)	Changed or Unchanged
0001	0001	Base Period: VIR-2482- 4002 PENNISULA Phase 2 study	***	2022	***	25103	\$50,000,000.00	Unchanged
0001	0001	Base Period: VIR-2482- 4002 PENNISULA Phase 2 study	***	2022	***	25103	\$5,000,000.00	Unchanged
0001	0001	VIR-2482-4002 PENNISULA Phase 2 study	***	2023	***	25106	+\$11,249,523.00	Changed
0013	0002	Option 12- FASTx VIR- 7229	***	2023	***	25106	+\$40,000,000.00	Changed
0014	0003	Option 12- FASTx ***	***	2023	***	25106	+\$2,976,862.50	Changed
0014	0004	Option 12- FASTx ***	***	2023	***	25106	+\$7,074,015.50	Changed
Total							\$55,000,000.00	Changed
							+\$61,300,401.00	
							\$116,300,401.00	

**I. AMENDMENT PURPOSE:** The purpose of this amendment is to:

- Restate the Cost Sharing table due to change in indirect rates from 2022 to 2023, increase and obligate study costs in CUN 0001, and exercise and obligate funds to Option 12.
- Replace the dispute escalation Recipient senior management member.
- Replace Recipient signatory.
- Add additional assets to address BARDA's FASTx program for research and development of a novel alternative mAb expression platform for SARS-CoV-2 [\*\*\*].
- Update the Statement of Objectives (SOO) (Attachment 1) to reflect FASTx work packages for Option 12 CUNS 0013 and 0014. CUNS 0013 and 0014 as described on Attachment 1, Statement of Objectives Amendment 1 are considered added and funded non-severable independent work packages as of the date of this amendment
- Add conditional clause to CUN 0013.
- Update the term of the agreement in line with Option 12 period of performance.

**II. AMENDMENT CHANGES:**

- Article V: Cost Sharing, paragraph C.1., Base Period and Option Period Cost Share table is deleted and replaced with the following:

**Delete the following:**

- Base Period and Option Period Cost Share

The table as shown below represents the Parties' Total Estimated Cost and Cost Shares under the SOO for the Base Period and Option Periods of this Agreement. The Cost Share will be determined by the OTAO prior to exercise of the respective Option. Furthermore, any recommendation of the JOC is subject to the final decision and signature authority of the OTAO.

Options	Total Estimated Cost	BARDA EID Share	BARDA CBRN share	Recipient Share
Base	***	\$ 55,000,000	\$ —	***
Option 1	***	\$ 11,740,645	TBD	***
Option 2	***	\$ —	TBD	***
Option 3	***	\$ 23,876,603	TBD	***
Option 4	***	\$ 24,769,620	TBD	***
Option 5	***	\$ 563,123,932	TBD	***
Option 6	***	\$ 19,241,706	TBD	***



Option 7	***	\$ 7,013,741	TBD	***
Option 8	***	\$ 16,262,174	TBD	***
Option 9	***	\$ 39,884,165	TBD	***
Option 10	***	\$ 26,776,651	TBD	***
Option 11	***	\$ 212,310,763	TBD	***
Option 12	***	TBD	TBD	***
<b>Total</b>	<b>***</b>	<b>Not to exceed \$1,000,000,000</b>		<b>***</b>

**Replace with the following:**

**1. Base Period and Option Period Cost Share**

The table as shown below represents the Parties' Total Estimated Cost and Cost Shares under the SOO for the Base Period and Option Periods of this Agreement. The Cost Share will be determined by the OTAO prior to exercise of the respective Option. Furthermore, any recommendation of the JOC is subject to the final decision and signature authority of the OTAO.

Options	Total Estimated Cost	BARDA EID Share	BARDA CBRN share	Recipient Share
Base	***	\$ 66,249,523	\$ —	***
Option 1 Unexercised	***	\$ —	\$ —	***
Option 2 Unexercised	***	\$ —	\$ —	***
Option 3 Unexercised	***	\$ 23,876,604	\$ —	***
Option 4 Unexercised	***	\$ 24,769,620	\$ —	***
Option 5 Unexercised	***	\$ 513,984,425	\$ —	***

Options	Total Estimated Cost	BARDA EID Share	BARDA CBRN share	Recipient Share
Option 6 Unexercised	***	\$ 19,241,706	\$ —	***
Option 7 Unexercised	***	\$ 6,593,491	\$ —	***
Option 8 Unexercised	***	\$ 16,262,174	\$ —	***
Option 9 Unexercised	***	\$ 39,884,165	\$ —	***
Option 10 Unexercised	***	\$ 26,776,651	\$ —	***
Option 11 Unexercised	***	\$ 212,310,763	\$ —	***
Option 12 CUN 13 Exercised (NextGen Funding)	***	\$ —	\$ 40,000,000	***
Option 12 CUN 14 Exercised	***	\$ —	\$ 10,050,878	***
<b>Total</b>	<b>***</b>	<b>Not to Exceed \$1,000,000,000</b>		<b>***</b>

**Delete the following:**

**2. Indirect Cost Rates**

The following provisional billing rates are incorporated into the Agreement and will be utilized for billing purposes during the Base Period pending the establishment of final indirect cost rates for each fiscal year or until revised by the OTAO.

Rate Type	2022 Provisional Rate (Ceiling Rates)	Allocation Base
Fringe	***	Total Salaries
Overhead	***	Total Direct Labor Plus Fringe
G&A	***	Total Costs Input

Ceilings are hereby established on indirect costs reimbursable under this Agreement. Therefore, the Government will not be obligated to pay any additional amounts if the final indirect cost rates developed by the cognizant audit activity based on actual allowable costs exceed the ceiling rates set forth above. The recipient may count the costs that exceed the ceiling rates toward their Cost Share.

In the event the final indirect cost rates are less than the above-established ceiling rates, the negotiated final rates shall be reduced to conform to the lower rates and the Recipient shall reimburse the Government for the overage.

The Recipient shall submit an adequate final indirect cost rate proposal to the OTAO and the cognizant auditor within the \*\*\* period following the end of each of its fiscal years during the period of performance. The OTAO may grant, in writing, reasonable extensions, for exceptional circumstances only, when requested in writing by the Recipient.

#### Replace with the following:

#### 2. Indirect Cost Rates

The following provisional billing rates are incorporated into the Agreement and will be utilized for billing purposes during the Base Period pending the establishment of final indirect cost rates for each fiscal year or until revised by the OTAO.

Rate Type	2022 Provisional Rate (Ceiling Rates)	Allocation Base
Fringe	***	Total Salaries
Overhead	***	Total Direct Labor Plus Fringe
G&A	***	Total Costs Input

#### Effective Amendment P0000:

Rate Type	Provisional Rate (Ceiling Rates)	Allocation Base
Fringe	***	Total Salaries
Overhead	***	Total Direct Labor Plus Fringe
G&A	***	Total Costs Input

Ceilings are hereby established on indirect costs reimbursable under this Agreement. Therefore, the Government will not be obligated to pay any additional amounts if the final indirect cost rates developed by the cognizant audit activity based on actual allowable costs exceed the ceiling rates set forth above. The recipient may count the costs that exceed the ceiling rates toward their Cost Share.

In the event the final indirect cost rates are less than the above-established ceiling rates, the negotiated final rates shall be reduced to conform to the lower rates and the Recipient shall reimburse the Government for the overage.

The Recipient shall submit an adequate final indirect cost rate proposal to the OTAO and the cognizant auditor within the \*\*\* period following the end of each of its fiscal years during the period of performance. The OTAO may grant, in writing, reasonable extensions, for exceptional circumstances only, when requested in writing by the Recipient.

- 
- b. Article III: Program Management, section A, paragraph 3: Recipient senior management member identified as [\*\*\*] will be replaced with [\*\*\*], as follows:

The JOC will meet by teleconference or in-person to review progress. The JOC will recommend the strategy to be covered Under This Agreement during the subsequent funding period, as well as how BARDA and Recipient funding will be allocated across these activities. The recommendations would be submitted, as appropriate, to the relevant Recipient governance board(s) for endorsement and decision. If endorsed by the Recipient and mutually agreed to by BARDA, the recommendations will be incorporated into the 500 and this Agreement through modifications as described in Article III. In the event that a JOC decision cannot be reached, the matter will be escalated to one BARDA senior management member, identified as [\*\*\*] and one Recipient senior management member identified as [\*\*\*], in a good faith effort to achieve resolution. Final JOC decisions will be formalized in a memorandum and signed by both Parties.

- c. Recipient Signatory will be [\*\*\*].
- d. Attachment 1: 500 shall be deleted and replaced with Attachment 1: Statement of Objectives Amendment 1.
- e. Attachment 1: 500 shall be deleted and replaced with Attachment 1: Statement of Objectives Amendment 1.
- f. [\*\*\*]

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- g. Article II: Term, Section A, Paragraph 1 shall be deleted and replaced with "The Term of this Agreement commences upon the effective date of September 30, 2022, and extends through July 13, 2027."

### III. EXECUTION

Capitalized terms not otherwise defined herein shall have their respective meanings in the Agreement. Except as provided in this Amendment, all terms and conditions of the Agreement, unless previously changed, remain unchanged and in full force and effect.

Acknowledged, accepted, and agreed for:

VIR BIOTECHNOLOGY, INC

[\*\*\*]

September 28, 2023

Date

U.S. DEPARTMENT OF HEALTH & HUMAN SERVICES ADMINISTRATION  
FOR STRATEGIC  
PREPAREDNESS & RESPONSE BIOMEDICAL ADVANCED  
RESEARCH & DEVELOPMENT AUTHORITY

[\*\*\*]

September 28, 2023

Date

**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Marianne De Backer, M.Sc., Ph.D., MBA, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Vir Biotechnology, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Marianne De Backer, M.Sc., Ph.D., MBA  
Chief Executive Officer and Director  
(Principal Executive Officer)

Exhibit 31.2

**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Sung Lee, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Vir Biotechnology, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2023 November 3, 2023

/s/ Sung Lee

Sung Lee  
Executive Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to the requirement set forth in Rules 13a-14(b) and 15d-14(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Marianne De Backer, M.Sc., Ph.D., MBA, Chief Executive Officer and Director of Vir Biotechnology, Inc. (the "Company"), and Sung Lee, Executive Vice President and Chief Financial Officer and Secretary of the Company, each hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended ~~June 30, 2023~~ September 30, 2023, to which this Certification is attached as Exhibit 32.1 (the "Periodic Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and
2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, the undersigned have set their hands hereto as of the ~~4th~~ 3rd day of ~~August~~ November 2023.

/s/ Marianne De Backer

Marianne De Backer, M.Sc., Ph.D., MBA

Chief Executive Officer and Director

(Principal Executive Officer)

/s/ Sung Lee

Sung Lee

Executive Vice President and Chief Financial Officer

(Principal Financial and Accounting Officer)

This certification accompanies the Form 10-Q to which it relates and is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Vir Biotechnology, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.



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