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DELTA REPORT

10-K

CONTEXT THERAPEUTICS INC.

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS 2559

■ CHANGES	140
■ DELETIONS	924
■ ADDITIONS	1495

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

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

For the fiscal year ended **December 31, 2022** **December 31, 2023**

OR

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

Commission file number 001-40654

CONTEXT THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Delaware

86-3738787

(State of other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

2001 Market Street, Suite 3915, Unit #15
Philadelphia, Pennsylvania 19103

(Address of principal executive offices, including zip)

(267) 225-7416

(Registrant's telephone number, including area code)

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 \$0.001 per share

CNTX

The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 and post such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

As of **June 30, 2022** **June 30, 2023** (the last business day of the registrant's most recently completed second fiscal quarter), the aggregate market value of the registrant's common stock held by non-affiliates was approximately **\$31.8** **\$23.8** million based on the last reported sale price of the registrant's common stock on The Nasdaq Stock Market on **June 30, 2022** **June 30, 2023**.

As of **March 17, 2023** **March 19, 2024**, the registrant had 15,966,053 shares of common stock, \$0.001 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for its **2023** **2024** Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K are incorporated by reference in Part III, Items 10-14 of this Annual Report on Form 10-K.

EXPLANATORY NOTE

On April 23, 2021, we completed a reverse triangular merger, resulting in Context Therapeutics Inc. becoming the sole holder of 100% of the membership interests in Context Therapeutics LLC. In connection with the merger, all of the common units, preferred units and all options, warrants or other rights to purchase common or preferred units of Context Therapeutics LLC converted into common stock, preferred stock and all options, warrants or other rights to purchase common or preferred stock of Context Therapeutics Inc. (the "reorganization").

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Unless the context otherwise requires, all references in this Form 10-K to "Context," the "Company," "we," "us," and "our" refer to Context Therapeutics Inc. and its subsidiaries.

Trademark Notice

This Form 10-K contains references to our trademarks and to trademarks belonging to other entities. Context Therapeutics® is a registered trademark of Context in the United States. All other trademarks, trade names and service marks appearing in this Form 10-K are the property of their respective owners. We do not intend our use or

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display of other companies' trade names or trademarks to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

RISK FACTOR SUMMARY

The risk factors summarized below could materially harm our business, operating results and/or financial condition, impair our future prospects and/or cause the price of our common stock to decline. For more information, see "Item 1A. Risk Factors" in this Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**. Material risks that may affect our business, operating results and financial condition include, but are not necessarily limited to, the following:

Risks Related to Our Business and Industry

- We have never been profitable and may never achieve or maintain profitability.
- There is substantial doubt regarding our ability to continue as a going concern. We will need to raise additional funding, which may not be available on acceptable terms, or at all. Failure to obtain this necessary capital when needed may force us to delay, limit or terminate our product development efforts or other operations.
- If we are unable to raise substantial additional capital on acceptable terms, or at all, we may be forced to delay, reduce or eliminate some or all of our research programs, product development activities and commercialization efforts.
- We have a limited operating history, which makes it difficult to evaluate our current business and future prospects and may increase the risk of your investment.
- We may expend our limited resources pursuing particular research programs or product candidates that may be less successful or profitable than other programs or product candidates.
- Our business may be adversely affected by the ongoing coronavirus pandemic.
- Fluctuating foreign exchange rates could increase our operating expenses and adversely affect our results of operations.

Risks Related to our Product Candidates

- Our business is dependent on the successful development, regulatory approval and commercialization of our therapeutic product candidate, CTIM-76, which is in the early stages of development.
- Results of preclinical studies, early clinical trials or analyses may not be indicative of results obtained in later trials.
- 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 becomes available and are subject to audit and verification procedures that could result in material changes in the final data.
- Any product candidate may cause serious adverse events or undesirable side effects, which may delay or prevent marketing approval, or, if approved, require it to be taken off the market, require it to include safety warnings or otherwise limit its sales.
- The success of our business depends primarily upon our ability to identify, develop and commercialize products using our proprietary technologies.
- We have decided to discontinue and explore strategic options for our ONA-XR program; however, there can be no assurance that we will be successful in entering into or consummating a transaction or that any such transaction will yield additional value for stockholders.

Risks Related to Our Organization, Structure and Operations

- Our reliance on a central team consisting of a limited number of employees and consultants who provide various administrative, research and development, and other services across our organization presents operational challenges that may adversely affect our business.
- Our future success depends on our ability to retain our executive officers and other key executives and to attract, retain and motivate qualified personnel.

Risks Related to Our Reliance on Third Parties

- We expect to, and do, depend on collaborations with third parties for certain research, development and commercialization activities, and to rely on third parties to conduct, supervise and monitor our clinical trials and some aspects of our research and preclinical testing, as well as for the manufacturing process of product candidates. If any such collaborations or services by such third parties are not successful or not performed in a satisfactory manner, it may harm our business and prospects, and we may not be able to obtain regulatory approval or commercialize product candidates, or such approval or commercialization may be delayed, and our business may be substantially harmed.
- In connection with our plan to cease development of ONA-XR, we may become involved in disagreements or disputes with our licensees, licensors and other counterparties relating to the development and/or commercialization of ONA-XR, our current or past product

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candidates, which may be time consuming, costly and could harm our efforts to pursue strategic options for ONA-XR, develop our current or future product candidates.

Risks Related to Government Regulation

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- The FDA regulatory approval process is lengthy and time-consuming, and we may experience significant delays in the clinical development and regulatory approval of our current and any future product candidates.
- We expect that CTIM-76 will be regulated as biological products, or biologics, and therefore they may be subject to competition sooner than anticipated.
- The FDA may disagree with our regulatory plan and we may fail to obtain regulatory approval of any product candidate.
- Obtaining and maintaining regulatory approval of a product candidate in one jurisdiction does not mean that we will be successful in obtaining regulatory approval of such product candidate in other jurisdictions.
- Even if we obtain regulatory approval of a product candidate, the product may not gain market acceptance among physicians, patients, hospitals, cancer treatment centers and others in the medical community.
- Coverage and reimbursement may be limited or unavailable in certain market segments for a product candidate, which could make it difficult for us to sell such product candidate, if approved, profitably.

Risks Related to Intellectual Property

- Patents and patent applications involve highly complex legal and factual questions, which, if determined adversely to us, could negatively impact our business position.
- **Third parties may assert claims against us alleging infringement of their patents and proprietary rights, or we may need to become involved in lawsuits to defend or enforce our patents, either of which could result in substantial costs or loss of productivity, delay or prevent the development and commercialization of our current and any future product candidates, prohibit our use of proprietary technology or sale of potential products or put our patents and other proprietary rights at risk.**
- Our ability to compete effectively in our markets may decline if we do not adequately protect our proprietary rights, and our proprietary rights do not necessarily address all potential threats to our competitive advantages.
- If we fail to comply with our obligations in the agreements under which we license intellectual property rights from third parties or otherwise experience disruptions to our business relationships with our licensors, we could lose license rights that are important to our business.
- We may not be able to protect our intellectual property rights throughout the world.
- **Third parties may assert claims against us alleging infringement of their patents and proprietary rights, or we may need to become involved in lawsuits to defend or enforce our patents, either of which could result in substantial costs or loss of productivity, delay or prevent the development and commercialization of our current and any future product candidates, prohibit our use of proprietary technology or sale of potential products or put our patents and other proprietary rights at risk.**

Risks Related to the Market for Our Common Stock

- Our common stock may be volatile or may decline regardless of our operating performance.
- We may not be able to **regain and maintain** compliance with the continued listing requirements of The Nasdaq Stock Market.
- We may issue debt and equity securities, which are senior to our common stock as to distributions and in liquidation, which could materially adversely affect the market price of our common stock.
- We may fail to maintain effective internal control over financial reporting and effective disclosure controls and procedures. If we fail to remediate any material weaknesses, we may not be able to report our financial results accurately or to prevent fraud, which could materially adversely affect the market price of our common stock.
- Raising additional capital may cause dilution to our stockholders, restrict our operations or require us to relinquish rights to our technologies or product candidates.

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[Table of Contents of Contents](#)**NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Form 10-K contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on our management's beliefs and assumptions and on information currently available to us. All statements other than statements of historical facts are forward-looking statements. The forward-looking statements are contained principally in, but not limited to, the sections entitled "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business." These statements relate to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements include, but are not limited to, statements about:

- the ability of our **preclinical studies and** clinical trials to demonstrate safety and efficacy of our product candidates, and other positive results;
- the timing, progress and results of preclinical studies and clinical trials for CTIM-76 and other product candidates we may develop, including statements regarding the timing of initiation and completion of studies or trials and related preparatory work, the period during which the results of the trials will become available, and our research and development programs;

- the timing, scope and likelihood of U.S. and foreign regulatory filings and approvals, including timing of Investigational New Drug applications and final U.S. Food and Drug Administration ("FDA") approval of CTIM-76 and any other future product candidates;
- our ability to develop and advance CTIM-76 and any other future product candidates, and successfully complete clinical studies;
- our manufacturing, commercialization, and marketing capabilities, implementations thereof, and strategy;
- our plans relating to commercializing our product candidates, if approved, including the geographic areas of focus, sales strategy, and our ability to grow a sales team;
- our **intent** intellectual property position, including the scope of protection we are able to **explore strategic options** establish and maintain for **onapristone extended release ("ONA-XR")**; intellectual property rights covering CTIM-76, and other product candidates we may develop, including the extensions of existing patent terms where available, the validity of intellectual property rights held by third parties, and our ability not to infringe, misappropriate or otherwise violate any third-party intellectual property rights;
- any disagreements or disputes with our licensees, licensors and other counterparties relating to the development and/or commercialization of **ONA-XR**, our current or past **product candidates**, which may be time consuming, costly and could harm our efforts to **pursue strategic options for ONA-XR**; **develop our current or future product candidates**;
- the impact of **the COVID-19 pandemic** and other economic uncertainties on our business and operations, including clinical trials, manufacturing suppliers, collaborators, use of contract research organizations and employees;
- the need to hire additional personnel and our ability to attract and retain such personnel;
- the size of the market opportunity for our product candidates, including our estimates of the number of patients who suffer from the diseases we are targeting;
- our competitive position and the success of competing therapies that are or may become available;
- the beneficial characteristics, safety, efficacy and therapeutic effects of our product candidates;
- our ability to obtain and maintain regulatory approval of our product candidates;
- our plans relating to the further development of our product candidates, including additional indications we may pursue;

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- existing regulations and regulatory developments in the United States, Europe and other jurisdictions;

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- our intellectual property position, including the scope of protection we are able to establish and maintain for intellectual property rights covering CTIM-76, ONA-XR, and other product candidates we may develop, including the extensions of existing patent terms where available, the validity of intellectual property rights held by third parties, and our ability not to infringe, misappropriate or otherwise violate any third-party intellectual property rights;
- our continued reliance on third parties to conduct and support clinical trials of our product candidates, and for the manufacture of our product candidates for preclinical studies and clinical trials;
- our ability to obtain, and negotiate favorable terms of, collaboration, licensing or other arrangements that may be necessary or desirable to develop, manufacture or commercialize our product candidates;
- the pricing and reimbursement of CTIM-76 and other product candidates we may develop, if approved;
- the rate and degree of market acceptance and clinical utility of CTIM-76 and other product candidates we may develop;

- our estimates regarding expenses, future revenue, capital requirements and needs for additional financing;
- our current plans to seek additional capital in the future through equity and/or debt financings, partnerships, collaborations, licensing agreements or other strategic arrangements, or other sources and the availability of such future sources of capital;
- our financial performance;
- the period over which we estimate our existing cash and cash equivalents will be sufficient to fund our future operating expenses and capital expenditure requirements;
- the impact of laws and regulations;
- our expectations regarding the period during which we will qualify as an emerging growth company under the JOBS Act;
- our anticipated use of our existing cash and cash equivalents; and
- other risks and uncertainties, including those listed under the caption "Risk Factors".

In some cases, you can identify forward-looking statements by terms such as "may," "could," "will," "should," "would," "expect," "plan," "intend," "anticipate," "believe," "estimate," "predict," "potential," "project" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which are, in some cases, beyond our control and which could materially affect results. Factors that may cause actual results to differ materially from current expectations include, among other things, those listed under the heading "Risk Factors" and elsewhere in this Form 10-K. If one or more of these risks or uncertainties occur, or if our underlying assumptions prove to be incorrect, actual events or results may vary significantly from those implied or projected by the forward-looking statements. No forward-looking statement is a guarantee of future performance. As a result, you should not place undue reliance on forward-looking statements.

This Form 10-K also contains certain data and information which we obtained from various government and private publications or third parties. Although we believe that the publications, information, data and reports are reliable, we have not independently verified the data. Statistical data in these publications includes projections that are based on a number of assumptions. If any one or more of the assumptions underlying the market data is later found to be incorrect, actual results may differ from the projections based on these assumptions. Scientific and clinical data presented herein are – by definition prior to completion of the clinical trial and a clinical study report – preliminary in nature and subject to further quality checks including customary source data verification.

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The forward-looking statements made in this Form 10-K relate only to events or information as of the date of the Form 10-K (or any earlier date indicated in such statement). Although we are a public company and have ongoing disclosure obligations under United States federal securities laws, we do not intend to update or otherwise revise the forward-looking statements in this Form 10-K, whether as a result of new information, future events or otherwise.

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MARKET, INDUSTRY AND OTHER DATA

This Annual Report on Form 10-K contains estimates, projections, market research and other information concerning our industry, our business, markets for our product candidates, the size of those markets, and the prevalence of certain medical conditions. Unless otherwise expressly stated, we obtain this information from reports, research surveys, studies and similar data prepared by market research firms and other third parties, industry, medical and general publications, government data and similar sources as well as from our own internal estimates and research and from publications, research, surveys and studies conducted by third parties on our behalf. Information that is based on estimates, projections, market research or similar methodologies is inherently subject to uncertainties and actual events or circumstances may differ materially from events and circumstances that are reflected in this information. As a result, you are cautioned not to give undue weight to such information.

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PART I.

Item 1. Business

Overview

We are a biopharmaceutical company dedicated to improving the lives of patients living with advancing medicines for solid tumors. Profound advancements in oncology drug development have expanded the treatment options available to cancer patients, yet the need for additional treatment options exists.

Our preclinical program, CTIM-76, is an anti-CD3 x anti-Claudin 6 ("CLDN6") antigen x anti-CD3 bispecific monoclonal antibody ("bsAb") that is intended to redirect T-cell-mediated lysis toward malignant cells expressing CLDN6. CLDN6 is a tight junction membrane protein target expressed in multiple solid tumors including ovarian, lung, and testicular, and absent from or expressed at low levels in healthy adult tissues. CTIM-76 investigational new drug ("IND")-enabling studies are ongoing, with an IND filing to support human clinical trials expected by the end of March 2024. We plan to initiate a Phase 1 trial to focus on CLDN6-positive gynecologic and testicular cancers upon receiving IND clearance from the FDA. We expect to have sufficient cash and cash equivalents to fund our operations into late 2024. We will require additional funding for our planned Phase 1 trial, other research and development expenditures, and general and administrative expenses.

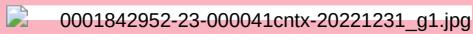
On March 22, 2023, we announced a portfolio prioritization and capital allocation strategy, including discontinuing the development of ONA-XR and focusing on the development of CTIM-76. Based upon the challenging market conditions for emerging companies, the increasingly competitive landscape for breast cancer treatments, recent study findings, and other factors, we decided to cease development and explore strategic options for ONA-XR. As a result, we will no longer primarily focus on female cancers.

Recent advances in the treatment of metastatic breast cancer point toward a more competitive environment in the coming years, such as promising Phase 3 clinical data for emerging product candidates, including Enhertu and capivasertib. Additionally, in the ongoing Phase 2 OATH trial evaluating ONA-XR in combination with anastrozole, elevated liver function tests ("LFTs") were identified in three patients, including in one patient who discontinued treatment, although none of the elevated LFTs were considered serious adverse events. We determined that significant incremental program costs and delays were likely to be required to analyze and potentially mitigate future LFT abnormalities. By ceasing development of ONA-XR, we expect to have sufficient cash and cash equivalents to fund our operations into late 2024.

Beyond these product candidates, we continue to evaluate opportunities to expand our pipeline. We believe our team and capabilities position us to be a leader in developing novel therapies targeting solid tumors. Collectively, our management team has experience identifying and characterizing the mechanisms that drive cancer initiation and subsequent relapse in various cancer indications and who have been associated with the development of products such as Kisqali (ribociclib), Arimidex (anastrozole), and Afinitor (everolimus) to treat such cancers. We retain full worldwide development and commercialization rights to certain CTIM-76 patents in the field of bispecific antibodies and we retain worldwide development and commercialization rights for ONA-XR outside of Greater China.

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Our product candidates are shown in the table below:



(1) Tyligand Biosciences Ltd licensed rights to ONA-XR in China, HK, Macau antibodies.

Our Product Pipeline and Development

CLDN6xCD3 bispecific antibody program: CTIM-76

Our preclinical program, product candidate, CTIM-76, is an anti-Claudin 6 x anti-CD3 ("CLDN6xCD3") bsAb bispecific antibody that is intended to redirect T-cell-mediated lysis toward malignant cells expressing CLDN6. CLDN6 is a tight junction membrane protein target that has high prevalence across many cancers, including ovarian, lung solid tumors and testicular, and is absent from or expressed at low levels in healthy adult tissues. Due to this the broad prevalence of CLDN6 in solid tumors, we, along with several other pharmaceutical companies, including but not limited, TORL Biotherapeutics ("TORL"), BioNTech SE ("BioNTech"), Xencor, Inc. ("Xencor") and Amgen Inc. ("Amgen"), are developing anti-CLDN6 antibodies and/antibody-drug conjugates, cell therapies, or bispecific antibodies. The structural complexity of CLDN6 and its similarity to other Cladulin proteins expressed on healthy tissue, particularly Cladulin 3 ("CLDN3"), Cladulin 4 ("CLDN4"), and Cladulin 9 ("CLDN9"), make selectivity a key development challenge that must be addressed. CTIM-76 investigational new drug ("IND")-enabling studies are ongoing, with an IND filing to support human clinical trials expected addressed by CLDN6-targeting assets in the first quarter of 2024, development.

PR antagonist program: ONA-XR

Prior to the portfolio prioritization and capital allocation strategy announced on March 22, 2023, we were primarily focused on developing treatments for female cancers. Currently, there are no approved therapies that selectively target progesterone receptor positive ("PR+") cancers. Preclinical and clinical data suggest that ONA-XR has anticancer activity by inhibiting PR binding to chromatin, downregulating cancer stem cell mobilization and blocking immune evasion. ONA-XR was most recently being evaluated in two key Phase 2 trials, (OATH and SMILE), and one Phase 1b/2 trial (ELONA) in women with metastatic breast and endometrial cancers. These trials are were intended to establish safety, pharmacokinetics, pharmacodynamics, and anti-tumor activity at the recommended Phase 2 dose of ONA-XR to guide potential advancement in Phase 3 development. We are

exploring strategic options for ONA-XR. Below is a description of the wound down our ONA-XR clinical trials to evaluate ONA-XR, which we expect to wind down promptly on an orderly basis:

- **OATH trial:** Phase 2 IST in collaboration with Jefferson Health to evaluate ONA-XR in combination with Arimidex (anastrozole) in PR+ endometrial cancer.
- **ELONA trial:** Phase 1b/2 trial in partnership with The Menarini Group ("Menarini") to evaluate ONA-XR in combination with ORSERDU™ (elacestrant), Menarini's selective estrogen receptor degrader, in patients with locally advanced or metastatic breast cancer who have received prior treatment with a cyclin-dependent kinase 4/6 ("CDK4/6") inhibitor.
- **SMILE trial:** Phase 2 IST in collaboration with Wisconsin Oncology Network (WON) to evaluate ONA-XR in combination with Faslodex (fulvestrant) in second line ("2L") or third line (3L) metastatic breast cancer. This trial is intended to evaluate potential ONA-XR plus Faslodex drug synergy after treatment failure and development by the end of CDK4/6 and/or PIK3α inhibitors. As part of the trial, a pharmacokinetic and pharmacodynamic

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(PK/PD) sub-study is also intended to evaluate the uptake of radiolabeled progesterone (F-FFNP) via positron emission tomography (PET) imaging in breast tumors to determine target engagement.

- **Additional ISTs:** Two other academic initiated trials are also ongoing, including a Phase 2 IST initiated by Memorial Sloan Kettering Cancer Center ("MSK") to evaluate ONA-XR in combination with Arimidex in recurrent granulosa cell tumors ("GCT") of the ovary. 2023.

Other preclinical programs

In addition to our product candidates, CTIM-76, we are leveraging our knowledge in solid tumors and female cancers to pursue discovery stage research programs. We continue to evaluate new opportunities to expand our pipeline.

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CLDN6xCD3 bispecific antibody program: CTIM-76

Background CLDN6

CLDN6 is an oncofetal tight junction protein involved in the cell-to-cell adhesion of epithelial and endothelial cell sheets. Although epigenetically silenced in healthy adult human tissues, CLDN6 expression has been found in ovarian, gastric, pediatric, and other across a broad range of cancer tissues and can lead to a poor prognosis. Monoclonal antibody (MAB) discovery against CLDN6 has been encumbered by the high homology of endogenously expressed CLDN9, which varies from CLDN6 by only three amino acids in the extracellular domain.

Proposed mechanism of action



Rationale for bispecific antibody

Cytotoxic T cells are considered to be the most potent effector cells of the immune system. As a consequence, broad T cell activation can lead to significant and sometimes lethal side effects. Therefore, to harness the potential of cytotoxic T cells, therapeutic strategies seek to pair T cell activation with drug targets that are restricted to cancer tissue so as to avoid unwanted toxicity. CLDN6 expression is restricted to various cancer types (i.e., a tumor specific antigen or TSA), making it an ideal target to help T cells recognize and eliminate cancer cells. Recently, a class of bispecific antibodies (TSAXCD3) with a native immunoglobulin format has emerged that can efficiently trigger T cell-mediated T-cell-mediated killing of tumor cells by linking a T cell to a tumor cell and activating the CD3/T cell receptor complex, as shown above.

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CLDN6 expression in cancer versus normal tissue



Source: Cancer RNAseq data from The Cancer Genome Atlas (TCGA); normal tissue RNAseq data from the Genotype-Tissue Expression (GTEx) project.

Preclinical data

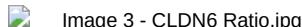
CTIM-76 is a **Claudin 6 and CD3 bispecific antibody** CLDN6xCD3 bsAb capable of binding to tumor cells expressing **Claudin 6 CLDN6** and stimulating intra-tumoral T cells by the CD3 arm that is designed to be activated only upon tumor engagement while silent elsewhere. **Claudin 6 CLDN6** is expressed on multiple solid tumors such as ovarian, **endometrial**, lung and testicular. As shown below, CTIM-76 exhibits excellent selectivity and specificity for CLDN6. Preclinical studies of CTIM-76 show it effectively maintains a strong tumor binding property and anti-tumor activity attributable to a synergistic effect of both **Claudin 6 antibody CLDN6 binding** and **CD3 antibody binding** while avoiding systemic immunotoxicity commonly seen with CD3 antibodies as a drug class. CTIM-76 has the potential for convenient dosing and scalable manufacturing to address the significant number of patients who are potentially eligible for CTIM-76 therapy.



An important aspect of CTIM-76 is the ability of the bispecific to preferentially target CLDN6 over related proteins. There is high sequence homology (~95%) between CLDN6 and CLDN9 in the extracellular loops, making the isolation of a CLDN6-specific antibody challenging. As shown below, CTIM-76 preferentially targets CLDN6,

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with minimal activity against CLDN9-expressing cells. Further, no binding was observed to other CLDN family proteins (CLDN3 and CLDN4) that have <85% homology in the extracellular loops.



Study design: K562 cells stably over-expressing CLDN3, CLDN4, CLDN6, or CLDN9 were co-cultured with human T-cells at an E:T ratio of 10:1 for 48 hours. Cytotoxicity was determined by luminescence imaging.

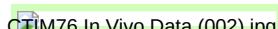
CTIM-76 has the potential for a wide therapeutic window, which is the difference between the dose required for the intended therapeutic effect and the dose required to elicit an unwanted side effect. The therapeutic goal, therefore, is to maximize cancer cell death through selective immune activation. CTIM-76 was evaluated in preclinical assays to determine the risk of on/off-target immune system activation. As shown below, preclinical data supports the potential to dose at levels that promote cancer cell killing but have manageable levels of free cytokine production, thereby potentially reducing the risk of cytokine release syndrome. In the assay, cytokine production was evaluated in the exogenous (CLDN6-K562) cell line model at 48 hours. Cytokine production happened well above the concentration of maximal killing (TDCC EC50 = 0.0004 nM), indicating a potentially wide therapeutic window.



Study design: K562 cells stably over-expressing CLDN6 and luciferase were co-cultured with human T cells at an E:T ratio of 10:1 for 48 hours. Cytotoxicity was determined by luminescence imaging.

To test whether CTIM-76 had sufficiently strong efficacy and safety to support first-in-human clinical trials, we conducted a series of *in vivo* experiments. CTIM-76 was evaluated in NSG (NOD/SCID/IL2Rgamma-knockout) Beta-2 microglobulin (B2M) knockout mice engrafted with OVCAR3 ovarian cancer cells. Based on internal data, OVCAR3 is a moderate CLDN6 expressing cell line with approximately 96,000 copies of CLDN6 per cell. Dosing began once tumors grew to 150 mm³ and there was sufficient engraftment of Human peripheral blood mononuclear cells ("PBMC"). In this xenograft model, almost 100% efficacy was obtained with twice weekly dosing of 0.1 or 1 mg/kg CTIM-76. Based on allometric scaling of the cynomolgus monkey pharmacokinetics to human, a similar level of clinical exposure to the 0.1 mg/kg dose in the mouse model (i.e., maintaining a $C_{min} \geq \sim 100$ ng/mL) should be achievable with once weekly dosing of 400 μ g to 11,000 μ g CTIM-76. In preclinical toxicology studies, cynomolgus monkeys received CTIM-76 once weekly, which supports once weekly dosing in the clinic.

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Study design: NSG-b2m knockout mice (n=14/arm) engrafted with human PBMCs and bearing advanced subcutaneous OVCAR3 tumor xenografts were treated twice per week with vehicle or CTIM-76.

Comparison of CLDN6 development programs

We have performed head-to-head *in vitro* studies comparing internally developed CLDN6 monoclonal and bispecific antibodies and those from Amgen, BioNTech, TORL, and Xencor. Clones of antibodies for Amgen, BioNTech and Xencor, Inc. ("Xencor"). Antibodies TORL CLDN6 products were developed internally for BioNTech and comparative benchmarking purposes. Comparative data for Xencor were was derived from publicly available reports published independent of us. Comparisons and results may differ in material ways from the actual antibody that is in development.

The results presented in the below table have been derived from internal studies and publicly available reports of preclinical studies run independently of our preclinical results. We have not performed any head-to-head clinical trials comparing any of these other therapies with CTIM-76. As such, the results of these other product candidates may not be comparable to clinical results for CTIM-76. The design of these other studies vary in material ways from the design of the

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preclinical studies for CTIM-76. For further information and to understand these material differences, you should read the relevant publicly available reports.

We believe it is useful to compare the *in vitro* results achieved by Amgen, BioNTech, TORL, and Xencor's product candidates and approaches as a proxy to understand the estimated selectivity differences of these therapies.

	Context	Amgen	TORL	Xencor	BioNTech
Program	CTIM-76	AMG794	TORL-1-23	XmAb541	BNT211 and BNT142
Antibody Format	Bispecific CLDN6xCD3	HLE BITE CLDN6xCD3	Bispecific CLDN6xCD3 MMAE ADC	2 x 1 Bispecific CLDN6xCD3	CLDN6 CAR-T and CLDN6xCD3 (bi(sFc))
Stage	Preclinical	Phase 1	Preclinical	Phase 1	IND
Status	Active	Active	Active	Active	Active
Selectivity CLDN6:9	>1000x	>1000x	>1000x	10x	7x
Tolerability	Well Tolerated	Poor	Moderate	Well Tolerated	Well Tolerated

Other preclinical programs

In addition to our product candidates, we previously leveraged our knowledge in hormone-dependent cancer to pursue discovery stage research programs.

In November 2015, we entered into a patent license agreement, as amended, (the "Drexel License Agreement") with Drexel University for license rights to patents for certain intellectual property and know-how related to certain Sigma1 technology. As part of a strategic review of our pipeline, we terminated the Drexel License Agreement, effective as of April 27, 2022.

Our collaboration and license agreements*Collaboration Agreement with Tyligand Bioscience*[Table of Contents](#)

In March 2020, we entered into a process development agreement (the "Tyligand Process Development Agreement") with Tyligand Bioscience (Shanghai) Limited ("Tyligand") for the development, manufacturing, registration and future commercialization of ONA-XR.

Under the terms of the Tyligand Process Development Agreement, Tyligand was solely responsible for the design and optimization of an improved manufacturing process for ONA-XR. Upon completion of specific performance-based milestones, we and Tyligand entered into a license agreement (the "Tyligand License Agreement") whereby Tyligand was granted the exclusive right to ONA-XR and is solely responsible for the development and commercialization of ONA-XR in China, Hong Kong and Macau (the "Territory"). We retain rights in the rest of the world to commercialize ONA-XR. The Tyligand License Agreement provides for termination in the event of (a) insolvency, (b) a material breach of the agreement, and (c) in the event that Tyligand does not meet certain regulatory milestones. For example, we have the ability to terminate the Tyligand License Agreement if Tyligand fails to file and receive acceptance of an investigational new drug for an ONA-XR related product in the People's Republic of China by August 23, 2024.

Under the Tyligand Process Development Agreement, we paid Tyligand \$0.8 million and issued 111,576 warrants to purchase shares of common stock at an exercise price of \$7.17 per share upon successful completion of the manufacturing development plan in 2021. The warrants were cancelled in connection with our initial public offering. In addition, \$2.0 million will be payable upon the completion of scale-up of the first cumulative 100 kilograms of the Good Manufacturing Practices ("GMP")-grade compound and \$3.0 million upon our completion of scale-up of the first cumulative 300 kilograms of the GMP-grade compound. In consideration of and upon Tyligand's successful completion of the development plan, within 30 days at the end of each calendar quarter, we shall pay Tyligand 1% of net sales of finished product utilizing the compound substantially manufactured in accordance with the process and specifications outlined in the Tyligand Process Development Agreement. This agreement terminated in August of 2021, subject to certain surviving and ongoing obligations, including the scale up payments and the 1% net sales payment obligations.

Per the Tyligand License Agreement, Tyligand shall pay us a non-refundable, non-creditable royalty at a rate in the mid-single digits of the net sales of each product in the Territory in each calendar quarter commencing with the first commercial sale of such product in the field in the Territory and ending upon the latest of (i) the sale of a generic product in the Territory and (ii) 15 years after the date of the first commercial sale of product in the Territory.

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Collaboration and Licensing Agreement with Integral Molecular

In April 2021, we entered into a collaboration and licensing agreement with Integral Molecular, Inc. ("Integral") (the "Integral License Agreement") for the development of a CLDN6 BsAb for cancer therapy. Under the terms of the Integral License Agreement, we and Integral will develop CLDN6 bispecific antibodies that trigger the activation of T cells and eliminate cancer cells displaying CLND6, CLDN6. We will conduct preclinical and all clinical development, as well as regulatory and commercial activities through exclusive worldwide rights to develop and commercialize the novel CLDN6 candidates. We paid an upfront license fee of \$0.3 million and granted 418,559 shares of Series A Stock with a fair market value of approximately \$2.8 million. As a part of the Integral License Agreement, Integral ~~will be~~ was eligible to receive remaining development and regulatory milestone payments totaling approximately \$55 million (of which a \$0.5 development milestone was achieved in the second quarter of 2022 and subsequently paid), sales milestone payments totaling up to \$130.0 million, and tiered royalties of up to 12% of net sales of certain products developed under the Integral License Agreement. We shall continue ~~were also required~~ to pay royalties on a country-by-country and licensed-by-licensed product basis, until the later of: (i) the expiration of the patent covering such product in such territory, (ii) the expiration of any regulatory exclusivity granted with respect to a product in such territory and (iii) 10 years from the first commercial sale of such product in such country. The Integral License Agreement shall continue in full force and effect, until either (a) royalty payments for all products in all territories have expired or (b)(i) we provide written notice of termination, (ii) during three successive quarters we do not use commercially reasonable efforts to develop a product, (iii) if the agreement is breached or (iv) if a party goes bankrupt.

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On March 20, 2023, we amended the Integral License Agreement to remove the previously agreed to second milestone payment and to change the amount of the third milestone payment to increase such payment by the amount of the prior second milestone payment and to add payment for ~~third party~~ third-party research funding obtained and used by Integral in connection with the development of CTIM-76.

On February 29, 2024, we amended the Integral License Agreement to reflect updated financial terms. In the course of our further due diligence review of CTIM-76, we determined that certain of the licensed rights under the Integral License Agreement may incorporate intellectual property rights currently held by a third party. Specifically, we are aware of issued patents in the United States and certain foreign jurisdictions expiring in January 2034 that potentially cover certain of the intellectual property included in CTIM-76. While we believe we will have reasonable defenses against any potential claim of infringement, we may not be successful in such efforts, and we also may not be able to obtain a license to such patent on commercially reasonable terms, or at all.

As part of Amendment 2 to the Integral License Agreement ("Second Amendment"), Integral's right to receive certain future payments will be reduced as follows: aggregate development and regulatory milestone payments will be reduced from \$55 million to \$15 million, aggregate sales milestone payments will be reduced from \$130 million to \$12.5 million, and a tiered royalty of 8-12% that commenced at first commercial sale will be reduced to a flat royalty rate of 6% on net sales beginning no sooner than February 1, 2034. The Second Amendment also narrows the license grant from Integral to us to only cover CTIM-76, removes any further obligation of us to reimburse Integral for any independently obtained research funding Integral applied against CTIM-76 research, and includes mutual releases by the parties.

The reduced development and regulatory milestones now reflect a payment due at each of: first patient's first screening visit in a Phase 1b/2 or Phase 2 clinical trial for CTIM-76, first patient's first screening visit in a Phase 3 clinical trial for CTIM-76, United States marketing approval for CTIM-76, European Union marketing approval for CTIM-76, United Kingdom marketing approval for CTIM-76, and Japan marketing approval for CTIM-76. The amended commercial milestones now also reflect a payment due upon the achievement of annual net sales of \$500 million and annual net sales of \$1 billion.

Menarini Clinical Trial Collaboration and Supply Agreement

On August 1, 2022, we entered into a Clinical Trial Collaboration and Supply Agreement (the "Menarini Agreement") with Berlin-Chemie AG - Menarini Group - ("Menarini"). Pursuant to the Menarini Agreement, Menarini agreed to provide, at no cost to us, elacestrant, its nonsteroidal combined selective estrogen receptor modulator and selective estrogen receptor degrader therapy, for use in combination with ONA-XR, in a planned Phase 1/2 clinical trial (the "Menarini Study"). Under the Menarini Agreement, we agreed to sponsor, fund and conduct the Menarini Study. Under the Menarini Agreement, Menarini agreed to manufacture and supply elacestrant at Menarini's cost and for no charge to us for use in the Menarini Study and to provide cell-free nucleic acid analysis of the anonymized blood samples of all Menarini Study patients. We own any data and sample testing results produced in the Menarini Study. We and Menarini jointly own any rights to inventions relating to the combined use of elacestrant and ONA-XR, while Menarini owns certain inventions solely related to elacestrant and we own certain inventions solely related to ONA-XR. We and Menarini formed a joint development committee responsible for coordinating all activities between the parties under the Menarini Agreement. Additionally, had we received a bona-fide third-party offer to sell, divest or license ONA-XR, we would have been required, subject to certain exceptions, to inform Menarini of the receipt of an offer and, if Menarini timely provided proposed terms for such a transaction in writing, we would have been required to consider such terms in good faith. On March 21, 2023, we mutually terminated the Menarini Agreement, and the parties agreed to reasonably cooperate towards an orderly wind-down of the related clinical trial.

Commercialization

We retain full worldwide development and commercialization rights to certain CLDN6 antibody patents in the field of bispecific antibodies and retain worldwide development and commercialization rights for ONA-XR outside of Greater China. We periodically evaluate out-license opportunities for our product candidates, including our current exploration of strategic options for ONA-XR, and seek to identify drug candidates for novel indications and/or patient subpopulations with an oncology focus that we might in-license. Our commercial plans and strategy for

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any of our programs may change as programs advance, markets change, and we receive more clinical data, and will depend on availability of current and future capital.

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Sales and marketing

We currently have no sales, marketing, or commercial product distribution capabilities, and we may explore partnerships with larger pharmaceutical organizations that already have these capabilities. We intend to build the necessary infrastructure and capabilities over time for the United States, and potentially other regions, following further advancement of a product candidate.

Manufacturing

We do not own or operate, and currently have no plans to establish, any manufacturing facilities. We rely, and expect to continue to rely, on third parties for the manufacture of our current and any future product candidates for preclinical and clinical testing, as well as for commercial manufacture if any product candidate obtains marketing approval. We also rely, and expect to continue to rely, on third parties to package, label, store and distribute our current and any future investigational product candidates, as well as for our commercial products if marketing approval is obtained. We believe that this strategy allows us to maintain a more efficient infrastructure by eliminating the need for us to invest in our own manufacturing facilities, equipment and personnel while also enabling us to focus our expertise and resources on the development of our current and any future product candidates.

To date, we have obtained active pharmaceutical ingredients ("API") and drug product for our product candidates from several **third party** **third-party** contract manufacturers. We continue to develop our supply chain for CTIM-76 and intend to put in place additional framework agreements under which third-party contract manufacturers will generally provide us with necessary quantities of API and drug product on a project-by-project basis based on our development needs.

On November 7, 2022, we entered into a Development and Manufacturing Services Agreement (the "Lonza Development Agreement"), with Lonza Sales AG ("Lonza Sales") and Lonza AG (collectively, "Lonza"). Under the terms of the Lonza Development Agreement, Lonza will provide services relating to the development and manufacture of CTIM-76 (the "Product") in accordance with the project plan attached to the Lonza Development Agreement and any other work as may be agreed to between us and Lonza. The Lonza Development Agreement will terminate upon the completion of the agreed upon services, unless earlier terminated by us or Lonza for uncured material breaches, insolvency of the other party, or if a party determines that it is not possible to complete the services for material scientific or material technical reasons.

We can terminate certain services under the Lonza Development Agreement, but in addition to payment for certain non-cancellable commitments, we would be required to pay a cancellation fee, such fee to be determined depending on the timing of such notice prior to the commencement of the related services.

The License Development Agreement requires us to obtain a license from Lonza prior to receipt from Lonza of the Product or in vivo clinical studies or any other commercial use or sale of the Product, which we entered into concurrently with the License Development Agreement, as further described below. Additionally, should we desire to either manufacture the Product itself or have it manufactured by a third party, we would be required to obtain Lonza's consent (not to be unreasonably withheld, conditioned or delayed) and would need to enter into a separate technology transfer agreement with Lonza for a non-exclusive license to the extent necessary to manufacture, have manufactured and supply the Product at a licensing fee up to £750,000.

The Lonza Development Agreement also contains customary representations, warranties, indemnification and other obligations of us and Lonza.

On November 7, 2022, we entered into a License Agreement (the "Lonza License Agreement") with Lonza Sales. Under the terms of the Lonza License Agreement, to the extent incorporated into the Product, Lonza granted us a non-exclusive license to use certain proprietary Lonza intellectual property and systems for us to develop, manufacture and commercially exploit the Product.

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We shall pay certain royalties and annual payments in respect of the manufacturing and sale of Product, which amounts shall be determined by the party manufacturing the Product and ranges from a potential annual payment of

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up to less than \$500,000 and a royalty on net sales from 0% up to a low single digit percentage. The royalty payments and annual payments would be reduced in certain circumstances, including should the valid claims for any such patent rights not exist in the country in which such Product is being sold, and the royalty payments would expire upon the later of the expiration of the licensed patents in the country in which such Product is being sold, the expiration of the licensed patents in the country in which such Product is being manufactured, and 10 years from the first commercial sales of the Product in such country of sale.

The Lonza License Agreement continues until terminated, and we or Lonza may terminate the Lonza License Agreement for uncured material breaches or insolvency of the other party. We can unilaterally terminate the Lonza License Agreement with prior written notice to Lonza, and Lonza can also unilaterally terminate the Lonza License Agreement upon certain actions by us.

The Lonza License Agreement also contains customary representations, warranties, indemnification and other obligations of us and Lonza.

As we advance our current and any future product candidates through development, we will consider our lack of redundant supply for the API and drug product for each product candidate to protect against any potential supply disruptions.

We generally expect to rely on third parties for the manufacture of any companion diagnostics we may develop.

Competition

The pharmaceutical and biotechnology industries are characterized by rapidly advancing technologies, intense competition, and a strong emphasis on proprietary products. While we believe that our technology, the experience of our executive and scientific team, research, clinical capabilities, development experience and scientific knowledge provide us with competitive advantages, we face increasing competition from many different sources, including pharmaceutical and biotechnology companies, academic institutions, governmental agencies and public and private research institutions. Product candidates that we successfully develop and commercialize may compete with existing therapies and new therapies that may become available in the future.

Many of our competitors, either alone or with their collaborators, have significantly greater financial resources, established presence in the market, 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 recruiting and retaining qualified scientific and management personnel, establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs. 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.

Our commercial 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. 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 or make our development more complicated. The key competitive factors affecting the success of all of our programs are likely to be efficacy, safety and convenience.

For CTIM-76, our CLDN6xCD3 bispecific antibody, we are aware of several companies developing antibodies against this target, including Abbvie Inc., Amgen, Astellas Pharma Inc., AstraZeneca plc, BioNTech, Chugai Pharmaceutical Co., Ltd., Daiichi Sankyo Company, Limited ("Daiichi Sankyo"), I-Mab, NovaRock Biotherapeutics Inc., TORL, and Xencor. These companies are developing CLDN6 products in naked antibody, antibody drug conjugate, bispecific, CAR-T, and mRNA vaccine formats. To our knowledge, Multiple products are in clinical development, including those from Amgen, BioNTech, and Daiichi Sankyo, have the only CLDN6 products in clinical trials.

Intellectual property and TORL.

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Intellectual property

We strive to protect and enhance the proprietary technology, inventions and improvements that are commercially important to our business, including seeking, maintaining and defending our patent rights. We retain full worldwide development and commercialization rights to certain CLDN6 antibody patents in the field of bispecific antibodies and we own the issued patent and patent applications relating to ONA-XR. Our policy is to seek to protect our proprietary position by, among other methods, filing patent applications in the United States and in jurisdictions outside of the United States directed to our proprietary technology, inventions, improvements and product candidates that are important to the development and implementation of our business. We also rely on trade secrets and know-how relating to our proprietary technology to protect our product candidates and continuing to innovate to develop, strengthen and maintain our proprietary position in the field of oncology. We also plan to rely on data exclusivity, market exclusivity and patent term extensions when available. Our commercial success will depend in part on our ability to obtain and maintain patent and other proprietary protection for our product candidates, technology, inventions and improvements; to preserve the confidentiality of our trade secrets; to defend and enforce our proprietary rights, including any patents that we may own or license in the future; and to operate without infringing on the valid and enforceable patents and other proprietary rights of third parties.

As of March 13, 2023 March 1, 2024, the Integral patent portfolio for CTIM-76 that we exclusively licensed pursuant to the Integral License Agreement includes included one granted U.S. patent, two pending U.S. non-provisional applications, (including one pending International Patent Cooperation Treaty ("PCT") application, four pending U.S. provisional application), applications, and 27 31 pending foreign applications. The U.S. patent is expected to expire between in 2040, subject to any extensions or disclaimers.

As of March 13, 2023 March 1, 2024, our patent portfolio with respect to our ONA-XR product candidate consisted of four issued U.S. patents, four pending U.S. patent applications, three unpublished published PCT applications, ten four granted foreign patents (including one granted Australian patent, one granted Canadian patent, two one granted Chinese patents, one granted Japanese patent, four granted Australian patents, and one granted Hong Kong patent, and one granted Mexican patent), and 16 eight pending foreign patent applications (including one Australian application, three Canadian applications, two Chinese applications, three two Hong Kong applications, two Japanese applications, one Korean application, and one European regional patent applications, three Hong Kong applications, two Japanese applications, application), and two Korean applications, one pending U.S. application. Our granted U.S. patents, referenced above, have claims directed to our ONA-XR product candidate as pharmaceutical compositions, formulations, related methods of use, and methods of making. These U.S. patents are expected to expire between 2034 2035 and 2036, 2037, subject to any extensions or disclaimers.

We also possess substantial know-how and trade secrets relating to the development and commercialization of our product candidates, including related manufacturing processes and technology.

With respect to our current and any future product candidates and processes, we intend to develop and commercialize in the normal course of business, and we intend to pursue patent protection covering, when possible, compositions, methods of use, dosing and formulations. We may also pursue patent protection with respect to manufacturing and drug development processes and technologies.

Issued patents can provide protection for varying periods of time, depending upon the date of filing of the patent application, the date of patent issuance and the legal term of patents in the countries in which they are obtained. In general, patents issued for applications filed in the United States can provide exclusionary rights for 20 years from the earliest effective filing date. In addition, in certain instances, the term of an issued U.S. patent that covers or claims an FDA approved product can be extended to recapture a portion of the term effectively lost as a result of the FDA regulatory review period, which is called patent term extension. The restoration period cannot be longer than five years and the total patent term, including the restoration period, must not exceed 14 years following FDA approval. The term of patents outside of the United States varies in accordance with the laws of the foreign jurisdiction, but typically is also 20 years from the earliest effective filing date. However, the actual protection afforded by a patent varies on a product-by-product basis, from country-to-country and depends upon many factors, including the type of patent, the scope of its coverage, the availability of regulatory-related extensions, the availability of legal remedies in a particular country and the validity and enforceability of the patent.

The patent positions of companies like ours are generally uncertain and involve complex legal and factual questions. No consistent policy regarding the scope of claims allowable in patents in the field of oncology has emerged in the United States. The relevant patent laws and their interpretation outside of the United States is also

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uncertain. Changes in either the patent laws or their interpretation in the United States and other countries may diminish our ability to protect our technology or product candidates and could affect the value of such intellectual

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property. In particular, our ability to stop third parties from making, using, selling, offering to sell or importing products that infringe our intellectual property will depend in part on our success in obtaining and enforcing patent claims that cover our product candidates, technology, inventions and improvements. We cannot guarantee that patents will be granted with respect to any of our pending patent applications or with respect to any patent applications we may file in the future, nor can we be sure that any patents that may be granted to us in the future will be commercially useful in protecting our products, the methods of use or manufacture of those products. Moreover, even our issued patents may not guarantee us the right to commercialize our product candidates, if approved. Patent and other intellectual property rights in the pharmaceutical and biotechnology space are evolving and involve many risks and uncertainties. For example, third parties may have blocking patents that could be used to prevent us from commercializing our product candidates and practicing our proprietary product candidates, and our issued patents may be challenged, invalidated or circumvented, which could limit our ability to stop competitors from marketing related products or could limit the term of patent protection that otherwise may exist for our product candidates. Moreover, such third parties may obtain damages against us, which could require us to make commercially reasonable royalty payments, payments for lost profits, or other damages, costs and expenses. In addition, the scope of the rights granted under any issued patents may not provide us with protection or competitive advantages against competitors with similar products. Furthermore, our competitors may independently develop similar products that are outside the scope of the rights granted under any issued patents. For these reasons, we may face competition with respect to our product candidates. Moreover, because of the extensive time required for development, testing and regulatory review of a potential product, it is possible that, before any particular product candidate can be commercialized, any patent protection for such product may expire or remain in force for only a short period following commercialization, thereby reducing the commercial advantage the patent provides.

Government Regulation

Regulatory Pathway

We expect that CTIM-76 will be classified and regulated by the FDA as a biologic. We expect that **ONA-XR** any small molecule product that we may develop will be classified and regulated by the FDA as a drug. A new drug application ("NDA") is required to introduce a drug into interstate commerce. A biologics license application ("BLA") is required to introduce a biologic product into interstate commerce. The specific requirements of NDAs and BLAs include applicant information, product information, manufacturing information, pre-clinical data, clinical data, and labelling. The most important, time-consuming, and expensive aspect of preparing for a BLA or NDA is conducting clinical trials to demonstrate safety and effectiveness. The requirements of such clinical trials heavily influence the eventual allowable product label claims. The FDA has a performance goal as defined in the Prescription Drug User Fee Act of 10 months for a standard submission and six months for priority review. It is not uncommon for NDAs and BLAs to require medical advisory board review prior to the FDA granting marketing approval. A facility inspection verifying the manufacturing systems is also usually performed prior to FDA approval.

We have in the past used and intend to continue to utilize the services of third-party experts to supplement internal regulatory planning and implementation.

Ongoing FDA Regulation

After the FDA permits a product to enter commercial distribution, numerous and pervasive regulatory requirements continue to apply to our business operations, products and technologies. These include:

- the FDA's quality system regulation, or QSR, which requires manufacturers, including **third party** third-party manufacturers, to follow stringent design, testing, production, control, supplier/contractor selection, complaint handling, documentation and other quality assurance procedures during all aspects of the manufacturing process;
- labeling and marketing regulations which require that promotion is truthful, not misleading, fairly balanced and provide adequate directions for use and that all claims are substantiated;

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- advertising and promotion requirements, including FDA prohibitions against the promotion of products for uncleared, unapproved or off-label uses and FDA guidance on off-label dissemination of information and responding to unsolicited requests for information;

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- restrictions on sale, distribution or use;
- product establishment, registration and listing requirements and reporting requirements;
- recall requirements, including a mandatory recall if there is a reasonable probability that a product would cause serious adverse health consequences or death;
- an order of repair, replacement or refund; and
- post-market surveillance activities and regulations, which apply when necessary to protect the public health or to provide additional safety and effectiveness data.

The FDA has broad post-market and regulatory enforcement powers. Manufacturers of biologic products and drug products are subject to unannounced inspections by the FDA and other state, local and foreign regulatory authorities to assess compliance with the QSR and other applicable regulations, and these inspections may include the manufacturing facilities of any suppliers.

Failure to comply with applicable regulatory requirements can result in enforcement action by the FDA, which may include any of the following sanctions:

- warning letters, untitled letters, Form 483s, fines, injunctions, consent decrees and civil penalties;
- recall or seizure of products;
- operating restrictions, partial suspension or total shutdown of production;
- the FDA's refusal of requests for approval of new products or indications for existing products;
- the FDA's refusal to issue certificates to foreign governments needed to export products for sale in other countries;
- withdrawing approvals that have already been granted; and
- criminal prosecution.

Privacy and Security Laws

There are numerous U.S. federal and state laws and regulations related to the privacy and security of personal information, including health information. Among others, the federal Health Insurance Portability and Accountability Act of 1996, as amended by the Health Information Technology for Economic and Clinical Health Act (HITECH), and their implementing regulations, (collectively referred to as "HIPAA"), establish privacy and security standards that limit the use and disclosure of protected health information ("PHI") and require covered entities and business associates to implement administrative, physical, and technical safeguards to ensure the confidentiality, integrity and availability of individually identifiable health information in electronic form, among other requirements.

Violations of HIPAA may result in civil and criminal penalties. Companies subject to HIPAA must also comply with HIPAA's breach notification rule which requires notification of affected patients and the U.S. Department of Health and Human Services ("HHS"), and in certain cases of media outlets, in the case of a breach of unsecured PHI. The regulations also require business associates of covered entities to notify the covered entity of breaches by the business associate. State attorneys general also have the right to prosecute HIPAA violations committed against residents of their states, and HIPAA standards have been used as the basis for the duty of care in state civil suits, such as those for negligence or recklessness in misusing personal information. In addition, HIPAA mandates that HHS conduct periodic compliance audits of HIPAA covered entities and their business associates for compliance.

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Many states have laws that protect the privacy and security of sensitive and personal information, including health information, to which we are subject. These laws may be similar to or even more protective than HIPAA and other federal privacy laws. For example, California enacted the California Consumer Privacy Act (the "CCPA"),

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which creates individual privacy rights for California consumers and increases the privacy and security obligations of entities handling certain personal data. The CCPA went into effect on January 1, 2020, and the California Attorney General may bring enforcement actions for violations as of July 1, 2020. On January 1, 2023, California adopted the California Privacy Rights Act ("CPRA"), which amended the CCPA to enhance certain of the privacy protections for California consumers that were created by the CCPA. The enhancements include imposing additional compliance obligations for covered entities and removing certain exemptions previously available under the CCPA. While the California Attorney General retains civil enforcement authority, the CPRA also created the California Privacy Protection Agency to implement and enforce the law.

We may be subject to other state and federal privacy laws, including laws that prohibit unfair privacy and security practices and deceptive statements about privacy and security, laws that place specific requirements on certain types of activities, such as data security and testing, and laws requiring holders of personal information to maintain safeguards and to take certain actions in response to a data breach.

European Union member states, the United Kingdom, Switzerland and other jurisdictions have also adopted data protection laws and regulations, which impose significant compliance obligations. The EU-wide General Data Protection Regulation ("GDPR") became applicable on May 25, 2018, replacing the previous data protection laws issued by each EU Member State based on the Directive 95/46/EC. Unlike the Directive (which needed to be transposed at national level), the GDPR text is directly applicable in each EU member state, resulting in a more uniform application of data privacy laws across the EU. The GDPR imposes onerous accountability obligations, requiring data controllers and processors to maintain a record of their data processing and policies. It requires data controllers to be transparent and disclose to data subjects (in a concise, intelligible and easily accessible form) how their personal information is to be used, imposes limitations on retention of information, increases requirements pertaining to pseudonymized (i.e., key-coded) data, introduces mandatory data breach notification requirements and sets higher standards for data controllers to demonstrate that they have obtained valid consent for certain data processing activities. Fines for non-compliance with the GDPR are significant—the greater of EUR 20 million or 4% of global turnover. The GDPR provides that EU Member States may introduce further conditions, including limitations, to the processing of genetic, biometric or health data. In the UK, the UK General Data Protection Regulation (the "UK GDPR") came into effect on January 1, 2021. Similar to the GDPR, the UK GDPR sets out the key principles, rights, and obligations for most processing of personal data in the UK. The Data Protection Act of 2018, which came into effect on May 25, 2018 and was amended on January 1, 2021, works alongside and supplements the UK GDPR.

U.S. Healthcare Reform

Changes in healthcare policy could increase our costs and subject us to additional regulatory requirements that may interrupt commercialization of our products. By way of example, the Patient Protection and Affordable Care Act ("PPACA") substantially changed the way healthcare is financed by both governmental and private insurers, and significantly impacted the pharmaceutical, medical device and biologics industries, among others.

Since its enactment, there have been judicial and Congressional challenges to certain aspects of PPACA, and there may be additional challenges and amendments to PPACA in the future. For example, in 2017, Congress enacted the Tax Cuts and Jobs Act, which eliminated the tax-based shared responsibility payment imposed by PPACA on certain individuals who fail to maintain qualifying health coverage for all or part of a year that is commonly referred to as the "individual mandate."

On August 16, 2022, the Inflation Reduction Act of 2022 (the "IRA"), was passed, which among other things, allows for the Centers for Medicare & Medicaid Services ("CMS") to negotiate prices for certain single-source drugs and biologics reimbursed under Medicare Part B and Part D, beginning with 10 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. The legislation subjects drug manufacturers to civil monetary penalties and a potential excise tax for failing to comply with the legislation by offering a price that is not equal to or less than

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the negotiated "maximum fair price" under the law or for taking price increases that exceed inflation. The legislation also caps Medicare beneficiaries' annual out-of-pocket drug expenses at \$2,000. The effect of the IRA on our business and the healthcare industry in general is not yet known.

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There will continue to be proposals by legislators at both the federal and state levels, regulators and third-party payors to reduce costs while expanding individual healthcare benefits. Certain of these changes could impose additional limitations on the prices we will be able to charge and/or patients' willingness to pay for our products. While in general it is too early to predict what effect, if any, any future healthcare reform legislation or policies will have on our business, current and future healthcare reform legislation and policies could have a material adverse effect on our business and prospects.

Pricing and Reimbursement

In the United States and markets in other countries, sales of any products for which we receive regulatory approval for commercial sale will depend in part on the availability of reimbursement from third-party payors. Third-party payors include government health administrative authorities, managed care providers, private health insurers, and other organizations. These third-party payors are increasingly challenging the price and examining the cost-effectiveness of medical products and services. In addition, significant uncertainty exists as to the reimbursement status of newly approved healthcare products, and efforts are underway to reduce the cost of medical products and services overall. We may need to conduct expensive studies in order to demonstrate the cost-effectiveness of our products. Our current and any future product candidates may not be considered cost-effective. Decisions regarding the extent of coverage and amount of reimbursement to be provided are made on a plan-by-plan basis. One third-party payor's decision to cover a particular product or procedure using the product does not ensure that other payors will also provide coverage for the product. Adequate third-party reimbursement may not be available to enable us to maintain price levels sufficient to realize an appropriate revenue **levels**. Future legislation could limit payments for our current and any future product candidates.

The U.S. government, state legislatures and foreign governments have shown significant interest in implementing cost containment programs to limit the growth of government-paid health care costs, including price controls, restrictions on reimbursement and requirements for substitution of less costly products. Adoption of government controls and measures, and tightening of restrictive policies in jurisdictions with existing controls and measures, could limit payments for our products. The marketability of any products for which we receive regulatory approval for commercial sale may suffer if the government and third-party payors fail to provide adequate coverage and reimbursement. In addition, an increasing emphasis on managed care in the United States has increased and will continue to increase the pressure on medical product and service pricing.

Anti-Kickback and False Claims Laws

In the United States, the research, manufacturing, distribution, sale and promotion of pharmaceutical products and devices are subject to regulation by various federal, state and local authorities in addition to the FDA, including CMS, other divisions of HHS (e.g., the Office of Inspector General), the U.S. Department of Justice, state Attorneys General, and other federal, state and local government agencies. For example, sales, marketing and scientific/educational grant programs must comply with the Federal Food, Drug, and Cosmetic Act, the Anti-Kickback Statute, as amended, the False Claims Act, as amended, the privacy regulations promulgated under HIPAA, and similar state laws. If products are made available to authorized users of the Federal Supply Schedule of the General Services Administration, additional laws and requirements apply. All of these activities are also potentially subject to federal and state consumer protection and unfair competition laws.

As noted above, in the United States, we are subject to complex laws and regulations pertaining to healthcare "fraud and abuse," including, but not limited to, the federal Anti-Kickback Statute, the federal False Claims Act, and other state and federal laws and regulations. The Anti-Kickback Statute makes it illegal for any person, including a biological product manufacturer (or a party acting on its behalf) to knowingly and willfully solicit, receive, offer, or pay any remuneration that is intended to induce the referral of business, including the purchase or order of an item for which payment may be made under a federal healthcare program, such as Medicare or Medicaid. Violations of this law are punishable by up to five years in prison, criminal fines, administrative civil money penalties, and

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exclusion from participation in federal healthcare programs. In addition, many states have adopted laws similar to the Anti-Kickback Statute. Some of these state prohibitions apply to the referral of patients for healthcare services reimbursed by any insurer, not just federal healthcare programs such as Medicare and Medicaid. Due to the breadth of these federal and state anti-kickback laws and the potential for additional legal or regulatory change in this area, it

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is possible that our sales and marketing practices and/or our relationships with physicians might be challenged under anti-kickback laws, which could harm us. Because we plan to commercialize products that could be reimbursed under a federal healthcare program and other governmental healthcare programs, we plan to develop a comprehensive compliance program that establishes internal controls to facilitate adherence to the rules and program requirements to which we are subject.

The federal False Claims Act prohibits anyone from, among other things, knowingly presenting, or causing to be presented, for payment to federal programs (including Medicare and Medicaid) claims for items or services, including pharmaceutical products, that are false or fraudulent. Although we would not submit claims directly to payers, manufacturers can be held liable under these laws if they are deemed to "cause" the submission of false or fraudulent claims by, for example, providing inaccurate billing or coding information to customers or promoting a product off-label. In addition, our activities relating to the reporting of wholesaler or estimated retail prices for our products, the reporting of prices used to calculate Medicaid rebate information and other information affecting federal, state, and third-party reimbursement for our products, and the sale and marketing of our products, are subject to scrutiny under this law. For example, pharmaceutical companies have been prosecuted under the federal False Claims Act in connection with their off-label promotion of drugs. Penalties for a False Claims Act violation include three times the actual damages sustained by the government, plus mandatory civil penalties for each separate false claim, the potential for exclusion from participation in federal healthcare programs, and, although the federal False Claims Act is a civil statute, conduct that results in a False Claims Act violation may also implicate various federal criminal statutes. If the government were to allege that we were, or convict us of, violating these false claims laws, we could be subject to a substantial fine and may suffer a decline in our stock price. In addition, private individuals have the ability to bring actions under the federal False Claims Act and certain states have enacted laws modeled after the federal False Claims Act.

There are also an increasing number of state laws that require manufacturers to make reports to states on pricing and marketing information. Many of these laws contain ambiguities as to what is required to comply with the laws. In addition, a provision of PPACA, referred to as the Sunshine Act, requires pharmaceutical product manufacturers to track and report to the federal government certain payments or other transfers of value made to physicians, registered nurses and teaching hospitals, among others, in the previous calendar year. These laws may affect our sales, marketing, and other promotional activities by imposing administrative and compliance burdens on us. In addition, given the lack of clarity with respect to these laws and their implementation, our reporting actions could be subject to the penalty provisions of the pertinent state and federal authorities.

Other Federal Healthcare Fraud and Abuse Laws

We may also be subject to other federal healthcare fraud and abuse laws, including provisions of HIPAA, which prohibit knowingly and recklessly executing a scheme or artifice to defraud any healthcare benefit program, including private payors, as well as knowingly and willfully falsifying, concealing or covering up a material fact by any trick, scheme or device or making any materially false, fictitious or fraudulent statement in connection with the delivery of or payment for healthcare benefits, items or services. A violation of this statute is a felony and may result in fines, imprisonment or exclusion from government-sponsored programs. Similar to the federal Anti-Kickback Statute, a person or entity no longer needs to have actual knowledge of this statute or specific intent to violate it in order to have committed a violation.

Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (the "FCPA"), prohibits U.S. businesses and their representatives from offering to pay, paying, promising to pay or authorizing the payment of money or anything of value to a foreign official in order to influence any act or decision of the foreign official in his or her official capacity or to secure any other improper advantage in order to obtain or retain business. The FCPA also obligates companies whose securities are listed in the United States to comply with accounting provisions requiring us to maintain books and records.

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which in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the corporation, including international subsidiaries, if any, and to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances regarding the reliability of financial reporting and the

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preparation of financial statements. The scope of the FCPA includes interactions with certain healthcare professionals in many countries.

Human Capital

As of ~~March 1, 2023~~ March 1, 2024, we had ~~nine~~ five full-time employees and ~~no~~ part-time employees and one consultant who serves as an executive officer of the Company. ~~employees~~. None of these employees are represented by labor unions or covered by collective bargaining agreements. We believe that our employee relations are good.

Culture is a critical element in the management of our organization. Our talented employees are focused on driving our business with the foundation for all our efforts being to advance medicines for solid tumors. Our goal is that each colleague feels a deep connection to what they do, loves coming to work, and is aligned to our mission.

Culture begins with our hiring process and continues throughout an employee's time with Context. We support our colleagues with a comprehensive offering of competitive pay and benefits.

Facilities

Our principal office is located in Philadelphia, Pennsylvania, where we lease approximately 3,500 square feet of office space pursuant to a ~~sublease~~ lease that expires in July 2023. Additionally, in March 2023, ~~on November 30, 2024~~, which lease automatically renews for successive three-month periods unless we enter into a direct lease for this same office space that begins on August 1, 2023 and is set to expire on August 31, 2024, pursuant to which we retain the right to renew the lease for an additional one-year term subject to notice to or the landlord by December 31, 2023. provides the other with a termination notice at least 90 days before any such successive renewal. We believe our facility is adequate to meet our current needs, although we may seek to negotiate new leases or evaluate additional or alternate space for our operations. We believe appropriate alternative space will be readily available on commercially reasonable terms.

Legal Proceedings

From time to time we may be involved in disputes or litigation relating to claims arising out of our operations. We are not currently a party to any legal proceedings that could reasonably be expected to have a material adverse effect on our business, financial condition and results of operations.

Corporate Information

We were incorporated under the laws of the State of Delaware in April 2021. Our corporate office is located at 2001 Market Street, Suite 3915, Unit #15, Philadelphia, PA 19103. Our telephone number is (267) 225-7416. We maintain an Internet website at www.contexttherapeutics.com. The information contained on our website is not incorporated by reference into this Form 10-K.

We make available free of charge under the "Investors & News" — "Financials" — "SEC Filings" section of our website all of our filings with the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and amendments to such documents, each of which is provided on our website as soon as reasonably practicable after we electronically file or furnish, as applicable, the information with the SEC.

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Item 1A. Risk Factors

Investing in our common stock involves a high degree of risk. You should consider carefully the risks and uncertainties described below, together with general economic and business risks and all of the other information contained in this Annual Report on Form 10-K, including the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our financial statements and related notes, before making a decision to invest in our common stock. Our business, results of operations, financial condition or prospects could also be harmed by risks and uncertainties that are not presently known to us or that we currently believe are not material. If any of the risks actually occur, our business, results of operations, financial condition and prospects could be materially and adversely affected. In that event, the market price of our common stock could decline, and you could lose all or part of your investment. This Annual Report on Form 10-K also contains forward-looking statements that involve risks and uncertainties. Our

actual results could differ materially from those anticipated in the forward-looking statements as a result of specific factors, including the risks described below. See "Note Regarding Forward-Looking Statements."

Risks Related to Our Business and Industry

We have never been profitable and may never achieve or maintain profitability.

We have not commercialized any products and have yet to generate any revenue from product sales. The amount of our future net losses will depend, in part, on our expenses and our ability to generate revenues. Our current and any future product candidates will require substantial additional development time and resources before we may realize revenue from product sales, if at all. We expect to continue to incur significant expenses and operating losses for the foreseeable future. We anticipate that our expenses will increase substantially if and as we:

- continue our current research and development programs, including conducting laboratory, preclinical and clinical studies for product candidates;
- initiate clinical trials for product candidates;
- seek to identify, assess, acquire or develop additional research programs or product candidates;
- maintain, expand and protect our intellectual property portfolio;
- seek marketing approvals for any product candidates that may successfully complete development;
- establish a sales, marketing and distribution infrastructure to commercialize any products that may obtain marketing approval;
- further develop and refine the manufacturing process for our current and any future product candidates;
- change or add additional manufacturers or suppliers of pharmaceutical or biological materials or product candidates;
- further develop our anti-hormonal resistance therapies;
- acquire or in-license other technologies;
- seek to attract and retain new and existing personnel; and
- expand our facilities.

No clinical studies have begun on CTIM-76. It will be several years, if ever, before we obtain regulatory approval for a therapeutic product candidate, at which time any revenues for such product candidate will depend upon many factors, including market conditions, costs and effectiveness of manufacturing, sales, marketing and distribution operations related to such product candidate, the scope of intellectual property protection for such product candidate, and the terms of any collaboration or other strategic arrangement we may have with respect to such product candidate and levels of reimbursement from third-party payors.

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If we are unable to develop and commercialize one or more product candidates either alone or with collaborators, including through the potential out-licensing of our product candidates, or if revenues from any product candidate that receives marketing approval or is commercialized are insufficient, we may not achieve profitability or sustain profitability, which would have an adverse effect on the value of our common stock, which would be materially adversely affected.

There is substantial doubt regarding our ability to continue as a going concern. We will need to raise additional funding, which may not be available on acceptable terms, or at all. Failure to obtain this necessary capital when needed may force us to delay, limit or terminate our product development efforts or other operations.

The continuation of our business is dependent upon raising additional capital. We will need additional funding to meet our operational needs and capital requirements for clinical trials, other research and development expenditures, and general and administrative expenses. We currently have no credit facility or committed sources of capital. We believe our cash and cash equivalents of \$14.4 million as of December 31, 2023 are not sufficient to fund our projected operations for a period of at least the 12 months from the issuance date of the accompanying consolidated financial statements. As a result, we have concluded that there is substantial doubt about our ability to continue as a going concern within one year after the date that the accompanying consolidated financial statements are issued.

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. Moreover, the carrying amounts of assets and liabilities presented in the accompanying consolidated financial statements (i) do not necessarily purport to represent realizable or settlement values and (ii) do not include any adjustment that might result from the outcome of this uncertainty or any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should we be unable to continue as a going concern.

Until such time, if ever, as we can generate substantial product revenue, we expect to finance our operations through a combination of equity offerings, debt financings, collaborations, strategic transactions and/or marketing, distribution or licensing arrangements. There can be no assurances that our plans to obtain additional capital will be successful on the terms or timeline we expect, or at all. If these efforts are unsuccessful, we may be required to significantly curtail or discontinue operations or, if available, to obtain funds through financing transactions with unfavorable terms.

If we are unable to raise substantial additional capital on acceptable terms, or at all, we may be forced to delay, reduce or eliminate some or all of our research programs, product development activities and commercialization efforts.

The process of identifying product candidates and conducting preclinical and clinical trials is time consuming, expensive, uncertain and takes years to complete. Our operations have consumed substantial amounts of cash since inception. We expect our expenses to increase in connection with our ongoing activities, particularly as we identify, continue the research and development of, initiate clinical trials of, and seek marketing approval for, product candidates. Our future funding requirements, both near and long-term, will depend on many factors, including, but not limited to:

- initiation, progress, timing, costs and results of preclinical studies and clinical trials, including patient enrollment in such trials, for CTIM-76 or any other future product candidates;
- clinical development plans we establish for CTIM-76 and any other future product candidates;
- obligation to make milestone, royalty and non-royalty sublicense receipt payments to third-party licensors, if any, under our licensing agreements;
- number and characteristics of product candidates that we discover or in-license and develop;

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- outcome, timing and cost of regulatory review by the FDA and comparable foreign regulatory authorities, including the potential for the FDA or comparable foreign regulatory authorities to require that we perform more studies than those that we currently expect;
- costs of filing, prosecuting, defending and enforcing any patent claims and maintaining and enforcing other intellectual property rights;
- effects of competing technological and market developments;
- costs and timing of the implementation of commercial-scale manufacturing activities; and
- costs and timing of establishing sales, marketing and distribution capabilities for any product candidates for which we may receive regulatory approval.

Adequate additional financing may not be available to us on acceptable terms, or at all. If we are unable to obtain sufficient funding on a timely basis or on favorable terms, we may be required to significantly delay, reduce or eliminate one or more of our research or product development programs and/or commercialization efforts or we might have to obtain funds through arrangements, such as out-licensing our product candidates, with collaborative partners or others that may require us to relinquish rights to our technologies or product candidates that we otherwise would not relinquish. We may also be unable to expand our operations or otherwise capitalize on business opportunities as desired. Any of these events could materially adversely affect our financial condition and business prospects.

We have a limited operating history, which makes it difficult to evaluate our current business and future prospects and may increase the risk of your investment.

We are a biopharmaceutical company with a limited operating history. We were founded in 2015 and spent the first three years of our company's history developing and refining our therapeutic approach, and only since then have we focused our efforts on advancing the development of product candidates.

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Investment in biopharmaceutical product development is a highly speculative endeavor and entails substantial upfront capital expenditures. There is significant risk that any product candidate will fail to demonstrate adequate efficacy or an acceptable safety profile, obtain any required regulatory approvals or become commercially viable. Our product candidates and the therapeutic approach we are using are new and unproven. We ~~have~~ had commenced Phase 2 human clinical trials for ONA-XR, but we ~~plan to cease~~ ceased development of this product candidate and have not demonstrated an ability to initiate clinical trials for our other product candidate or successfully complete any clinical trials, obtain any required marketing approvals, manufacture products, conduct sales, marketing and distribution activities, or arrange for a third party to do any of the foregoing on our behalf.

Consequently, any predictions made about our future success or viability may not be as accurate as they could be if we had a history of successfully developing and commercializing products. Our limited operating history, particularly in light of the rapidly evolving nature of the biopharmaceutical industries and the cancer therapeutics field, may make it difficult to evaluate our technology and business prospects or to predict our future performance.

We may expend our limited resources pursuing particular research programs or product candidates that may be less successful or profitable than other programs or product candidates.

Research programs to identify new product candidates require substantial technical, financial, and human resources. We may focus our efforts and resources on potential programs or product candidates that ultimately prove to be unsuccessful. The successful completion of a clinical trial with regard to any of our product candidates is not assured despite the expenditure of significant resources in pursuit of their development, and our spending on current and future research and development programs and product candidates may not yield any commercially viable products.

Additionally, if we do not accurately evaluate the commercial potential or target market for a particular product candidate, we may relinquish valuable rights to that product candidate through collaboration, licensing or other

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strategic arrangements in cases in which it would have been more advantageous for us to retain sole development and commercialization rights to such product candidate.

Our business may be adversely affected by the ongoing coronavirus pandemic.

The extent to which the novel coronavirus ("COVID-19") pandemic impacts our business and operating results will depend on future developments that are highly uncertain and cannot be accurately predicted, including new information that may emerge concerning COVID-19 and the actions to contain the virus or treat its impact, among others.

Should COVID-19 further spread or novel variants emerge, our business operations could be delayed or interrupted. For instance, our research and development may be affected by the pandemic. Site initiation, participant recruitment and enrollment, participant dosing, distribution of clinical trial materials, study monitoring and data analysis may be paused or delayed due to changes in hospital or university policies, federal, state or local regulations, prioritization of hospital resources toward pandemic efforts, or other reasons related to the pandemic. Quarantines or other travel limitations (whether voluntary or required) could impede participant movement, affect sponsor access to study sites, or interrupt healthcare services, and we may be unable to conduct our research activities, including clinical trials. Any elongation or de-prioritization of clinical trials or delay in regulatory review resulting from such disruptions could materially affect the development and study of our current and any future product candidates.

The spread of COVID-19, which has caused a broad impact globally, including restrictions on travel and quarantine policies put into place by businesses and governments, may have a material economic effect on our business. New or renewed restrictions may be implemented in response to evolving conditions or new variants of the virus. While the potential economic impact brought by and the duration of the pandemic may be difficult to assess or predict, it has already caused, and may result in further, significant disruption of global financial markets, which may reduce our ability to access capital either at all or on favorable terms. In addition, a recession, depression or other sustained adverse market event resulting from the spread of COVID-19 or from other geopolitical occurrences could materially and adversely affect our business and the value of our common stock.

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The ultimate impact of the current pandemic, or any other health epidemic, is highly uncertain and subject to change. We do not yet know the full extent of potential delays or impacts on our business, our clinical trials, our research programs, healthcare systems or the global economy as a whole. However, these effects could have a material impact on our operations, and we will continue to monitor the situation closely.

Fluctuating foreign exchange rates could increase our operating expenses and adversely affect our results of operations.

In November 2022, we entered into the Lonza Development Agreement, pursuant to which Lonza ~~will provide~~ has provided services relating to the development and manufacture of CTIM-76. As a result, we ~~have had and expect to continue~~ to have more significant foreign currency risks related to our operating expenses denominated in currencies other than the U.S. dollar beginning in the first quarter of 2023. A weakening U.S. dollar could increase our operating expenses, which would adversely impact our results of operations and financial position.

Our governing documents designate the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of state law actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or agents.

Our amended and restated certificate of incorporation provides that, unless we consent in writing to the selection of an alternative form, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the United States District Court for the District of Delaware) will be the sole and exclusive forum for: (1) any derivative action or proceeding brought on our behalf; (2) any action asserting a claim of breach of a fiduciary duty or other wrongdoing by any of our directors, officers, employees or agents to us or our stockholders; (3) any action asserting a claim against us arising pursuant to any provision of the General Corporation Law of the State of Delaware or our amended and restated certificate of incorporation or amended and restated bylaws; (4) any action to interpret, apply, enforce or determine the validity of our amended and restated certificate of incorporation or amended and restated bylaws; or (5) any action asserting a claim governed by the internal affairs doctrine. In addition, our amended and restated certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended (the "Securities Act"). Notwithstanding the foregoing, the exclusive forum provision shall not apply to claims seeking to enforce any liability or duty created by the Securities Exchange Act of 1934, as amended (the "Exchange Act").

This choice of forum provision may limit our stockholders' ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, employees or agents, which may discourage such lawsuits against us and our directors, officers, employees and agents even though an action, if successful, might benefit our stockholders. Stockholders who do bring a claim in the Court of Chancery could face additional litigation costs in pursuing any such claim, particularly if they do not reside in or near Delaware. The Court of Chancery may also reach different judgments or results than would other courts, including courts where a stockholder considering an action may be located or would otherwise choose to bring the action, and such judgments or results may be more favorable to us than to our stockholders. Alternatively, if a court were to find this provision inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could have a material adverse effect on our business, financial condition or results of operations.

Risks Related to our Product Candidates

Our business is dependent on the successful development, regulatory approval and commercialization of our therapeutic product candidate, CTIM-76, which is in the early stages of development.

We have no products approved for sale. The success of our business, including our ability to finance our company and generate any revenue in the future, will primarily depend on the successful development, regulatory approval and commercialization of CTIM-76, which may never occur.

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In the future, we may also become dependent on other product candidates that we may develop or acquire; however, not all of our product candidates have been tested in humans and given our early stage of development, it

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may be many years, if at all, before we have demonstrated the safety and efficacy of a cancer treatment sufficient to warrant approval for commercialization.

We have not previously submitted a NDA or BLA to the FDA, or similar regulatory approval filings to comparable foreign authorities, for any product candidate, and we cannot be certain that our current or any future product candidates will be successful in clinical trials or receive regulatory approval. Further, any future product candidates may not receive regulatory approval even if they are successful in clinical trials. If we do not receive regulatory approvals for our current or future product candidates, we may not be able to continue our operations. Even if we successfully obtain regulatory approvals to market a product candidate, our revenue will be dependent, in part, upon the size of the markets in the territories for which we gain regulatory approval and have commercial rights. If the markets or patient subsets that we are targeting are not as significant as we estimate, we may not generate significant revenues from sales of such products, if approved.

We plan to seek regulatory approval to commercialize our current and any future product candidates both in the United States and in selected foreign countries. While the scope of regulatory approval generally is similar in other countries, in order to obtain separate regulatory approval in other countries we must comply with numerous and varying regulatory requirements of such countries regarding safety and efficacy. Other countries also have their own regulations governing, among other things, clinical trials and commercial sales, as well as pricing and distribution of our current and any future product candidates, and we may be required to expend significant resources to obtain regulatory approval and to comply with ongoing regulations in these jurisdictions.

The clinical and commercial success of our current and any future product candidates will depend on a number of factors, including the following:

- our ability to raise any additional required capital on acceptable terms, or at all;
- our ability to complete IND and BLA-enabling studies and successfully submit an IND and BLA;
- timely completion of our preclinical studies and clinical trials, which may be slower or cost more than we currently anticipate and will depend substantially upon the performance of third-party contractors;
- whether we are required by the FDA or similar foreign regulatory agencies to conduct additional clinical trials or other studies beyond those planned to support approval of our product candidates;
- acceptance of our proposed indications and primary endpoint assessments relating to the proposed indications of our product candidates by the FDA and similar foreign regulatory authorities;
- our ability to consistently provide for manufacturing of our product candidates on a timely basis;
- our ability, and the ability of any third parties with whom we contract, to remain in good standing with regulatory agencies and develop, validate and maintain commercially viable manufacturing processes that are compliant with current good manufacturing practices ("cGMPs");
- our ability to demonstrate to the satisfaction of the FDA and similar foreign regulatory authorities the safety, efficacy and acceptable risk-benefit profile of our product candidates;
- the prevalence, duration and severity of potential side effects or other safety issues experienced with our product candidates or future approved products, if any;
- the timely receipt of necessary marketing approvals from the FDA and similar foreign regulatory authorities;
- achieving and maintaining, and, where applicable, ensuring that our third-party contractors achieve and maintain, compliance with our contractual obligations and with all regulatory requirements applicable to our lead product candidate or any future product candidates or approved products, if any;

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- the willingness of physicians, operators of hospitals and clinics and patients to utilize or adopt our product candidate or any future product candidates;
- our ability to successfully develop a commercial strategy and thereafter commercialize our current or any future product candidates in the United States and internationally, if approved for marketing, sale and distribution in such countries and territories, whether alone or in collaboration with others, including through the potential out-licensing of our product candidates;

- the availability of coverage and adequate reimbursement from managed care plans, private insurers, government payors (such as Medicare and Medicaid) and other third-party payors for any of our product candidates that may be approved;
- the convenience of our treatment or dosing regimen;
- acceptance by physicians, payors and patients of the benefits, safety and efficacy of our current or any future product candidates, if approved, including relative to alternative and competing treatments;
- patient demand for our current or future product candidates, if approved;
- our ability to establish and enforce intellectual property rights in and to our product candidates; and
- our ability to avoid third-party patent interference, intellectual property challenges or intellectual property infringement claims.

These factors, many of which are beyond our control, could cause us to experience significant delays or an inability to obtain regulatory approvals or commercialize our current or future product candidates. Even if regulatory approvals are obtained, we may never be able to successfully commercialize any product candidates. Accordingly, we cannot provide assurances that we will be able to generate sufficient revenue through the sale of our product candidate or any future product candidates to continue our business or achieve profitability.

Our innovative therapy approach is based on novel ideas and technologies that are unproven and may not result in marketable products, which exposes us to unforeseen risks and makes it difficult for us to predict the time and cost of product development and potential for regulatory approval.

Our foundational science and product development approach are based on the selective targeting of solid-tumor cancers, including by inhibiting CLDN6 to elicit meaningful anticancer activity. We believe that this approach may offer an improved therapeutic effect by redirecting T-cell-mediated lysis toward malignant cells expressing CLDN6. However, this approach to treating cancer is novel and the scientific research that forms the basis of our efforts to develop therapeutics that effectively inhibit membrane protein targets is both preliminary and limited.

As such, we cannot assure you that even if we are able to develop cancer therapeutic candidates capable of redirecting T-cell-mediated lysis toward malignant cells, that such therapy would safely and effectively treat cancers. We may spend substantial funds attempting to develop this approach and never succeed in developing a marketable therapeutic.

Furthermore, no regulatory authority has granted approval for a cancer therapy based on a selective targeting of Claudin 6 positive cancers. As such, we believe the FDA has limited experience with evaluating our approach, which may increase the complexity, uncertainty and length of the regulatory approval process for our product candidate. We may never receive approval to market and commercialize any product candidate. Even if we obtain regulatory approval, the approval may be for targets, disease indications, lines of therapy or patient populations that are not as broad as we intended or desired or may require labeling that includes significant use or distribution restrictions or safety warnings.

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Results of preclinical studies, early clinical trials or analyses may not be indicative of results obtained in later trials.

The results of preclinical studies, early clinical trials or analyses of a product candidate may not be predictive of the results of later-stage clinical trials. A product candidate in later stages of clinical trials may fail to show the desired safety and efficacy traits despite having progressed through preclinical studies and initial clinical trials. A number of companies in the biopharmaceutical industry have suffered significant setbacks in advanced clinical trials due to lack of efficacy or adverse safety profiles, notwithstanding promising results in earlier trials. In addition, conclusions based on promising data from analyses of clinical results may be shown to be incorrect when implemented in prospective clinical trials. Even if our future clinical trials are completed as planned, we cannot be certain that their results will support the safety and efficacy sufficient to obtain regulatory approval.

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 becomes 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 studies. Interim or preliminary 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 are available. Adverse differences between preliminary or interim data and final data could significantly harm our business prospects.

Any product candidate may cause serious adverse events or undesirable side effects, which may delay or prevent marketing approval, or, if approved, require it to be taken off the market, require it to include safety warnings or otherwise limit its sales.

Serious adverse events or undesirable side effects caused by a product candidate could cause us or regulatory authorities to interrupt, delay or halt clinical trials and could result in a more restrictive label or the delay or denial of regulatory approval by the FDA or other comparable foreign authorities. Results of any clinical trial we conduct could reveal a high and unacceptable severity and prevalence of side effects or unexpected characteristics. **Patients** For example, certain patients treated with ONA-XR, to date have our former product candidate, experienced adverse events that include, included, but are were not limited to, fatigue, liver enzyme elevations and nausea.

If unacceptable side effects arise in the development of any product candidate, we, the FDA or the institutional review boards (“IRBs”) at the institutions in which our studies are conducted, or the data safety monitoring board, if constituted for our clinical trials, could recommend a suspension or termination of our clinical trials, or the FDA or comparable foreign regulatory authorities could order us to cease further development of or deny approval of a product candidate for any or all targeted indications. In addition, drug-related side effects could affect patient recruitment or the ability of enrolled patients to complete a trial or result in potential product liability claims. In addition, these side effects may not be appropriately recognized or managed by the treating medical staff. We expect to have to train medical personnel using a product candidate to understand the side effect profiles for

our clinical trials and upon any commercialization of any product candidate. Inadequate training in recognizing or managing the potential side effects of any product candidate could result in patient injury or death. Any of these occurrences may harm our business, financial condition and prospects significantly.

Additionally, if any product candidate receives marketing approval, and we or others later identify undesirable side effects caused by such product, a number of potentially significant negative consequences could result, including:

- regulatory authorities may withdraw approvals of such product;
- regulatory authorities may require additional warnings on the label, such as a "black box" warning or contraindication;

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- additional restrictions may be imposed on the marketing of the particular product or the manufacturing processes for the product or any component thereof;
- we may be required to implement a Risk Evaluation and Mitigation Strategy ("REMS"), or create a medication guide outlining the risks of such side effects for distribution to patients;
- we could be sued and held liable for harm caused to patients;
- the product may become less competitive; and
- our reputation may suffer.

Any of these events could prevent us from achieving or maintaining market acceptance of a product candidate, if approved, and could significantly harm our business, results of operations and prospects.

The success of our business depends primarily upon our ability to identify, develop and commercialize products using our proprietary technologies.

Our current product candidate and product development program is still in the IND validation process. We may be unsuccessful in advancing any product candidate into clinical development or in identifying and developing additional product candidates.

Our ability to identify and develop product candidates is subject to the numerous risks associated with preclinical and early stage biopharmaceutical development activities, including that:

- we may not be able to assemble sufficient resources to acquire or discover additional product candidates, including through the potential out-licensing of our product candidates;
- we may not be able to enter into collaborative arrangements to facilitate development of product candidates;
- competitors may develop alternatives that render our product candidates obsolete or less attractive;
- our product candidates may be covered by third parties' patents or other exclusive rights;
- the regulatory pathway for a product candidate may be too complex, expensive or otherwise difficult to navigate successfully; or
- our product candidates may be shown to not be effective, have harmful side effects or otherwise pose risks not outweighed by such product candidate's benefits or have other characteristics that may make the products impractical to manufacture, unlikely to receive any required marketing approval, unlikely to generate sufficient market demand or otherwise not achieve profitable commercialization.

Even if we do commence additional clinical trials of product candidates and continue to identify new product candidates, such product candidates may never be approved. Failure to successfully identify and develop new product candidates and obtain regulatory approvals for our products would have a material adverse effect on our business and financial condition and could cause us to cease operations.

If a product candidate does not achieve projected development milestones or commercialization in the announced or expected timeframes, the further development or commercialization of such product candidate may be delayed, and our business will be harmed.

We sometimes estimate, or may in the future estimate, the timing of the accomplishment of various scientific, clinical, manufacturing, regulatory and other product development objectives. These milestones may include our expectations regarding the commencement or completion of scientific studies or clinical trials, the submission of regulatory filings, the receipt of marketing approval or the realization of other commercialization objectives.

The achievement of many of these milestones may be outside of our control. All of these milestones are based on a variety of assumptions, including assumptions regarding capital resources, constraints and priorities, progress

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of and results from development activities and the receipt of key regulatory approvals or actions, any of which may cause the timing of achievement of the milestones to vary considerably from our estimates.

If we or our collaborators or ourselves fail to achieve announced milestones in the expected timeframes, the commercialization of the affected product candidate may be delayed, our credibility may be undermined, our business and results of operations may be harmed, and the price of our common stock may decline.

We have decided to discontinue and explore strategic options for our ONA-XR program; however, there can be no assurance that we will be successful in entering into or consummating a transaction or that any such transaction will yield additional value for stockholders.

On March 22, 2023, we announced a portfolio prioritization and capital allocation strategy, including discontinuing the development of, and exploring strategic options for, ONA-XR. There can be no assurances that any such evaluation and consideration will result in a sale, spin-off, license, or any other transaction being entered into or consummated. The process may be time-consuming, distracting to management and disruptive to our business operations, and if we are unable to effectively manage the process, our business, financial condition, and results of operations could be adversely affected. In addition, identifying and evaluating potential strategic options may result in additional expenses.

Any strategic decision will involve risks and uncertainties, and we cannot guarantee that any potential transaction or other strategic option, if identified, evaluated and consummated, will provide greater value to our stockholders than that reflected in our current stock price. Any potential transaction would be dependent upon a number of factors that may be beyond our control, including, among other factors, market conditions, industry trends and the interest of third parties in ONA-XR.

Any uncertainties related to consummating any transaction for ONA-XR may result in the loss of potential business opportunities and may make it more difficult for us to attract and retain qualified personnel and business partners.

Product liability lawsuits against us could cause us to incur substantial liabilities and could limit commercialization of any products that we develop alone or with collaborators.

We face an inherent risk of product liability and professional indemnity exposure related to the testing in clinical trials of our product candidates. We will face an even greater liability risk if we commercially sell any products that we or our collaborators may develop for human use.

Manufacturing defects, errors in product distribution or storage processes, improper administration or application and known or unknown side effects of product usage may result in liability claims against us or third parties with which we have relationships. These actions could include claims resulting from acts by our collaborators, licensees and subcontractors over which we have little or no control. For example, our liability could be sought by patients participating in clinical trials for potential therapeutic product candidates as a result of unexpected side effects, improper product administration or the deterioration of a patient's condition, patient injury or even death.

Criminal or civil proceedings might be filed against us by patients, regulatory authorities, biopharmaceutical companies and any other third party using or marketing any product candidates or products that we develop alone or with collaborators. On occasion, large judgments have been awarded in class action lawsuits based on products that had unanticipated adverse effects. If we cannot successfully defend ourselves against claims that product candidates or products we develop alone or with collaborators caused harm, we could incur substantial liabilities.

Clinical development does not always fully characterize the safety and efficacy profile of a new medicine, and it is always possible that a drug or biologic, even after regulatory approval, may exhibit unforeseen side effects. If any product candidate were to cause adverse side effects during clinical trials or after approval, we may be exposed to substantial liabilities.

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Product liability insurance coverage may not be adequate to cover all liabilities that we may incur. We anticipate that we will need to increase our insurance coverage when we expand our clinical trials and if we or our collaborators or ourselves successfully commercialize any products.

Risks Related to Our Organization, Structure and Operations

Our reliance on a central team consisting of a limited number of employees and consultants who provide various administrative, research and development, and other services across our organization presents operational challenges that may adversely affect our business.

As of ~~March 1, 2023~~ March 1, 2024, we had ~~nine~~ five full-time employees. We also have various consultants who we rely on for research and development, business development and other services. While we believe this structure enables us to reduce certain infrastructure costs, the small size of our centralized team may limit our ability to devote adequate personnel, time and resources to support the operations of our business, including our research and development activities, and the management of financial, accounting and reporting matters. If our centralized team fails to provide adequate administrative, research and development, or other services across our entire organization, our business, financial condition and results of operations could be harmed.

Our future success depends on our ability to retain our Chief Executive Officer, Chief Financial Officer, Chief Legal Officer, Chief Medical Officer, and other key executives and to attract, retain and motivate qualified personnel.

We are highly dependent on the research and development experience, technical skills, leadership and continued service of certain members of our management and scientific teams, including Martin Lehr, our Chief Executive Officer, Jennifer Minai-Azary, our Chief Financial Officer, ~~and~~ Alex Levit, our Chief Legal Officer, and Tarek Sahmoud, our Chief Medical Officer.

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Although we have formal employment agreements and consulting agreements with substantially all of our executive officers, these agreements do not prevent them from terminating 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. The consulting services of Tarek Sahmoud, our Chief Medical Officer, ended as of December 31, 2023.

Recruiting and retaining qualified scientific, clinical, manufacturing and, if we retain commercialization responsibility for any product candidate we develop alone or with collaborators, sales and marketing personnel, will also be critical to our success. We may not be able to attract and retain these personnel on acceptable terms or at all 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. In addition, we rely on consultants and advisors, including scientific and clinical advisors, to assist us in formulating our research and development and commercialization strategies. Our consultants and advisors may be employed by employers other than us and may have commitments under consulting or advisory contracts with other entities that may limit their availability to us.

The inability to recruit, integrate, motivate and retain additional skilled and qualified personnel, or the loss of services of certain executives, key employees, consultants or advisors, may impede the progress of our research, development and commercialization objectives and have a material adverse effect on our business.

We will need to expand our organization, and we may experience difficulties in managing this growth, which could disrupt our operations.

We will need to significantly expand our organization, and our future financial performance, ability to develop and commercialize product candidates alone or with collaborators and ability to compete effectively will depend in part on our ability to effectively manage any future growth. We may have difficulty identifying, hiring and integrating new personnel.

Many of the biopharmaceutical companies that we compete against for qualified personnel and consultants have greater financial and other resources, different risk profiles and a longer history than we do. If we are unable to

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continue to attract and retain high-quality personnel and consultants, the rate and success at which we can identify and develop product candidates, enter into collaborative arrangements and otherwise operate our business will be limited.

Future growth would impose significant additional responsibilities on our management, including the need to identify, recruit, maintain, motivate and integrate additional employees, consultants and contractors. Management may need to divert a disproportionate amount of its attention away from our day-to-day activities and devote a substantial amount of time to managing these growth activities. Due to our limited financial resources and the limited experience of our management team in managing a company with such anticipated growth, we may not be able to effectively manage the expected expansion of our operations or recruit and train additional qualified personnel.

Moreover, the expected physical expansion of our operations may lead to significant costs and may divert our management and business development resources from other projects, such as the development of product candidates. If we are not able to effectively manage the expansion of our operations, it may result in weaknesses in our infrastructure, increase our expenses more than expected, give rise to operational mistakes, loss of business opportunities, loss of employees, consultants and contractors and reduced productivity.

Our insurance policies are expensive and protect us only from some business risks, which leaves us exposed to significant uninsured liabilities.

We do not carry insurance for all categories of risk that our business may encounter. If we obtain marketing approval for any product candidates that we or our collaborators may develop, we intend to acquire insurance coverage to include the sale of commercial products, but we may be unable to obtain such insurance on commercially reasonable terms or in adequate amounts. We do not carry specific biological or hazardous waste insurance coverage, and our property, casualty and general liability insurance policies specifically exclude coverage for damages and fines arising from biological or hazardous waste exposure or contamination.

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Accordingly, in the event of contamination or injury, we could be held liable for damages or be penalized with fines in an amount exceeding our resources, and clinical trials or regulatory approvals for any product candidate could be suspended. As a public company it may be more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors, our board committees or as our executive officers.

Insurance coverage is becoming increasingly expensive, and in the future, we may not be able to maintain insurance coverage at a reasonable cost or in sufficient amounts to protect us against losses. We do not know if we will be able to maintain existing insurance with adequate levels of coverage, and any liability insurance coverage we acquire in the future may not be sufficient to reimburse us for any expenses or losses we may suffer. A successful liability claim or series of claims brought against us could require us to pay substantial amounts and cause our share price to decline and, if judgments exceed our insurance coverage, could adversely affect our results of operations and business, including preventing or limiting the development and commercialization of product candidates.

Adverse developments affecting the financial services industry, such as actual events or concerns involving liquidity, defaults, or non-performance by financial institutions or transactional counterparties, could adversely affect our current and projected business operations, financial condition and results of operations.

Actual events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. For example, on March 10, 2023, Silicon Valley Bank ("SVB") was closed by the California Department of Financial Protection and Innovation, which appointed the Federal Deposit Insurance Corporation ("FDIC") as receiver. **Similarly, on March 12, 2023, Signature Bank and Silvergate Capital Corp. were each swept into receivership.**

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Subsequently, in March 2023, First Citizens BancShares acquired SVB.

Inflation and rapid increases in interest rates have led to a decline in the trading value of previously issued government securities with interest rates below current market interest rates. Although the U.S. Department of Treasury, FDIC and Federal Reserve Board **have announced a program in March 2023 to provide up to \$25 billion of loans to financial institutions secured by certain of such government securities held by financial institutions to mitigate the risk of potential losses on the sale of such instruments, widespread demands for customer withdrawals or other liquidity needs of financial institutions for immediate liquidity may exceed the capacity of such a program.** Additionally, there is no guarantee that the U.S. Department of Treasury, FDIC and Federal Reserve Board will provide access to uninsured funds in the future in the event of the closure of other banks or financial institutions, or that they would do so in a timely fashion.

Our access to funding sources in amounts adequate to finance or capitalize our current and projected future business operations could be significantly impaired by factors that affect us, the financial institutions with which we have relationships, or the financial services industry or economy in general. These factors could include, among others, events such as liquidity constraints or failures, the ability to perform obligations under various types of financial, credit or liquidity agreements or arrangements, the loss of uninsured deposits, disruptions or instability in the financial services industry or financial markets, or concerns or negative expectations about the prospects for companies in the financial services industry.

In addition, any further deterioration in the macroeconomic economy or financial services industry could lead to losses or defaults by our suppliers or collaboration partners, which in turn, could have a material adverse effect on our current and/or projected business operations and results of operations and financial condition. For example, a collaboration partner may fail to make payments when due, default under their agreements with us, become insolvent or declare bankruptcy, or a supplier may determine that it will no longer deal with us as a customer. In addition, a supplier or collaboration partner could be adversely affected by any of the liquidity or other risks that are described above or by the loss of the ability to draw on existing credit facilities involving a troubled or failed financial institution. Any supplier or collaboration partner bankruptcy or insolvency, or the failure of any collaboration partner to make payments when due, or any breach or default by a supplier or collaboration partner, or

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the loss of any significant supplier or collaboration partner relationships, could result in material losses to us and may have a material adverse impact on our business.

Risks Related to Our Reliance on Third Parties

We expect to, and do, depend on collaborations with third parties for certain research, development and commercialization activities, and if any such collaborations are not successful, it may harm our business and prospects.

Working with collaborators poses several significant risks, including the following:

- limited availability of resource allocation and other developmental decisions made by our collaborators about the product candidates that we seek to develop with them may result in the delay or termination of research programs, studies or trials, repetition of or initiation of new studies or trials or provision of insufficient funding or resources for the completion of studies or trials or the successful marketing and distribution of any product candidates that may receive approval;
- collaborators could independently develop, or develop with third parties, product candidates that compete directly or indirectly with our product candidates if the collaborators believe that competitive products are more likely to be successfully developed or can be commercialized under terms that are more economically attractive than ours;
- collaborators may not properly obtain, maintain, enforce or defend our intellectual property or proprietary rights or may use our proprietary information in such a way that could jeopardize or invalidate our proprietary information or expose us to potential litigation; and
- disputes may arise between us and our collaborators that result in the delay or termination of the research, development or commercialization activities or that result in costly litigation or arbitration that diverts management attention and resources.

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Our ability to generate revenues from these arrangements will depend on our collaborators' abilities to successfully perform the functions assigned to them in these arrangements. If our collaborations, including those in which we may out-license our product candidates, do not result in the successful development and commercialization of

product candidates, or if one of our collaborators terminates its agreement with us, we may not receive the expected deliverables or services from our collaborators, nor receive any future funding or milestone or royalty payments under the collaboration.

If we do not receive the funding or **expected** deliverables or services from our collaborators **that we expect under these agreements**, our development of product candidates could be delayed and we may need additional resources to develop such product candidates. In addition, if one of our collaborators terminates its agreement with us, we may find it more difficult to find a suitable replacement collaborator or attract new collaborators and may need to raise additional capital to pursue further development or commercialization of the applicable product candidates.

These events could delay development programs and negatively impact the perception of our company in business and financial communities. Failure to develop or maintain relationships with any current collaborators could result in the loss of opportunity to work with that collaborator or reputational damage that could impact our relationships with other collaborators in the relatively small industry communities in which we operate.

Moreover, all of the risks relating to product development, regulatory approval and commercialization described in this Form 10-K apply to the activities of our collaborators. If our existing collaboration agreements or any collaborative or strategic relationships we may establish in the future are not effective and successful, it may damage our reputation and business prospects, delay or prevent the development and commercialization of product candidates and inhibit or preclude our ability to realize any revenues.

In connection with our plan to cease development

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We may become involved in disagreements or disputes with our licensees, licensors and other counterparties relating to the development and/or commercialization of ONA-XR, our current or past product candidates, which may be time consuming, costly and could harm our efforts to pursue strategic options for ONA-XR. develop our current or future product candidates.

We have entered into various agreements and licenses with licensees, licensors and other counterparties related to the development and/or commercialization of ONA-XR, our current and past product candidates. These agreements and licenses impose a variety of obligations on us and the counterparties to such agreements and licenses. On March 22, 2023, we announced a portfolio prioritization and capital allocation strategy, including discontinuing the development of ONA-XR and exploring strategic options. As a result, we have begun the process of winding-down our operations relating to, and pursuing strategic options for, ONA-XR. Disagreements and disputes between us and certain counterparties may arise, **related to such wind-down efforts as** regarding each parties' obligations under the respective agreement or **license relating to ONA-XR, license.**

Any such disagreement or dispute could become time consuming, costly and could harm our efforts to **pursue strategic options for ONA-XR. develop current or future product candidates.** Any disagreements or disputes with such parties that lead to litigation, arbitration or similar proceedings will result in us incurring significant legal expenses **as well as** and potential significant legal **liability, liability** and could jeopardize our ability to continue development of the related product candidate.

Further, any disagreements or disputes over our obligations or intellectual property that we have licensed or acquired may prevent or impair our ability to maintain our current arrangements on acceptable terms. If we fail to meet our obligations under these agreements or licenses, the respective counterparty may have the right to terminate the respective agreement or license and to re-obtain the related technology as well as aspects of any intellectual property controlled by us and developed during the period the agreement or license was in force that relates to the applicable technology. While we would expect to exercise our rights and remedies available to us in the event we fail to meet our obligations under such agreement or license in any material respect and otherwise seek to preserve our rights under the technology licensed to or acquired by us, we may not be able to do so in a timely manner, at an acceptable cost or at all. Any uncured breach under any agreement or license relating to **ONA-XR a product candidate** could result in our loss of rights and may lead to a complete termination of the respective agreement or license. Termination of one of these agreements or licenses for any reason could prevent us from completing a transaction to sell or out-license **ONA-XR. a product candidate.**

[Table Additionally, any disagreements or disputes over our counterparties obligations or intellectual property rights that we have licensed or acquired may prevent or impair our ability to develop any of Contents](#)

our product candidates. If any counterparty fails to meet their obligations under these agreements or licenses or does not have the right to intellectual property rights that they may contractually claim to have, it could materially impact our development of such product candidate. While we may have the right to terminate the respective agreement or license and to maintain some or all of the related technology as well as some or all aspects of any intellectual property controlled by such counterparty, we may not be able to do so in a timely manner, at an acceptable cost or at all, and it may lead to litigation, arbitration or similar proceedings that may result in us incurring significant legal expenses and jeopardize our ability to continue development of the related product candidate. A dispute regarding, or termination of, one of these agreements or licenses for any reason also could prevent us from completing a transaction to sell or out-license a product candidate for which we have decided to discontinue development.

We have relied on and we expect to continue to rely on third parties to conduct, supervise and monitor our clinical trials and some aspects of our research and preclinical testing, and if those third parties do not successfully carry out their contractual duties, comply with regulatory requirements, or otherwise perform in a satisfactory manner, we may not be able to obtain regulatory approval or commercialize product candidates, or such approval or commercialization may be delayed, and our business may be substantially harmed.

We have relied on and we expect to continue to rely on medical institutions, clinical investigators, contract laboratories and other third parties, such as contract research organizations ("CROs") to conduct preclinical studies and clinical trials for product candidates. Nevertheless, we are responsible for ensuring that each of our studies and trials is conducted in accordance with the applicable protocol, legal and regulatory requirements and scientific standards, and our reliance on such third parties will not relieve us of our regulatory responsibilities. For example, we remain responsible for ensuring that each of our clinical trials is conducted in accordance with the general investigational plan and protocols for the trial. Moreover, the FDA requires us to comply with regulations, commonly referred to as good clinical practices ("GCPs"), for conducting, monitoring, recording and reporting the

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results of clinical trials to assure that data and reported results are credible and accurate and that the rights, integrity and confidentiality of trial participants are protected.

Although we have designed and intend to design future trials for product candidates either alone or with collaborators, third parties may conduct some parts of or all of the trials. As a result, many important aspects of our research and development programs, including their conduct and timing, will be outside of our direct control. Our reliance on third parties to conduct current and future studies and trials will also result in less direct control over the management of data developed through studies and trials than would be the case if we were relying entirely upon our own staff. Communicating with outside parties can also be challenging, potentially leading to mistakes and difficulties in coordinating activities. Such third parties may have staffing difficulties, fail to comply with contractual obligations, experience regulatory compliance issues, undergo changes in priorities, become financially distressed or form relationships with other entities, some of which may be our competitors.

We also face the risk of potential unauthorized disclosure or misappropriation of our intellectual property by CROs or other third parties, which may reduce our trade secret protection and allow our potential competitors to access and exploit our proprietary technology. For any violations of laws and regulations during the conduct of our preclinical studies and clinical trials, we could be subject to warning letters or enforcement action that may include civil penalties up to and including criminal prosecution.

If we, our collaborators, our CROs or other third parties fail to comply with applicable GCPs, the clinical data generated in our clinical trials may be deemed unreliable and FDA or comparable foreign regulatory authorities may require us to perform additional clinical trials before approving our marketing applications. We also are required to register certain ongoing clinical trials and post the results of such completed clinical trials on a government-sponsored database, within certain timeframes. Failure to do so can result in fines, adverse publicity and civil and criminal sanctions.

If our CROs or other third parties do not successfully carry out their contractual duties or obligations, fail to meet expected deadlines, 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, trials for a product candidate may be extended, delayed or terminated, and we or our collaborators may not be able to obtain regulatory approval for, or successfully commercialize, any product candidates. If we are required to repeat, extend the duration of or increase the size of any trials we conduct, it could significantly delay commercialization and require significantly greater expenditures.

As a result of any of these factors, our financial results and the commercial prospects for the affected product candidate would be harmed, our costs could increase and our ability to generate revenues could be delayed.

If we are unable to obtain sufficient quantities of raw materials and supplies, at acceptable prices and on a timely basis, it could harm our business.

We are dependent on third parties for the supply of various pharmaceutical and biological materials and the manufacture of product supplies that are necessary to produce our current and any future product candidates. The

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supply of these materials could be reduced or interrupted at any time. In such case, identifying and engaging an alternative supplier or manufacturer could result in delay, and we may not be able to find other acceptable suppliers or manufacturers on acceptable terms, or at all.

Changing suppliers or manufacturers may involve substantial costs and is likely to result in a delay in our desired clinical and commercial timelines. If we change suppliers or manufacturers for commercial production, applicable regulatory agencies may require us to conduct additional studies or trials. If key suppliers or manufacturers are lost, or if the supply of the materials is diminished or discontinued, we or our collaborators may not be able to develop, manufacture and market the affected product candidate in a timely and competitive manner, or at all. If any product candidate receives approval, we will likely need to seek alternative sources of supply of raw materials or manufactured product supplies and there can be no assurance that we will be able to establish such relationships to provide such supplies on commercially reasonable terms or at acceptable quality levels, if at all. If we are unable to identify and procure additional sources of supply that fit our required needs, we could face substantial delays or incur additional costs in procuring such materials.

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We do, and may further, rely on third parties for the manufacturing process of our current and any future product candidates, and failure by those parties to adequately perform their obligations could harm our business.

We do not currently own any facility that may be used as our clinical-scale manufacturing and processing facility and do rely, and expect that we will continue to rely, on outside vendors, including vendors outside the United States, for at least a portion of the manufacturing process of our current and any future product candidates that we or our collaborators develop.

The facilities used by our contract manufacturers to manufacture product candidates must be approved by the FDA or other foreign regulatory agencies pursuant to inspections conducted after we submit an application to the FDA or other foreign regulatory agencies. When we or our collaborators engage third parties for manufacturing services, we will not control the manufacturing process of, and will be completely dependent on, our contract manufacturing providers for compliance with cGMP requirements for manufacture of the product candidates.

We have not yet caused any product candidates to be manufactured or processed on a commercial scale and may not be able to do so. We will make changes as we work to optimize the manufacturing process, and we cannot be sure that even minor changes in the process will result in products that are safe and effective. If our contract manufacturers cannot successfully manufacture material that conforms to our specifications and the strict regulatory requirements of the FDA or other regulatory authorities, they will not be able to secure and/or maintain regulatory approval for their manufacturing facilities. In addition, we have no control over the ability of our contract manufacturers to maintain adequate quality control, quality assurance and qualified personnel.

If the FDA or a comparable foreign regulatory authority does not approve these facilities for the manufacture of 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 any of our or our collaborators' potential products.

If we are not able to establish collaborations on commercially reasonable terms, we may have to alter our research, development and commercialization plans.

Our research and product development programs and the potential commercialization of our current and any future product candidates will require substantial additional cash to fund expenses, and we expect that we will continue to seek collaborative arrangements, including the potential out-licensing of our product candidates, for the development and potential commercialization of our current and any future product candidates or the development of ancillary technologies.

We face significant competition in establishing relationships with appropriate collaborators. In addition, there have been a significant number of recent business combinations among large pharmaceutical companies that have resulted in a reduced number of potential future collaborators. Whether we reach a definitive agreement for a collaboration will depend, among other things, upon our assessment of the collaborator's resources and expertise, the terms and conditions of the proposed collaboration and the proposed collaborator's evaluation of a number of

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factors. Those factors may include, among other things and as applicable for the type of potential product, an assessment of the opportunities and risks of our product candidate, the design or results of studies or trials, the likelihood of approval, if necessary, by the U.S. Department of Agriculture, the FDA or similar regulatory authorities outside the United States, the potential market for the subject product candidate, the costs and complexities of manufacturing and delivering such product candidate to patients, the potential of competing products and industry and market conditions generally.

Collaborations are complex and time-consuming to negotiate and document. We may not be able to negotiate collaborations on a timely basis, on acceptable terms, or at all. If we do enter into additional collaboration agreements, **including out-licensing ONA-XR**, the negotiated terms may force us to relinquish rights that diminish our potential profitability from development and commercialization of the subject product candidate or others. Such collaborations may also impact our ability to control the nature, timing and cadence of developing and commercializing the product candidates subject to such collaborations. If we are unable to enter into additional collaboration agreements, we may have to curtail the research and development of the product candidate for which we are seeking to collaborate, reduce or

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delay research and development programs, delay potential commercialization timelines, reduce the scope of any sales or marketing activities or undertake research, development or commercialization activities at our own expense.

Risks Related to Government Regulation

The FDA regulatory approval process is lengthy and time-consuming, and we may experience significant delays in the clinical development and regulatory approval of our current and any future product candidates.

The research, testing, manufacturing, labeling, approval, selling, import, export, marketing, and distribution of drug products, including biologics and pharmaceuticals, are subject to extensive regulation by the FDA and other regulatory authorities in the United States. We expect the novel nature of our product candidates to create further challenges in obtaining regulatory approval. For example, the FDA has limited experience with commercial development of anti-CLDN6N therapies for cancer. The FDA may also require a panel of experts, referred to as an Advisory Committee, to deliberate on the adequacy of the safety and efficacy data to support licensure. The opinion of the Advisory Committee, although not binding, may have a significant impact on our ability to obtain licensure of product candidates based on the completed clinical trials, as the FDA often makes decisions consistent with the Advisory Committee's recommendations. Accordingly, the regulatory approval pathway for our product candidates may be uncertain, complex, expensive and lengthy, and approval may not be obtained.

We may also experience delays in completing planned clinical trials for a variety of reasons, including delays related to:

- obtaining regulatory authorization to begin a trial, if applicable;
- the availability of financial resources to commence and complete the planned trials;
- reaching agreement on acceptable terms with prospective CROs and clinical trial sites, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and trial sites;
- obtaining approval at each clinical trial site by an independent IRB;

- recruiting suitable patients to participate in a trial;
- having patients complete a trial, including having patients enrolled in clinical trials dropping out of the trial before the product candidate is manufactured and returned to the site, or return for post-treatment follow-up;
- clinical trial sites deviating from trial protocol or dropping out of a trial;
- addressing any patient safety concerns that arise during the course of a trial;
- adding new clinical trial sites; or

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- manufacturing sufficient quantities of qualified materials under cGMPs and applying them on a patient by patient basis for use in clinical trials.

We could also encounter delays if physicians encounter unresolved ethical issues associated with enrolling patients in clinical trials of a product candidate in lieu of prescribing existing treatments that have established safety and efficacy profiles. Further, a clinical trial may be suspended or terminated by us, the IRBs for the institutions in which such trials are being conducted or by the FDA or other regulatory authorities due to a number of factors, including failure to conduct the clinical trial in accordance with regulatory requirements or our clinical protocols, inspection of the clinical trial operations or trial site by the FDA or other regulatory authorities resulting in the imposition of a clinical hold, unforeseen safety issues or adverse side effects, failure to demonstrate a benefit from using a product candidate, changes in governmental regulations or administrative actions, lack of adequate funding to continue the clinical trial, or based on a recommendation by the Data Safety Monitoring Committee. The FDA's review of our data of our ongoing clinical trials may, depending on the data, also result in the delay, suspension or termination of one or more clinical trials, which would also delay or prevent the initiation of our other planned

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clinical trials. If we experience termination of, or delays in the completion of, any clinical trial of a product candidate, the commercial prospects for such product candidate will be harmed, and our ability to generate product revenue will be delayed. In addition, any delays in completing our clinical trials will increase our costs, slow down our product development and approval process and jeopardize our ability to commence product sales and generate revenue.

Many of the factors that cause, or lead to, a delay in the commencement or completion of clinical trials may ultimately lead to the denial of regulatory approval of our current and any future product candidates.

We expect that CTIM-76 will be regulated as biological products, or biologics, and therefore they may be subject to competition sooner than anticipated.

The Biologics Price Competition and Innovation Act was enacted as part of PPACA to establish an abbreviated pathway for the approval of biosimilar and interchangeable biological products. The regulatory pathway establishes legal authority for the FDA to review and approve biosimilar biologics, including the possible designation of a biosimilar as "interchangeable" based on its similarity to an approved biologic. Under the Biologics Price Competition and Innovation Act, an application for a biosimilar product cannot be approved by the FDA until 12 years after the reference product was approved under a BLA. The law is complex and is still being interpreted and implemented by the FDA. As a result, its ultimate impact, implementation, and meaning are subject to uncertainty. While it is uncertain when such The processes intended to implement the Biologics Price Competition and Innovation Act may be fully adopted by the FDA, any such processes could have a material adverse effect on the future commercial prospects for our biological products.

We believe that CTIM-76, if approved in the United States as a biological product under a BLA, should qualify for the 12-year period of exclusivity. However, there is a risk that this exclusivity could be shortened due to congressional action or otherwise, or that the FDA will not consider the subject product candidates to be reference products for competing products, potentially creating the opportunity for generic competition sooner than anticipated. Moreover, the extent to which a biosimilar, once approved, will be substituted for any one of the reference products in a way that is similar to traditional generic substitution for non-biological products is not yet clear, and will depend on a number of marketplace and regulatory factors that are still developing.

The FDA may disagree with our regulatory plan and we may fail to obtain regulatory approval of any product candidate.

If and when our clinical trials for our current and any future product candidates are completed and, assuming positive data, we expect to advance to potential registrational trials. The general approach for FDA approval of a new biologic or drug is for the sponsor to provide dispositive data from two well-controlled, Phase 3 clinical studies of the relevant biologic or drug in the relevant patient population. Phase 3 clinical studies typically involve hundreds of patients, have significant costs and take years to complete. If the results from our clinical trials are sufficiently compelling, we intend to discuss with the FDA submission of a BLA or NDA, as applicable for the relevant product candidate. However, we do not have any agreement or guidance from the FDA that our regulatory development

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plans will be sufficient for submission of a BLA or NDA, as applicable for the relevant product candidate. For example, the FDA may require that we conduct a comparative trial against an approved therapy, which would significantly delay our development timelines and require substantially more resources. As well, in 2022 the Oncology Center of Excellence (OCE) of the FDA implemented Project Optimus to reform the dose optimization and dose selection paradigm in oncology drug development, which could impact our ongoing or future clinical trials and significantly delay our development timelines and require substantially more resources.

The FDA may grant accelerated approval for a product candidate and, as a condition for accelerated approval, the FDA may require a sponsor of a drug or biologic receiving accelerated approval to perform post-marketing studies to verify and describe the predicted effect on irreversible morbidity or mortality or other clinical endpoint, and the drug or biologic may be subject to withdrawal procedures by the FDA that are more accelerated than those available for regular approvals. We believe an accelerated approval strategy may be warranted given the limited alternatives for patients that our initial product candidates target, candidate targets, but the FDA may ultimately require a Phase 3 clinical trial prior to approval, particularly since our product candidates represent novel treatments. approval. In addition, the standard of care may change with the approval of new products in the same

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indications that we are studying. This may result in the FDA or other regulatory agencies requesting additional studies to show that our product candidate is superior to the new products.

Our clinical trial results may also not support approval. In addition, our current and any future product candidates could fail to receive regulatory approval for many reasons, including the following:

- the FDA or comparable foreign regulatory authorities may disagree with the design or implementation of our clinical trials;
- we may be unable to demonstrate to the satisfaction of the FDA or comparable foreign regulatory authorities that our current or any future product candidates are safe and effective for any of their proposed indications;
- the results of clinical trials may not meet the level of statistical significance required by the FDA or comparable foreign regulatory authorities for approval, including due to the heterogeneity of patient populations;
- we may be unable to demonstrate that our current and any future product candidates' clinical and other benefits outweigh their safety risks;
- the FDA or comparable foreign regulatory authorities may disagree with our interpretation of data from preclinical studies or clinical trials;
- the data collected from clinical trials of our current and any future product candidates may not be sufficient to the satisfaction of the FDA or comparable foreign regulatory authorities to support the submission of a BLA or NDA, as applicable, or other comparable submission in foreign jurisdictions or to obtain regulatory approval in the United States or elsewhere;
- the FDA or comparable foreign regulatory authorities will review our manufacturing process and inspect our commercial manufacturing facility and may not approve our manufacturing process or facility; and
- the approval policies or regulations of the FDA or comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval.

Obtaining and maintaining regulatory approval of a product candidate in one jurisdiction does not mean that we will be successful in obtaining regulatory approval of such product candidate in other jurisdictions.

Obtaining and maintaining regulatory approval of a product candidate in one jurisdiction does not guarantee that we will be able to obtain or maintain regulatory approval in any other jurisdiction, while a failure or delay in obtaining regulatory approval in one jurisdiction may have a negative effect on the regulatory approval process in others. For example, even if the FDA grants marketing approval of a product candidate, comparable regulatory authorities in foreign jurisdictions must also approve the manufacturing, marketing and promotion of the product

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candidate in those countries. Approval procedures vary among jurisdictions and can involve requirements and administrative review periods different from, and greater than, those in the United States, including additional preclinical studies or clinical trials as clinical studies conducted in one jurisdiction may not be accepted by regulatory authorities in other jurisdictions. In many jurisdictions outside the United States, a product candidate must be approved for reimbursement before it can be approved for sale in that jurisdiction. In some cases, the price that we intend to charge for our products is also subject to approval.

We may also submit marketing applications in other countries. Regulatory authorities in jurisdictions outside of the United States have requirements for approval of product candidates with which we must comply prior to marketing in those jurisdictions. Obtaining foreign 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 products in certain countries. If we fail to comply with the regulatory requirements in international markets and/or receive applicable marketing approvals, our target market will be reduced and our ability to realize the full market potential of our current and any future product candidates will be harmed.

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We will be subject to ongoing regulatory obligations and continued regulatory review, which may result in significant additional expense, and we may be subject to penalties if we fail to comply with regulatory requirements or experience unanticipated problems with a product candidate.

Any regulatory approvals that we receive for a product candidate will require surveillance to monitor the safety and efficacy of the product candidate. The FDA may also require a REMS in order to approve a product candidate, which could entail requirements for a medication guide, physician communication plans or additional elements to ensure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. In addition, if the FDA or a comparable foreign regulatory authority approves a product candidate, the manufacturing processes, labeling, packaging, distribution, adverse event reporting, storage, advertising, promotion, import, export and recordkeeping for that product candidate will be subject to extensive and ongoing regulatory requirements. These requirements include submissions of safety and other post-marketing information and reports, registration, as well as continued compliance with cGMPs and GCPs for any clinical trials that we conduct post-approval. As such, we and our contract manufacturers will be subject to continual review and inspections to assess compliance with cGMP and adherence to commitments made in any BLA, other marketing applications and previous responses to inspectional observations. Accordingly, we and others with whom we work must continue to expend time, money and effort in all areas of regulatory compliance, including manufacturing, production and quality control. In addition, the FDA could require us to conduct another study to obtain additional safety or biomarker information. Further, we will be required to comply with FDA promotion and advertising rules, which include, among others, standards for direct-to-consumer advertising, restrictions on promoting products for uses or in patient populations that are not described in the product's approved uses (known as "off-label use"), limitations on industry-sponsored scientific and educational activities and requirements for promotional activities involving the internet and social media. Later discovery of previously unknown problems with a product candidate, including adverse events of unanticipated severity or frequency, or with our third-party suppliers or manufacturing processes, or failure to comply with regulatory requirements, may result in revisions to the approved labeling to add new safety information; imposition of post-market studies or clinical studies to assess new safety risks; or imposition of distribution restrictions or other restrictions under a risk evaluation and mitigation strategy program. Other potential consequences include, among other things:

- restrictions on the marketing or manufacturing of a product candidate, withdrawal of the product from the market or voluntary or mandatory product recalls;
- fines, warning letters or holds on clinical trials;
- refusal by the FDA to approve pending applications or supplements to approved applications filed by us or suspension or revocation of license approvals;
- product seizure or detention, or refusal to permit the import or export of a product candidate; and
- injunctions or the imposition of civil or criminal penalties.

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The FDA's and other regulatory authorities' policies may change and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of our current and any future product candidates. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative or executive action, either in the United States or abroad. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose any marketing approval that we may have obtained and we may not achieve or sustain profitability.

Even if we obtain regulatory approval of a product candidate, the product may not gain market acceptance among physicians, patients, hospitals, cancer treatment centers and others in the medical community.

The use of **protein inhibitors** **T cell engaging bispecific antibodies** as potential cancer treatments is a recent development and may not become broadly accepted by physicians, patients, hospitals, cancer treatment centers and others in the medical

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community and we may not be able to convince them to use a product candidate for many reasons. Additional factors will influence whether a product candidate is accepted in the market, including:

- the clinical indications for which a product candidate is approved;
- physicians, hospitals, cancer treatment centers and patients considering a product candidate as safe and effective treatments;
- the potential and perceived advantages of a product candidate over alternative treatments;
- the prevalence and severity of any side effects;

- product labeling or product insert requirements of the FDA or other regulatory authorities;
- limitations or warnings contained in the labeling approved by the FDA or other regulatory authorities;
- the timing of market introduction of a product candidate as well as competitive products;
- the cost of treatment in relation to alternative treatments;
- the availability of coverage and adequate reimbursement by third-party payors and government authorities;
- the willingness of patients to pay out-of-pocket in the absence of coverage and adequate reimbursement by third-party payors and government authorities;
- relative convenience and ease of administration, including as compared to alternative treatments and competitive therapies; and
- the effectiveness of our sales and marketing efforts.

If a product candidate is approved but fails to achieve market acceptance among physicians, patients, hospitals, cancer treatment centers or others in the medical community, we will not be able to generate significant revenue. Even if our products achieve market acceptance, we may not be able to maintain that market acceptance over time if new products or technologies are introduced that are more favorably received than our products, are more cost effective or render our products obsolete.

Coverage and reimbursement may be limited or unavailable in certain market segments for a product candidate, which could make it difficult for us to sell such product candidate, if approved, profitably.

Successful sales of a product candidate, if approved, depend on the availability of coverage and adequate reimbursement from third-party payors, including governmental healthcare programs, such as Medicare and Medicaid, managed care organizations and commercial payors, among others. Significant uncertainty exists as to the coverage and reimbursement status of any product candidates for which we obtain regulatory approval. In addition, because our product candidates represent new approaches to the treatment of cancer, we cannot accurately estimate the potential revenue from our product candidates.

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Patients who are provided medical treatment for their conditions generally rely on third-party payors to reimburse all or part of the costs associated with their treatment. Obtaining coverage and adequate reimbursement from third-party payors is critical to new product acceptance.

Third-party payors decide which drugs and treatments they will cover and the amount of reimbursement. Reimbursement by a third-party payor may depend upon a number of factors, including, but not limited to, the third-party payor's determination that use of a product is:

- a covered benefit under its health plan;
- safe, effective and medically necessary;
- appropriate for the specific patient;

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- cost-effective; and
- neither experimental nor investigational.

Obtaining coverage and reimbursement of a product from a government or other third-party payor is a time-consuming and costly process that could require us to provide to the payor supporting scientific, clinical and cost-effectiveness data for the use of our products. Even if we obtain coverage for a given product, if the resulting reimbursement rates are insufficient, hospitals may not approve our product for use in their facility or third-party payors may require co-payments that patients find unacceptably high. Patients are unlikely to use a product candidate unless coverage is provided and reimbursement is adequate to cover a significant portion of the cost of that product candidate. Separate reimbursement for the product itself may or may not be available. Instead, the hospital or administering physician may be reimbursed only for providing the treatment or procedure in which our product is used. Further, from time to time, CMS revises the reimbursement systems used to reimburse health care providers, including the Medicare Physician Fee Schedule and Outpatient Prospective Payment System, which may result in reduced Medicare payments. In some cases, private third-party payers rely on all or portions of Medicare payment systems to determine payment rates. Changes to government healthcare programs that reduce payments under these programs may negatively impact payments from private third-party payers, and reduce the willingness of physicians to use a product candidate.

In the United States, no uniform policy of coverage and reimbursement for products exists among third-party payors. Therefore, coverage and reimbursement for products can differ significantly from payor to payor. Further, one payor's determination to provide coverage for a product does not assure that other payors will also provide coverage for the product. Adequate third-party reimbursement may not be available to enable us to maintain price levels sufficient to realize an appropriate return on our investment in product development.

We intend to seek approval to market our current and any future product candidates in both the United States and in selected foreign jurisdictions. If we obtain approval in one or more foreign jurisdictions for a product candidate, we will be subject to rules and regulations in those jurisdictions. In some foreign countries, particularly those in Europe, the pricing of drugs and biologics is subject to governmental control. In these countries, pricing negotiations with governmental authorities can take considerable time after obtaining marketing approval of a product candidate. Some of these countries may require the completion of clinical trials that compare the cost-effectiveness of a particular product candidate to currently available therapies. Other member states allow companies to fix their own prices for medicines, but monitor and control company profits. The downward pressure on health care costs has become very intense. As a result, increasingly high barriers are being erected to the entry of new products. In addition, in some countries, cross-border imports from low-priced markets exert a commercial pressure on pricing within a country.

The marketability of any product candidates for which we receive regulatory approval for commercial sale may suffer if government and other third-party payors fail to provide coverage and adequate reimbursement. We expect downward pressure on pharmaceutical pricing to continue. Further, coverage policies and third-party reimbursement rates may change at any time. Even if favorable coverage and reimbursement status is attained for one or more

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products for which we receive regulatory approval, less favorable coverage policies and reimbursement rates may be implemented in the future.

The advancement of healthcare reform may negatively impact our ability to sell our current and any future product candidates, if approved, profitably.

In the United States and other jurisdictions, there have been, and we expect there will continue to be, a number of legislative and regulatory changes and proposed changes to the healthcare system that could affect our future results of operations. 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. For example, in March 2010, PPACA was enacted, which substantially changed the way healthcare is financed by both governmental and private

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payors. Among the provisions of PPACA of importance to the pharmaceutical and biotechnology industries, which includes biologics, are the following:

- manufacturers and importers of certain biologics with annual sales of more than \$5 million made to or covered by specified federal healthcare programs are required to pay an annual, nondeductible fee according to their market share of all such sales;
- an increase in the statutory minimum rebates a manufacturer must pay under the Medicaid Drug Rebate Program, to 23.1% of the average manufacturer price for most branded drugs, biologics, and biosimilars and to 13.0% for generic drugs, and a cap of the total rebate amount for innovator drugs at 100% of the Average Manufacturer Price;
- a new methodology by which rebates owed by manufacturers under the Medicaid Drug Rebate Program are calculated for certain drugs and biologics, including our product candidates, that are inhaled, infused, instilled, implanted, or injected;
- extension of manufacturers' Medicaid rebate liability to covered drugs dispensed to individuals who are enrolled in Medicaid managed care organizations;
- expansion of eligibility criteria for Medicaid programs by, among other things, allowing states to offer Medicaid coverage to additional individuals and by adding new mandatory eligibility categories for individuals with income at or below 133% of the federal poverty level, thereby potentially increasing manufacturers' Medicaid rebate liability;
- expansion of the entities eligible for discounts under the Public Health program, commonly referred to as the "340B Program;"
- a new requirement to annually report drug samples that manufacturers and distributors provide to physicians, also known as the "Physician Payments Sunshine Act;"
- a new Patient-Centered Outcomes Research Institute to oversee, identify priorities in, and conduct comparative clinical effectiveness research, along with funding for ~~smuch~~ such research;
- establishment of a Center for Medicare Innovation at CMS to test innovative payment and service delivery models to lower Medicare and Medicaid spending; and
- a licensure framework for follow-on biologic products.

Since its enactment, there have been judicial and Congressional challenges to certain aspects of PPACA, and there may be additional challenges and amendments to PPACA in the future. For example, in 2017, Congress enacted the Tax Cuts and Jobs Act, which repealed the tax-based shared responsibility payment imposed by PPACA on certain individuals who fail to maintain qualifying health coverage that is commonly referred to as the "individual mandate."

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In addition, other legislative changes have been proposed and adopted in the United States since PPACA was enacted which, among other things, have reduced Medicare payments to several types of providers, including hospitals and cancer treatment centers.

For example, on August 16, 2022, the IRA, was passed, which among other things, allows for CMS to negotiate prices for certain single-source drugs and biologics reimbursed under Medicare Part B and Part D, beginning with 10 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. The legislation subjects drug manufacturers to civil monetary penalties and a potential excise tax for failing to comply with the legislation by offering a price that is not equal to or less than the negotiated "maximum fair price" under the law or for taking price increases that exceed inflation. The legislation also caps Medicare beneficiaries' annual out-of-pocket drug expenses at \$2,000. The effect of the IRA on our business and the healthcare industry in general is not yet known.

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These new laws or any other similar laws introduced in the future, as well as regulatory actions that may be taken by CMS, may result in additional reductions in Medicare and other healthcare funding, which could negatively affect our customers and accordingly, our financial operations. Moreover, payment methodologies may be subject to changes in healthcare legislation and regulatory initiatives. Additionally, individual states in the United States have passed legislation and implemented regulations designed to control pharmaceutical and biological product pricing and costs. Similar developments have occurred outside of the United States, including in the European Union where healthcare budgetary constraints have resulted in restrictions on the pricing and reimbursement of medicines by relevant health service providers.

To obtain reimbursement or pricing approval in some European Union member states, we may be required to conduct studies that compare the cost-effectiveness of a product candidate to other therapies that are considered the local standard of care. **It is also possible that additional governmental action is taken in response to the COVID-19 pandemic.** We cannot predict the likelihood, nature, or extent of government regulation that may arise from future legislation or administrative action in the United States or any other jurisdiction. If we or any third parties we may engage are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we or such third parties are not able to maintain regulatory compliance, a product candidate may lose any regulatory approval that may have been obtained and we may not achieve or sustain profitability.

Risks Related to Intellectual Property

Patents and patent applications involve highly complex legal and factual questions, which, if determined adversely to us, could negatively impact our business position.

The patent positions of biopharmaceutical companies and other actors in our fields of business can be highly uncertain and typically involve complex scientific, legal and factual analyses. In particular, the interpretation and breadth of claims allowed in some patents covering biopharmaceutical compositions may be uncertain and difficult to determine, and are often affected materially by the facts and circumstances that pertain to the patented compositions and the related patent claims. The standards of the United States Patent and Trademark Office (the "USPTO") and its foreign counterparts are sometimes uncertain and could change in the future.

Consequently, the issuance and scope of patents cannot be predicted with certainty. Patents, if issued, may be challenged, invalidated or designed around. U.S. patents and patent applications may also be subject to interference or derivation proceedings, and U.S. patents may be subject to reexamination, post-grant review and/or inter parties review proceedings in the USPTO.

International patents may also be subject to opposition or comparable proceedings in the corresponding international patent office, which could result in either loss of the patent or denial of the patent application, or loss or reduction in the scope of one or more of the claims of the patent or patent application. In addition, such interference, derivation, reexamination, post-grant review, inter parties review and opposition proceedings may be costly. Accordingly, rights under any issued patents may not provide us with sufficient protection against competitive products or processes.

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Furthermore, even if not challenged, our patents and patent applications may not adequately protect our technology and product candidates or products that we develop alone or with collaborators or prevent others from designing their products to avoid being covered by our claims. If the breadth or strength of protection provided by the patents and patent applications that we hold with respect to our product candidates or potential products is threatened, it could dissuade companies from collaborating with us to develop, and could threaten our or their ability to successfully commercialize, such product candidates or potential products.

In addition, changes in, or different interpretations of, patent laws in the United States and other countries may permit others to use our discoveries or to develop and commercialize our technology and product candidates or products without providing any compensation to us, or may limit the scope of patent protection that we are able to obtain. The laws of some countries do not protect intellectual property rights to the same extent as U.S. laws, and those countries may lack adequate rules and procedures for defending our intellectual property rights.

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Periodic maintenance fees, renewal fees, annuity fees and various other governmental fees on patents and/or applications will be due to be paid to the USPTO and various governmental patent agencies outside of the United States in several stages over the lifetime of the patents and/or applications. We rely on our outside counsel and employ an outside firm to pay these fees due to USPTO and non-U.S. patent agencies. The USPTO and various non-U.S. governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process. Although 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 in which non-compliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. In such an event, our competitors might be able to enter the market, which would have a material adverse effect on our business.

If the patent applications we hold or have in-licensed with respect to our current and future research and development programs and product candidates fail to issue, if their validity, breadth or strength of protection is threatened, or if they fail to provide meaningful exclusivity for our technology or any products and product candidates that we or our collaborators develop, it could dissuade companies from collaborating with us to develop product candidates, encourage competitors to develop competing products or technologies and threaten our or our collaborators' ability to commercialize future product candidates. Any such outcome could have a material adverse effect on our business.

Our ability to compete effectively in our markets may decline if we do not adequately protect our proprietary rights, and our proprietary rights do not necessarily address all potential threats to our competitive advantages.

We rely on patent protection as well as trademark, trade secret and other intellectual property rights protection and contractual restrictions to protect CTIM-76, ONA-XR and any future product candidates. Our commercial success depends upon obtaining and maintaining proprietary rights to our intellectual property estate, including rights relating to CTIM-76, ONA-XR and any future product candidates, as well as successfully defending these rights against third-party challenges and successfully enforcing these rights to prevent third-party infringement. We will only be able to protect CTIM-76, ONA-XR and any future product candidates from unauthorized use by third parties to the extent that valid and enforceable patents or effectively protected trade secrets cover them.

Our ability to obtain and maintain patent protection for CTIM-76, ONA-XR and any future product candidates is uncertain due to a number of factors, including the following factors:

- we may not have been the first to invent the technology covered by our pending patent applications or issued patents;
- we may not be the first to file patent applications covering product candidates, including their compositions or methods of use, as patent applications in the United States and most other countries are confidential for a period of time after filing;
- our compositions and methods may not be patentable;

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- our disclosures in patent applications may not be sufficient to meet the statutory requirements for patentability;
- any or all of our pending patent applications may not result in issued patents;
- others may independently develop identical, similar or alternative technologies, products or compositions, or methods of use thereof;
- others may design around our patent claims to produce competitive technologies or products that fall outside of the scope of our patents;
- we may fail to identify patentable aspects of our research and development output before it is too late to obtain patent protection;
- we may not seek or obtain patent protection in countries and jurisdictions that may eventually provide us a significant business opportunity;
- we may decide not to maintain or pursue patents and patent applications that, at some point in time, may cover our products, potential products, or product candidates;
- any patents issued to us may not provide a basis for commercially viable products, may not provide any competitive advantages or may be successfully challenged by third parties;
- others may identify prior art or other bases upon which to challenge and ultimately invalidate our patents or otherwise render them unenforceable;
- our representatives or their agents may fail to apply for patents in a timely fashion; and
- despite our efforts to enter into agreements with employees, consultants, collaborators, and advisors to confirm ownership and chain of title in patents and patent applications, an inventorship or ownership dispute could arise that may permit one or more third parties to practice our technologies or enforce our patent rights, including possible efforts to enforce patent rights against us.

Even if we have or obtain patents covering CTIM-76, ONA-XR and any future product candidates or compositions, others may have filed, and in the future may file, patent applications covering compositions, products or methods that are similar or identical to ours, which could materially affect our ability to successfully develop a product candidate or to successfully commercialize any approved products alone or with collaborators. In addition, because patent applications can take many years to issue, there may be currently pending applications unknown to us that may later result in issued patents that may cover CTIM-76, ONA-XR or any future product candidates or compositions. These patent applications may have priority over patent applications filed by us.

The issuance of a patent is not conclusive as to its inventorship, scope, validity or enforceability, and our owned and licensed patents may be challenged in the courts or patent offices in the United States and abroad. Such challenges may result in loss of exclusivity or freedom to operate or in patent claims being narrowed, invalidated or held

unenforceable, in whole or in part, which could limit our ability to stop others from using or commercializing similar or identical technology and products, or limit the duration of the patent protection of our technology and products.

In the United States, the natural expiration of a patent is generally 20 years after it is filed. Various extensions may be available; however, the life of a patent, and the protection it affords, is limited.

Without patent protection for current or any future product candidates, we may be open to competition from generic or biosimilar versions of such potential products. Given the amount of time required for the development, testing and regulatory review of new product candidates, patents protecting such candidates might expire before or shortly after such candidates are commercialized. As a result, our owned and licensed patent portfolio may not provide us with sufficient rights to exclude others from commercializing products similar or identical to those we or our collaborators may develop.

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In addition, we also try to protect our trade secrets, know-how and other proprietary information through non-disclosure and confidentiality provisions in our agreements with parties who have access to them, such as our employees, consultants and research partners. Such agreements may not be enforceable or may not provide meaningful protection for our trade secrets, know-how and/or other proprietary information in the event of unauthorized uses or disclosure or other breaches of the provisions, and we may not be able to prevent such unauthorized uses or disclosure. Moreover, if a party having an agreement with us has an overlapping or conflicting obligation to a third party, our rights in and to certain intellectual property could be undermined. Monitoring unauthorized and inadvertent disclosure and uses is difficult, and we do not know whether the steps we have taken to prevent such disclosure and uses are, or will be, adequate. In addition, monitoring unauthorized disclosure and uses of our trade secrets is difficult, and we do not know whether the steps we have taken to prevent such disclosure and uses are, or will be, adequate. If we were to enforce a claim that a third-party had illegally obtained and was using our trade secrets, it would be expensive and time-consuming, and the outcome would be unpredictable, and any remedy may be inadequate. In addition, courts outside the United States may be less willing to protect trade secrets.

We rely on trade secrets to protect our proprietary technologies, especially where we do not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. We rely in part on confidentiality agreements with our employees, consultants, outside scientific collaborators, sponsored researchers and other advisors to protect our trade secrets and other proprietary information. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, others may independently discover our trade secrets and proprietary information. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect our competitive business position.

Because we may rely on third parties to manufacture our potential product candidates, and because we collaborate with various organizations and academic institutions on the advancement of our current and potential product candidates, we must, at times, share trade secrets with them. We seek to protect our proprietary technology in part by entering into confidentiality agreements and, if applicable, material transfer agreements, collaborative research agreements, consulting agreements or other similar agreements with our manufacturers, collaborators, advisors, employees and consultants prior to beginning research or disclosing proprietary information. These agreements typically limit the rights of the third parties to use or disclose our confidential information, such as trade secrets. Despite the contractual provisions employed when working with third parties, 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, are used inappropriately to create new inventions or are disclosed or used in violation of these agreements. 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 would impair our competitive position and may have a material adverse effect on our business.

If we fail to comply with our obligations in the agreements under which we license intellectual property rights from third parties or otherwise experience disruptions to our business relationships with our licensors, we could lose license rights that are important to our business.

We are a party to intellectual property license agreements that are important to our business and expect to enter into additional license agreements in the future. Our existing license agreements impose, and we expect that future license agreements will impose, various diligence, milestone payment, royalty and other obligations on us. Additionally, we may need to outsource and rely on third parties for many aspects of the development, sales and marketing of any products covered under our current and future license agreements. Delay or failure by these third parties could adversely affect the continuation of our license agreements with our licensors. If we fail to comply with any of our obligations under these agreements, or we are subject to a bankruptcy, our licensors may have the right to terminate the license, in which event we would not be able to market any products covered by the license.

In some cases, patent prosecution of our licensed technology is controlled solely by the licensor. If such licensor fails to obtain and maintain patent or other protection for the proprietary intellectual property we license from such licensor, we could lose our rights to such intellectual property or the exclusivity of such rights, and our competitors

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could market competing products using such intellectual property. In that event, we may be required to expend significant time and resources to develop or license replacement technology.

If we are unable to do so, we or our collaborators may be unable to develop or commercialize the affected product candidates, which could harm our business significantly. In other cases, we control the prosecution of patents resulting from licensed technology. In the event we breach any of our obligations related to such prosecution, we may incur significant liability to our licensing partners.

Licensing of intellectual property is of critical importance to our business and involves complex legal, business and scientific issues and is complicated by the rapid pace of scientific discovery in our industry. Disputes may arise regarding intellectual property subject to a licensing agreement, including:

- the scope of rights granted under the license agreement and other interpretation-related issues;
- the extent to which our technology and processes infringe intellectual property of the licensor that is not subject to the licensing agreement;
- the sublicensing of patent and other rights under our collaborative development relationships;
- our diligence obligations under the license agreement and what activities satisfy those diligence obligations;
- the ownership of inventions and know-how resulting from the joint creation or use of intellectual property by our licensors and us and our partners; and
- the priority of invention of patented technology.

If disputes over intellectual property that we have licensed prevent or impair our ability to maintain our current licensing arrangements on acceptable terms, we may be unable to successfully develop and commercialize the affected product candidates.

If we do not obtain patent term extension in the United States under the Hatch-Waxman Act and in foreign countries under similar legislation with respect to our current and any future product candidates, thereby potentially extending the term of marketing exclusivity for such product candidates, our business may be harmed.

In the United States, a patent that covers an FDA-approved drug or biologic may be eligible for a term extension designed to restore the period of the patent term that is lost during the premarket regulatory review process conducted by the FDA. Depending upon the timing, duration and conditions of FDA marketing approval of our current and any future product candidates, one or more of our U.S. patents may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Act of 1984, or the Hatch-Waxman Act, which permits a patent term extension of up to five years for a patent covering an approved product as compensation for effective patent term lost during product development and the FDA regulatory review process.

In the European Union, our current and any future product candidates may be eligible for term extensions based on similar legislation. In either jurisdiction, however, we may not receive an extension if we fail to apply within applicable deadlines, fail to apply prior to expiration of relevant patents or otherwise fail to satisfy applicable requirements.

Even if we are granted such extension, the duration of such extension may be less than our request. If we are unable to obtain a patent term extension, or if the term of any such extension is less than our request, the period during which we can enforce our patent rights for that product will be in effect shortened and our competitors may obtain approval to market competing products sooner. The resulting reduction of years of revenue from applicable products could be substantial.

We may not be able to protect our intellectual property rights throughout the world.

Filing, prosecuting and defending patents on our current and any future product candidates in all countries throughout the world would be prohibitively expensive, and our intellectual property rights in some countries

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outside the United States can be less extensive than those in the United States. 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 practicing our inventions in all countries outside the United States, or from selling or importing products made using our inventions in and into the United States or other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own products and further, may export otherwise infringing products to territories where we have patent protection, but enforcement is not as strong as that in the United States. These products may compete with our products and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing.

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 proprietary rights generally. Proceedings to enforce our patent 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 and 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 rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license.

Third parties may assert claims against us alleging infringement of their patents and proprietary rights, or we may need to become involved in lawsuits to defend or enforce our patents, either of which could result in substantial costs or loss of productivity, delay or prevent the development and commercialization of our current and any future product candidates, prohibit our use of proprietary technology or sale of potential products or put our patents and other proprietary rights at risk.

Our commercial success depends in part upon our ability to develop, manufacture, market and sell product candidates without alleged or actual infringement, misappropriation or other violation of the patents and proprietary rights of third parties. Litigation relating to infringement or misappropriation of patent and other intellectual property rights in the pharmaceutical and biotechnology field is common, including patent infringement lawsuits, and such interference, derivation, reexamination, post-grant review, inter partes review and opposition proceedings before the USPTO and corresponding international patent offices.

The various markets in which we plan to operate are subject to frequent and extensive litigation regarding patents and other intellectual property rights. In addition, many companies in intellectual property-dependent industries, including the biotechnology and pharmaceutical industries, have employed intellectual property litigation as a means to gain an advantage over their competitors.

Numerous United States, EU and other internationally issued patents and pending patent applications, which are owned by third parties, exist in the fields in which we and our collaborators are developing product candidates, candidates. For example, we are aware of issued patents in the United States and as certain foreign jurisdictions expiring in January 2034 that potentially cover certain of the intellectual property included in CTIM-76. As the biotechnology and pharmaceutical industries expand and more patents are issued, the risk increases that our current and any future product candidates may be subject to claims of infringement of the intellectual property rights of third parties.

As a result of any patent infringement claims, or in order to avoid any potential infringement claims, we may choose to seek, or be required to seek, a license from a third party, which may require payment of substantial royalties or fees, or require us to grant a cross-license under our intellectual property rights.

These licenses may not be available on reasonable terms or at all. Even if a license can be obtained on reasonable terms, the rights may be nonexclusive, which would give our competitors access to the same intellectual property rights. If we are unable to enter into a license on acceptable terms, we or our collaborators could be prevented from commercializing one or more product candidates, or forced to modify such product candidates, or forced to cease some aspect of our business operations, or be required to pay substantial damages to a third party, which could harm our business significantly.

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We or our collaborators might also be forced to redesign or modify our technology or product candidates so that we no longer infringe the third-party intellectual property rights, which may result in significant cost or delay to us, or which redesign or modification could be impossible or technically infeasible. Even if we were ultimately to prevail, any of these events could require us to divert substantial financial and management resources that we would otherwise be able to devote to our business.

Further, if a patent infringement suit is brought against us, our collaborators or our third-party service providers, our development, manufacturing or sales activities relating to the product or product candidate that is the subject of the suit may be delayed or terminated. In addition, defending such claims may cause us to incur substantial expenses and, if successful, could cause us to pay substantial damages if we are found to be infringing a third party's third-party's patent rights. We may not have sufficient resources to bring these actions to a successful conclusion.

These damages potentially include increased treble damages and attorneys' fees if we are found to have infringed such rights willfully. Some claimants may have substantially greater resources than we do and may be able to sustain the costs of complex intellectual property litigation to a greater degree and for longer periods of time than we could. In addition, patent holding companies that focus solely on extracting royalties and settlements by enforcing patent rights may target us.

We may in the future be subject to third-party claims and similar adversarial proceedings or litigation in other jurisdictions regarding our infringement of the patent rights of third parties. Even if such claims are without merit, a court of competent jurisdiction could hold that these third-party patents are valid, enforceable and infringed, and the holders of any such patents may be able to block our or our collaborators' ability to further develop or commercialize the applicable product candidate unless we obtain a license under the applicable patents, or until such patents expire or are finally determined to be invalid or unenforceable.

Similarly, if any third-party patents were held by a court of competent jurisdiction to cover aspects of our technologies, compositions, formulations, or methods of treatment, prevention or use, the holders of any such patents may be able to prohibit our use of those technologies, compositions, formulations, methods of treatment, prevention or use or other technologies, effectively blocking our or our collaborators' ability to develop and commercialize the applicable product candidate until such patent expires or is finally determined to be invalid or unenforceable or unless we or our collaborators obtain a license.

Competitors may infringe our patents. In the event of infringement or unauthorized use, we may file one or more infringement lawsuits, which can be expensive and time-consuming. An adverse result in any such litigation proceedings could put one or more of our patents at risk of being invalidated, being found to be unenforceable, and/or being interpreted narrowly and could put our patent applications at risk of not issuing and/or could impact the validity or enforceability positions of our other patents. 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.

Some of our competitors may be able to sustain the costs of complex intellectual property litigation more effectively than we can because they have substantially greater resources. In addition, intellectual property litigation, regardless of its outcome, may cause negative publicity, adversely impact prospective customers, cause product shipment delays or prohibit us from manufacturing, marketing or otherwise commercializing our products, services and technology.

Any uncertainties resulting from the initiation and continuation of any litigation could have a material adverse effect on our ability to raise additional funds or otherwise have a material adverse effect on our business, results of operation, financial condition or cash flows.

Our ability to compete effectively in our markets may decline if we do not adequately protect our proprietary rights, and our proprietary rights do not necessarily address all potential threats to our competitive advantages.

We rely on patent protection as well as trademark, trade secret and other intellectual property rights protection and contractual restrictions to protect CTIM-76, ONA-XR and any future product candidates. Our commercial success depends upon obtaining and maintaining proprietary rights to our intellectual property estate, including

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rights relating to CTIM-76, ONA-XR and any future product candidates, as well as successfully defending these rights against third-party challenges and successfully enforcing these rights to prevent third-party infringement. We will only be able to protect CTIM-76, ONA-XR and any future product candidates from unauthorized use by third parties to the extent that valid and enforceable patents or effectively protected trade secrets cover them.

Our ability to obtain and maintain patent protection for CTIM-76, ONA-XR and any future product candidates is uncertain due to a number of factors, including the following factors:

- we may not have been the first to invent the technology covered by our pending patent applications or issued patents;
- we may not be the first to file patent applications covering product candidates, including their compositions or methods of use, as patent applications in the United States and most other countries are confidential for a period of time after filing;
- others may identify prior art or other bases upon which to challenge and ultimately invalidate our patents or otherwise render them unenforceable;
- our compositions and methods may not be patentable;
- our disclosures in patent applications may not be sufficient to meet the statutory requirements for patentability;
- any or all of our pending patent applications may not result in issued patents;
- others may independently develop identical, similar or alternative technologies, products or compositions, or methods of use thereof;
- others may design around our patent claims to produce competitive technologies or products that fall outside of the scope of our patents;
- we may fail to identify patentable aspects of our research and development output before it is too late to obtain patent protection;
- we may not seek or obtain patent protection in countries and jurisdictions that may eventually provide us a significant business opportunity;
- we may decide not to maintain or pursue patents and patent applications that, at some point in time, may cover our products, potential products, or product candidates;
- any patents issued to us may not provide a basis for commercially viable products, may not provide any competitive advantages or may be successfully challenged by third parties;
- our representatives or their agents may fail to apply for patents in a timely fashion; and
- despite our efforts to enter into agreements with employees, consultants, collaborators, and advisors to confirm ownership and chain of title in patents and patent applications, an inventorship or ownership dispute could arise that may permit one or more third parties to practice our technologies or enforce our patent rights, including possible efforts to enforce patent rights against us.

Even if we have or obtain patents covering CTIM-76, ONA-XR and any future product candidates or compositions, others may have filed, and in the future may file, patent applications covering compositions, products or methods that are similar or identical to ours, which could materially affect our ability to successfully develop a product candidate or to successfully commercialize any approved products alone or with collaborators. In addition, because patent applications can take many years to issue, there may be currently pending applications unknown to us that may later result in issued patents that may cover CTIM-76, ONA-XR or any future product candidates or compositions. These patent applications may have priority over patent applications filed by us. For example, we are aware of issued patents in the United States and certain foreign jurisdictions expiring in January 2034 that

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potentially cover certain of the intellectual property included in CTIM-76. While we believe we will have reasonable defenses against any potential claim of infringement, we may not be successful in such efforts, and we also may not be able to obtain a license to such patents on commercially reasonable terms, or at all. If such patent is valid and not yet expired when, and if, we receive marketing approval for CTIM-76 we may need to seek a license to such patent, which may not be available on commercially reasonable terms or at all. Failure to receive a license to such patent, or other potentially relevant patents currently unknown to us, could delay the manufacture or commercialization of CTIM-76 or require us to incur additional payments and expenses, including legal fees, court issued damages or settlement costs.

The issuance of a patent is not conclusive as to its inventorship, scope, validity or enforceability, and our owned and licensed patents may be challenged in the courts or patent offices in the United States and abroad. Such challenges may result in loss of exclusivity or freedom to operate or in patent claims being narrowed, invalidated or held unenforceable, in whole or in part, which could limit our ability to stop others from using or commercializing similar or identical technology and products, or limit the duration of the patent protection of our technology and products.

In the United States, the natural expiration of a patent is generally 20 years after it is filed. Various extensions may be available; however, the life of a patent, and the protection it affords, is limited.

Without patent protection for current or any future product candidates, we may be open to competition from generic or biosimilar versions of such potential products. Given the amount of time required for the development, testing and regulatory review of new product candidates, patents protecting such candidates might expire before or shortly after such candidates are commercialized. As a result, our owned and licensed patent portfolio may not provide us with sufficient rights to exclude others from commercializing products similar or identical to those we or our collaborators may develop.

In addition, we also try to protect our trade secrets, know-how and other proprietary information through non-disclosure and confidentiality provisions in our agreements with parties who have access to them, such as our employees, consultants and research partners. Such agreements may not be enforceable or may not provide meaningful protection for our trade secrets, know-how and/or other proprietary information in the event of unauthorized uses or disclosure or other breaches of the provisions, and we may not be able to prevent such unauthorized uses or disclosure. Moreover, if a party having an agreement with us has an overlapping or conflicting obligation to a third party, our rights in and to certain intellectual property could be undermined. Monitoring unauthorized and inadvertent disclosure and uses is difficult, and we do not know whether the steps we have taken to prevent such disclosure and uses are, or will be, adequate. In addition, monitoring unauthorized disclosure and uses of our trade secrets is difficult, and we do not know whether the

steps we have taken to prevent such disclosure and uses are, or will be, adequate. If we were to enforce a claim that a third party had illegally obtained and was using our trade secrets, it would be expensive and time-consuming, and the outcome would be unpredictable, and any remedy may be inadequate. In addition, courts outside the United States may be less willing to protect trade secrets.

We rely on trade secrets to protect our proprietary technologies, especially where we do not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. We rely in part on confidentiality agreements with our employees, consultants, outside scientific collaborators, sponsored researchers and other advisors to protect our trade secrets and other proprietary information. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, others may independently discover our trade secrets and proprietary information. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect our competitive business position.

Because we may rely on third parties to manufacture our potential product candidates, and because we collaborate with various organizations and academic institutions on the advancement of our current and potential product candidates, we must, at times, share trade secrets with them. We seek to protect our proprietary technology in part by entering into confidentiality agreements and, if applicable, material transfer agreements, collaborative research agreements, consulting agreements or other similar agreements with our manufacturers, collaborators, advisors, employees and consultants prior to beginning research or disclosing proprietary information. These

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agreements typically limit the rights of the third parties to use or disclose our confidential information, such as trade secrets. Despite the contractual provisions employed when working with third parties, 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, are used inappropriately to create new inventions or are disclosed or used in violation of these agreements. 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 would impair our competitive position and may have a material adverse effect on our business.

If we fail to comply with our obligations in the agreements under which we license intellectual property rights from third parties or otherwise experience disruptions to our business relationships with our licensors, we could lose license rights that are important to our business.

We are a party to intellectual property license agreements that are important to our business and expect to enter into additional license agreements in the future. Our existing license agreements impose, and we expect that future license agreements will impose, various diligence, milestone payment, royalty and other obligations on us. Additionally, we may need to outsource and rely on third parties for many aspects of the development, sales and marketing of any products covered under our current and future license agreements. Delay or failure by these third parties could adversely affect the continuation of our license agreements with our licensors. If we fail to comply with any of our obligations under these agreements, or we are subject to a bankruptcy, our licensors may have the right to terminate the license, in which event we would not be able to market any products covered by the license.

In some cases, patent prosecution of our licensed technology is controlled solely by the licensor. If such licensor fails to obtain and maintain patent or other protection for the proprietary intellectual property we license from such licensor, we could lose our rights to such intellectual property or the exclusivity of such rights, and our competitors could market competing products using such intellectual property. In that event, we may be required to expend significant time and resources to develop or license replacement technology. Additionally, if such licensor fails to have patent rights that they otherwise may claim to have for the proprietary intellectual property we license from such licensor or they infringe the intellectual property rights of a third party, it could delay or materially impact our ability to commercialize our product candidates that rely on such intellectual property. In that event, we may be required to expend significant time and resources to develop or license replacement technology, to address any infringement claims that may be made by such third party, and to compensate a third party for any infringement.

If we are unable to develop or license replacement technology, we or our collaborators may be unable to develop or commercialize the affected product candidates, which could harm our business significantly. In other cases, we control the prosecution of patents resulting from licensed technology. In the event we breach any of our obligations related to such prosecution, we may incur significant liability to our licensing partners.

Licensing of intellectual property is of critical importance to our business and involves complex legal, business and scientific issues and is complicated by the rapid pace of scientific discovery in our industry. Disputes may arise regarding intellectual property subject to a licensing agreement, including:

- the scope of rights granted under the license agreement and other interpretation-related issues;
- the extent to which our technology and processes infringe intellectual property of the licensor or a third party that is not subject to the licensing agreement;
- the extent to which the licensed intellectual property may infringe the intellectual property of a third party that is not subject to the licensing agreement, as well as the licensor's potential breach of its related warranties or obligations in a licensing agreement;
- the sublicensing of patent and other rights under our collaborative development relationships;
- our diligence obligations under the license agreement and what activities satisfy those diligence obligations;
- the ownership of inventions and know-how resulting from the joint creation or use of intellectual property by our licensors and us and our partners; and

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- the priority of invention of patented technology.

If disputes over intellectual property that we have licensed prevent or impair our ability to maintain our current licensing arrangements on acceptable terms, we may be unable to successfully develop and commercialize the affected product candidates.

If we do not obtain patent term extension in the United States under the Hatch-Waxman Act and in foreign countries under similar legislation with respect to our current and any future product candidates, thereby potentially extending the term of marketing exclusivity for such product candidates, our business may be harmed.

In the United States, a patent that covers an FDA-approved drug or biologic may be eligible for a term extension designed to restore the period of the patent term that is lost during the premarket regulatory review process conducted by the FDA. Depending upon the timing, duration and conditions of FDA marketing approval of our current and any future product candidates, one or more of our U.S. patents may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Act of 1984, or the Hatch-Waxman Act, which permits a patent term extension of up to five years for a patent covering an approved product as compensation for effective patent term lost during product development and the FDA regulatory review process.

In the European Union, our current and any future product candidates may be eligible for term extensions based on similar legislation. In either jurisdiction, however, we may not receive an extension if we fail to apply within applicable deadlines, fail to apply prior to expiration of relevant patents or otherwise fail to satisfy applicable requirements.

Even if we are granted such extension, the duration of such extension may be less than our request. If we are unable to obtain a patent term extension, or if the term of any such extension is less than our request, the period during which we can enforce our patent rights for that product will be in effect shortened and our competitors may obtain approval to market competing products sooner. The resulting reduction of years of revenue from applicable products could be substantial.

We may not be able to protect our intellectual property rights throughout the world.

Filing, prosecuting and defending patents on our current and any future product candidates in all countries throughout the world would be prohibitively expensive, and our intellectual property rights in some countries outside the United States can be less extensive than those in the United States. 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 practicing our inventions in all countries outside the United States, or from selling or importing products made using our inventions in and into the United States or other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own products and further, may export otherwise infringing products to territories where we have patent protection, but enforcement is not as strong as that in the United States. These products may compete with our products and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing.

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 proprietary rights generally. Proceedings to enforce our patent 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 and 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 rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license.

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Changes in U.S. patent law, and the laws of other countries, could diminish the value of patents in general, thereby impairing our ability to protect our products.

The United States has enacted, and continues to consider, wide-ranging patent reform legislation. Recent U.S. Supreme Court rulings have narrowed the scope of patent protection available in certain circumstances and weakened the rights of patent owners in certain situations. In addition to increasing uncertainty with regard to our

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ability to obtain patents in the future, this combination of events has created uncertainty with respect to the value of patents, once obtained. Depending on decisions by the U.S. Congress, the federal courts, the USPTO, and the courts and regulatory agencies in other countries, the laws and regulations governing patents could change in unpredictable ways that would weaken our ability to obtain new patents or to enforce our existing patents and patents that we might obtain in the future.

Risks Related to the Market for Our Common Stock

Our common stock may be volatile or may decline regardless of our operating performance.

The market price for our common stock is likely to be volatile, in part because our shares have been traded publicly for a short time. In addition, the market price of our common stock may fluctuate significantly in response to several factors, most of which we cannot control, including:

- quarterly variations in our operating results compared to market expectations;
- adverse publicity about us, the industries we participate in or individual scandals;
- announcements of new offerings or significant price reductions by us or our competitors;

- stock price performance of our competitors;
- fluctuations in stock market prices and volumes;
- changes in senior management or key personnel;
- changes in financial estimates by securities analysts;
- the market's reaction to our reduced disclosure as a result of being an "emerging growth company" under the JOBS Act;
- negative earnings or other announcements by us or our competitors;
- defaults on indebtedness, incurrence of additional indebtedness, or issuances of additional capital stock;
- global economic, legal and regulatory factors unrelated to our performance; and
- the other factors listed in this "Risk Factors" section.

Volatility in the market price of our common stock may prevent investors from being able to sell their shares at or above their purchase price. As a result, you may suffer a loss on your investment.

We may not be able to regain and maintain compliance with the continued listing requirements of The Nasdaq Stock Market.

Our common stock is listed on The Nasdaq Stock Market. In order to maintain that listing, we must satisfy minimum financial and other requirements including, without limitation, a requirement that our closing bid price be at least \$1.00 per share. On January 24, 2023 we received a letter from Nasdaq stating that we were not in compliance with Nasdaq Listing Rule 5550(a)(2) (the "Minimum Bid Price Rule") because our common stock failed to maintain a minimum closing bid price of \$1.00 per share for 30 consecutive business days. This letter provides provided an initial 180 calendar day period, or until July 24, 2023, in which to regain compliance. We may request stockholder approval to undergo On June 15, 2023, we received a reverse stock split in order to regain compliance with letter (the "Compliance Letter") from Nasdaq notifying us that, for the \$1.00 prior ten consecutive business days, the closing bid price requirement. If of our common stock had been at \$1.00 per share or greater and that we do not regain had regained compliance by July 24, 2023, we may be eligible for an additional 180-day grace period.

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with the Minimum Bid Price Rule. If we fail to regain and maintain compliance with the Minimum Bid Price Rule or we fail to continue to meet all other applicable continued listing requirements for The Nasdaq Stock Market, our common stock may be delisted, which would adversely affect the market liquidity of our common stock and our ability to obtain financing to fund our operations.

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If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, the market price for the shares and trading volume could decline.

The trading market for our common stock will depend in part on the research and reports that securities or industry analysts publish about us or our business. If research analysts do not establish and maintain adequate research coverage or if one or more of the analysts who covers us downgrades our common stock or publishes inaccurate or unfavorable research about our business, the market price for our common stock would likely decline. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which, in turn, could cause the market price or trading volume for our common stock to decline.

We do not expect to pay dividends in the foreseeable future, and you must rely on price appreciation of your shares for return on your investment.

We have paid no cash dividends on any class of our stock to date, and we do not anticipate paying cash dividends in the near term. For the foreseeable future, we intend to retain any earnings to finance the development and expansion of our business, and we do not anticipate paying any cash dividends on our stock. Accordingly, investors must be prepared to rely on sales of their shares after price appreciation to earn an investment return, which may never occur. Investors seeking cash dividends should not purchase our shares. Any determination to pay dividends in the future will be made at the discretion of our board of directors and will depend on our results of operations, financial condition, contractual restrictions, restrictions imposed by applicable law and other factors our board deems relevant.

We may issue debt and equity securities, which are senior to our common stock as to distributions and in liquidation, which could materially adversely affect the market price of our common stock.

In the future, we may attempt to increase our capital resources by entering into debt or debt-like financing that is secured by all or up to all of our assets, or issuing debt or equity securities, which could include issuances of commercial paper, medium-term notes, senior notes, subordinated notes or shares. In the event of our liquidation, our lenders and holders of our debt securities would receive a distribution of our available assets before distributions to our stockholders. In addition, any preferred stock, if issued by our company, may have a preference with respect to distributions and upon liquidation, which could further limit our ability to make distributions to our stockholders. Because our decision to incur debt and issue securities in our future offerings will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings and debt financing.

Further, market conditions could require us to accept less favorable terms for the issuance of our securities in the future. Thus, you will bear the risk of our future offerings reducing the value of your common stock and diluting your interest in our company.

FINRA sales practice requirements may limit a stockholder's ability to buy and sell our common stock.

The Financial Industry Regulatory Authority ("FINRA") has adopted rules requiring that, in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative or low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA has indicated its belief that there is a high probability that speculative or low-priced securities will not be suitable for at least some customers. If these FINRA requirements are applicable to us or our securities, they may make it more difficult for broker-dealers to recommend that at least some of their customers buy our common stock, which may limit the ability of our

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stockholders to buy and sell our common stock and could have an adverse effect on the market for and price of our common stock.

We are subject to ongoing public reporting requirements that are less rigorous than Exchange Act rules for companies that are not emerging growth companies and our stockholders could receive less information than they might expect to receive from more mature public companies.

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We are required to publicly report on an ongoing basis as an "emerging growth company" (as defined in the JOBS Act) under the reporting rules set forth under the Exchange Act. For so long as we remain an emerging growth company, we may take advantage of certain exemptions from various reporting requirements that are applicable to other Exchange Act reporting companies that are not emerging growth companies, including but not limited to:

- not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act;
- being permitted to comply with reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements; and
- being exempt from the requirement to hold a non-binding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period. Our financial statements may therefore not be comparable to those of companies that comply with such new or revised accounting standards.

We expect to take advantage of these reporting exemptions until we are no longer an emerging growth company. We will remain an emerging growth company until October 19, 2026, although if the market value of our common stock that is held by non-affiliates exceeds \$700 million as of any June 30 before that time, we would cease to be an emerging growth company as of the following December 31.

Because we are subject to ongoing public reporting requirements that are less rigorous than Exchange Act rules for companies that are not emerging growth companies, our stockholders could receive less information than they might expect to receive from more mature public companies. We cannot determinate if investors find our common stock less attractive because we elect to rely on these exemptions, or if taking advantage of these exemptions has or will result in less active trading or more volatility in the price of our common stock.

If we fail to maintain effective internal control over financial reporting and effective disclosure controls and procedures, we may not be able to accurately report our financial results in a timely manner or prevent fraud, which may adversely affect investor confidence in our company.

We are subject to the reporting requirements of the Exchange Act, as well as the Sarbanes-Oxley Act and the rules and regulations of the stock market on which our common stock is listed. ~~The Sarbanes-Oxley Act requires, among other things, that we maintain effective internal control over financial reporting. Commencing with our fiscal year ended December 31, 2022, we are now required, under Section 404 of the Sarbanes-Oxley Act, to include in our Form 10-K filing a report by management on, among other things, the effectiveness of our internal control over financial reporting as of December 31, 2022. As an emerging growth company, any material weaknesses identified by our management in our internal control over financial reporting. In addition, our independent registered public accounting firm will not be required to attest to the effectiveness of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act until we are no longer an emerging growth company. At such time, our independent registered public accounting firm may issue a report that is adverse in the event material weaknesses have been identified in our internal control over financial reporting.~~

~~To comply with the first annual report required to be filed with the SEC following the operation of our business, we have undertaken and will need to undertake additional actions, such as implementing new internal controls and procedures and hiring additional accounting or internal audit staff. Testing and maintaining internal control can divert our management's attention from other matters that are important to the SEC following the operation of our business. In addition, when evaluating our internal control over financial reporting, we may identify material weaknesses that we may not be able to remediate in time to meet the applicable deadline imposed upon us for compliance with the requirements of Section 404. If~~

we identify any material weaknesses in our internal controls over financial reporting or we are unable to comply with the requirements of Section 404 in a timely manner or assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion as to the

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effectiveness of our internal control over financial reporting once date we are no longer an emerging growth company if we are not a non-accelerated filer at such time.

If we or our independent registered public accounting firm determines we have a material weakness in our internal control over financial reporting, investors may could lose confidence in the accuracy and completeness of our financial reports. As a result, reports, the market price of our common stock could decline, and we could be materially adversely affected. subject to sanctions or investigations by the SEC or other regulatory authorities. Failure to remedy any material weakness or significant

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deficiency in our internal control over financial reporting, or to implement or maintain other effective control systems required of public companies, could also restrict our future access to the capital markets.

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

Until such time, if ever, as we can generate substantial product revenues, we expect to finance our cash needs through a combination of equity and/or debt financings, partnerships and collaborations, licensing agreements or other strategic arrangements. To the extent that we raise additional capital or pay expenses through the sale or issuance of equity or convertible debt securities, your ownership interest will be diluted, and the terms of such securities may include liquidation or other preferences that adversely affect your rights as a common stockholder.

To the extent that we raise additional capital through debt financing, it would result in increased fixed payment obligations and a portion of our operating cash flows, if any, being dedicated to the payment of principal and interest on such indebtedness. In addition, debt financing may involve agreements that include restrictive covenants that impose operating restrictions, such as restrictions on the incurrence of additional debt, the making of certain capital expenditures or the declaration of dividends.

To the extent we raise additional capital through arrangements with collaborators or otherwise, we may be required to relinquish some of our technologies, research programs, product development activities, product candidates and/or future revenue streams, license our technologies and/or product candidates on unfavorable terms or otherwise agree to terms unfavorable to us. Furthermore, any capital raising efforts may divert our management from their day-to-day activities, which may adversely affect our ability to advance research programs, product development activities or current or future product candidates.

General Risk Factors

We incur increased costs as a result of becoming a public company and in the administration of our organizational structure.

As a public company, we have incurred significant legal, accounting, insurance, and other expenses, including costs associated with public company reporting requirements. We also have incurred and will incur costs associated with the Sarbanes-Oxley Act and related rules implemented by the SEC and ongoing periodic expenses in connection with the administration of our organizational structure. These laws and regulations could make it more difficult or costly for us to obtain certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. These laws and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as our executive officers. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting of our common stock, fines, sanctions and other regulatory action and potentially civil litigation.

We are subject to complex tax rules relating to our business, and any audits, investigations or tax proceedings could have a material adverse effect on our business, results of operations and financial condition.

We are subject to income and non-income taxes in the United States and Ireland, as well as the tax laws and regulations related to such matters. Tax accounting and compliance often involves complex issues, and judgment and interpretation is required in determining our provision for income taxes and other tax liabilities as well as the application of tax laws and regulations. We could become subject to income and non-income taxes in non-U.S. jurisdictions other than Ireland as well. In addition, many jurisdictions have detailed transfer pricing rules, which require that all transactions with related parties be priced using arm's length pricing principles within the meaning of such rules. The application of such transfer pricing rules, as well as of withholding taxes, goods and services taxes, sales taxes and other taxes is not always clear and we may be subject to tax audits relating to such rules or taxes. We believe that our tax positions are reasonable, and our tax provisions and reserves are adequate to cover any potential liability. We are also currently not subject to any tax audits.

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However, various items cannot be accurately forecasted and future events may be treated as discrete to the period in which they occur. In addition, the Internal Revenue Service or other taxing authorities may disagree with our positions. Furthermore, existing tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified

or applied adversely to us (possibly with retroactive effect). If the Internal Revenue Service or any other tax authorities were successful in challenging our positions, or existing tax laws, statutes, rules, regulations or ordinances are so interpreted, changed or modified, we may be liable for additional tax and penalties and interest related thereto or other taxes, as applicable, in excess of any reserves established therefor, which may have a significant impact on our results and operations and future cash flow.

Our business and operations would suffer in the event of system failures or security breaches.

Despite the implementation of security measures, our computer systems, as well as those of third parties with which we have relationships, are vulnerable to damage from computer viruses, unauthorized access, natural and manmade disasters, terrorism, war and telecommunication and electrical failures. If we or a third party with which we have relationships were to experience a system failure, accident or security breach, such an event could cause interruptions in our or their operations, or it could result in delays and/or material disruptions of our research and development programs. For example, the loss of trial data from completed, ongoing or planned trials could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. To the extent that any disruption or security breach were to result in a loss of or damage to data or applications, or inappropriate disclosure of personal, confidential or proprietary information, we could incur liability and the development of our current and any future product candidates could be delayed.

The U.S. federal and various state and foreign governments have enacted or proposed requirements regarding the collection, distribution, use, security and storage of personally identifiable information and other data relating to individuals, and U.S. federal and state consumer protection laws are being applied to enforce regulations related to the online collection, use and dissemination of data. In the ordinary course of our business, we and third parties with which we have relationships collect and store sensitive data, including intellectual property, clinical trial data, proprietary business information, personal data and personally identifiable information of our clinical trial subjects and employees, consultants and contractors, in data centers and on networks. The secure processing, maintenance and transmission of this information is critical to our operations. Despite our and our collaborators' security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or internal bad actors, breaches due to employee error, technical vulnerabilities, malfeasance or other disruptions, and any such breach could compromise our or their networks and the information stored there could be accessed, publicly disclosed, lost or stolen.

Any such access, disclosure, notifications, follow-up actions related to such a security breach or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information and significant costs, including regulatory penalties, fines and legal expenses, and such an event could disrupt our operations, cause us to incur remediation costs, damage our reputation and cause a loss of confidence in us and our collaborators' ability to conduct clinical trials, which could adversely affect our reputation and delay our research and development programs.

We or third parties with whom we have relationships may be adversely affected by natural or manmade disasters, and our business continuity and disaster recovery plans may not adequately protect us from a serious disaster.

Natural or manmade disasters could severely disrupt our operations and have a material adverse effect on our business, results of operations, financial condition and prospects. If a natural disaster, power outage or other event occurred that prevented us from using all or a significant portion of our facilities, that damaged our infrastructure or that otherwise disrupted operations, it may be difficult or, in certain cases, impossible for us to continue our business for a substantial period of time, and our research and development activities could be setback or delayed.

The disaster recovery and business continuity plan(s) we have in place may prove inadequate in the event of a serious disaster or similar event. We may incur substantial expenses as a result of the limited nature of our disaster recovery and business continuity plans, which could have a material adverse effect on our business, and such an event could disrupt our operations, cause us to incur remediation costs, damage our reputation and cause a loss of

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confidence in us and our or third parties' ability to conduct clinical trials, which could adversely affect our reputation and delay our research and development programs.

We may be subject to claims that our employees, consultants or independent contractors have wrongfully used or disclosed confidential information of third parties or that our employees have wrongfully used or disclosed alleged trade secrets of their former employers.

We may now and in the future employ individuals who were previously employed at universities or other biotechnology or pharmaceutical companies, including our competitors or potential competitors. We may be subject to claims that we or our employees, consultants or independent contractors have inadvertently or otherwise used or disclosed intellectual property, including trade secrets or other proprietary information, of any of our employees' former employers or other third parties. 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, which could adversely impact our business. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management and other employees and consultants.

We could be subject to securities class action litigation.

In the past, securities class action litigation has often been brought against companies following a decline in the market price of their securities. This risk is especially relevant for us because biotechnology companies have experienced significant share price volatility in recent years. If we face such litigation, it could result in substantial costs and a diversion of management's attention and resources, which could harm our business.

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Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Risk Management and Strategy

We recognize the critical importance of developing, implementing, and maintaining robust cybersecurity measures to safeguard our information systems and protect the confidentiality, integrity, and availability of our data.

Managing Material Risks & Integrated Overall Risk Management

We have strategically integrated cybersecurity risk management into our broader risk management framework to promote a company-wide culture of cybersecurity risk management. This integration is intended to ensure that cybersecurity considerations are an integral part of our decision-making processes at every level. Our management team works closely with our Information Technology provider to continuously evaluate and address cybersecurity risks in alignment with our business objectives and operational needs.

Engage Third Parties on Risk Management

Recognizing the complexity and evolving nature of cybersecurity threats, we engage with external experts, including cybersecurity assessors, consultants, and auditors in evaluating and testing our risk management systems. These partnerships enable us to leverage specialized knowledge and insights as part of our cybersecurity strategies and processes. Our collaboration with these third parties includes regular audits, threat assessments, and consultation on security enhancements.

Risks from Cybersecurity Threats

We have not encountered cybersecurity challenges that have materially impaired our business strategy, results of operations or financial condition. For a discussion of whether and how any risks from cybersecurity challenges may materially affect us, see Part I, Item 1A. Risk Factors.

Governance

Our Board of Directors is acutely aware of the critical nature of managing risks associated with cybersecurity threats and oversees our cybersecurity program. As described above, we obtain periodic assessments of our cybersecurity program from independent third-party experts. Additionally, cybersecurity threats and incidents determined through our cybersecurity program to present potential material impacts to our financial results, operations, or reputation are required to be immediately reported to our Board of Directors in accordance with our escalation framework.

Management's Role Managing Risk

Our Senior Vice President ("SVP") of Operations plays a pivotal role in informing our Board of Directors on cybersecurity risks. Our SVP of Operations also had responsibility for managing cybersecurity matters at a prior employer. Our SVP of Operations provides comprehensive briefings to the Board of Directors on a regular basis, with a minimum frequency of once per year. These briefings encompass a broad range of topics, including:

- Current cybersecurity landscape and emerging threats;
- Status of ongoing cybersecurity initiatives and strategies;
- Learnings from any cybersecurity events; and
- Compliance with regulatory requirements and industry standards.

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In addition to our scheduled meetings, the SVP of Operations and Chief Executive Officer maintain an ongoing dialogue regarding emerging or potential cybersecurity risks.

Monitor Cybersecurity Incidents

The SVP of Operations is continually informed about the latest developments in cybersecurity, including potential threats and innovative risk management techniques. This ongoing knowledge acquisition is crucial for the effective prevention, detection, mitigation, and remediation of cybersecurity incidents. The SVP of Operations implements and oversees processes for the regular monitoring of our information systems. This includes the deployment of advanced security measures and regular system audits to identify potential vulnerabilities.

Reporting to Senior Leadership

The SVP of Operations, in his capacity, regularly informs the Chief Financial Officer and Chief Executive Officer of all aspects related to cybersecurity risks and incidents. This is intended to ensure that the highest levels of management are kept abreast of the cybersecurity posture and potential risks facing us.

Item 2. Properties

Our corporate headquarters are located at 2001 Market Street, Suite 3915, Unit #15, Philadelphia, PA 19103, where we occupy approximately 3,500 square feet of office space pursuant to a sublease entered into in January 2022. Our sublease for this space began on February 1, 2022 and is lease that was set to expire on July 30, 2023. Additionally, in March 2023, August 31, 2024 if we entered into a direct lease for this same office space that begins on August 1, 2023 and is set to expire on August 31, 2024, pursuant to which we retain the right to did not renew the lease for an additional one-year term subject to notice to year. In March 2024, we amended the lease, which now expires on November 30, 2024 and will automatically renew for successive three-month periods unless we or the landlord by December 31, 2023, provides the other with a termination notice at least 90 days before any such successive renewal.

Item 3. Legal Proceedings

From time to time, we may become involved in legal proceedings arising in the ordinary course of our business. We are not presently a party to any material legal proceedings.

Item 4. Mine Safety Disclosures

None.

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PART II.

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchase of Equity Securities

Market Information

Our common stock has been traded on The Nasdaq Stock Market under the symbol "CNTX" since October 20, 2021 following our initial public offering.

Stockholders

As of **March 17, 2023** **March 15, 2024**, we had 15,966,053 shares of common stock outstanding held by **56** **52** holders of record. The actual number of stockholders is greater than this number of record holders and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees. This number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

Dividends

We have not paid cash dividends on any class of our stock to date, and we do not anticipate paying any cash dividends in the near term. For the foreseeable future, we intend to retain any earnings to finance the development and expansion of our business, and we do not anticipate paying any cash dividends on our stock. Any determination to pay dividends in the future will be made at the discretion of our board of directors and will depend on our results of operations, financial condition, contractual restrictions, restrictions imposed by applicable law and other factors our board deems relevant.

Securities Authorized for Issuance under Equity Compensation Plans

Information required by Item 5 of Form 10-K regarding our equity compensation plans is incorporated herein by reference to Item 12 of Part III of this Annual Report on Form 10-K.

Item 6. [Reserved]

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Item 7. 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 together with our financial statements and the related notes and other financial information included elsewhere in this Form 10-K. Some of the information contained in this discussion and analysis, including information with respect to our plans and strategy for our business, and the potential impacts of the ongoing COVID-19 pandemic, contains forward-looking statements that involve risks and uncertainties. You should review the section titled "Risk Factors" in this Form 10-K for a discussion of important factors that could cause actual results to differ materially from the results described below. Please also see the section entitled "Note Regarding Forward-Looking Statements." On April 23, 2021, we completed a reverse triangular merger, resulting in Context Therapeutics Inc. becoming the sole holder of 100% of the membership interests in Context Therapeutics LLC. In connection with the merger, all of the common units, preferred units and all options, warrants or other rights to purchase common or preferred units of Context Therapeutics LLC converted into common stock, preferred stock and all options, warrants or other rights to purchase common or preferred stock of Context Therapeutics Inc. Prior to the reorganization we operated as Context Therapeutics LLC. Based on this being a transaction between entities under common control, the carryover basis of accounting was used to record the assets, liabilities, and equity of Context Therapeutics LLC. Further, as a common control transaction, the consolidated financial statements of the Company reflect the merger transaction as if it had occurred as of the earliest period presented herein.

Overview

We are a biopharmaceutical company dedicated to improving the lives of patients living with advancing medicines for solid tumors.

Our preclinical program, CTIM-76, is an anti-CLDN6 a CLDN6 x anti-CD3 bsAb that is intended to redirect T-cell-mediated lysis toward malignant cells expressing CLDN6.

CLDN6 is a tight junction membrane protein target expressed in multiple solid tumors including ovarian, lung and testicular, and absent from or expressed at low levels in healthy adult tissues. In November 2022, we entered into the Lonza Development Agreement with Lonza, a global development and manufacturing partner to the pharma, biotech, and nutrition industries, to manufacture CTIM-76. IND-enabling studies on CTIM-76 have been initiated, are in process, and we expect to submit an IND application to support human clinical trials to the FDA by the end of March 2024. We plan to initiate a Phase 1 trial to focus on CLDN6-positive gynecologic and testicular cancers upon receiving IND

clearance from the FDA. We expect to have sufficient cash and cash equivalents to fund our operations into late 2024. We will require additional funding for our planned Phase 1 trial, other research and development expenditures, and general and administrative expenses.

On February 29, 2024, we amended the Integral License Agreement to reflect updated financial terms. In the course of our further due diligence review of CTIM-76, we determined that certain of the licensed rights under the Integral License Agreement may incorporate intellectual property rights currently held by a third party. Specifically, we are aware of issued patents in the first quarter United States and certain foreign jurisdictions expiring in January 2034 that potentially cover certain of 2024. the intellectual property included in CTIM-76. While we believe we will have reasonable defenses against any potential claim of infringement, we may not be successful in such efforts, and we also may not be able to obtain a license to such patent on commercially reasonable terms, or at all.

As part of the Second Amendment, Integral's right to receive certain future payments will be reduced as follows: aggregate development and regulatory milestone payments will be reduced from \$55 million to \$15 million, aggregate sales milestone payments will be reduced from \$130 million to \$12.5 million, and a tiered royalty of 8-12% that commenced at first commercial sale will be reduced to a flat royalty rate of 6% on net sales beginning no sooner than February 1, 2034. The Second Amendment also narrows the license grant from Integral to us to only cover CTIM-76, removes any further obligation of us to reimburse Integral for any independently obtained research funding Integral applied against CTIM-76 research, and includes mutual releases by the parties.

The reduced development and regulatory milestones now reflect a payment due at each of: first patient's first screening visit in a Phase 1b/2 or Phase 2 clinical trial for CTIM-76, first patient's first screening visit in a Phase 3 clinical trial for CTIM-76, United States marketing approval for CTIM-76, European Union marketing approval for CTIM-76, United Kingdom marketing approval for CTIM-76, and Japan marketing approval for CTIM-76. The amended commercial milestones now also reflect a payment due upon the achievement of annual net sales of \$500 million and annual net sales of \$1 billion.

On March 22, 2023, we announced a portfolio prioritization and capital allocation strategy, including discontinuing the development of ONA-XR and focusing on the development of CTIM-76. Based upon the challenging market conditions for emerging companies, the increasingly competitive landscape for breast cancer treatments, recent study findings, and other factors, we decided to cease development and explore strategic options for ONA-XR. As a result, we will no longer primarily focus on female cancers.

Recent advances in the treatment of metastatic breast cancer point toward a more competitive environment in the coming years, such as promising Phase 3 clinical data for emerging product candidates, including Enthertu and capivasertib. Additionally, in the ongoing Phase 2 OATH trial evaluating ONA-XR in combination with anastrozole, elevated LFTs were identified in three patients, including in one patient who discontinued treatment, although none of the elevated LFTs were considered serious adverse events. We determined that significant incremental program costs and delays were likely to be required to analyze and potentially mitigate future LFT abnormalities. By ceasing development of ONA-XR, we expect to have sufficient cash and cash equivalents to fund our operations into late 2024.

We were incorporated in April 2015 under the laws of the State of Delaware. Since inception, we have devoted substantially all of our resources to developing product and technology rights, conducting research and development, organizing and staffing our company, business planning and raising capital. We operate as one business segment and

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have incurred recurring losses, the majority of which are attributable to research and development activities, and negative cash flows from operations. We have funded our operations primarily through the sale of convertible debt, convertible preferred stock, common stock and warrants. Our net loss was \$24.0 million for the year ended December 31, 2023. As of December 31, 2023, we had an accumulated deficit of \$68.1 million.

In October 2021, we closed an initial public offering ("IPO") on The Nasdaq Stock Market, in which we issued and sold 5,750,000 shares at a public offering price of \$5.00 per share. We received gross proceeds of approximately \$28.8 million as a result of the offering. In December 2021, we sold 5,000,000 shares of common stock together with warrants to purchase 5,000,000 shares of common stock in a private placement for gross proceeds of

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approximately \$31.3 million. Currently, our primary use of cash is to fund operating expenses, which consist primarily of research and development expenditures, as well as general and administrative expenditures. Our ability to generate product revenue sufficient to achieve profitability will depend heavily on the successful development and eventual commercialization of one or more of our current or any future product candidates. We expect to continue to incur significant expenses and operating losses for the foreseeable future as we advance our current and any future product candidates through all stages of development and clinical trials and, ultimately, seek regulatory approval. In addition, if we obtain regulatory approval for any product candidate, we expect to incur significant commercialization expenses related to product manufacturing, marketing, sales and distribution. Furthermore, we have incurred and continue to incur significant costs associated with operating as a public company, including legal, accounting, investor relations and other expenses that we did not incur as a private company. Our net losses may fluctuate significantly from quarter-to-quarter and year-to-year, depending on the timing of our clinical trials and our expenses on other research and development activities.

Our net loss was \$14.8 million for the year ended December 31, 2022. As of December 31, 2022, we had an accumulated deficit of \$44.1 million. We expect to continue to incur net operating losses for at least the next several years, and we expect our research and development expenses, general and administrative expenses, and capital expenditures will continue to increase. We expect our expenses and capital requirements will increase significantly in connection with our ongoing activities as we:

- continue nonclinical studies and initiate clinical trials for CTIM-76 and for any additional product candidates that we may pursue;

- continue to scale up external manufacturing capacity with the aim of securing sufficient quantities to meet our capacity requirements for clinical trials and potential commercialization;
- establish a sales, marketing and distribution infrastructure to commercialize any approved product candidate and related additional commercial manufacturing costs;
- develop, maintain, expand, protect and enforce our intellectual property portfolio, including patents, trade secrets and know how;
- acquire or in-license other product candidates and technologies, including related upfront, milestone and royalty payments;
- attract, hire and retain additional executive officers, clinical, scientific, quality control, and manufacturing management and administrative personnel;
- add clinical, operational, financial and management information systems and personnel, including personnel to support our product development and planned future commercialization efforts;
- expand our operations in the United States and to other geographies; and
- incur additional legal, accounting, investor relations and other expenses associated with operating as a public company.

As of December 31, 2022 December 31, 2023, we had cash and cash equivalents of \$35.5 million \$14.4 million, which we expect will be sufficient to fund our operations into late 2024. We have concluded that there is substantial doubt about our ability to continue as a going concern for a period of at least 12 months from the issuance date of these consolidated financial statements. If the Company is unable to obtain additional financing, the lack of liquidity could have a material adverse effect on the Company's future prospects.

We will need to raise substantial additional capital to support our continuing operations and pursue our growth strategy. Until such time as we can generate significant revenue from product sales, if ever, we plan to finance our operations through the sale a combination of equity offerings, debt financings, collaborations, strategic transactions and/or other capital sources, which may include collaborations with other companies

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marketing, distribution or other strategic transactions, licensing arrangements. There are no assurances that we will be successful in obtaining an adequate level of financing as and when needed to finance our operations on terms acceptable to us, or at all. Any failure to raise capital as and when needed could have a negative impact on our financial condition and on our ability to pursue our business plans and strategies. If we are unable to secure adequate additional funding, we may have to significantly delay, scale back or discontinue the development and commercialization of one or more product candidates or delay our pursuit of potential in-licenses or acquisitions.

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The COVID-19 Pandemic and its Impacts on Our Business

The spread of COVID-19 has caused worldwide economic instability and significant volatility in the financial markets. There is significant uncertainty as to the likely effects of this disease should novel variants emerge, which may, among other things, materially impact our ongoing or planned clinical trials. This pandemic and/or periodic outbreaks could result in difficulty securing clinical trial site locations, CROs, and/or trial monitors and other critical vendors and consultants supporting the trial. In addition, outbreaks or the perception of an outbreak near a clinical trial site location could impact our ability to enroll patients. These situations, or others associated with COVID-19, could cause delays in our clinical trial plans and could increase expected costs, all of which could have a material adverse effect on our business and financial condition. At the current time, we are unable to quantify the potential effects of this pandemic on our future consolidated financial statements.

Components of Our Results of Operations

Operating Expenses

Acquired In-process Research and Development Expense

Acquired in-process research and development expense consists of initial up-front and development milestone payments incurred in connection with the acquisition or licensing of products or technologies that do not meet the definition of a business under Accounting Standards Codification Topic 805, *Business Combinations*. Acquired in-process research and development expense reflects the cash paid and/or the estimated fair value of the equity consideration given.

Research and Development Expenses

Research and development expenses have consisted primarily of costs incurred in connection with the discovery and development of our product candidates. We expense research and development costs as incurred, including:

- expenses incurred to conduct the necessary discovery-stage laboratory work, preclinical studies and clinical trials required to obtain regulatory approval;

- personnel expenses, including salaries, benefits and share-based compensation expense for our employees and consultants engaged in research and development functions;
- costs of funding research performed by third parties, including pursuant to agreements with CROs that conduct our clinical trials, as well as investigative sites, consultants and CROs that conduct our preclinical and clinical studies;
- expenses incurred under agreements with contract manufacturing organizations, including manufacturing scale-up expenses, milestone-based payments, and the cost of acquiring and manufacturing preclinical study and clinical trial materials;
- fees paid to consultants who assist with research and development activities;
- expenses related to regulatory activities, including filing fees paid to regulatory agencies; and
- allocated expenses for facility costs, including rent, utilities and maintenance.

We track outsourced development costs and other external research and development costs to specific product candidates on a program-by-program basis. However, we do not track our internal research and development expenses on a program-by-program basis as they primarily relate to compensation, early research and other costs which are deployed across multiple projects under development.

Research and development activities are central to our business model. Product candidates in later stages of clinical development generally have higher development costs than those in earlier stages of clinical development, primarily due to the increased size and duration of later-stage clinical trials. We expect our research and

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development expenses to increase significantly over the next several years as we increase personnel costs, including share-based compensation, conduct our clinical trials, including later-stage clinical trials, for current and any future product candidates and prepare regulatory filings for our current and any future product candidates.

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General and Administrative Expenses

General and administrative expenses have consisted primarily of personnel expenses, including salaries, benefits and share-based compensation expense, for employees and consultants in executive, finance and accounting, legal, operations support, information technology and business development functions. General and administrative expense also includes corporate facility costs not otherwise included in research and development expense, including rent, utilities and insurance, as well as legal fees related to intellectual property and corporate matters and fees for accounting and consulting services.

We expect that our general and administrative expenses will increase in the future to support our continued research and development activities, potential commercialization efforts and increased costs of operating as a public company. These increases will likely include increased costs related to the hiring of additional personnel and fees to outside consultants, legal support and accountants, among other expenses. Additionally, we will continue to incur significant costs associated with being a public company, including expenses related to services associated with maintaining compliance with the requirements of Nasdaq and the Securities and Exchange Commission (the "SEC"), insurance and investor relations costs. If any of our current or future product candidates obtain U.S. regulatory approval, we expect that we would incur significantly increased expenses associated with building a sales and marketing team.

Interest Income

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

Interest Expense

Interest expense has consisted primarily of interest related to our convertible promissory notes that converted to Series A stock in 2021. All of our previously outstanding convertible promissory notes were converted as of February 2021.

Other Income

Other income is primarily due to the recognition of a gain on extinguishment of debt foreign currency gains or losses as a result of the forgiveness of exchange rate fluctuations on transactions denominated in a currency other than our outstanding Paycheck Protection Program loan in July 2021.

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functional currency.

Results of Operations

Comparison of the Years Ended December 31, 2022 December 31, 2023 and 2021 2022

The following table sets forth our results of operations for the years ended December 31, 2022 December 31, 2023 and 2021 2022:

		Year ended December 31,			% Change			
		2022	2021	\$ Change				
Year ended December 31,								
		2023	2023	2023				
Operating expenses:	Operating expenses:						2022	\$ Char
Acquired in-process research and development								
Acquired in-process research and development								
Acquired in-process research and development	Acquired in-process research and development	\$ 500,000	\$ 3,087,832	(\$2,587,832)	(84) %	\$ —	\$ 500,000	\$ (500,000)
Research and development	Research and development	7,091,163	3,805,067	3,286,096	86 %	Research and development	17,782,731	7,091,163
General and administrative	General and administrative	7,790,040	3,632,920	4,157,120	114 %	General and administrative	7,289,885	7,790,040
Loss from operations	Loss from operations	(15,381,203)	(10,525,819)	(4,855,384)	46 %	Loss from operations	(25,072,616)	(15,381,203)
Interest income (expense), net		547,268	(64,240)	611,508	(952) %			
Change in fair value of convertible promissory notes		—	9,317	(9,317)	(100) %			
Other (expense) income		(2,004)	123,872	(125,876)	(102) %			
Interest income						Interest income	1,163,975	547,268
Other expense						Other expense	(55,570)	(2,004)
Net loss	Net loss	\$ (14,835,939)	\$ (10,456,870)	\$ (4,379,069)	42 %	Net loss	\$ (23,964,211)	\$ (14,835,939)
<i>Acquired In-Process Research and Development Expenses</i>								

Acquired in-process research and development expense ("IPR&D") of \$0.5 million for the year ended December 31, 2022 reflects the expense recognized related to the a development milestone achieved in 2022 under the collaboration and licensing agreement with Integral License Agreement for the development of CTIM-76.

Acquired in-process research and development our CLDN6 bsAb for solid tumors. There was no IPR&D expense of \$3.1 million recognized for the year ended December 31, 2021 reflects the fair value December 31, 2023.

[Table of the consideration paid/equity issued under the collaboration and licensing agreement with Integral for the development of CTIM-76. Contents](#)

Research and Development Expenses

Research and development expenses increased by approximately \$3.3 million \$10.7 million for the year ended December 31, 2022 December 31, 2023 as compared to the same period in 2021 2022. The following table summarizes our research and development expenses for the year ended December 31, 2022 December 31, 2023 as compared to the same period in 2021 2022:

		Year ended December 31,				
		2022	2021	\$ Change	% Change	
Year ended December 31,						

		2023		2023		2023			
ONA-XR									
ONA-XR	ONA-XR	\$	4,641,936	\$	2,242,146	\$	2,399,790	107	%
CTIM-76	CTIM-76		948,716		642,030		306,686	48	%
CTIM-76									
CTIM-76									
Personnel-related costs									
Personnel-related costs									
Personnel-related costs	Personnel-related costs		1,372,376		916,371		456,005	50	%
Other research and development	Other research and development		128,135		4,520		123,615	2735	%
		\$	7,091,163	\$	3,805,067	\$	3,286,096	86	%
Other research and development									
Other research and development									
		\$		\$		\$			
		\$		\$		\$			
		\$		\$		\$			

The increase decrease in ONA-XR expenses of \$2.4 million \$2.8 million was primarily due to a decrease of \$1.4 million in contract manufacturing costs and \$1.1 million in clinical costs largely due to the decision in March 2023 to discontinue development of ONA-XR. CTIM-76 expenditures increased by \$13.6 million, primarily due to an increase of \$1.0 million \$7.7 million in contract manufacturing costs and an increase of \$1.1 million \$5.4 million in clinical trial preclinical costs mostly as a result of initiating our Phase 1b/2 ELONA trial. CTIM-76 expenditures increased by \$0.3 million primarily as a result of completing additional ongoing IND-enabling studies and higher contract manufacturing costs. Personnel-related costs, which include salaries, benefits and stock-based compensation expense, increased decreased by approximately \$0.5 million \$0.2 million, primarily due to higher lower headcount over the prior year period.

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General and Administrative Expenses

General and administrative expenses increased decreased by \$4.2 million \$0.5 million from \$3.6 million for the year ended December 31, 2021 to \$7.8 million for the year ended December 31, 2022 to \$7.3 million for the year ended December 31, 2023. The increase decrease was mainly due to an increase primarily driven by a decrease in insurance expense of \$2.0 million in compensation \$0.7 million and share-based compensation as a result other administrative costs of \$0.1 million, partially offset by an increase in our general and administrative headcount and changes to compensation arrangements. Additionally, expenses increased due to higher insurance costs spending on professional fees of \$1.2 million and \$1.0 million of other costs associated with operating as a public company \$0.3 million.

Interest Income (Expense), net

Interest income (expense), net, increased by approximately \$0.6 million for the year ended December 31, 2022 December 31, 2023 as compared to the year ended December 31, 2021 2022, primarily due to higher interest income earned on cash and cash equivalent balances.

Other Expense

Other expense increased by approximately \$54,000 for the year ended December 31, 2023 as compared to 2022 primarily due to higher foreign currency losses as a result of higher cash and cash equivalent balances and higher interest rates. In addition, interest expense was lower for the year ended December 31, 2022 due to the conversion of all convertible promissory notes during 2021. exchange rate fluctuations on transactions denominated in a currency other than our functional currency.

Change in Fair Value of Convertible Promissory Notes

The change in fair value of convertible promissory notes was \$9,317 for the year ended December 31, 2021. This change was attributable to a decrease in the fair value of our common stock.

Other Income (Expense)

Other income (expense) of \$0.1 million for the year ended December 31, 2021 was primarily due to the recognition of a gain on extinguishment of debt as a result of the forgiveness of our outstanding Paycheck Protection Program loan in July 2021.

Liquidity and Capital Resources

Overview

We have incurred losses and negative cash flows from operations since inception and have an accumulated deficit of \$44.1 million as of December 31, 2022. Since our inception, we have not recognized any revenue and have incurred operating losses and negative cash flows from our operations. We have not yet commercialized any product and we do not expect to generate revenue from sales of any products for several years, if at all.

Since our inception through December 31, 2022 December 31, 2023, we have funded our operations through the sale of convertible debt, convertible preferred stock, common stock and warrants. In October 2021, we closed an IPO on The Nasdaq Stock Market and received gross proceeds of approximately \$28.8 million as a result of the offering. Additionally, in December 2021, we sold 5,000,000 shares of our common stock together with warrants to purchase 5,000,000 shares of our common stock in a private placement and received gross proceeds of approximately \$31.3 million. As of December 31, 2022 December 31, 2023, we had \$14.4 million in cash and cash equivalents and an accumulated deficit of \$35.5 million, which \$68.1 million.

While we expect our existing cash and cash equivalents will be sufficient to fund our operations into late 2024, we have concluded that there is substantial doubt about our ability to continue as a result going concern for a period of our portfolio prioritization and capital allocation strategy, which includes discontinuing at

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least 12 months from the development issuance date of ONA-XR, these consolidated financial statements. We have based these estimates on assumptions that may prove to be imprecise, and we could utilize our available capital resources sooner than we expect.

Funding Requirements

Our primary use of cash is to fund operating expenses, which consist of research and development expenditures and various general and administrative expenses. Cash used to fund operating expenses is impacted by the timing of when we pay these expenses, as reflected in the change in our outstanding accounts payable, accrued expenses and prepaid expenses.

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Because of the numerous risks and uncertainties associated with research, development and commercialization of pharmaceutical products, we are unable to estimate the exact amount of our operating capital requirements. Our future funding requirements will depend on many factors, including, but not limited to:

- the scope, timing, progress and results of discovery, preclinical development, laboratory testing and clinical trials for our current and for any additional future product candidates that we may pursue;
- the costs of manufacturing our current and any future product candidates for clinical trials and in preparation for regulatory approval and commercialization;
- the extent to which we enter into collaborations or other arrangements with additional third parties in order to further develop our current and any future product candidates that we may pursue;
- the costs of preparing, filing and prosecuting patent applications, maintaining and enforcing our intellectual property rights and defending intellectual property-related claims;
- the costs and fees associated with the discovery, acquisition or in-license of additional product candidates or technologies;
- expenses needed to attract and retain skilled personnel;
- costs associated with being a public company;
- the costs required to scale up our clinical, regulatory and manufacturing capabilities;
- the costs of future commercialization activities, if any, including establishing sales, marketing, manufacturing and distribution capabilities, for our current and any future product candidates for which we receive regulatory approval; and
- revenue, if any, received from commercial sales of our current and any future product candidates, should any of our product candidates receive regulatory approval.

We will need additional funds to meet our operational needs and capital requirements for clinical trials, other research and development expenditures, and general and administrative expenses. We currently have no credit facility or committed sources of capital.

Until such time, if ever, as we can generate substantial product revenue, we expect to finance our operations through a combination of equity offerings, debt financings, collaborations, strategic alliances transactions and/or marketing, distribution or licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interests of our stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our common stockholders. Debt financing and preferred equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making acquisitions or capital expenditures or declaring dividends. If we raise additional funds through collaborations, strategic alliances transactions or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates, or grant licenses on terms that may

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not be favorable to us. If we are unable to raise additional funds through equity or debt financings or other arrangements when needed, we may be required to delay, limit, reduce or terminate our research, product development or future commercialization efforts, or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves.

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Cash Flows

The following table shows a summary of our cash flows for the periods indicated:

		Year ended December 31,	
		2022	2021
		Year ended December 31,	
		2023	2022
Cash used in operating activities	Cash used in operating activities	\$(13,549,234)	\$(8,799,487)
Cash used in investing activities	Cash used in investing activities	(536,836)	(250,000)
Cash (used in) provided by financing activities		(102,071)	58,394,036
Net (decrease) increase in cash and cash equivalents		\$(14,188,141)	\$ 49,344,549
Cash used in financing activities			
Net decrease in cash and cash equivalents			

Comparison of the Years Ended December 31, 2022 December 31, 2023 and 2021

Operating Activities

During the year ended December 31, 2023, we used \$21.0 million of cash in operating activities. Cash used in operating activities reflected our net loss of \$24.0 million, partially offset by non-cash share-based compensation of \$1.1 million and a net change in our operating assets and liabilities of \$1.8 million. The primary uses of cash were to fund our operations related to the development of our current and former product candidates.

During the year ended December 31, 2022, we used \$13.5 million of cash in operating activities. Cash used in operating activities reflected our net loss of \$14.8 million, partially offset by non-cash share-based compensation of \$1.0 million, in-process research and development charges of \$0.5 million, and a net change in our operating assets and liabilities of \$0.3 million. The primary uses of cash were to fund our operations related to the development of our product candidates, ONA-XR and CTIM-76.

During the year ended December 31, 2021, we used \$8.8 million of cash in operating activities. Cash used in operating activities reflected our net loss of \$10.5 million, a gain of \$0.1 million from the extinguishment of debt and a net change in our operating assets and liabilities of \$2.2 million. This was primarily offset by non-cash in-process research and development charges of \$3.1 million, the non-cash fair value measurement of warrants for services of \$0.4 million and share-based compensation of \$0.5 million \$0.3 million. The primary uses of cash were to fund our operations related to the development of our current and former product candidates, ONA-XR and CTIM-76, candidates.

Investing Activities

We did not have cash flows from investing activities during the year ended December 31, 2023.

During the year ended December 31, 2022, cash used in investing activities was primarily attributable to the payment of a development milestone of \$0.5 million \$0.5 million under the collaboration and licensing agreement with Integral License Agreement for the development of CTIM-76. In addition, we used approximately \$37,000 of cash to purchase property and equipment.

During Financing Activities

We did not have cash flows from financing activities during the year ended December 31, 2021, cash used in investing activities was attributable to the initial upfront license fee of \$0.3 million related to our acquired in-process research and development. December 31, 2023.

Financing Activities

During the year ended December 31, 2022, cash used in financing activities was \$0.1 million, consisting of the payment of offering costs related to our December 2021 private placement.

During the year ended December 31, 2021, financing activities provided \$58.4 million, consisting of net proceeds of \$5.0 million from the sale of Series A Stock and warrants for common stock, net proceeds of \$24.4 million from the sale of common stock in our IPO and net proceeds of \$29.0 million from the sale of common stock and warrants in our private placement.

Off-Balance Sheet Arrangements

During the periods presented, we did not have, nor do we currently have, any relationships with unconsolidated entities or financial partnerships, including entities sometimes referred to as structured finance or special purpose entities that were established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. We do not engage in off-balance sheet financing arrangements. In addition, we do not

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engage in trading activities involving non-exchange traded contracts. We therefore believe that we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in these relationships.

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Critical Accounting Policies and Estimates

This management's discussion and analysis of our financial condition and results of operations is based on our financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, and expenses and the disclosure of contingent assets and liabilities in our consolidated financial statements. On an ongoing basis, we evaluate our estimates and judgments, including those related to prepaid/accrued research and development expenses and share-based compensation. We base our estimates on historical experience, known trends and events, and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

While our significant accounting policies are described in more detail in Note 3 to our audited consolidated financial statements included elsewhere in this Form 10-K, we believe the following accounting policies are the most critical to the judgments and estimates used in the preparation of our consolidated financial statements.

Research and Development Expenses

Research and development expenses consist primarily of costs incurred in connection with the development of our current and former product candidates. We expense research and development costs as incurred.

We accrue an expense for preclinical studies and clinical trial activities performed by our vendors based upon estimates of the proportion of work completed. We determine the estimates by reviewing contracts, vendor agreements and purchase orders, and through discussions with our internal clinical personnel and external service providers as to the progress or stage of completion of trials or services and the agreed-upon fee to be paid for such services. However, actual costs and timing of clinical trials are highly uncertain, subject to risks and may change depending upon a number of factors, including our clinical development plan.

We make estimates of our prepaid/accrued expenses as of each balance sheet date in our consolidated financial statements based upon facts and circumstances known at that time. If the actual timing of the performance of services or the level of effort varies from the estimate, we will adjust the prepaid/accrual accordingly. Nonrefundable advance

payments for goods and services, including fees for clinical trial expenses, process development or manufacturing and distribution of clinical supplies that will be used in future research and development activities, are deferred and recognized as expense in the period that the related goods are consumed, or services are performed.

Share-Based Compensation

We measure compensation expense for all share-based awards based on the estimated fair value of the share-based awards on the grant date. We use the Black-Scholes option pricing model to value our share-based awards. We recognize compensation expense on a straight-line basis over the requisite service period, which is generally the vesting period of the award. We have not issued awards for which vesting is subject to market or performance conditions.

The Black-Scholes option-pricing model requires the use of subjective assumptions that include the expected stock price volatility and the fair value of the underlying common stock on the date of grant. See Note 8 to our audited consolidated financial statements included elsewhere in this Form 10-K for information concerning certain of the specific assumptions we used in applying the Black-Scholes option pricing model to determine the estimated fair value of our awards granted.

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Recent Accounting Pronouncements

See Note 3 to our audited consolidated financial statements found elsewhere in this Form 10-K for a description of recent accounting pronouncements applicable to our consolidated financial statements.

Disclosures About Market Risk

We are exposed to market risk related to changes in interest rates. As

[Table of December 31, 2022, we had cash and cash equivalents of \\$35.5 million consisting of bank deposits and money market accounts. Due to the short-term duration of our cash equivalents, an immediate 10% change in interest rates would not have a material effect on the fair market value. Contents](#)

Beginning in the first quarter of 2023, we expect to have more significant foreign currency risks related to our operating expenses denominated in currencies other than the U.S. dollar due to the manufacturing of CTIM-76 under the Lonza Development Agreement. A hypothetical 10% increase or decrease in the value of foreign exchange rates relative to the U.S. dollar as of December 31, 2022 would have had an immaterial impact on our net loss. To date, we have not entered into any foreign currency hedging contracts.

Inflation generally affects us by increasing our labor and clinical trial costs. We do not believe inflation had a material effect on our business, financial condition or results of operations during the years ended December 31, 2022 and 2021.

Emerging Growth Company and Smaller Reporting Company Status

In April 2012, the Jumpstart Our Business Startups Act of 2012, or the JOBS Act, was enacted. Section 107 of the JOBS Act provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. Thus, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to avail ourselves of this exemption from complying with new or revised accounting standards and, therefore, will not be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies. As a result, our financial statements may not be comparable to companies that comply with new or revised accounting pronouncements as of public company effective dates.

Other exemptions and reduced reporting requirements under the JOBS Act include, without limitation, the requirements for providing an auditor's attestation report on our system of internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act of 2002, an exemption from any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation, and less extensive disclosure about our executive compensation arrangements. We will remain an emerging growth company until the earlier to occur of (a) the last day of the fiscal year (i) following October 19, 2026, (ii) in which we have total annual gross revenues of at least \$1.235 billion or (iii) in which we are deemed to be a "large accelerated filer" under the rules of the SEC, which means that we have been required to file annual and quarterly reports under the Exchange Act for a period of at least 12 months and have filed at least one annual report pursuant to the Exchange Act and (b) either (i) the market value of our common stock that is held by non-affiliates exceeds \$700.0 million as of the prior June 30th, or (ii) the date on which we have issued more than \$1.0 billion in non-convertible debt during the prior three-year period.

We are also a "smaller reporting company," meaning that the market value of our stock held by non-affiliates is less than \$700.0 million and our annual revenue is less than \$100.0 million during the most recently completed fiscal year. We will continue to be a smaller reporting company while either (i) the market value of our stock held by non-affiliates is less than \$250.0 million or (ii) our annual revenue is less than \$100.0 million during the most recently completed fiscal year and the market value of our stock held by non-affiliates is less than \$700.0 million. If we are a smaller reporting company at the time we cease to be an emerging growth company, we may continue to rely on exemptions from certain disclosure requirements that are available to smaller reporting companies. Specifically, as a smaller reporting company we may choose to present only the two most recent fiscal years of audited financial

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statements in our Annual Report on Form 10-K and, similar to emerging growth companies, smaller reporting companies have reduced disclosure obligations regarding executive compensation.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Not required for smaller reporting companies.

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Item 8. Financial Statements and Supplementary Data

Context Therapeutics Inc. Index To Consolidated Financial Statements

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders of
Context Therapeutics Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Context Therapeutics Inc. and Subsidiaries (the "Company") as of [December 31, 2022](#) [December 31, 2023](#) and [2021](#), [2022](#), and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for the years then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of [December 31, 2022](#) [December 31, 2023](#) and [2021](#) [2022](#) and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The Company's Ability to Continue as a Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has incurred losses and negative cash flows from operations since inception and believes that it does not have sufficient cash and cash equivalents to fund its projected operations for a period of at least 12 months from the issuance date of these consolidated financial statements. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also

included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ CohnReznick LLP

We have served as the Company's auditor since January 2021.

Parsippany, New Jersey
March 22, 2023 21, 2024

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Context Therapeutics Inc.
Consolidated Balance Sheets

		December 31,			
		2022	2021		
		December 31,		December 31,	
Assets	Assets	2023		2023	2022
Current assets:	Current assets:				
Current assets:					
Current assets:					
Cash and cash equivalents					
Cash and cash equivalents					
Cash and cash equivalents	Cash and cash equivalents	\$35,497,445	\$49,635,197		
Prepaid expenses and other current assets	Prepaid expenses and other current assets	2,356,213	1,620,164		
Total current assets	Total current assets	37,853,658	51,255,361		
Operating lease right-of-use asset	Operating lease right-of-use asset	51,967	—		
Property and equipment, net	Property and equipment, net	27,568	—		
Other assets	Other assets	32,750	—		
Restricted cash		—	50,389		
Total assets	Total assets	\$37,965,943	\$51,305,750		
Liabilities and Stockholders' Equity	Liabilities and Stockholders' Equity				
Current liabilities:	Current liabilities:				
Current liabilities:					
Current liabilities:					
Accounts payable					
Accounts payable					
Accounts payable	Accounts payable	\$ 936,330	\$ 1,826,294		

Accrued expenses and other current liabilities	Accrued expenses and other current liabilities	2,216,169	1,207,121
Operating lease liability - current	Operating lease liability - current	55,078	—
Total current liabilities	Total current liabilities	3,207,577	3,033,415
Total liabilities	Total liabilities	3,207,577	3,033,415
Commitments and contingencies (Note 9)	Commitments and contingencies (Note 8)	—	—
Commitments and contingencies (Note 8)	Commitments and contingencies (Note 8)	—	—
Stockholders' equity:	Stockholders' equity:		
Preferred stock, \$0.001 par value; 10,000,000 shares authorized; no shares issued or outstanding	Preferred stock, \$0.001 par value; 10,000,000 shares authorized; no shares issued or outstanding	—	—
Common stock, \$0.001 par value; 100,000,000 shares authorized; 15,966,053 issued and outstanding at December 31, 2022 and December 31, 2021	Common stock, \$0.001 par value; 100,000,000 shares authorized; 15,966,053 issued and outstanding at December 31, 2022 and December 31, 2021	15,966	15,966
Preferred stock, \$0.001 par value; 10,000,000 shares authorized; no shares issued or outstanding	Preferred stock, \$0.001 par value; 10,000,000 shares authorized; no shares issued or outstanding	—	—
Preferred stock, \$0.001 par value; 10,000,000 shares authorized; no shares issued or outstanding	Preferred stock, \$0.001 par value; 10,000,000 shares authorized; no shares issued or outstanding	—	—
Common stock, \$0.001 par value; 100,000,000 shares authorized; 15,966,053 issued and outstanding at December 31, 2023 and December 31, 2022	Common stock, \$0.001 par value; 100,000,000 shares authorized; 15,966,053 issued and outstanding at December 31, 2023 and December 31, 2022	—	—
Additional paid-in capital	Additional paid-in capital	78,832,779	77,510,809
Accumulated deficit	Accumulated deficit	(44,090,379)	(29,254,440)
Total stockholders' equity	Total stockholders' equity	34,758,366	48,272,335
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	\$37,965,943	\$51,305,750

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

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Context Therapeutics Inc. Consolidated Statements of Operations					
		Year ended December 31,			
		2022	2021	2023	2023
Operating expenses:	Operating expenses:				
Acquired in-process research and development					
Acquired in-process research and development					
Acquired in-process research and development	Acquired in-process research and development	\$ 500,000	\$ 3,087,832		
Research and development	Research and development	7,091,163	3,805,067		
General and administrative	General and administrative	7,790,040	3,632,920		
Loss from operations	Loss from operations	(15,381,203)	(10,525,819)		
Interest income (expense), net		547,268	(64,240)		
Change in fair value of convertible promissory notes		—	9,317		
Other (expense) income		(2,004)	123,872		
Interest income					
Other expense					
Net loss	Net loss	<u><u>\$ (14,835,939)</u></u>	<u><u>\$ (10,456,870)</u></u>		
Net loss per common share, basic and diluted	Net loss per common share, basic and diluted	<u><u>\$ (0.93)</u></u>	<u><u>\$ (3.69)</u></u>		
Weighted average shares outstanding, basic and diluted	Weighted average shares outstanding, basic and diluted	15,966,053	2,833,674		

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

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Context Therapeutics Inc.
Consolidated Statement of Changes in Stockholders' Equity

	Series A Preferred Stock		Series Seed Preferred Stock		Redeemable Common Stock		Common stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance at January 1, 2021	210,715	1,400,935	2,624,324	6,341,288	16,666	29,000	331,789	332	1,876,159	(18,797,570)	(16,921,079)
Sale of Series A preferred shares, net of offering costs of \$310,021	738,445	4,982,835	—	—	—	—	—	—	—	—	—
Conversion of Senior Convertible Notes, including accrued interest, to Series A preferred stock	844,824	5,728,793	—	—	—	—	—	—	137,497	—	137,497
Fair value of Series A preferred stock issued in conjunction with collaboration and licensing agreement	418,559	2,837,832	—	—	—	—	—	—	—	—	—
Fair value of warrants issued in conjunction with the Series A preferred stock	—	(265,593)	—	—	—	—	—	—	265,593	—	265,593
Fair value of warrants issued as placement agent fees	—	(43,797)	—	—	—	—	—	—	43,797	—	43,797
Fair value of warrants issued for services	—	—	—	—	—	—	—	—	371,895	—	371,895
Change in fair value of redeemable common stock to redemption value	—	—	—	—	—	53,330	—	—	(53,330)	—	(53,330)
Conversion of convertible preferred shares and redeemable common shares upon initial public offering	(2,212,543)	(14,641,005)	(2,624,324)	(6,341,288)	(16,666)	(82,330)	4,853,533	4,853	21,059,770	—	21,064,623
Cashless exercise of warrants upon initial public offering	—	—	—	—	—	—	9,816	10	(10)	—	—
Sale of common stock in initial public offering, net of issuance costs of \$4,321,374	—	—	—	—	—	—	5,750,000	5,750	24,422,876	—	24,428,626
Sale of common stock in private placement, net of issuance costs of \$2,369,496	—	—	—	—	—	—	5,000,000	5,000	28,875,504	—	28,880,504
Share-based compensation expense, including vesting of restricted stock and issuance of common stock	—	—	—	—	—	—	20,915	21	511,058	—	511,079
Net loss	—	—	—	—	—	—	—	—	(10,456,870)	(10,456,870)	(10,456,870)
Balance at December 31, 2021	—	\$ —	—	\$ —	—	\$ —	15,966,053	\$ 15,966	\$ 77,510,809	\$ (29,254,440)	\$ 48,272,335

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

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Context Therapeutics Inc.
Consolidated Statement Statements of Changes in Stockholders' Equity

	Common Stock		Total			Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity			
			Paid-in	Accumulated	Stockholders' Equity								
	Shares	Amount	Capital	Deficit	Equity	Shares	Amount						
Balance at January 1, 2022													
Balance at January 1, 2022													
Balance at January 1, 2022	Balance at January 1, 2022	2022	15,966,053	\$ 15,966	\$ 77,510,809	\$ (29,254,440)	\$ 48,272,335						
Fair value of warrants issued for services	Fair value of warrants issued for services	—	—	345,530	—	345,530							

Share-based compensation expense	Share-based compensation expense	—	—	976,440	—	976,440
Net loss	Net loss	—	—	—	(14,835,939)	(14,835,939)
Balance at December 31, 2022	Balance at December 31, 2022	15,966,053	\$15,966	\$78,832,779	\$ (44,090,379)	\$34,758,366
Share-based compensation expense						
Net loss						
Balance at December 31, 2023						

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

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Context Therapeutics Inc. Consolidated Statements of Cash Flows		
	Year ended December 31,	
	2022	2021
Net loss	\$ (14,835,939)	\$ (10,456,870)
Adjustments to reconcile net loss to net cash used in operating activities:		
Acquired in-process research and development charge	500,000	3,087,832
Fair value of warrants for services provided	—	371,895
Share-based compensation expense	976,440	511,079
Depreciation and amortization expense	9,268	—
Non-cash interest expense	—	46,315
Change in fair value of convertible promissory notes	—	(9,317)
Reduction in the carrying amount of operating lease right-of-use asset	78,521	—
Gain on extinguishment of debt	—	(125,577)
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	(736,049)	(1,611,492)
Other assets	(32,750)	—
Accounts payable	(787,893)	(866,007)
Accrued expenses and other current liabilities	1,354,578	252,655
Operating lease liability	(75,410)	—
Cash used in operating activities	(13,549,234)	(8,799,487)
Cash flows from investing activities:		
Acquired in-process research and development	(500,000)	(250,000)
Purchase of property and equipment	(36,836)	—
Cash used in investing activities	(536,836)	(250,000)
Cash flows from financing activities:		
Payments for offering costs related to the December 2021 private placement	(102,071)	—
Proceeds from the sale of common stock related to the private placement, net	—	28,982,575
Proceeds from the sale of Series A preferred stock, net	—	4,982,835
Proceeds from the sale of common stock related to IPO, net	—	24,428,626
Cash (used in) provided by financing activities	(102,071)	58,394,036

Net (decrease) increase in cash, cash equivalents and restricted cash	(14,188,141)	49,344,549
Cash, cash equivalents and restricted cash at beginning of year	49,685,586	341,037
Cash, cash equivalents and restricted cash at end of year	<u>\$ 35,497,445</u>	<u>\$ 49,685,586</u>
Supplemental disclosure of non-cash activities:		
Issuance of warrants for services provided	\$ 345,530	\$ —
Right-of-use asset obtained in exchange for lease obligation	<u>\$ 130,488</u>	<u>\$ —</u>
Conversion of convertible promissory notes, including accrued interest, to Series A preferred stock	\$ —	\$ 5,866,290
Issuance of warrants in conjunction with Series A preferred stock	\$ —	\$ 309,390
Series A preferred stock issued for acquired in-process research and development	\$ —	\$ 2,837,832
Deferred offering costs in accounts payable and accrued expenses	\$ —	\$ 102,071
Change in fair value of redeemable common stock to redemption value	\$ —	\$ 53,330
Conversion of preferred stock and redeemable common stock upon IPO	\$ —	\$ 21,064,623

	<i>Year ended December 31,</i>	
	2023	2022
Cash flows from operating activities:		
Net loss	\$ (23,964,211)	\$ (14,835,939)
<i>Adjustments to reconcile net loss to net cash used in operating activities:</i>		
Acquired in-process research and development charge	—	500,000
Share-based compensation expense	1,076,865	976,440
Depreciation and amortization expense	12,044	9,268
Reduction in the carrying amount of operating lease right-of-use asset	51,967	78,521
<i>Changes in operating assets and liabilities:</i>		
Prepaid expenses and other current assets	758,829	(736,049)
Other assets	32,750	(32,750)
Accounts payable	1,446,686	(787,893)
Accrued expenses and other current liabilities	(407,470)	1,354,578
Operating lease liability	(55,078)	(75,410)
Cash used in operating activities	<u>(21,047,618)</u>	<u>(13,549,234)</u>
Cash flows from investing activities:		
Acquired in-process research and development	—	(500,000)
Purchase of property and equipment	—	(36,836)
Cash used in investing activities	<u>—</u>	<u>(536,836)</u>
Cash flows from financing activities:		
Payments for offering costs related to the private placement of common stock	—	(102,071)
Cash used in financing activities	—	(102,071)
Net decrease in cash, cash equivalents and restricted cash	<u>(21,047,618)</u>	<u>(14,188,141)</u>
Cash, cash equivalents and restricted cash at beginning of year	35,497,445	49,685,586
Cash and cash equivalents at end of year	<u>\$ 14,449,827</u>	<u>\$ 35,497,445</u>
Supplemental disclosure of non-cash activities:		
Issuance of warrants for services provided	\$ —	\$ 345,530
Right-of-use asset obtained in exchange for lease obligation	<u>\$ —</u>	<u>\$ 130,488</u>

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

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CONTEXT THERAPEUTICS INC.
Notes to Consolidated Financial Statements

(1) Organization and Description of Business

Context Therapeutics Inc. (the "Company") is a biopharmaceutical company dedicated to improving the lives of patients living with advancing medicines for solid tumors. The Company's preclinical product candidate, CTIM-76, is anti-Claudin 6 ("CLDN6") x an anti-CD3 bispecific antibody ("bsAb") that is intended to redirect T-cell-mediated lysis toward malignant cells expressing CLDN6.

The Company had also been developing onapristone extended release ("ONA-XR"). However, in March 2023, the Company announced its plan to discontinue the development of this product candidate and focus its efforts on the development of CTIM-76. All estimated close-out costs associated with the ONA-XR program were recognized in research and development expense during the first quarter of 2023. The Company does not expect to incur future material expenses related to this program.

The Company was organized in April 2015 under the laws of the State of Delaware. The Company's operations are located in Philadelphia, Pennsylvania. In April 2021, the Company completed a reverse triangular merger, which resulted in Context Therapeutics Inc. becoming the sole holder of 100% of the membership interests in Context Therapeutics LLC. In connection with the merger, all common units, preferred units, options, warrants or other rights to purchase common or preferred units of Context Therapeutics LLC converted into common stock, preferred stock, options, warrants or other rights to purchase common or preferred stock of Context Therapeutics Inc. As this was a transaction between entities under common control, the carryover basis of accounting was used to record the assets, liabilities and equity of Context Therapeutics LLC. Further, as a common control transaction, the consolidated financial statements of the Company reflect the merger transaction as if it had occurred as of the earliest period presented herein.

(2) Risks and Liquidity

The Company has incurred losses and negative cash flows from operations since inception and has had an accumulated deficit of \$44.1 million as of December 31, 2022. The Company anticipates incurring additional losses until such time, if ever, that it can generate significant revenues from its current or any future product candidates currently in development. The Company has funded operations through the sale of convertible debt, convertible preferred stock, common stock and warrants.

In the first half of 2021, the Company raised \$5.0 million in net proceeds related to the sale of its Series A convertible preferred stock ("Series A Stock") and warrants for common stock.

In October 2021, the Company closed an initial public offering ("IPO"), in which it issued and sold 5,750,000 shares at a public offering price of \$5.00 per share. In addition, at the closing of the IPO, the Company issued warrants to purchase up to 250,000 shares of common stock to designees of the placement agent. The placement agent's warrants have an exercise price of \$6.25 per share and a term of five years from the date of issuance. Immediately prior to the completion of the IPO, all of the Company's preferred stock and redeemable common stock converted into an aggregate of 4,853,533 shares of common stock and 480,415 warrants converted into 9,816 shares of common stock. The Company received net proceeds of approximately \$24.4 million as a result of the offering.

In December 2021, the Company sold 5,000,000 shares of its common stock together with warrants to purchase 5,000,000 shares of common stock in a private placement and received net proceeds of approximately \$28.9 million. Each share of common stock and accompanying warrant were sold together at a combined offering price of \$6.25. The warrants have a term of 5.5 years and an exercise price of \$6.25 per share. In addition, at the closing of the private placement, the Company issued warrants to purchase up to 250,000 shares of common stock to designees of the placement agent. The placement agent's warrants have an exercise price of \$6.25 per share and a term of 5.5 years from the date of issuance. As of December 31, 2021, there was \$0.1 million of offering costs included in accounts payable that were subsequently paid in the first quarter of 2022.

candidates. The Company believes its cash and cash equivalents at December 31, 2022 of \$14.4 million as of December 31, 2023 are not sufficient to fund its projected operations for a period of at least the next 12 months from the issuance date of these consolidated financial statements. However, As a result, the Company has concluded that there is substantial doubt about its ability to continue as a going concern within one year after the date that these consolidated financial statements are issued. The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of this uncertainty.

Substantial additional capital funding will be needed by the Company to fund its operations and to commercially develop its current and any future product candidates. There is no assurance that such financing will be available when needed or on acceptable terms.

The Company Management plans to secure seek additional capital in the future through a combination of equity offerings, debt financings, collaborations, strategic transactions and/or debt financings, partnerships, collaborations, marketing, distribution or other sources licensing arrangements to carry out the Company's planned development activities. If additional capital is not available when required, the Company may need to delay or curtail its operations until such funding is received. There is no assurance that such financing will be available when needed or on acceptable terms. Various internal and external factors will affect whether and when the Company's current and/or any future product candidates it may pursue become approved for marketing and successful commercialization. The

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regulatory approval and market acceptance of the Company's current and any future product candidates, it may pursue, length of time and cost of developing and commercializing these product candidates and/or failure of them at any stage of the approval process will materially affect the Company's financial condition and future operations.

The Company faces risks associated with companies whose products are in development. These risks include the need for additional financing to complete its research and development, achieving its research and development objectives, defending its intellectual property rights, recruiting and retaining skilled personnel, and dependence on key members of management, among others.

The spread of COVID-19 has caused worldwide economic downturn and significant volatility in the financial markets. There is significant uncertainty as to the likely effects of this disease should novel outbreaks emerge, which may, among other things, materially impact the Company's planned clinical trials. This pandemic and/or periodic outbreaks could result in difficulty securing clinical trial site locations, contract research organizations, and/or trial monitors and other critical vendors and consultants supporting the trials. In addition, outbreaks or the perception of an outbreak near a clinical trial site location could impact the Company's ability to enroll patients. These situations, or others associated with COVID-19, could cause delays in the Company's clinical trial plans and could increase expected costs, all of which could have a material adverse effect on the Company's business and its financial condition. At the current time, the Company is unable to quantify the potential effects of this pandemic on its future consolidated financial statements.

(3) Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Any reference in these notes to applicable guidance is meant to refer to GAAP as found in the

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Accounting Standards Codification ("ASC") and Accounting Standards Updates ("ASU") of the Financial Accounting Standards Board ("FASB").

The consolidated financial statements include the accounts of the Company, Context Therapeutics LLC, Context Biopharma, Inc. and Context Ireland Ltd., the Company's wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Emerging Growth Company Status

The Company is an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act, until such time as those standards apply to private companies. The Company has elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that it (i) is no longer an emerging growth company or (ii) affirmatively and irrevocably opts out of the extended transition period provided in the JOBS Act. As a result, these consolidated financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates.

Use of Estimates

The preparation of 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 assets and contingent liabilities at the date of the consolidated financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Estimates and assumptions are periodically reviewed, and the effects of the revisions are reflected in the accompanying consolidated financial statements in the period they are determined to be necessary. Significant estimates and assumptions made in the accompanying consolidated financial statements include, but are not limited

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to, the fair value of common stock, share-based compensation arrangements, the fair value of warrants, the fair value of convertible debt, and in recording the prepayments, accruals and associated expense for certain research and development activities performed for the Company by third parties.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalents. The Company maintains deposits in federally insured financial institutions in excess of federally insured limits. The Company has not experienced any losses in such accounts.

Segment Information

Operating segments are defined as components of an enterprise about which separate discrete information is available for evaluation by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. The Company views its operations and manages its business in one segment.

Fair Value of Financial Instruments

The carrying amount of the Company's financial instruments, which include cash and cash equivalents restricted cash, and accounts payable, approximate their fair values given their short-term nature.

Cash, Cash Equivalents and Restricted Cash

The Company considers all highly liquid investments that have original maturities of three months or less when acquired to be cash equivalents. Cash equivalents consist of amounts invested in money market accounts. At December 31, 2022 December 31, 2023, the Company's cash and cash equivalent balances exceeded federally insured limits by approximately \$35 million. \$14.0 million.

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The Company maintained approximately \$50,000 as collateral for the Company's credit card program at December 31, 2021, which **is** was previously reported as restricted cash on its consolidated balance sheets. There were no amounts restricted as of December 31, 2022, December 31, 2023 and 2022, as the collateral was released to the Company in the first quarter of 2022.

The following table presents the Company's cash, cash equivalents, and restricted cash as of December 31, 2022 and 2021:

	December 31,	
	2022	2021
Cash and cash equivalents	\$ 35,497,445	\$ 49,635,197
Restricted cash	—	50,389
Total cash, cash equivalents and restricted cash	\$ 35,497,445	\$ 49,685,586

Deferred Offering Costs

The Company capitalizes certain legal, professional, accounting and other third-party fees that are directly associated with in-process equity financings as deferred offering costs until such financings are consummated. After consummation of an equity financing, the costs are recorded as a reduction of additional paid-in capital generated as a result of such offering. Should an in-process equity financing be abandoned, the deferred offering costs will be expensed immediately as a charge to operating expenses in the consolidated statements of operations. As of December 31, 2021, there was \$0.1 million of offering costs included in accounts payable that were subsequently paid in the first quarter of 2022.

Property and Equipment

Property and equipment consist of office equipment, furniture, and leasehold improvements and **is** **are** recorded at cost. Property and equipment **is** **are** depreciated on a straight-line basis over their estimated useful lives. Leasehold improvements are amortized over the shorter of their economic lives or the remaining lease term.

[Table of Contents](#)**Leases**

The Company determines if an arrangement is a lease at inception. Balances recognized related to operating leases are included in operating lease right-of-use assets and operating lease liabilities in the **Consolidated Balance Sheets**, **consolidated balance sheets**. Operating lease right-of-use assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As the Company's lease does not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of future **payments**. The **payments**. The Company recognizes rent expense on a straight-line basis over the lease period and accrues for rent expense incurred but not yet paid.

Acquired In-Process Research and Development Costs

Acquired in-process research and development (IPR&D) expense consists of payments incurred in connection with the acquisition or licensing of products or technologies that do not meet the definition of a business under FASB ASC Topic 805, *Business Combinations*. Payments for product development milestones are initially treated as the acquisition of an asset but then immediately expensed as there is no future alternative use for the asset. These development milestone payments are reflected as an investing activity outflow on the Company's consolidated statements of cash flows due to the nature of the underlying acquisition of an **asset**. **asset**. See Note **9** **8** for further discussion.

Research and Development Costs

Research and development costs are expensed as incurred. Research and development costs include external costs of outside vendors engaged to conduct clinical studies and other research and development activities, salaries, share-based compensation, and other operational costs related to the Company's research and development activities.

Costs for certain development activities, such as the provision of services for product candidate development, clinical and preclinical development and related supply and manufacturing costs, are estimated based on an evaluation of the progress to completion of specific tasks using data such as **subject** **patient** enrollment, clinical site activations or information provided to the Company by its vendors with respect to their actual costs incurred. Payments for these activities are based on the terms of the individual arrangements, which may differ from the pattern of costs incurred, and are reflected in the consolidated financial statements as prepaid or accrued research and development expense, as the case may be. The estimates are adjusted to reflect the best information available at the time of the financial statement issuance. Although the Company does not expect its estimates to be materially

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different from amounts actually incurred, the Company's estimate of the status and timing of services performed relative to the actual status and timing of services performed may vary.

Nonrefundable advance payments for goods and services, including fees for clinical trial expenses, process development or manufacturing and distribution of clinical supplies that will be used in future research and development activities, are deferred and recognized as expense in the period that the related goods are consumed or services are performed.

Patent Costs

Costs related to filing and pursuing patent applications are recorded as general and administrative expense and expensed as incurred since recoverability of such expenditures is uncertain.

Share-Based Compensation

The Company measures and recognizes share-based compensation expense for both employee and non-employee awards based on the grant date fair value of the awards. The Company recognizes share-based compensation expense on a straight-line basis over the requisite service period of the awards, which is generally the vesting period. The Company recognizes forfeitures as they occur.

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The Company classifies share-based compensation expense in its consolidated statements of operations in the same manner in which the award recipients' payroll costs are classified or in which the award recipients' service payments are classified.

The Company estimates the fair value of employee and non-employee stock awards as of the date of grant using the Black-Scholes option pricing model. The Company lacks Company-specific historical and implied volatility information. Therefore, management estimates the expected share price volatility based on the historical volatility of a publicly traded set of peer companies and expects to continue to do so until such time as it has adequate historical data regarding the volatility of its own publicly traded share price. The expected term of the Company's stock awards has been determined utilizing the "simplified" method for awards that qualify as "plain-vanilla" stock awards. The risk-free interest rate is determined by reference to the yield curve of a zero-coupon U.S. Treasury bond on the date of grant of the award for time periods approximately equal to the expected term of the award. Expected dividend yield is based on the fact that the Company has never paid cash dividends on common stock and does not expect to pay any cash dividends in the foreseeable future.

In addition, the Company measures and recognizes share-based compensation expense for advisors, officers and director restricted share-based awards based on the grant date fair value of the awards.

Income Taxes

Income taxes are recorded in accordance with ASC Topic 740, *Income Taxes* ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit will more likely than not be realized. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position, as well as consideration of the available facts and circumstances. To date, the Company has not taken any uncertain tax position or recorded any reserves, interest or penalties.

Net Loss Per Share

Basic net loss per share of common stock is computed by dividing net loss by the **weighted-average weighted average** number of shares of common stock outstanding during each period. Diluted net loss per share of common stock includes the effect, if any, from the potential exercise or conversion of securities, such as convertible promissory notes, preferred

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stock, warrants and share-based awards, which would result in the issuance of incremental shares of common stock. For diluted net loss per share, the **weighted-average weighted average** number of shares of common stock is the same for basic net loss per share due to the fact that when a net loss exists, dilutive securities are not included in the calculation as the impact is anti-dilutive.

The following potentially dilutive securities have been excluded from the computation of diluted **weighted-average weighted average** shares of common stock outstanding, as they would be anti-dilutive:

December 31,

	2022	2021
Stock options	1,341,504	506,691
Warrants	5,860,000	5,500,000
	<u>7,201,504</u>	<u>6,006,691</u>

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	December 31,	
	2023	2022
Stock options	2,164,031	1,341,504
Warrants	5,860,000	5,860,000
	<u>8,024,031</u>	<u>7,201,504</u>

Amounts in the above table reflect common stock equivalents.

Recently Issued but Not yet Adopted Accounting Pronouncements

In February 2016, November 2023, the FASB issued ASU 2016-02, 2023-07, *Leases Segment Reporting (Topic 842) 280: Improvements to Reportable Segment Disclosures*, in order to increase transparency which requires disclosure of incremental segment information on an annual and comparability among organizations by, among other provisions, recognizing lease assets interim basis. This ASU is effective for fiscal years beginning after December 15, 2023, and lease liabilities interim periods within fiscal years beginning after December 15, 2024 on a retrospective basis. The Company is currently evaluating the balance sheet for those leases classified as operating leases under previous GAAP. effect of this pronouncement on its disclosures.

In transition, entities may also elect a package of practical expedients that must be applied in its entirety to all leases commencing before the adoption date, unless the lease is modified, and permits entities to not reassess (a) the existence of a lease, (b) the lease classification or (c) the determination of initial direct costs, as of the adoption date, which effectively allows entities to carryforward accounting conclusions under previous GAAP. In July 2018, December 2023, the FASB issued ASU 2018-11, 2023-09, *Leases Income Taxes (Topic 842) 740: Targeted Improvements to Income Tax Disclosures*, which provides entities an optional transition method to apply expands the guidance under Topic 842 as of the disclosures required for income taxes. This ASU is effective for fiscal years beginning after December 15, 2024, with early adoption date, rather than as of the earliest period presented, permitted. The amendment should be applied on a prospective basis while retrospective application is permitted. The Company adopted is currently evaluating the effect of this standard on January 1, 2022 and the adoption did not have a material impact pronouncement on its consolidated financial statements due to the fact that the Company did not have any material long-term leasing arrangements as of the date of adoption, disclosures.

(4) Fair Value Measurements

The Company utilizes a valuation hierarchy that prioritizes fair value measurements based on the types of inputs used for the various valuation techniques related to its financial assets and financial liabilities. The three levels of inputs used to measure fair value are described as follows:

Level 1 – Observable inputs such as quoted prices in active markets.

Level 2 – Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly.

Level 3 – Unobservable inputs for which there is little or no market data, which require the reporting entity to develop its own assumptions.

In accordance with the fair value hierarchy described above, the following table sets forth the Company's assets and liabilities measured at fair value on a recurring basis:

		December 31, 2022		
		Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Financial assets				Significant Unobservable Inputs (Level 3)
Cash equivalents				
(Money Market Accounts)		<u>\$ 1,723,893</u>	<u>\$ 1,723,893</u>	<u>\$ —</u>
December 31, 2021				
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Total				
Financial assets				
Financial assets				
December 31, 2023				
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Total				
Financial assets				
Financial assets				

Cash equivalents (Money Market Accounts)	Cash equivalents (Money Market Accounts)	\$49,051,061	\$49,051,061	\$ —	\$ —
Cash equivalents (Money Market Accounts)					
Cash equivalents (Money Market Accounts)				\$14,017,306	\$14,017,306

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		December 31, 2022		
		Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Financial assets				Significant Unobservable Inputs (Level 3)
Cash equivalents (Money Market Accounts)		\$ 1,723,893	\$ 1,723,893	\$ —

(5) Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following:

	December 31,		2023	December 31,	
	2022	2021		2023	2022
Compensation and benefits	\$ 770,055	\$ 436,990			
Research and development costs	1,358,707	339,072			
Professional fees	3,951	345,530			
Other	83,456	85,529			
Total	\$2,216,169	\$1,207,121			

(6) Convertible Promissory Notes and Other Debt Stockholders' Equity

Senior Convertible Notes *Warrants for Common Stock*

The Company previously issued certain convertible promissory notes to various investors which were converted into Senior Convertible Notes (the "Senior Convertible Notes", and collectively, the "Convertible Promissory Notes").

All of the outstanding principal and accrued but unpaid interest associated with the Senior Convertible Notes converted into 844,824 shares of Series A Stock in February 2021, of which 430,467 shares were issued to the Company's Chief Executive Officer and an immediate family member (the "Related Party"). Due to certain embedded features within the Senior Convertible Notes, the Company elected to account for these notes and all their embedded features under the fair value option. At the time of conversion, the estimated fair value of the Senior Convertible Notes was \$5.7 million and was reclassified to Series A Stock. The Company recorded a non-cash credit of \$9,000 in the consolidated statements of operations for the year ended December 31, 2021 related to the decrease in fair value of the Senior Convertible Notes. For the year ended December 31, 2021, the Company recognized \$46,000 of interest expense in connection with the Senior Convertible Notes, including \$23,000 payable to the Related Party, respectively.

Paycheck Protection Program

In May 2020, the Company entered into an original loan agreement with Pacific Western Bank as the lender for a loan Company's initial public offering ("IPO") and private placement in an aggregate principal amount of \$0.1 million (the "Loan") pursuant to the Paycheck Protection Program under the Coronavirus Aid, Relief, and Economic Security (CARES) Act implemented by the U.S. Small Business Administration. In June 2020, the Paycheck Protection Program Flexibility Act was enacted, which among other things, extended the deferral period for loan payments to either (1) the date that the Small Business Administration remits the borrower's loan forgiveness amount to the lender or (2) if the borrower does not apply for loan forgiveness, 10 months after the end of the borrower's loan forgiveness covered period. The Loan was set to mature in two years and bore interest at a rate of 1.0% per year, with all payments deferred through September 5, 2021. The outstanding principal balance of the Loan of \$0.1 million was forgiven in July 2021 and was recognized as a gain on extinguishment of debt within other income in the consolidated statements of operations during the year ended December 31, 2021.

(7) Convertible Preferred Stock, Redeemable Common Stock and Common Stock

Series A convertible preferred stock and Series Seed convertible preferred stock

In February, March and April 2021, the Company sold 738,445 shares of Series A Stock for \$7.168 per share for net proceeds of \$5.0 million. The Company also issued 184,597 warrants to purchase common stock at an exercise price of \$7.168 to the Series A stockholders as part of the Series A Stock financing. Additionally, the Company issued 24,134 warrants to purchase common stock at an exercise price of \$7.168 to placement agents as a part of the Series A Stock financing.

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In February 2021, the Company converted \$6.1 million of principal and interest related to Senior Convertible Notes into 844,824 shares of Series A Stock at a price of \$7.168 per share. In addition, warrants with a fair value of \$0.1 million associated with the Senior Convertible Notes were reclassified into additional paid-in capital.

In October 2021, the Company completed its IPO in which the Company sold 5,750,000 shares at a public offering price of \$5.00 per share. Immediately prior to the completion of the IPO, all of the Company's preferred stock and redeemable common stock converted into an aggregate of 4,853,533 shares of common stock and all of the outstanding warrants converted into 9,816 shares of common stock. The Company received net proceeds of \$24.4 million as a result of the offering. The Company issued 250,000 warrants to a placement agent as part of the offering with an exercise price of \$6.25 per share and a term of 5.0 years.

In December 2021, the Company sold 5,000,000 shares of common stock together with warrants to purchase 5,000,000 shares of common stock and received net proceeds of \$28.9 million in a private placement. Each share of common stock and accompanying warrant were sold together at a combined offering price of \$6.25. The warrants have a term of 5.5 years and an exercise price of \$6.25 per share. The Company also issued 250,000 warrants to a placement agent as part of the offering with an exercise price of \$6.25 per share and a term of 5.5 years.

Warrants for Common Stock

In March 2022, the Company issued 360,000 warrants to purchase common stock with an exercise price of \$10.00 per share and a term of 5.76 years as compensation for professional consulting services performed in 2021. The estimated fair value of the warrants of \$0.3 million was recorded in general and administrative expense during the year ended December 31, 2021 and was also reflected as a liability on the consolidated balance sheets as of December 31, 2021. The liability was reclassified into additional paid-in capital in March 2022 upon the issuance of the warrants.

At December 31, 2022 December 31, 2023, the Company had the following warrants outstanding to acquire common stock:

	Outstanding	Exercise price	Expiration dates
Issued in connection with 2021 IPO	250,000	\$ 6.25	October 2026
Issued in connection with 2021 private placement	5,250,000	\$ 6.25	June 2027
Issued in 2022 for consulting services	360,000	\$ 10.00	December 2027
<hr/>			5,860,000

(8) Share-based Compensation

In April 2021, the Company adopted the 2021 Long-Term Performance Incentive Plan ("2021 Incentive Plan"). Under the 2021 Incentive Plan, the Company can grant stock options, stock appreciation rights, restricted stock, restricted stock units ("RSUs") and stock grants. The 2021 Incentive Plan allows for the issuance of up to 1,266,092 shares of common stock (the "Share Limit"). The Share Limit automatically increases on January 1st of each year, during the term of the 2021 Incentive Plan, commencing on January 1 of the year following the year in which the

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effective date occurs, in an amount equal to four percent (4%) of the total number of shares of the Company's common stock outstanding on December 31st of the preceding calendar year; provided that the Board board of directors may determine that there will be no such increase or a smaller increase for any particular year. As of December 31, 2022 December 31, 2023, 546,535 362,650 shares remained available for future grants.

Share-based awards generally vest over a period of one year to four years, and share-based awards that lapse or are forfeited are available to be granted again. The contractual life of all share-based awards is ten years. The expiration dates of the outstanding share-based awards range from January 2028 to August 2032, May 2033.

The Company measures share-based awards at their grant-date fair value and records compensation expense on a straight-line basis over the service period of the awards. Share-based compensation is allocated to employees and consultants based on their respective departments. All board of directors' compensation is charged to general and administrative expense.

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Share-based compensation expense related to the issuance of stock options was as follows for the years ended December 31, 2022 December 31, 2023 and 2021: 2022:

		Year ended December 31,			
		2022	2021		
		Year ended December		Year ended December 31,	
		31,			
		2023	2023	2022	
Research and development	Research and development	96,311	73,945		
Research and development					
Research and development					
General and administrative	General and administrative	880,129	403,915		
		\$ 976,440	\$ 477,860		
		\$			

The weighted average assumptions used in the Black-Scholes option pricing model to determine the fair value of stock option awards granted during 2022, 2023 and 2021, 2022 were as follows:

		2022	2021
	2023		
Expected stock price volatility			
Expected stock price volatility	Expected stock price volatility	87.02%	97.06%
Expected term (in years)	Expected term (in years)	5.95	5.78
Expected term (in years)			
Expected term (in years)			
Risk-free interest rate			
Risk-free interest rate			
Risk-free interest rate	Risk-free interest rate	2.17%	1.07%
Expected dividend yield	Expected dividend yield	—	—
Expected dividend yield			
Expected dividend yield			

As the Company began trading publicly in October 2021, there is a lack of company-specific historical and implied volatility information. Therefore, it estimates its expected stock volatility based on the historical volatility of a publicly traded set of peer companies. Additionally, due to an insufficient history with respect to stock option activity and post-vesting cancellations, the expected term assumption for employee grants is based on a permitted simplified method, which is based on the vesting period and contractual term for each tranche of awards. The mid-point between the weighted-average vesting term and the expiration date is used as the expected term under this method. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect for time periods approximately equal to the expected term of the award. Expected dividend yield is zero based on the fact that the Company has never paid cash dividends and does not expect to pay any cash dividends in the foreseeable future.

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The following table summarizes the share-based award activity for the periods presented:

	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at January 1, 2022	506,691	\$ 5.68	9.3	
Granted	890,058	\$ 1.85		
Forfeited	(55,245)	\$ 2.52		
Outstanding at December 31, 2022	1,341,504	\$ 3.27	8.9	\$ —
Vested and exercisable at December 31, 2022	322,031	\$ 5.71	8.3	\$ —
Vested and expected to vest at December 31, 2022	1,341,504	\$ 3.27	8.9	\$ —

	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at January 1, 2023	1,341,504	\$ 3.27	8.9	
Granted	949,142	\$ 0.84		
Forfeited	(126,615)	\$ 5.65		
Outstanding at December 31, 2023	2,164,031	\$ 2.20	8.4	\$ 260,688
Vested and exercisable at December 31, 2023	858,101	\$ 3.63	7.6	\$ —
Vested and expected to vest at December 31, 2023	2,164,031	\$ 2.20	8.4	\$ 260,688

The aggregate intrinsic value in the above table is calculated as the difference between fair market value of the Company's common stock price and the exercise price of the stock options. The weighted average fair value of share-based awards granted during the years ended December 31, 2022 December 31, 2023 and 2021 2022 was \$1.38 \$0.65 and \$3.84, \$1.38, respectively. As of December 31, 2022 December 31, 2023, the unrecognized compensation cost related to outstanding share-based awards was \$1.6 \$1.1 million and is expected to be recognized as expense over a weighted-average period of approximately 2.12.2 years.

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Restricted Stock Units

The Company issues RSUs to employees and consultants that generally vest monthly over one to three-year periods. The fair value of an RSU is equal to the fair market value price of the Company's common stock on the date of grant. RSU expense is amortized straight-line over the service period.

The Company recorded share-based compensation expense of approximately \$33,000 in research and development expense for the year ended December 31, 2021 related to RSUs. There were no RSUs outstanding as of December 31, 2022 or December 31, 2021.

(9) Commitments and Contingencies

Patent License Agreement with Drexel University

In November 2015, the Company entered into a patent license agreement, as amended, (the "Drexel License Agreement") with Drexel University ("Drexel") for license rights to patents for certain intellectual property and know-how related to certain technology.

As part of the Drexel License Agreement, the Company issued Drexel 16,666 shares of common stock. In partial consideration of the Drexel License Agreement, the Company is required to pay to Drexel certain milestone payments, ranging from \$10,000 to \$0.2 million on the achievement of certain milestone events for each licensed product.

The Company has agreed to pay Drexel a royalty in the low single digits of net sales for each licensed product on a country-by-country, licensed product-by-licensed product basis on issued or pending valid claims. The Company may credit against amounts payable to Drexel, on a country-by-country, licensed product-by-licensed product basis up to 50% of any third-party payments which the Company must make on account of third-party license agreements.

In partial consideration of the Drexel License Agreement, the Company will pay to Drexel a de-escalating sublicense fee on a quarterly basis of a high single-digit percentage that decreases to a mid-single digit percentage as time passes. In addition, the Company will make payments of the fair market value of all other consideration received by the Company from sublicensees during the quarter, other than: (a) royalties paid to the Company by a sublicensee based upon sales or net sales by the sublicensee; (b) equity investments in the Company by a sublicensee up to the amount of fair market value of the equity purchased on the date of the investment; (c) loan proceeds paid to the Company by a sublicensee in an arm's length, full recourse debt financing to the extent that such loan is not forgiven; and (d) sponsored research funding, paid to the Company by a sublicensee in a bona fide transaction for future research to be performed by the Company.

As part of a strategic review of its pipeline, the Company terminated the Drexel License Agreement, effective as of April 27, 2022.

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Collaboration Agreement with Tyligand Bioscience

In March 2020, the Company entered into a process development agreement (the "Tyligand Process Development Agreement") with Tyligand Bioscience (Shanghai) Limited ("Tyligand") for the development, manufacturing, registration and future commercialization of onapristone extended release ("ONA-XR").

Under the terms of the Tyligand Process Development Agreement, Tyligand was solely responsible for the design and optimization of an improved manufacturing process for ONA-XR. Upon completion of specific performance-based milestones, **Tyligand** and **the Company** entered into a license agreement (the "Tyligand License Agreement") whereby Tyligand was granted the exclusive right to ONA-XR and is solely responsible for the development and commercialization of ONA-XR in China, Hong Kong and Macau (the "Territory"). The Company **retains** retained rights in the rest of the world to commercialize ONA-XR. **The Tyligand License Agreement provides for termination in the event of (a) insolvency, (b) a material breach of the agreement, and (c) in the event that Tyligand does not meet certain regulatory milestones. For example, the Company has the ability to terminate the Tyligand License Agreement if Tyligand fails to file and receive acceptance of an investigational new drug for an ONA-XR related product in the People's Republic of China by August 23, 2024.**

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Under the Tyligand Process Development Agreement, the Company paid Tyligand \$0.8 million and issued 111,576 warrants to purchase shares of common stock at an exercise price of \$7.17 per share upon successful completion of the manufacturing development plan in 2021. The warrants were cancelled in connection with the Company's IPO. In addition, \$2.0 million **will** be payable upon the completion of scale-up of the first cumulative 100 kilograms of the Good Manufacturing Practices ("GMP")-grade compound and \$3.0 million upon the Company's completion of scale-up of the first cumulative 300 kilograms of the GMP-grade compound. In consideration of and upon Tyligand's successful completion of the development plan, within 30 days at the end of each calendar quarter, the Company shall pay Tyligand 1% of net sales of finished product utilizing the compound substantially manufactured in accordance with the process and specifications outlined in the Tyligand Process Development Agreement. **This agreement terminated in August 2021, subject to certain surviving and ongoing obligations, including the scale up payments and the 1% net sales payment obligations.**

Per the Tyligand License Agreement, Tyligand shall pay the Company a non-refundable, non-creditable royalty at a rate in the mid-single digits of the net sales of each product in the Territory in each calendar quarter commencing with the first commercial sale of such product in the field in the Territory and ending upon the latest of (i) the sale of a generic product in the Territory and (ii) 15 years after the date of the first commercial sale of product in the Territory.

Collaboration and Licensing Agreement with Integral Molecular

In April 2021, the Company entered into a collaboration and licensing agreement with Integral Molecular, Inc. ("Integral") (the "Integral License Agreement") for the development of **an anti-claudin 6 ("CLDN6")** a **CLDN6** bispecific monoclonal antibody for cancer therapy. Under the terms of the agreement, Integral and the Company will develop CLDN6 bispecific antibodies that trigger the activation of T cells and eliminate cancer cells displaying **CLDN6**. The Company will conduct preclinical and all clinical development, as well as regulatory and commercial activities through exclusive worldwide rights to develop and commercialize the novel CLDN6 candidates. The Company paid an upfront license fee of \$0.3 million, granted 418,559 shares of Series A Stock with a fair market value of approximately \$2.8 million, and expensed these costs to acquired in-process research and development during the year ended December 31, 2021. As a part of the agreement, Integral will be eligible to receive remaining development and regulatory milestone payments totaling approximately \$55 million, sales milestone payments totaling up to \$130.0 million, and tiered royalties of up to 12% of net sales of certain products developed under this agreement. During the year ended December 31, 2022, the Company expensed \$0.5 million in acquired in-process research related to a development milestone achieved under the agreement with Integral. On March 20, 2023, the Company amended the Integral License Agreement ("First Amendment") to remove the previously agreed to second milestone payment and to change the amount of the third milestone payment to increase such payment by the amount of the prior second milestone payment and to add payment for **third party** **third-party** research funding obtained and used by Integral in connection with the development of CTIM-76.

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On February 29, 2024, the Company further amended the Integral License Agreement ("Second Amendment") to reflect updated financial terms. Integral's right to receive certain future payments will be reduced as follows: aggregate development and regulatory milestone payments will be reduced from \$55 million to \$15 million, aggregate sales milestone payments will be reduced from \$130 million to \$12.5 million, and a tiered royalty of 8-12% that commenced at first commercial sale will be reduced to a flat royalty rate of 6% on net sales beginning no sooner than February 1, 2034. The Second Amendment also narrows the license grant from Integral to the Company to only cover CTIM-76, removes any further obligation to reimburse Integral for any third-party research funding Integral applied against CTIM-76 research, and includes mutual releases by the parties.

Research and Development Arrangements

In the course of normal business operations, the Company enters into agreements with universities and contract research organizations to assist in the performance of research and development activities and contract manufacturers to assist with chemistry, manufacturing, and **controls related controls-related** expenses. Expenditures to contract research organizations represent a significant cost in clinical development for the Company. The Company could also enter into additional collaborative research, contract research, manufacturing, and supplier agreements in the future, which may require upfront payments and long-term commitments of cash.

Operating Leases

Prior to January 2022, the Company leased its corporate offices in Philadelphia, Pennsylvania under a month-to-month lease arrangement.

In January 2022, the Company entered into a noncancelable operating sublease for corporate office space in Philadelphia, Pennsylvania. The sublease for this space commenced on February 1, 2022 and is expired on July 31, 2023. In March 2023, the Company entered into a direct lease for this same office space that commenced on August 1, 2023 and was set to expire on July 30, 2023. August 31, 2024 if the Company did not renew the lease for an additional year. In March 2024, the Company amended the lease, which now expires on November 30, 2024 and will automatically renew for successive three-month periods unless the Company or the landlord provides the other with a termination notice at least 90 days before any such successive renewal.

As of December 31, 2022 December 31, 2023, the operating lease right-of-use asset and the operating lease liabilities were \$52,000 and \$55,000, respectively. The discount rate used to account for the Company's operating lease is the Company's

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estimated incremental borrowing rate of 5.0%, immaterial. The remaining term of the Company's noncancelable operating lease is 0.58 years. Future minimum lease payments under the sublease are \$56,000 \$83,000 at December 31, 2022 December 31, 2023.

The Company recognizes rent expense on a straight-line basis over the lease period and accrues for rent expense incurred but not yet paid. Rent expense was approximately \$84,000 \$94,000 and \$10,000 \$84,000 for the years ended December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

In March 2023, the Company entered into a direct lease for this same office space that commences on August 1, 2023 and is set to expire on August 31, 2024, pursuant to which the Company retains the right to renew the lease for an additional one-year term.

Employee Benefit Plans

In the first quarter of 2022, the Company established a defined contribution 401(k) plan in which employees may contribute up to 100% of their salary and bonus, subject to statutory maximum contribution amounts. The Company contributes a safe harbor minimum contribution equivalent to 3% of employees' compensation. The Company generally assumes all administrative costs of the plan. For the year years ended December 31, 2022, December 31, 2023 and 2022, the Company provided contributions of approximately \$62,000, \$66,000 and \$62,000, respectively.

Litigation

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, penalties, and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. The Company believes no matters existed at either December 31, 2022 December 31, 2023 or 2021 2022 that will have a material impact to the Company's financial position, results of operations or cash flows.

Indemnification

(10) In the ordinary course of business, the Company enters into agreements that may include indemnification provisions. Pursuant to such agreements, the Company may indemnify, hold harmless and defend an indemnified party for losses suffered or incurred by the indemnified party. Some of the provisions will limit losses to those arising from third-party actions. In some cases, the indemnification will continue after the termination of the agreement. The maximum potential amount of future payments the Company could be required to make under these

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provisions is not determinable. The Company has never incurred material costs to defend lawsuits or settle claims related to these indemnification provisions. The Company has also entered into indemnification agreements with its directors and officers that may require the Company to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers to the fullest extent permitted by applicable law. The Company currently has directors and officers insurance.

(9) Income Taxes

Prior to April 2021, the Company was a limited liability company that was treated as a pass-through entity for income tax purposes. In April 2021, upon the completion of its reverse triangular merger, the Company converted to a corporation and is subject to federal, state and local corporate income taxes which have been provided for in the consolidated financial statements based upon ASC 740. Context BioPharma, Inc. has always been subject to corporate income taxes.

The Company had no income tax expense due to operating losses incurred for the years ended December 31, 2022 December 31, 2023 and 2021 2022. The Company had also not recorded any income tax benefits for the net operating losses incurred in

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each period due to its uncertainty of realizing a benefit from those items. All of the Company's losses before income taxes were generated in the United States.

The tax effects of temporary differences that gave rise to significant portions of the deferred tax assets and liabilities were as follows:

	December 31,		
	2022	2021	
	December 31,		
	2023	2022	December 31,
Deferred tax assets:	Deferred tax assets:		
Net operating loss carryforwards			
Net operating loss carryforwards			
Net operating loss carryforwards	Net operating loss carryforwards	\$ 5,865,305	\$ 4,983,415
Research and development credits	Research and development credits	703,630	421,880
Capitalized research and development	Capitalized research and development		
Section 174 expense	Section 174 expense	2,091,787	—
Share-based compensation	Share-based compensation	527,146	249,874
Other accruals	Other accruals	268,105	147,659
Gross deferred tax assets	Gross deferred tax assets	9,455,973	5,802,828
Deferred tax liabilities:	Deferred tax liabilities:		
Prepaid expenses	Prepaid expenses	(256,052)	(527,181)
Prepaid expenses	Prepaid expenses		
Property and equipment	Property and equipment	(8,181)	—
Net deferred tax assets	Net deferred tax assets	9,191,740	5,275,647
Less: valuation allowance	Less: valuation allowance	(9,191,740)	(5,275,647)
	\$ —	\$ —	
	\$		

In assessing the need for a valuation allowance, management must determine that there will be sufficient taxable income to allow for the realization of deferred tax assets. Based upon the historical and anticipated future losses, management has determined that the deferred tax assets do not meet the more likely than not threshold for realizability. Accordingly, a full valuation allowance has been recorded against the Company's net deferred tax assets as of December 31, 2022 December 31, 2023 and 2021, 2022. The valuation allowance increased by \$3.9 \$7.4 million and \$1.7 \$3.9 million during the years ended December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

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A reconciliation of the federal income tax rate to the Company's effective tax rate is as follows:

	Year ended December 31,	
	2022	2021
Federal income tax benefit at statutory rate	21.0 %	21.0 %
State income tax, net of federal benefit	3.7	2.5
Non-taxable partnership income	—	(7.5)

Permanent differences	—	(0.5)
Research and development credit	1.9	0.9
Other	—	(0.1)
Change in valuation allowance	(26.6)	(16.3)
Effective income tax rate	— %	— %

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	Year ended December 31,	
	2023	2022
Federal income tax benefit at statutory rate	21.0 %	21.0 %
State income tax, net of federal benefit	7.8	3.7
Permanent differences	—	—
Research and development credit	2.2	1.9
Change in valuation allowance	(31.0)	(26.6)
Effective income tax rate	— %	— %

The following table summarizes carryforwards of federal, state and local net operating losses ("NOL") and research tax credits:

	December 31,		December 31,
	2022	2021	
	December 31,	2023	
NOL	NOL		
carryforwards	carryforwards		
—Federal	—Federal	\$20,543,576	\$14,887,383
NOL	NOL		
carryforwards	carryforwards		
—State	—State	20,543,576	14,887,383
NOL	NOL		
carryforwards	carryforwards		
—Local	—Local	15,665,662	13,926,879
Research tax	Research tax		
credits—	credits—		
Federal	Federal	703,630	421,880

The NOL carryforwards begin expiring in 2037 for federal and state income tax purposes; however, all federal NOL carryforwards generated subsequent to January 1, 2018, are able to be carried forward indefinitely. Local NOL carryforwards expire after three years with the 2020 2021 NOL set to expire in 2023, 2024. As of December 31, 2022 December 31, 2023 and 2021, 2022, the Company had federal research and development tax credit carryforwards of \$0.7 \$1.2 million and \$0.4 \$0.7 million, respectively, that will begin to expire in 2037, unless previously utilized.

The NOL and tax credit carryforwards are subject to review and possible adjustment by the Internal Revenue Service and state tax authorities. NOL and tax credit carryforwards may become subject to an annual limitation in the event of certain cumulative changes in the ownership interest of significant stockholders over a three-year period in excess of 50%, as defined under Sections 382 and 383 of the Internal Revenue Code, respectively, as well as similar state provisions. This could limit the amount of tax attributes that can be utilized annually to offset future taxable income or tax liabilities. The amount of the annual limitation is determined based on the value of the Company immediately prior to the ownership change. Subsequent ownership changes may further affect the limitation in future years. To date, the Company has not performed an analysis to determine whether or not ownership changes have occurred since inception. State and local NOLs may also be limited.

As of December 31, 2022 December 31, 2023 and 2021, 2022, the Company had no accrued interest or penalties related to uncertain tax positions and no amounts have been recognized in the Company's consolidated statement statements of operations. Due to NOLs and tax credit carryforwards that remain unutilized, income tax returns for tax years from all years remain subject to examination by the taxing jurisdictions. The NOL carryforwards remain subject to review until utilized.

(11) Related Party Transactions (10) Subsequent Event

Since inception, The Company has evaluated subsequent events from the consolidated balance sheet date through March 21, 2024, the issuance date of these consolidated financial statements, and has not identified any requiring disclosure except as noted below.

On February 29, 2024, the Company entered into various convertible note agreements the Second Amendment with Integral to reflect updated financial terms and to narrow the Related Party. The subsequent conversion of the convertible notes are license grant to only cover CTIM-76. See Note 8 for further described in more detail in Note 6, discussion.

(12) Subsequent Event

On March 22, 2023, In March 2024, the Company announced a portfolio prioritization and capital allocation strategy, including discontinuing the development of amended its clinical stage product candidate, ONA-XR, and a focus on the development of its preclinical stage product candidate, CTIM-76. The Company will cease development and explore strategic options lease for ONA-XR, corporate office space. See Note 8 for further discussion.

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Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain 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) that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to management, including the principal executive officer (our Chief Executive Officer) and principal financial officer (our Chief Financial Officer), to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Our management has evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Annual Report on Form 10-K. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of **December 31, 2022** **December 31, 2023**, our disclosure controls and procedures were effective.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Internal control over financial reporting is a process designed under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that receipts and expenditures of our **company** **Company** are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

As of **December 31, 2022** **December 31, 2023**, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control-Integrated Framework* (2013). Based on this assessment, our management concluded that, as of **December 31, 2022** **December 31, 2023**, our internal control over financial reporting was effective based on those criteria.

Attestation Report of the Registered Public Accounting Firm

This Annual Report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting due to an exemption provided by the JOBS Act for emerging growth companies.

Changes in Internal Control Over Financial Reporting

There has been no change 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 the fiscal quarter ended **December 31, 2022** **December 31, 2023** that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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Item 9B. Other Information

Because we are filing this Annual Report on Form 10-K within four business days after **During** the triggering event, we are making the following disclosure under this Part II, Item 9B instead **three** months ended December 31, 2023, none of filing a Current Report on Form 8-K under Item 1.01, Entry into a Material Agreement:

On March 20, 2023, we amended the Integral License Agreement to remove the previously agreed to second milestone payment and to change the amount our directors or officers (as defined in Rule 16a-1(f) of the **third** milestone payment Exchange Act) adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to increase such payment by **satisfy** the amount affirmative defense conditions of Rule 10b5-1(c) of the prior second milestone payment and to add payment for third party research funding obtained and used by Integral in connection with the development of CTIM-76.

We are also making the following disclosure under this Part II, Item 9B instead of filing a Current Report on Form 8-K under Item 1.02, Termination of a Material Definitive Agreement:

On March 21, 2023, in connection with our decision to discontinue the development of ONA-XR, we mutually terminated the Menarini Agreement, and the parties agreed to reasonably cooperate towards an orderly wind-down of the Menarini Study.

On August 1, 2022, we entered into a Menarini Agreement with Menarini. Pursuant to the Menarini Agreement, Menarini agreed to provide, at no cost to us, elacestrant, its nonsteroidal combined selective estrogen receptor modulator and selective estrogen receptor degrader therapy, for use in combination with ONA-XR, Exchange Act or any non-Rule 10b5-1 trading arrangement (as defined in the Menarini Study. Under the Menarini Agreement, we agreed to sponsor, fund and conduct the Menarini Study. Under the Menarini Agreement, Menarini agreed to manufacture and supply elacestrant at Menarini's cost and for no charge to us for use in the Menarini Study and to provide cell-free nucleic acid analysis of the anonymized blood samples of all Menarini Study patients. We own any data and sample testing results produced in the Menarini Study. We and Menarini jointly own any rights to inventions relating to the combined use of elacestrant and ONA-XR, while Menarini owns certain inventions solely related to elacestrant and we own certain inventions solely related to ONA-XR. We and Menarini formed a joint development committee responsible for coordinating all activities between the parties under the Menarini Agreement. Additionally, had we received a bona-fide third-party offer to sell, divest or license ONA-XR, we would have been required, subject to certain exceptions, to inform Menarini of the receipt of an offer and, if Menarini timely provided proposed terms for such a transaction in writing, we would have been required to consider such terms in good faith. SEC's rules).

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

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PART III.

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated by reference to our Proxy Statement for our 2023 2024 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2022 December 31, 2023.

As part of our system of corporate governance, our board of directors has adopted a code of business conduct and ethics. The code applies to all of our employees, officers (including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions), contractors, consultants and agents and representatives, including our independent directors and consultants, who are not employees of ours, with regard to their Company-related activities. Our code of business conduct and ethics is available on our website at www.contexttherapeutics.com within the "Investors & News — Governance" section. We intend to post on this section of our website any amendment to our code of business conduct and ethics, as well as any waivers of our code of business conduct and ethics, that are required to be disclosed by the rules of the SEC or The Nasdaq Stock Market.

Item 11. Executive Compensation

The information required by this item is incorporated by reference to our Proxy Statement for our 2023 2024 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2022 December 31, 2023.

Item 12. Security Ownership of Certain Beneficial Owner and Management and Related Stockholder Matters

The information required by this item is incorporated by reference to our Proxy Statement for our 2023 2024 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2022 December 31, 2023.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated by reference to our Proxy Statement for our 2023 2024 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2022 December 31, 2023.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated by reference to our Proxy Statement for our 2023 2024 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2022 December 31, 2023.

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PART IV.

Item 15. Exhibits and Financial Statement Schedules

We have filed the following documents as part of this Annual Report:

(a)(1) Financial Statements

The financial statements are included in Item 8. "Financial Statements and Supplementary Data."

(a)(2) Financial Statement Schedules

All schedules are omitted as information required is inapplicable or the information is presented in the financial statements and the related notes.

(a)(3) The exhibits listed under Item 15(b), which are incorporated herein by reference, are filed or furnished as part of this report or are incorporated into this report by reference.

(b) Exhibits.

Exhibit No.	Description of Exhibit
3.1	Amended & Restated Certificate of Incorporation of Context Therapeutics Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-40654), as filed with the SEC on October 22, 2021).
3.23.2*	Amended & Restated Bylaws of Context Therapeutics Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-40654), as filed with the SEC on October 22, 2021).
4.1	Form of Stock Certificate of Common Stock (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (File No. 333-256572), as filed with the SEC on May 27, 2021).
4.2	Form of Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-40654), as filed with the SEC on December 2, 2021).
4.3*	Description of Securities of Context Therapeutics Inc.
10.1#	Research Collaboration and License Agreement, dated April 6, 2021, between Context Therapeutics LLC and Integral Molecular, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-1 (File No. 333-256572), as filed with the SEC on May 27, 2021).
10.2#	Process Development Agreement, dated March 6, 2020, between Context Therapeutics LLC and Tyligand Bioscience (Shanghai) Limited (incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-1 (File No. 333-256572), as filed with the SEC on May 27, 2021).
10.3#	Amendment No. 1 to Process Development Agreement, dated April 21, 2021, between Context Therapeutics LLC and Tyligand Bioscience (Shanghai) Limited (incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1 (File No. 333-256572), as filed with the SEC on May 27, 2021).
10.4	Amendment No. 2 to Process Development Agreement, dated June 3, 2021, between Context Therapeutics LLC and Tyligand Bioscience (Shanghai) Limited (incorporated by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-1/A (File No. 333-256572), as filed with the SEC on June 16, 2021).
10.5	Amendment No. 3 to Process Development Agreement & Amendment No. 1 to License, Development, Manufacturing & Marketing Agreement, dated November 7, 2022, between Context Therapeutics LLC and Tyligand Bioscience (Shanghai) Limited (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-40654), as filed with the SEC on November 9, 2022).

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Exhibit No.	Description of Exhibit
10.6#	License Agreement, dated August 23, 2021, between Context Therapeutics LLC and Tyligand Bioscience (Shanghai) Limited (incorporated by reference to Exhibit 10.5 to the Company's Registration Statement on Form S-1/A (File No. 333-256572), as filed with the SEC on September 13, 2021).
10.7†	Context Therapeutics LLC 2015 Option Plan (incorporated by reference to Exhibit 10.5 to the Company's Registration Statement on Form S-1 (File No. 333-256572), as filed with the SEC on May 27, 2021).
10.8†	Context Therapeutics Inc. 2021 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-1 (File No. 333-256572), as filed with the SEC on May 27, 2021).
10.9†	Form of Stock Option Agreement under the Context Therapeutics Inc. 2021 Incentive Award Plan (incorporated by reference to Exhibit 10.7 to the Company's Registration Statement on Form S-1 (File No. 333-256572), as filed with the SEC on May 27, 2021).
10.10†	Form of Stock Grant Agreement under the Context Therapeutics Inc. 2021 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1 (File No. 333-256572), as filed with the SEC on May 27, 2021).
10.11†	Form of Indemnification Agreement between Context Therapeutics Inc. and its officers and directors (incorporated by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1/A (File No. 333-256572), as filed with the SEC on June 16, 2021).
10.12#†10.12†	Consulting Agreement, dated May 7, 2021, between OncoStrategy, LLC and Context Therapeutics Inc. (incorporated by reference to Exhibit 10.12 to the Company's Registration Statement on Form S-1 (File No. 333-256572), as filed with the SEC on May 27, 2021).
10.13†	Amended and Restated Employment Agreement, dated October 22, 2021, between Context Therapeutics Inc. and Martin Lehr (incorporated by reference to the Company's Current Report on Form 8-K (File No. 001-40654), as filed with the SEC on October 22, 2021).
10.14†10.13†	Employment Agreement, dated November 1, 2021, between Context Therapeutics Inc. and Jennifer Minai-Azary (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-40654), as filed with the SEC on November 1, 2021).
10.1510.14	Securities Purchase Agreement, dated December 1, 2021, by and between Context Therapeutics Inc. and the purchasers named therein (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q (File No. 001-40654), as filed with the SEC on December 2, 2021).
10.1610.15	Registration Rights Agreement, dated December 1, 2021, by and between Context Therapeutics Inc. and the purchasers named therein (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q (File No. 001-40654), as filed with the SEC on December 2, 2021).
10.17†10.16†	Employment Agreement, dated October 22, 2021, between Context Therapeutics Inc. and Alex Levit (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K (File No. 001-40654), as filed with the SEC on March 23, 2022).
10.18†	Amendment No. 1 to Consulting Agreement, dated March 21, 2022, between OncoStrategy, LLC and Context Therapeutics Inc. (incorporated by reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K (File No. 001-40654), as filed with the SEC on March 23, 2022).
10.19†	Amendment No. 2 to Consulting Agreement, dated June 17, 2022, between OncoStrategy, LLC and Context Therapeutics Inc. (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-40654), as filed with the SEC on August 11, 2022).
10.20#10.17#	Clinical Trial Collaboration and Supply Agreement, dated August 1, 2022, by and between Context Therapeutics Inc. and Berlin-Chemie AG - Menarini Group (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-40654), as filed with the SEC on August 11, 2022).
10.21#	Development and Manufacturing Services Agreement, dated November 7, 2022, between Lonza Sales AG, Lonza AG and Context Therapeutics Inc. (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q (File No. 001-40654), as filed with the SEC on November 9, 2022).

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Exhibit No.10.18#

Exhibit No.	Description of Exhibit
10.22#	License Agreement, dated November 7, 2022, between Lonza Sales AG and Context Therapeutics Inc. (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q (File No. 001-40654), as filed with the SEC on November 9, 2022).
10.23*#10.19#	Amendment No. 1, dated March 20, 2023, dated March 20, 2023, to that certain certain Research Collaboration and License Agreement, dated April 6, 2021, between Context Therapeutics LLC and Integral Molecular, Inc. (incorporated by reference to Exhibit 10.23 to the Company's Annual Report on Form 10-K (File No. 001-40654), as filed with the SEC on March 22, 2023).
10.24*10.20	Termination Agreement of the Clinical Trial Collaboration and Supply Agreement, dated March 21, 2023 between Context Therapeutics Inc. and Berlin-Chemie AG - Menarini Group (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K (File No. 001-40654), as filed with the SEC on March 22, 2023).

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Exhibit No.	Description of Exhibit
10.21#	Amendment No. 2, dated February 29, 2024, to that certain Research Collaboration and License Agreement, dated April 6, 2021, between Context Therapeutics LLC and Integral Molecular, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-40654), as filed with the SEC on March 6, 2024).
21.1	Subsidiaries of the Company (incorporated by reference to Exhibit 21.1 to the Company's Registration Statement on Form S-1 (File No. 333-256572), as filed with the SEC on May 27, 2021).
23.1*	Consent of CohnReznick LLP.
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15a-14(a) under the Exchange Act.
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15a-14(a) under the Exchange Act.
32.1*+	Certification Pursuant to 18 U.S.C. Section 1350 of principal executive officer and principal financial officer.
97*	Context Therapeutics Inc. Compensation Recovery Policy
101	The following financial statements from Context Therapeutics Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 31, 2023, formatted in Inline XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Operations; (iii) Consolidated Statements of Changes in Convertible Preferred Stock, Redeemable Common Stock and Stockholders' Deficit; (iv) Consolidated Statements of Changes in Stockholders' Equity; (v) (iv) Consolidated Statements of Cash Flows; and (vi) (v) Notes to the Consolidated Financial Statements Statements and (vi) information regarding trading arrangements set forth in Part II, Item 9B.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith

† Executive Compensation Plan or Agreement

Certain information has been excluded from the exhibit because it both (i) is not material and (ii) is the type that the registrant treats as private or confidential.

+ This certification is being furnished pursuant to 18 U.S.C. Section 1350 and is not being filed for purposes of Section 18 of the Exchange Act, and is not to be incorporated by reference into any filing of the registrant, whether made before or after the date hereof.

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Not applicable.

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REFINITIV 

Pursuant to the requirements of Section 13 or 15(d) 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.

CONTEXT THERAPEUTICS INC.

By:

/s/ Martin Lehr

Martin Lehr

Chief Executive Officer

March 22, 2023 21, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Martin Lehr Martin Lehr	Chief Executive Officer and Director (Principal Principal Executive Officer)	March 22, 2023 21, 2024
/s/ Jennifer Minai-Azary Jennifer Minai-Azary	Chief Financial Officer (Principal Principal Financial and Accounting Officer)	March 22, 2023 21, 2024
/s/ Richard Berman Richard Berman	Chairman of the Board and Director	March 22, 2023 21, 2024
/s/ Philip Kantoff Philip Kantoff	Director	March 22, 2023 21, 2024
/s/ Jennifer Evans Stacey Jennifer Evans Stacey	Director	March 22, 2023 21, 2024
/s/ Linda West Linda West	Director	March 21, 2024

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Exhibit 3.2

**AMENDED AND RESTATED BYLAWS OF
CONTEXT THERAPEUTICS INC.**

(as amended and restated on March 19, 2024)

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/s/ Linda West

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Linda West

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22,
2023
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BYLAWS OF CONTEXT THERAPEUTICS INC.

ARTICLE I. CORPORATE OFFICES

1.1 Registered Office

The registered office of Context Therapeutics Inc. (the “**Company**”) shall be fixed in the Company’s certificate of incorporation, as the same may be amended from time to time.

1.2 Other Offices

The Company may at any time establish other offices.

ARTICLE II. MEETINGS OF STOCKHOLDERS

2.1 Place Of Meetings

Meetings of stockholders shall be held at a place, if any, within or outside the State of Delaware, determined by the board of directors of the Company (the “**Board of Directors**”). The Board of Directors may, in its sole discretion, determine that a meeting of stockholders shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 211(a)(2) of the Delaware General Corporation Law (the “**DGCL**”). In the absence of any such designation or determination, stockholders’ meetings shall be held at the Company’s principal executive office.

2.2 Annual Meeting

The annual meeting of stockholders shall be held each year. The Board of Directors shall designate the date and time of the annual meeting. At the annual meeting, directors shall be elected and any other proper business, brought in accordance with Section 2.4 of these bylaws, may be transacted. The Board of Directors acting pursuant to a resolution adopted by a majority of the Whole Board may cancel, postpone or reschedule any previously scheduled annual meeting at any time, before or after the notice for such meeting has been sent to the stockholders. For the purposes of these bylaws, the term “**Whole Board**” shall mean the total number of authorized directorships whether or not there exist any vacancies or other unfilled seats in previously authorized directorships.

2.3 Special Meeting

(a) A special meeting of the stockholders, other than as required by statute, may be called at any time by (i) the Board of Directors acting pursuant to a resolution adopted by a majority of the Whole Board, (ii) the chairperson of the Board of Directors or (iii) the chief executive officer, but a special meeting may not be called by any other person or persons and any power of stockholders to call a special meeting of stockholders is specifically denied. The Board of Directors acting pursuant to a resolution adopted by a majority of the Whole Board may cancel, postpone or reschedule any previously scheduled special meeting at any time, before or after the notice for such meeting has been sent to the stockholders.

(b) The notice of a special meeting shall include the purpose for which the meeting is called. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting by or at the direction of a majority of the Whole Board, the

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chairperson of the Board of Directors or the chief executive officer. Nothing contained in this Section 2.3(b) shall be construed as limiting, fixing or affecting the time when a meeting of stockholders called by action of the Board of Directors may be held.

2.4 Advance Notice Procedures

(a) Annual Meetings of Stockholders.

(i) Nominations of persons for election to the Board of Directors or the proposal of other business to be transacted by the stockholders at an annual meeting of stockholders may be made only (1) pursuant to the Company's notice of meeting (or any supplement thereto); (2) by or at the direction of the Board of Directors; (3) as may be provided in the certificate of designations for any class or series of undesignated preferred stock; or (4) by any stockholder of the Company who (A) is a stockholder of record at the time of giving of the notice contemplated by Section 2.4(a)(ii); (B) is a stockholder of record on the record date for the determination of stockholders entitled to notice of the annual meeting; (C) is a stockholder of record on the record date for the determination of stockholders entitled to vote at the annual meeting; (D) is a stockholder of record at the time of the annual meeting; and (E) complies with the procedures set forth in this Section 2.4(a).

(ii) For nominations or other business to be properly brought before an annual meeting of stockholders by a stockholder pursuant to clause (4) of Section 2.4(a)(i), the stockholder must have given timely notice in writing to the secretary and any such nomination or proposed business must constitute a proper matter for stockholder action. To be timely, a stockholder's notice must be received by the secretary at the principal executive offices of the Company no earlier than 8:00 a.m., local time, on the 120th day and no later than 5:00 p.m., local time, on the 90th day prior to the day of the first anniversary of the preceding year's annual meeting of stockholders. However, if no annual meeting of stockholders was held in the preceding year, or if the date of the applicable annual meeting has been changed by more than 25 days from the first anniversary of the preceding year's annual meeting, then to be timely such notice must be received by the secretary at the principal executive offices of the Company no earlier than 8:00 a.m., local time, on the 120th day prior to the day of the annual meeting and no later than 5:00 p.m., local time, on the 10th day following the day on which public announcement of the date of the annual meeting was first made by the Company. In no event will the adjournment, rescheduling or postponement of any annual meeting, or any announcement thereof, commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. If the number of directors to be elected to the Board of Directors is increased and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board of Directors at least 10 days before the last day that a stockholder may deliver a notice of nomination pursuant to the foregoing provisions, then a stockholder's notice required by this Section 2.4(a)(ii) will also be considered timely, but only with respect to nominees for any new positions created by such increase, if it is received by the secretary at the principal executive offices of the Company no later than 5:00 p.m., local time, on the 10th day following the day on which such public announcement is first made. "Public announcement" means disclosure in a press release reported by a national news service or in a document publicly filed by the Company with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Securities Exchange Act of 1934 (as amended and inclusive of rules and regulations thereunder, the "1934 Act").

(iii) A stockholder's notice to the secretary must set forth:

(1) as to each person whom the stockholder proposes to nominate for election as a director:

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- (A) all information relating to such person that is required to be disclosed in solicitations of proxies for the contested election of directors, or is otherwise required, in each case pursuant to Section 14 of the 1934 Act;
- (B) such person's written consent to being named in any proxy materials as a nominee and to serving as a director of the Company if elected;
- (C) a reasonably detailed description of any direct or indirect compensatory, payment, indemnification or other financial agreement, arrangement or understanding that such person has, or has had within the past three years, with any person or entity other than the Company (including the amount of any payment or payments received or receivable thereunder), in each case in connection with candidacy or service as a director of the Company (a "Third-Party Compensation Arrangement"); and
- (D) a description of any other material relationships between such person and such person's respective affiliates and associates, on the one hand, and such stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made, and their respective affiliates and associates, on the other hand;

(2) as to any other business that the stockholder proposes to bring before the annual meeting:

- (A) a brief description of the business desired to be brought before the annual meeting;
- (B) the text of the proposal or business (including the text of any resolutions proposed for consideration and, if applicable, the text of any proposed amendment to these bylaws or the Company's certificate of incorporation);
- (C) the reasons for conducting such business at the annual meeting;
- (D) any material interest in such business of such stockholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made, and their respective affiliates and associates; and
- (E) a description of all agreements, arrangements and understandings between such stockholder and the beneficial owner, if any, on whose behalf the proposal is made, and their respective affiliates or associates, and any other person or persons (including their names) in connection with the proposal of such business by such stockholder; and

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(3) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made:

- (A) the name and address of such stockholder (as they appear on the Company's books), of such beneficial owner and of their respective affiliates or associates;
- (B) for each class or series, the number of shares of stock of the Company that are, directly or indirectly, held of record or are beneficially owned by such stockholder, such beneficial owner or their respective affiliates or associates;

- (C) a description of any agreement, arrangement or understanding between such stockholder, such beneficial owner or their respective affiliates or associates, any any other person or persons (including, in each case, their names) in connection with the proposal of such nomination or other business;
- (D) a description of any agreement, arrangement or understanding (including, regardless of the form of settlement, any derivative, long or short positions, profit interests, forwards, futures, swaps, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions and borrowed or loaned shares) that has been entered into by or on behalf of such stockholder, such beneficial owner or their respective affiliates or associates with respect to the Company's securities (any of the foregoing, a "**Derivative Instrument**"), or any other agreement, arrangement or understanding that has been made the effect or intent of which is to create or mitigate loss to, manage risk or benefit of share price changes for or increase or decrease the voting power of such stockholder, such beneficial owner or their respective affiliates or associates with respect to the Company's securities;
- (E) any rights to dividends on the Company's securities owned beneficially by such stockholder, such beneficial owner or their respective affiliates or associates that are separated or separable from the underlying security;
- (F) any proportionate interest in the Company's securities or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such stockholder, such beneficial owner or their respective affiliates or associates is a general partner or, directly or indirectly, beneficially owns an interest in a general partner of such general or limited partnership;
- (G) any performance-related fees (other than an asset-based fee) that such stockholder, such beneficial owner or their respective affiliates or associates is entitled to based on any increase or decrease in the value of the Company's

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securities or Derivative Instruments, including, without limitation, any such interests held by members of the immediate family of such persons sharing the same household;

- (H) any significant equity interests or any Derivative Instruments in any principal competitor of the Company that are held by such stockholder, such beneficial owner or their respective affiliates or associates;
- (I) any direct or indirect interest of such stockholder, such beneficial owner or their respective affiliates or associates in any contract with the Company, any affiliate of the Company or any principal competitor of the Company (in each case, including any employment agreement, collective bargaining agreement or consulting agreement);
- (J) a representation and undertaking that the stockholder is a holder of record of stock of the Company as of the date of submission of the stockholder's notice and intends to appear in person or by proxy at the meeting to bring such nomination or other business before the meeting;
- (K) as to any business, other than the nomination of a director or directors, a representation and undertaking that such stockholder or any such beneficial owner intends, or is part of a group that intends, to (x) deliver a proxy statement or form of proxy to holders of at least the percentage of the voting power of the Company's then-outstanding stock required to approve or adopt the proposal; or (y) otherwise solicit proxies from stockholders in support of such proposal;
- (L) any other information relating to such stockholder, such beneficial owner, or their respective affiliates or associates, or director nominee or proposed business that, in each case, would be required to be disclosed in a proxy statement or other filing required to be made in connection with the solicitation of proxies in support of such nominee (in a contested election of directors) or proposal pursuant to Section 14 of the 1934 Act;

(M) such other information relating to any proposed item of business as the Company may reasonably require to determine whether such proposed item of business is a proper matter for stockholder action; and

(N) For purposes of this Section 2.4, (i) "principal competitor" shall mean any entity that develops, is developing or provides products that compete with or are alternatives to the principal products developed, being developed, or produced by the corporation or its affiliates; and (ii) "affiliates" and "associates" shall have the

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meanings assigned to such terms in Rule 12b-2 promulgated under the Exchange Act.

(iv) A stockholder who intends to solicit proxies in support of director nominees other than the Company's director nominees and who has delivered a notice of nomination pursuant to this Section 2.4 shall promptly certify to the Company, and notify the Company in writing, that it has complied with or will comply with the requirements of Rule 14a-19 under the 1934 Act, and upon request of the Company, shall, not later than five business days prior to the date of the applicable meeting of stockholders, deliver to the Company reasonable evidence of such compliance.

(v) In addition to the requirements of this Section 2.4, to be timely, a stockholder's notice must further be updated and supplemented, if necessary, so that the information provided or required to be provided in such notice is true and correct as of the record date(s) for determining the stockholders entitled to notice of, and to vote at, the meeting and as of the date that is 10 business days prior to the meeting or any adjournment, rescheduling or postponement thereof. Such update and supplement, if applicable, must be received by the secretary at the principal executive offices of the Company not later than five business days after the record date(s) for the meeting (in the case of any update and supplement required to be made as of the record date(s)), and not later than eight business days prior to the date for the meeting or any adjournment, rescheduling or postponement thereof (in the case of the update and supplement required to be made as of 10 business days prior to the meeting or any adjournment, rescheduling or postponement thereof).

(b) *Special Meetings of Stockholders.* Except to the extent required by the DGCL, and subject to Section 2.3(a), special meetings of stockholders may be called only in accordance with the Company's certificate of incorporation and these bylaws. Only such business will be conducted at a special meeting of stockholders as has been brought before the special meeting pursuant to the Company's notice of meeting. If the election of directors is included as business to be brought before a special meeting in the Company's notice of meeting, then nominations of persons for election to the Board of Directors at such special meeting may be made by any stockholder who (i) is a stockholder of record at the time of giving of the notice contemplated by this Section 2.4(b); (ii) is a stockholder of record on the record date for the determination of stockholders entitled to notice of the special meeting; (iii) is a stockholder of record on the record date for the determination of stockholders entitled to vote at the special meeting; (iv) is a stockholder of record at the time of the special meeting; and (v) complies with the procedures set forth in this Section 2.4(b). For nominations to be properly brought by a stockholder before a special meeting pursuant to this Section 2.4(b), the stockholder's notice must be received by the secretary at the principal executive offices of the Company no earlier than 8:00 a.m., local time, on the 120th day prior to the day of the special meeting and no later than 5:00 p.m., local time, on the 10th day following the day on which public announcement of the date of the special meeting was first made. In no event will any adjournment, rescheduling or postponement of a special meeting or the announcement thereof commence a new time period (or extend any time period) for the giving of a stockholder's notice. A stockholder's notice to the Secretary must comply with the applicable notice requirements of Section 2.4(a)(iii).

(c) *Other Requirements.*

(i) To be eligible to be a nominee by any stockholder for election as a director of the Company, the proposed nominee must provide to the secretary, in accordance with the applicable time periods prescribed for delivery of notice under Section 2.4(a)(ii) or Section 2.4(b):

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(1) a signed and completed written questionnaire (in the form provided by the secretary at the written request of the nominating stockholder, which form will be provided by the secretary within 10 days of receiving such request) containing information regarding such nominee's background and qualifications and such other information as may reasonably be required by the Company to determine the eligibility of such nominee to serve as a director of the Company or to serve as an independent director of the Company;

(2) a written representation and undertaking that, unless previously disclosed to the Company, such nominee is not, and will not become, a party to any voting agreement, arrangement, commitment, assurance or understanding with any person or entity as to how such nominee, if elected as a director, will vote on any issue;

(3) a written representation and undertaking that, unless previously disclosed to the Company, such nominee is not, and will not become, a party to any Third-Party Compensation Arrangement;

(4) a written representation and undertaking that, if elected as a director, such nominee would be in compliance, and will continue to comply, with the Company's corporate governance guidelines as disclosed on the Company's website, as amended from time to time; and

(5) a written representation and undertaking that such nominee, if elected, intends to serve a full term on the Board of Directors.

(ii) At the request of the Board of Directors, any person nominated by the Board of Directors for election as a director must furnish to the secretary the information that is required to be set forth in a stockholder's notice of nomination that pertains to such nominee.

(iii) No person will be eligible to be nominated by a stockholder for election as a director of the Company unless nominated in accordance with the procedures set forth in this Section 2.4. No business proposed by a stockholder will be conducted at a stockholder meeting except in accordance with this Section 2.4.

(iv) The chairperson of the applicable meeting of stockholders will, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by these bylaws or that business was not properly brought before the meeting. If the chairperson of the meeting should so determine, then the chairperson of the meeting will so declare to the meeting and the defective nomination will be disregarded or such business will not be transacted, as the case may be. Unless otherwise required by law, if any stockholder (i) provides notice pursuant to Rule 14a-19 under the 1934 Act and (ii) subsequently (A) notifies the Company that such stockholder no longer intends to solicit proxies in support of director nominees other than the Company's director nominees in accordance with Rule 14a-19, (B) fails to comply with the requirements of Rule 14a-19, or (C) fails to provide reasonable evidence sufficient to satisfy the Company that such requirements have been met, then such stockholder's nominations shall be deemed null and void and the Company shall disregard any proxies or votes solicited for any nominee proposed by such stockholder, unless such nominee has also been proposed by the Company or by another stockholder who has complied with the foregoing requirements.

(v) Notwithstanding anything to the contrary in this Section 2.4, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear in person at the meeting to present a nomination or other proposed business, such nomination will be disregarded or such proposed business will not be transacted, as the case

may be, notwithstanding that proxies in respect of such nomination or business may have been received by the Company and counted for purposes of determining a quorum. For purposes of this Section 2.4, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting, and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting.

(vi) Without limiting this Section 2.4, a stockholder must also comply with all applicable requirements of the 1934 Act with respect to the matters set forth in this Section 2.4, it being understood that (1) any references in these bylaws to the 1934 Act are not intended to, and will not, limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this Section 2.4; and (2) compliance with clause (4) of Section 2.4(a)(i) and with Section 2.4(b) are the exclusive means for a stockholder to make nominations or submit other business (other than as provided in Section 2.4(c)(vii)).

(vii) Notwithstanding anything to the contrary in this Section 2.4, the notice requirements set forth in these bylaws with respect to the proposal of any business pursuant to this Section 2.4 will be deemed to be satisfied by a stockholder if (1) such stockholder has submitted a proposal to the Company in compliance with Rule 14a-8 under the 1934 Act; and (2) such stockholder's proposal has been included in a proxy statement that has been prepared by the Company to solicit proxies for the meeting of stockholders. Subject to Rule 14a-8, Rule 14a-19 and other applicable rules and regulations under the 1934 Act, nothing in these bylaws will be construed to permit any stockholder, or give any stockholder the right, to include or have disseminated or described in the Company's proxy statement any nomination of a director or any other business proposal.

2.5 Notice Of Stockholders' Meetings

Whenever stockholders are required or permitted to take any action at a meeting, a notice of the meeting shall be given which shall state the place, if any, date and hour of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, the record date for determining the stockholders entitled to vote at the meeting, if such date is different from the record date for determining stockholders entitled to notice of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Except as otherwise provided in the DGCL, the certificate of incorporation or these bylaws, the notice of any meeting of stockholders shall be given not less than 10 nor more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting as of the record date for determining the stockholders entitled to notice of the meeting.

2.6 Quorum

The holders of one-third (1/3) of the voting power of the capital stock of the Company issued and outstanding and entitled to vote, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the stockholders. Where a separate vote by a class or series or classes or series is required, one-third (1/3) of the voting power of the outstanding shares of such class or series or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter, except as otherwise provided by law, the certificate of incorporation or these bylaws.

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If, however, such quorum is not present or represented at any meeting of the stockholders, then either (a) the chairperson of the meeting, or (b) the stockholders entitled to vote at the meeting, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the original meeting.

2.7 Adjourned Meeting; Notice

When a meeting is adjourned to another time or place, unless these bylaws otherwise require, notice need not be given of the adjourned meeting if the time, place, if any, thereof, and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Company may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. If after the adjournment a new record date for stockholders entitled to vote is fixed for the adjourned meeting, the Board of Directors shall fix a new record date for notice of such adjourned meeting in accordance with Section 213(a) of the DGCL and Section 2.11 of these bylaws, and shall give notice of the adjourned meeting to each stockholder of record entitled to vote at such adjourned meeting as of the record date fixed for notice of such adjourned meeting.

2.8 Conduct Of Business

The chairperson of any meeting of stockholders shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of business and discussion as seem to the chairperson in order. The chairperson of any meeting of stockholders shall be designated by the Board of Directors; in the absence of such designation, the chairperson of the Board of Directors, if any, or the chief executive officer (in the absence of the chairperson of the Board of Directors), or in their absence any other executive officer of the Company, shall serve as chairperson of the stockholder meeting. The chairperson of any meeting of stockholders shall have the power to adjourn the meeting to another place, if any, date or time, whether or not a quorum is present.

2.9 Voting

The stockholders entitled to vote at any meeting of stockholders shall be determined in accordance with the provisions of Section 2.11 of these bylaws, subject to Section 217 (relating to voting rights of fiduciaries, pledgees and joint owners of stock) and Section 218 (relating to voting trusts and other voting agreements) of the DGCL.

Except as may be otherwise provided in the certificate of incorporation or these bylaws, each stockholder shall be entitled to one vote for each share of capital stock held by such stockholder.

Except as otherwise provided by law, the certificate of incorporation, these bylaws or the rules of the stock exchange on which the Company's securities are listed, in all matters other than the election of directors, the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders. Except as otherwise required by law, the certificate of incorporation or these bylaws, directors shall be elected by a plurality of the voting power of the

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shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Where a separate vote by a class or series or classes or series is required, in all matters other than the election of directors, the affirmative vote of the majority of the voting power of the shares of such class or series or classes or series present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of such class or series or classes or series, except as otherwise provided by law, the certificate of incorporation, these bylaws or the rules of the stock exchange on which the securities of the Company are listed.

2.10 Stockholder Action By Written Consent Without A Meeting

Subject to the rights of holders of undesignated preferred stock of the Company, any action required or permitted to be taken by the stockholders of the Company must be effected at a duly called annual or special meeting of stockholders of the Company and may not be effected by any consent in writing by such stockholders.

2.11 Record Dates

In order that the Company may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and which record date shall not be more than 60 nor less than 10 days before the date of such meeting. If the Board of Directors so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board of Directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination.

If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of and to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as

that fixed for determination of stockholders entitled to vote in accordance with the provisions of Section 213 of the DGCL and this Section 2.11 at the adjourned meeting.

In order that the Company may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

2.12 Proxies

Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for such stockholder by proxy authorized by a document or by a

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transmission permitted by law filed in accordance with the procedure established for the meeting, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. Any stockholder directly or indirectly soliciting proxies from other stockholders must use a proxy card color other than white, which shall be reserved for the exclusive use by the Board of Directors. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Section 212 of the DGCL.

2.13 List Of Stockholders Entitled To Vote

The Company shall prepare, at least 10 days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting; *provided, however*, if the record date for determining the stockholders entitled to vote is less than 10 days before the meeting date, the list shall reflect the stockholders entitled to vote as of the tenth day before the meeting date, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. The Company shall not be required to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any stockholder for any purpose germane to the meeting for a period of at least 10 days prior to the meeting: (a) on a reasonably accessible electronic network, *provided* that the information required to gain access to such list is provided with the notice of the meeting, or (b) during ordinary business hours, at the Company's principal place of business. In the event that the Company determines to make the list available on an electronic network, the Company may take reasonable steps to ensure that such information is available only to stockholders of the Company.

2.14 INSPECTORS OF ELECTION

Before any meeting of stockholders, the Company shall appoint an inspector or inspectors of election to act at the meeting or its adjournment. The Company may designate one or more persons as alternate inspectors to replace any inspector who fails to act.

Such inspectors shall:

- (a) ascertain the number of shares outstanding and the voting power of each;
- (b) determine the shares represented at the meeting and the validity of proxies and ballots;
- (c) count all votes and ballots;
- (d) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors; and
- (e) certify their determination of the number of shares represented at the meeting, and their count of all votes and ballots.

The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are multiple inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is *prima facie* evidence of the facts stated therein.

ARTICLE III. DIRECTORS

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3.1 Powers

The business and affairs of the Company shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided in the DGCL or the certificate of incorporation.

3.2 Number Of Directors

The Board of Directors shall consist of one or more members, each of whom shall be a natural person. Unless the certificate of incorporation fixes the number of directors, the number of directors shall be determined from time to time by resolution of a majority of the Whole Board. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

3.3 Election, Qualification And Term Of Office Of Directors

Except as provided in Section 3.4 of these bylaws, each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until such director's successor is elected and qualified or until such director's earlier death, resignation or removal. Directors need not be stockholders unless so required by the certificate of incorporation or these bylaws. The certificate of incorporation or these bylaws may prescribe other qualifications for directors.

3.4 Resignation And Vacancies

Any director may resign at any time upon notice given in writing or by electronic transmission to the Company. A resignation is effective when the resignation is delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. A resignation which is conditioned upon the director failing to receive a specified vote for reelection as a director may provide that it is irrevocable. Unless otherwise provided in the certificate of incorporation or these bylaws, when one or more directors resign from the Board of Directors, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Unless otherwise provided in the certificate of incorporation or these bylaws or permitted in the specific case by resolution of the Board of Directors, and subject to the rights of holders of undesignated preferred stock, vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, and not by stockholders. If the directors are divided into classes, a person so chosen to fill a vacancy or newly created directorship shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall have been duly elected and qualified.

If at any time, by reason of death or resignation or other cause, the Company should have no directors in office, then any officer or any stockholder or an executor, administrator, trustee or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or estate of a stockholder, may call a special meeting of stockholders in accordance with the provisions of the certificate of incorporation or these bylaws, or may apply to the Court of Chancery for a decree summarily ordering an election as provided in Section 211 of the DGCL.

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If, at the time of filling any vacancy or any newly created directorship, the directors then in office constitute less than a majority of the Whole Board (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least 10% of the voting stock at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office as aforesaid, which election shall be governed by the provisions of Section 211 of the DGCL as far as applicable.

3.5 Place Of Meetings; Meetings By Telephone

The Board of Directors may hold meetings, both regular and special, either within or outside the State of Delaware.

Unless otherwise restricted by the certificate of incorporation or these bylaws, members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

3.6 Regular Meetings

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors.

3.7 Special Meetings; Notice

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the chairperson of the Board of Directors, the chief executive officer, the secretary or a majority of the Whole Board.

Notice of the time and place of special meetings shall be:

- (a) delivered personally by hand, by courier or by telephone;
- (b) sent by United States first-class mail, postage prepaid;
- (c) sent by facsimile;

(d) sent by electronic mail; or otherwise given by electronic transmission (as defined in Section 232 of the DGCL), directed to each director at that director's address, telephone number, facsimile number, electronic mail address or other contact for notice by electronic transmission, as the case may be, as shown on the Company's records.

If the notice is (i) delivered personally by hand, by courier or by telephone, (ii) sent by facsimile, (iii) sent by electronic mail or (iv) otherwise given by electronic transmission, it shall be delivered, sent or otherwise directed to each director, as applicable, at least 24 hours before the time of the holding of the meeting. If the notice is sent by United States mail, it shall be deposited in the United States mail at least four days before the time of the holding of the meeting. Any oral notice may be communicated to the director. The notice need not specify the

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place of the meeting (if the meeting is to be held at the Company's principal executive office) nor the purpose of the meeting, unless required by statute.

3.8 Quorum; Voting

At all meetings of the Board of Directors, a majority of the Whole Board shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board of Directors, then the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

The affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the certificate of incorporation or these bylaws.

3.9 Board Action By Written Consent Without A Meeting

Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing or by electronic transmission. Any person (whether or not then a director) may provide, whether through instruction to an agent or otherwise, that a consent to action will be effective at a future time (including a time determined upon the happening of an event), no later than 60 days after such instruction is given or such provision is made and such consent shall be deemed to have been given for purposes of this Section 3.9 at such effective time so long as such person is then a director and did not revoke the consent prior to such time. Any such consent shall be revocable prior to its becoming effective.

3.10 Fees And Compensation Of Directors

Unless otherwise restricted by the certificate of incorporation or these bylaws, the Board of Directors shall have the authority to fix the compensation of directors.

3.11 Removal Of Directors

Any director or the entire Board of Directors may be removed from office by stockholders of the Company in the manner specified in the certificate of incorporation and applicable law. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

ARTICLE IV. COMMITTEES

4.1 Committees Of Directors

The Board of Directors may, by resolution passed by a majority of the Whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Company. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such

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member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors or in these bylaws, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Company, and may authorize the seal of the Company to be affixed to all papers that may require it; but no such committee shall have the power or authority to (a) approve or adopt, or recommend to the stockholders, any action or matter (other than the election or removal of directors) expressly required by the DGCL to be submitted to stockholders for approval, or (b) adopt, amend or repeal any bylaw of the Company.

4.2 Committee Minutes

Each committee shall keep regular minutes of its meetings.

4.3 Meetings And Action Of Committees

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of:

- (a) Section 3.5 (place of meetings and meetings by telephone);
- (b) Section 3.6 (regular meetings);
- (c) Section 3.7 (special meetings and notice);
- (d) Section 3.8 (quorum; voting);
- (e) Section 3.9 (action without a meeting); and
- (f) Section 7.4 (waiver of notice)

with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members. However, (i) the time and place of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; (ii) special meetings of committees may also be called by resolution of the Board of Directors or the committee; and (iii) notice of special meetings of committees shall also be given to all alternate members who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

Any provision in the certificate of incorporation providing that one or more directors shall have more or less than one vote per director on any matter shall apply to voting in any committee or subcommittee, unless otherwise provided in the certificate of incorporation or these bylaws.

4.4 Subcommittees

Unless otherwise provided in the certificate of incorporation, these bylaws or the resolutions of the Board of Directors designating the committee, a committee may create one or more subcommittees, each subcommittee to consist of one or more members of the committee, and delegate to a subcommittee any or all of the powers and authority of the committee.

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ARTICLE V. OFFICERS

5.1 OFFICERS

The officers of the Company shall be elected by the Board of Directors and may consist of a chief executive officer, a secretary, a chief financial officer, a chairperson of the Board of Directors, a vice chairperson of the Board of Directors, a treasurer, one or more vice presidents, one or more assistant vice presidents, one or more assistant treasurers, one or more assistant secretaries and any such other officers as may be appointed in accordance with the provisions of these bylaws. Any number of offices may be held by the same person.

5.2 Appointment Of Officers

The Board of Directors shall appoint the officers of the Company, except such officers as may be appointed in accordance with the provisions of Section 5.3 of these bylaws, subject to the rights, if any, of an officer under any contract of employment.

5.3 Subordinate Officers

The Board of Directors may appoint, or empower the chief executive officer or, in the absence of a chief executive officer, the secretary, to appoint, such other officers as the business of the Company may require. Each of such officers shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the Board of Directors may from time to time determine.

5.4 Removal And Resignation Of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors or, for the avoidance of doubt, any duly authorized committee or subcommittee thereof or by any officer who has been conferred such power of removal.

Any officer may resign at any time by giving written notice to the Company. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Company under any contract to which the officer is a party.

5.5 Vacancies In Offices

Any vacancy occurring in any office of the Company shall be filled by the Board of Directors or as provided in Section 5.3.

5.6 Representation Of Securities Of Other Entities

The chairperson of the Board of Directors, the chief executive officer or secretary of this Company or any other person authorized by the Board of Directors or the chief executive officer, is authorized to vote, represent and exercise on behalf of this Company all rights incident to any and all shares or other securities of any other entity or entities, and all rights incident to any management authority conferred on the Company in accordance with the governing documents of any entity or entities, standing in the name of this Company, including the right to act by written consent. The authority granted herein may be exercised either by such person directly or

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by any other person authorized to do so by proxy or power of attorney duly executed by such person having the authority.

5.7 Authority And Duties Of Officers

All officers of the Company shall respectively have such authority and perform such duties in the management of the business of the Company as may be designated from time to time by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors.

ARTICLE VI. STOCK

6.1 Stock Certificates; Partly Paid Shares

Each stockholder shall be entitled to a certificate of the capital stock of the Corporation in such form as may from time to time be prescribed by the Board of Directors. The Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Company. Unless otherwise provided by resolution of the Board of Directors, every holder of stock represented by certificates shall be entitled to have a certificate signed by, or in the name of, the Company by any two authorized officers of the Company representing the number of shares registered in certificate form. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Company with the same effect as if such person were such officer, transfer agent or registrar at the date of issue. The Company shall not have power to issue a certificate in bearer form.

The Company may issue the whole or any part of its shares as partly paid and subject to call for the remainder of the consideration to be paid therefor. Upon the face or back of each stock certificate issued to represent any such partly-paid shares, or upon the books and records of the Company in the case of uncertificated partly-paid shares, the total amount of the consideration to be paid therefor and the amount paid thereon shall

be stated. Upon the declaration of any dividend on fully-paid shares, the Company shall declare a dividend upon partly-paid shares of the same class, but only upon the basis of the percentage of the consideration actually paid thereon.

6.2 Special Designation On Certificates

If the Company is authorized to issue more than one class of stock or more than one series of any class, then the powers, the designations, the preferences and the relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate that the Company shall issue to represent such class or series of stock; *provided, however,* that, except as otherwise provided in Section 202 of the DGCL, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate that the Company shall issue to represent such class or series of stock, a statement that the Company will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Within a reasonable time after the issuance or transfer of uncertificated

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stock, the registered owner thereof shall be given a notice, in writing or by electronic transmission, containing the information required to be set forth or stated on certificates pursuant to this Section 6.2 or Sections 156, 202(a), 218(a) or 364 of the DGCL or with respect to this Section 6.2 a statement that the Company will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated stock and the rights and obligations of the holders of certificates representing stock of the same class and series shall be identical.

6.3 Lost Certificates

Except as provided in this Section 6.3, no new certificates for shares shall be issued to replace a previously issued certificate unless the latter is surrendered to the Company and cancelled at the same time. The Company may issue a new certificate of stock or uncertificated shares in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Company may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Company a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

6.4 Dividends

The Board of Directors, subject to any restrictions contained in the certificate of incorporation or applicable law, may declare and pay dividends upon the shares of the Company's capital stock. Dividends may be paid in cash, in property, or in shares of the Company's capital stock, subject to the provisions of the certificate of incorporation. The Board of Directors may set apart out of any of the funds of the Company available for dividends a reserve or reserves for any proper purpose and may abolish any such reserve.

6.5 Transfer Of Stock

Transfers of record of shares of stock of the Company shall be made only upon its books by the holders thereof, in person or by an attorney duly authorized, and, if such stock is certificated, upon the surrender of a certificate or certificates for a like number of shares, properly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer.

6.6 Stock Transfer Agreements

The Company shall have power to enter into and perform any agreement with any number of stockholders of any one or more classes of stock of the Company to restrict the transfer of shares of stock of the Company of any one or more classes owned by such stockholders in any manner not prohibited by the DGCL.

6.7 Registered Stockholders

The Company:

(a) shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends and notices and to vote as such owner; and

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(b) shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of another person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

ARTICLE VII.
MANNER OF GIVING NOTICE AND WAIVER

7.1 Notice Of Stockholders' Meetings

Notice of any meeting of stockholders shall be given in the manner set forth in the DGCL.

7.2 Notice To Stockholders Sharing An Address

Except as otherwise prohibited under the DGCL, without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders given by the Company under the provisions of the DGCL, the certificate of incorporation or these bylaws shall be effective if given by a single written notice to stockholders who share an address if consented to by the stockholders at that address to whom such notice is given. Any such consent shall be revocable by the stockholder by written notice to the Company. Any stockholder who fails to object in writing to the Company, within 60 days of having been given written notice by the Company of its intention to send the single notice, shall be deemed to have consented to receiving such single written notice. This Section 7.2 shall not apply to Sections 164, 296, 311, 312 or 324 of the DGCL.

7.3 Notice To Person With Whom Communication Is Unlawful

Whenever notice is required to be given, under the DGCL, the certificate of incorporation or these bylaws, to any person with whom communication is unlawful, the giving of such notice to such person shall not be required and there shall be no duty to apply to any governmental authority or agency for a license or permit to give such notice to such person. Any action or meeting which shall be taken or held without notice to any such person with whom communication is unlawful shall have the same force and effect as if such notice had been duly given. In the event that the action taken by the Company is such as to require the filing of a certificate under the DGCL, the certificate shall state, if such is the fact and if notice is required, that notice was given to all persons entitled to receive notice except such persons with whom communication is unlawful.

7.4 Waiver Of Notice

Whenever notice is required to be given under any provision of the DGCL, the certificate of incorporation or these bylaws, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the certificate of incorporation or these bylaws.

ARTICLE VIII.
INDEMNIFICATION

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8.1 Indemnification Of Directors And Officers In Third Party Proceedings

Subject to the other provisions of this Article VIII, the Company shall indemnify, to the fullest extent permitted by the DGCL, as now or hereinafter in effect, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") (other than an action by or in the right of the Company) by reason of the fact that such person is or was a director or officer of the Company, or is or was a director or officer of the Company serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

8.2 Indemnification Of Directors And Officers In Actions By Or In The Right Of The Company

Subject to the other provisions of this Article VIII, the Company shall indemnify, to the fullest extent permitted by the DGCL, as now or hereinafter in effect, any such person that is or was a director or officer of the Company, who was or is a party or is threatened to be made a party to any threatened, pending or completed Proceeding by or in the right of the Company to procure a judgment in its favor against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Company unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

8.3 Successful Defense

To the extent that a present or former director or officer of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding described in Section 8.1 or Section 8.2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

8.4 Indemnification Of Others

Subject to the other provisions of this Article VIII, the Company shall have power to indemnify its employees and agents to the extent not prohibited by the DGCL or other applicable law. The Board of Directors shall have the power to delegate to any person or persons identified

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in subsections (1) through (4) of Section 145(d) of the DGCL the determination of whether employees or agents shall be indemnified.

8.5 Advanced Payment Of Expenses

Expenses (including attorneys' fees) actually and reasonably incurred by an officer or director of the Company in defending any Proceeding shall be paid by the Company in advance of the final disposition of such Proceeding upon receipt of a written request therefor (together with

documentation reasonably evidencing such expenses) and an undertaking by or on behalf of the person to repay such amounts if it shall ultimately be determined that the person is not entitled to be indemnified under this Article VIII or the DGCL. Such expenses (including attorneys' fees) actually and reasonably incurred by former directors and officers or other employees and agents of the Company or by persons serving at the request of the Company as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be so paid upon such terms and conditions, if any, as the Company deems appropriate. The right to advancement of expenses shall not apply to any Proceeding (or any part of any Proceeding) for which indemnity is excluded pursuant to these bylaws, but shall apply to any Proceeding (or any part of any Proceeding) referenced in Section 8.6(b) or 8.6(c) prior to a determination that the person is not entitled to be indemnified by the Company.

Notwithstanding the foregoing, unless otherwise determined pursuant to Section 8.8, no advance shall be made by the Company to an officer of the Company (except by reason of the fact that such officer is or was a director of the Company, in which event this paragraph shall not apply) in any Proceeding if a determination is reasonably and promptly made (a) by a vote of the directors who are not parties to such Proceeding, even though less than a quorum, or (b) by a committee of such directors designated by the vote of the majority of such directors, even though less than a quorum, or (c) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, that facts known to the decision-making party at the time such determination is made demonstrate clearly and convincingly that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to the best interests of the Company.

8.6 LIMITATION ON INDEMNIFICATION

Subject to the requirements in Section 8.3 and the DGCL, the Company shall not be obligated to indemnify any person pursuant to this Article VIII in connection with any Proceeding (or any part of any Proceeding):

- (a) for which payment has actually been made to or on behalf of such person under any statute, insurance policy, indemnity provision, vote or otherwise, except with respect to any excess beyond the amount paid;
- (b) for an accounting or disgorgement of profits pursuant to Section 16(b) of the 1934 Act, or similar provisions of federal, state or local statutory law or common law, if such person is held liable therefor (including pursuant to any settlement arrangements);
- (c) for any reimbursement of the Company by such person of any bonus or other incentive-based or equity-based compensation or of any profits realized by such person from the sale of securities of the Company, as required in each case under the 1934 Act (including any such reimbursements that arise from an accounting restatement of the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), or the payment to the Company of profits arising from the purchase and sale by such person of securities in

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violation of Section 306 of the Sarbanes-Oxley Act), if such person is held liable therefor (including pursuant to any settlement arrangements);

- (d) initiated by such person, including any Proceeding (or any part of any Proceeding) initiated by such person against the Company or its directors, officers, employees, agents or other indemnitees, unless (i) the Board of Directors authorized the Proceeding (or the relevant part of the Proceeding) prior to its initiation, (ii) the Company provides the indemnification, in its sole discretion, pursuant to the powers vested in the Company under applicable law, (iii) otherwise required to be made under Section 8.7 or (iv) otherwise required by applicable law; or
- (e) if prohibited by applicable law.

8.7 Determination; Claim

If a claim for indemnification or advancement of expenses under this Article VIII is not paid in full within 90 days after receipt by the Company of the written request therefor, the claimant shall be entitled to an adjudication by a court of competent jurisdiction of his or her entitlement to such indemnification or advancement of expenses. The Company shall indemnify such person against any and all expenses that are actually and reasonably incurred by such person in connection with any action for indemnification or advancement of expenses from the Company under this Article VIII, to the extent such person is successful in such action, and to the extent not prohibited by law. In any such suit, the Company shall, to the

fullest extent not prohibited by law, have the burden of proving that the claimant is not entitled to the requested indemnification or advancement of expenses.

8.8 Non-Exclusivity Of Rights

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the certificate of incorporation or any statute, bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. The Company is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advancement of expenses, to the fullest extent not prohibited by the DGCL or other applicable law.

8.9 Insurance

The Company may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Company would have the power to indemnify such person against such liability under the provisions of the DGCL.

8.10 Survival

The rights to indemnification and advancement of expenses conferred by this Article VIII shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

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8.11 Effect Of Repeal Or Modification

A right to indemnification or to advancement of expenses arising under a provision of the certificate of incorporation or a bylaw shall not be eliminated or impaired by an amendment to the certificate of incorporation or these bylaws after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

8.12 Certain Definitions

For purposes of this Article VIII, references to the "Company" shall include, in addition to the resulting company, any constituent company (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent company, or is or was serving at the request of such constituent company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving company as such person would have with respect to such constituent company if its separate existence had continued. For purposes of this Article VIII, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Company" shall include any service as a director, officer, employee or agent of the Company which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Company" as referred to in this Article VIII.

ARTICLE IX.
GENERAL MATTERS

9.1 Execution Of Corporate Contracts And Instruments

Except as otherwise provided by law, the certificate of incorporation or these bylaws, the Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute any document or instrument in the name of and on behalf of the Company; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Company by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

9.2 Fiscal Year

Except as from time-to-time otherwise designated by the Board of Directors, the fiscal year of the corporation shall begin on the first day of January of each year and end on the last day of December in each year.

9.3 Seal

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The Company may adopt a corporate seal, which shall be adopted and which may be altered by the Board of Directors. The Company may use the corporate seal by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

9.4 Construction; Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the DGCL shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes a company (including, but not limited to, a limited liability company), corporation, partnership, joint venture, trust or other enterprise, and a natural person. Any reference in these bylaws to a section of the DGCL shall be deemed to refer to such section as amended from time to time and any successor provisions thereto.

9.5 Forum Selection

Unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another State court in Delaware or the federal district court for the District of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Company, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, stockholder, officer or other employee of the Company to the Company or the Company's stockholders, (c) any action arising pursuant to any provision of the DGCL or the certificate of incorporation or these bylaws (as either may be amended from time to time) or (d) any action asserting a claim governed by the internal affairs doctrine, except for, as to each of (a) through (d) above, any claim as to which such court determines that there is an indispensable party not subject to the jurisdiction of such court (and the indispensable party does not consent to the personal jurisdiction of such court within 10 days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than such court or for which such court does not have subject matter jurisdiction. Further, unless the Company consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended. Any person or entity purchasing or otherwise acquiring any interest in any security of the Company shall be deemed to have notice of and consented to the provisions of this Section 9.5.

ARTICLE X.
AMENDMENTS

These bylaws may be adopted, amended or repealed by the stockholders entitled to vote; provided, however, that the affirmative vote of the holders of at least 66 2/3% of the total voting power of outstanding voting securities, voting together as a single class, shall be required for the

stockholders of the Company to alter, amend or repeal, or adopt any bylaw inconsistent with, the following provisions of these bylaws: Article II, Sections 3.1, 3.2, 3.4 and 3.11 of Article III, Article VIII and this Article X (including, without limitation, any such Article or Section as renumbered as a result of any amendment, alteration, change, repeal, or adoption of any other Bylaw). The Board of Directors shall also have the power to adopt, amend or repeal bylaws; provided, however, that a bylaw amendment adopted by stockholders which specifies the votes that shall be necessary for the election of directors shall not be further amended or repealed by the Board of Directors.

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Exhibit 4.3

Description of the Registrant's Securities Registered Under Section 12 of the Securities Exchange Act of 1934

As of **December 31, 2022** December 31, 2023, Context Therapeutics Inc. (the "Company," "we," "our" and "us") maintained one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), our common stock, par value \$0.001 per share (the "Common Stock").

The following is a description of the material terms of our Common Stock. The description is qualified in its entirety by reference to our Amended and Restated Certificate of Incorporation (our "certificate of incorporation"), our Amended and Restated Bylaws (our "bylaws") and the applicable provisions of the Delaware General Corporation Law, as amended (the "DGCL"). Our certificate of incorporation and our bylaws are incorporated by reference as exhibits to the Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023.

General

Our authorized capital stock consists of:

- 100,000,000 shares of common stock, par value \$0.001 per share; and
- 10,000,000 shares of preferred stock, par value \$0.001 per share.

Voting Rights

Each holder of our common stock is entitled to one vote for each share on all matters submitted to a vote of the stockholders, including the election of directors. Our stockholders do not have cumulative voting rights in the election of directors. Accordingly, holders of a majority of the voting shares are able to elect all of the directors.

Dividends

Subject to preferences that may be applicable to any then outstanding preferred stock, holders of our common stock are entitled to receive dividends, if any, as may be declared from time to time by our board of directors out of legally available funds.

Liquidation

In the event of our liquidation, dissolution or winding up, holders of our common stock will be entitled to share ratably in the net assets legally available for distribution to stockholders after the payment of all of our debts and other liabilities and the satisfaction of any liquidation preference granted to the holders of any then outstanding shares of preferred stock.

Rights and Preferences

Holders of our common stock have no preemptive, conversion, subscription or other rights, and there are no redemption or sinking fund provisions applicable to our common stock. The rights, preferences and privileges of the holders of our common stock are subject to and may be adversely affected by the rights of the holders of shares of any series of our preferred stock that we may designate in the future.

Listing

Our common stock is listed on The Nasdaq Capital Market under the symbol "CNTX."

Transfer Agent

The transfer agent and registrar for our common stock is American Stock Transfer & Equiniti Trust Company, LLC.

Anti-takeover effects of provisions of our certificate of incorporation, our bylaws and the DGCL

Some provisions of the DGCL, our certificate of incorporation and our bylaws contain provisions that could make the following transactions more difficult: acquisition of us by means of a tender offer; acquisition of us by means of a proxy contest or otherwise; or removal of our incumbent officers and directors. It is possible that these provisions could make it more difficult to accomplish or could deter transactions that stockholders may otherwise consider to be in their best interests or in our best interests, including transactions that might result in a premium over the market price for our shares.

These provisions, summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with our board of directors. We believe that the benefits of increased protection of our potential ability to negotiate with the

proponent of an unfriendly or unsolicited proposal to acquire or restructure us outweigh the disadvantages of discouraging these proposals because negotiation of these proposals could result in an improvement of their terms.

Delaware anti-takeover statute

We are subject to Section 203 of the DGCL, which prohibits persons deemed "interested stockholders" from engaging in a "business combination" with a publicly-held Delaware corporation for three years following the date these persons become interested stockholders unless the business combination is, or the transaction in which the person became an interested stockholder was, approved in a prescribed manner or another prescribed exception applies. Generally, an "interested stockholder" is a person who, together with affiliates and associates, owns, or within three years prior to the determination of interested stockholder status did own, 15% or more of a corporation's voting stock. Generally, a "business combination" includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. The existence of this provision may have an anti-takeover effect with respect to transactions not approved in advance by the board of directors, such as discouraging takeover attempts that might result in a premium over the market price of our common stock.

No Written Consent of Stockholders

Our certificate of incorporation provides that all stockholder actions are required to be taken by a vote of the stockholders at an annual or special meeting, and that stockholders may not take any action by written consent in lieu of a meeting. This limit may lengthen the amount of time required to take stockholder actions and would prevent the amendment of our bylaws or removal of directors by our stockholders without holding a meeting of stockholders.

Meetings of Stockholders

Our bylaws provide that a special meeting of stockholders may be called only by our chairman of the board of directors, Chief Executive Officer or by a resolution adopted by a majority of our board of directors, and only those matters set forth in the notice of the special meeting may be considered or acted upon at a special meeting of stockholders. Our bylaws also limit the business that may be conducted at an annual meeting of stockholders to those matters properly brought before the meeting.

Advance Notice Requirements

Our bylaws establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of our stockholders. These procedures provide that notice of stockholder proposals must be timely given in writing to our corporate secretary prior to the meeting at which the action is to be taken. Generally, to be timely, notice must be received at our principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary date of the annual meeting for the preceding year. **In addition, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act, generally no later than 60 days prior to the first anniversary of the date of the preceding year's annual meeting.** Our bylaws specify the requirements as to form and content of all stockholders' notices. These requirements may preclude stockholders from bringing matters before the stockholders at an annual or special meeting.

Amendment to Our Certificate of Incorporation

Any amendment of our certificate of incorporation must first be approved by a majority of our board of directors, and if required by law or our certificate of incorporation, must thereafter be approved by a majority of the outstanding shares entitled to vote on the amendment.

Undesignated Preferred Stock

Our certificate of incorporation provides for 10,000,000 authorized shares of preferred stock. The existence of authorized but unissued shares of preferred stock may enable our board of directors to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or otherwise. For example, if in the due exercise of its fiduciary obligations, our board of directors were to determine that a takeover proposal is not in the best interests of our stockholders, our board of directors could cause shares of preferred stock to be issued without stockholder approval in one or more offerings or other transactions that might dilute the voting or other rights of the proposed acquirer or insurgent stockholder or stockholder group. In this regard, our certificate of incorporation grants our board of directors broad power to establish the rights and preferences of authorized and unissued shares of preferred stock. The issuance of shares of preferred stock could decrease the amount of earnings and assets available for distribution to holders of shares of common stock. The issuance may also adversely affect the rights and powers, including voting rights, of these holders and may have the effect of delaying, deterring or preventing a change in control of us.

Director terms; election and removal of directors; filling vacancies

Our directors serve for a three-year term. Because our stockholders do not have cumulative voting rights, our stockholders holding a majority of the shares of common stock outstanding will be able to elect all of our directors. Our certificate of incorporation provides for the removal of any of our directors only for cause. Furthermore, any

vacancy on our board of directors, however occurring, including a vacancy resulting from an increase in the size of the board of directors, may only be filled by the affirmative vote of a majority of the remaining directors then in office. This system of electing and removing directors and filling vacancies may tend to discourage a third party

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from making a tender offer or otherwise attempting to obtain control of us, because it generally makes it more difficult for stockholders to replace a majority of the directors.

Choice of Forum

Our certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the United States District Court for the District of Delaware) will be the sole and exclusive forum for: (1) any derivative action or proceeding brought on our behalf; (2) any action asserting a claim of breach of a fiduciary duty or other wrongdoing by any of our directors, officers, employees or agents to us or our stockholders; (3) any action asserting a claim against us arising pursuant to any provision of the DGCL or our certificate of incorporation or bylaws; (4) any action to interpret, apply, enforce or determine the validity of our certificate of incorporation or bylaws; or (5) any action asserting a claim governed by the internal affairs doctrine. In addition, our certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended (the "Securities Act"). Notwithstanding the foregoing, the exclusive forum provision shall not apply to claims seeking to enforce any liability or duty created by the Exchange Act. Our certificate of incorporation also provides that any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock will be deemed to have notice of and to have consented to these choice of forum provisions. It is possible that a court of law could rule that the choice of forum provisions contained in our certificate of incorporation are inapplicable or unenforceable if they are challenged in a proceeding or otherwise. Although we believe these provisions benefit us by providing increased consistency in the application of Delaware law and the Securities Act for the specified types of actions and proceedings, the provisions may have the effect of discouraging lawsuits against us or our directors and officers.

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Exhibit 10.23

CERTAIN CONFIDENTIAL INFORMATION CONTAINED IN THIS DOCUMENT, MARKED BY [*], HAS BEEN OMITTED BECAUSE IT IS BOTH NOT MATERIAL AND IS THE TYPE THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL**

AMENDMENT 1 TO RESEARCH COLLABORATION AND LICENSE AGREEMENT

THIS AMENDMENT 1 TO RESEARCH COLLABORATION AND LICENSE AGREEMENT ("Amendment"), is entered into as of the 20 day of March, 2023 ("Effective Date") by and between Integral Molecular, Inc. a Delaware corporation ("Integral"), and Context Therapeutic, LLC, a Delaware limited liability company ("Context"). Integral and Context may each be referred to herein as a "Party" and collectively, the "Parties".

RECITALS:

A. Integral and Context entered into that certain Research Collaboration and License Agreement on April 6, 2021 ("Agreement") regarding Integral's license of certain rights related to its CLDN6 asset to Context on the terms and conditions set forth in the Agreement.

B. Pursuant to Section 5.3(c) of the Agreement, Integral obtained research funding that Integral elected to apply to one or more parts of the Research Plan performed in 2022, and therefore the Parties wish to amend some of the Development Milestone Payment amounts and timelines in connection with such research funding received and used by Integral in connection with the Project, as well as to make an additional adjustment to such Development Milestone and Development Milestone Payments. Additional research funding, if any, applied to the Research Plan after December 31, 2022 will be added to subsequent Development Milestone Payments.

AGREEMENTS:

NOW, THEREFORE, for good, fair and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Integral and Context agree as follows:

1. **Amendment to Fees and Payments of Agreement**

a. Section 5.4 of the Agreement shall be amended as of the Effective Date so that the Development Milestone and Development Milestone Payments set forth therein shall be amended and restated as follows:

Development Milestone	Development Milestone Payment
1. Delivery of Bispecific Antibody that meets the JRC established criteria for Proposed Panel Nomination II in accordance with the Research Plan in Exhibit A (line 30)	\$[***]*
1. FPFV of the first Phase 1 Trial of a Licensed Product	\$[***]**
1. FPFV of POC Trial (Ph 1b/2 or Ph 2) of a Licensed Product	\$[***]
1. FPFV of 2nd POC Trial (Ph 1b/2 or Ph 2) of a Licensed Product	\$[***]
1. FPFV of the first Phase 3 Trial of a Licensed Product	\$[***]
1. U.S. Approval of a Licensed Product	\$[***]
1. European Approval of a Licensed Product	\$[***]
1. U.K. Approval of a Licensed Product	\$[***]
1. Japan Approval of a Licensed Product	\$[***]

*Previously paid.

Inclusive of \$[*] of research funding applied by Integral for services provided under the Research Plan through December 31, 2022.

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2. **Entire Agreement**. Each Party acknowledges that this Amendment, together with the Agreement, constitutes the entire agreement of the Parties with respect to the subject matter hereof. Defined terms used herein but not otherwise defined shall have the meaning ascribed to them in the Agreement.

3. **Full Force and Effect**. Except as expressly amended hereby, all of the other terms and conditions of the Agreement shall remain unchanged and in full force and effect in accordance with their original terms.

4. **Authority**. Each Party hereby represents and warrants that it has full power and authority to enter into this Amendment.

[Signature Page Follows]

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IN WITNESS WHEREOF, this Amendment was executed effective on the Effective Date first above written.

INTEGRAL MOLECULAR, INC.

By: /s/ Benjamin Doranz

Name: Benjamin Doranz

Title: President and CEO

CONTEXT THERAPEUTIC, LLC

By: /s/ Martin Lehr

Name: Martin Lehr

Title: Chief Executive Officer

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Exhibit 10.24

TERMINATION AGREEMENT OF THE US.362601598.01

CLINICAL TRIAL COLLABORATION AND SUPPLY AGREEMENT

This TERMINATION AGREEMENT OF THE CLINICAL TRIAL COLLABORATION AND SUPPLY AGREEMENT (this "Agreement"), made as of 21 March 2023 (the "Termination Effective Date"), is by and between Context Therapeutics Inc., having a place of business at 2001 Market Street, Suite 3915, Unit# 15, Philadelphia, PA 19103 USA ("Context"), and Berlin-Chemie AG - Menarini Group, having a place of business at Glienicker Weg 125,12489 Berlin, Germany ("Menarini"). Context and Menarini are each referred to herein individually as a "Party" and collectively the "Parties".

WHEREAS, Context and Menarini previously entered into that certain Clinical Trial Collaboration and Supply Agreement dated August 1, 2022 (the "Collaboration Agreement"); and

WHEREAS, Context has requested Menarini to terminate the Collaboration Agreement and Menarini has agreed to mutually terminate the Collaboration Agreement.

NOW, THEREFORE, Context and Menarini agree as follows:

1. Termination.

The Collaboration Agreement and all licenses granted thereunder are hereby terminated and the collaboration on the Study shall cease effective as of the Termination Effective Date; provided, however, that (A) the Parties agree that the applicable provisions of the Collaboration Agreement that are intended to survive the termination of the Collaboration Agreement shall apply to the rights and obligations of the parties under the Agreement after the Termination Effective Date and shall continue to be in full force and effect as provided for in the Collaboration Agreement, (B) the Parties shall reasonably cooperate towards an orderly wind-down of the Study in a manner medically necessary to safely transition patients out of the Study, including as provided for in the Collaboration Agreement and Context, as Study sponsor, shall abide by all Applicable Law with respect to such wind-down; and (C) with respect to Menarini Compound supplied by Menarini under the Collaboration Agreement still unused at the completion of the wind-down of the Study and after completion of any patient's use of the Menarini Compound that are transferred from the Study to compassionate use ("Unused Menarini Compound"), Context shall (or shall have), at its sole care and costs: (i) destroy and certify the destruction of such part of Menarini Compound already delivered to Study sites and which may not be administered to any other patient, and (ii) return to Menarini the rest of the Unused Menarini Compound, which returned Menarini Compound shall be relabeled or destroyed by Menarini at its sole care and cost pursuant to Applicable Law. Except as expressly set forth herein, this Agreement shall not limit or otherwise affect any term or provision of the Collaboration Agreement. This Agreement and the Collaboration Agreement are construed as a single agreement between the Parties.

2. Counterparts and Due Execution

This Agreement and any amendment may be executed in two (2) or more counterparts (including by way of electronic transmission), each of which shall be deemed an original, but all of which together shall constitute one and the same instrument, notwithstanding any electronic transmission, storage, and printing of copies of this Agreement from computers or printers. When executed by the Parties, this Agreement shall constitute an original instrument, notwithstanding any electronic transmission, storage, and printing of copies of this Agreement from computers or printers. For clarity, signatures transmitted via PDF shall be treated as original signatures.

[Remainder of page intentionally left blank.]

Page 1 of 2

IN WITNESS WHEREOF, the respective representatives of the Parties have executed this Agreement as of the Termination Effective Date.

Context Therapeutics Inc.

By: /s/ Martin Lehr

Name: Martin Lehr

Title: Chief Executive Officer

Berlin-Chemie AG

By: /s/ Dr. Attilio Sebastio

Name: Dr. Attilio Sebastio

Title: Chief Financial Officer

By: /s/ Dr. Luca Lastrucci

Name: Dr. Luca Lastrucci

Title: Chairman of the Executive Board

Page 2 of 2

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements of Context Therapeutics Inc. on Form S-3 (No. 333-268266) 333-268266 and 333-261599) and Form S-8 (No. 333-260385 333-270759, 333-263789 and 333-263789) 333-260385) of our report dated March 22, 2023 March 21, 2024, on our audits of with respect to the consolidated financial statements of Context Therapeutics Inc. and Subsidiaries as of December 31, 2022 December 31, 2023 and 2021 2022 and for the years then ended, included in this Annual Report on Form 10-K of Context Therapeutics Inc. for the year ended December 31, 2022 December 31, 2023. Our report includes an explanatory paragraph relating to the Context Therapeutics Inc.'s ability to continue as a going concern.

/s/ CohnReznick LLP

Parsippany, New Jersey

March 22, 2023

21, 2024

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

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REFINITIV 

**PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Martin Lehr, certify that:

1. I have reviewed this Annual Report on Form 10-K of Context Therapeutics 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: **March 22, 2023** **March 21,**
2024

By: /s/ Martin Lehr

Martin Lehr
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL
OFFICER PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Jennifer Minai-Azary, certify that:

1. I have reviewed this Annual Report on Form 10-K of Context Therapeutics 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: March 22, 2023 March 21, 2024

By: /s/ Jennifer Minai-Azary

Jennifer Minai-Azary
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATIONS PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350, as adopted), Martin Lehr, Chief Executive Officer (Principal Executive Officer) of Context Therapeutics Inc. (the "Company"), and Jennifer Minai-Azary, Chief Financial Officer (Principal Financial Officer) of the Company, each hereby certifies that, to the best of his or her knowledge:

- (1) The Company's Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023** (the "Annual Report"), and to which this Certification is attached as Exhibit 32.1, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and
- (2) The information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Date: **March 22, 2023** **March 21, 2024**

/s/ Martin Lehr

Martin Lehr
Chief Executive Officer (Principal Executive Officer)

Date: **March 22, 2023** **March 21, 2024**

/s/ Jennifer Minai-Azary

Jennifer Minai-Azary
Chief Financial Officer (Principal Financial Officer)

"This certification accompanies the Annual Report on Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Context Therapeutics 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-K), irrespective of any general incorporation language contained in such filing."

Exhibit 97

CONTEXT THERAPEUTICS INC.

COMPENSATION RECOVERY POLICY

Effective May 30, 2023

Policy

The Board of Directors (the "Board") of Context Therapeutics Inc. (the "Company") has adopted this Compensation Recovery Policy (this "Policy") pursuant to Rule 10D-1 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), the Securities and Exchange Commission regulations promulgated thereunder, and applicable Nasdaq Stock Market ("Nasdaq") listing standards. Subject to and in accordance with the terms of this Policy, upon a Recoupment Event, each Covered Executive shall be obligated to return to the Company, reasonably promptly, the amount of Erroneously Awarded Compensation that was received by such Covered Executive during the Lookback Period.

Administration

This Policy will be administered by the Board or, if so designated by the Board, the Compensation Committee of the Board, in which case references herein to the Board shall be deemed references to the Compensation Committee. Any determinations made by the Board or, if applicable, the Compensation Committee, will be final and binding on all affected individuals.

Definitions

"Accounting Restatement" means an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (commonly referred to as a "Big R" restatement), or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (commonly referred to as a "little r" restatement).

"Covered Executive" means each individual who is or was designated as an officer of the Company in accordance with Rule 16a-1(f) of the Exchange Act. At a minimum, executive officers identified pursuant to Item 401(b) of Regulation S-K would be included.

"Erroneously Awarded Compensation" means, with respect to each Covered Executive in connection with an Accounting Restatement, the excess of the amount of Incentive-Based Compensation received by the Covered Executive during the Lookback Period over the amount of Incentive-Based Compensation that otherwise would have been received had it been determined based on the restated amounts, computed without regard to any taxes paid. For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an accounting restatement: (a) the amount must be based on a reasonable estimate of the effect of the accounting restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was received; and (b) the Company must maintain

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documentation of the determination of that reasonable estimate and provide such documentation to Nasdaq.

"Financial Reporting Measures" are any measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures derived wholly or in part from such measures. Stock price and total shareholder return are also Financial Reporting Measures. A Financial Reporting Measure need not be presented within the financial statements or included in a filing with the SEC.

"Incentive-Based Compensation" is any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

"Lookback Period" means the three completed fiscal years immediately preceding the Required Restatement Date and any transition period (that results from a change in the Company's fiscal year) of less than nine months within or immediately following those three completed fiscal years.

A **"Recoupment Event"** occurs when the Company is required to prepare an Accounting Restatement.

"Required Restatement Date" means the earlier to occur of: (a) the date the Company's Board, a committee of the Board, or the officer(s) of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement, or (b) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.

"Section 409A" means Section 409A of the Internal Revenue Code and the regulations and guidance promulgated thereunder.

Amount Subject to Recovery

Incentive-Based Compensation received (i) on or after the original effective date of this Policy (even if such Incentive-Based Compensation was approved, awarded or granted prior to the effective date), (ii) after an individual became a Covered Executive and (iii) while the Company has a class of securities listed on a national securities exchange or national securities association, shall be subject to potential recovery under this Policy.

The amount of Incentive-Based Compensation subject to recovery from a Covered Executive upon a Recoupment Event is the Erroneously Awarded Compensation, which amount shall be determined by the Board.

For purposes of this Policy, Incentive-Based Compensation is deemed "received" in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

Recovery of Erroneously Awarded Compensation

Promptly following a Recoupment Event, the Board will determine the amount of Erroneously Awarded Compensation for each Covered Executive, and the Company will provide

US.357612041.02

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each such Covered Executive with a written notice of such amount and a demand for repayment or return. Upon receipt of such notice, each affected Covered Executive shall promptly repay or return such Erroneously Awarded Compensation to the Company.

If such repayment or return is not made within a reasonable time, the Company shall recover Erroneously Awarded Compensation in a reasonable and prompt manner using any lawful method, which may include, without limitation:

- requiring reimbursement of cash previously paid, as well as any Erroneously Awarded Compensation that is deferred and not yet payable, including any interest or earnings accrued;
- seeking recovery of any shares of Company stock that are Erroneously Awarded Compensation;
- seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;
- offsetting such amount from any compensation the Company otherwise owes to the Covered Executive;
- cancelling outstanding vested or unvested equity awards;
- causing the forfeiture of any unpaid, vested or unvested, compensation; and
- taking any other remedial and recovery action permitted by law;

provided that recovery of any Erroneously Awarded Compensation must be made in compliance with Section 409A. The applicable Covered Executive shall also be required to reimburse the Company for any and all expenses (including legal fees) reasonably incurred by the Company in recovering such Erroneously Awarded Compensation in accordance with the immediately preceding sentence.

Limited Exceptions

Erroneously Awarded Compensation will be recovered in accordance with this Policy unless the Board determines that recovery would be impracticable and one of the following conditions is met:

- the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered, provided the Company has first made a reasonable effort to recover the Erroneously Awarded Compensation; or
- the recovery would likely cause a U.S. tax-qualified retirement plan to fail to meet the requirements of Internal Revenue Code Sections 401(a)(13) and 411(a) and the regulations thereunder.

Reliance on any of the above exemptions will further comply with applicable listing standards, including without limitation, documenting the reason for the impracticability and providing required documentation to Nasdaq.

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No Insurance or Indemnification

The Company will not, and each Covered Executive shall be required to acknowledge that the Company will not, indemnify any Covered Executive against the loss of any Erroneously Awarded Compensation (or related expenses incurred by the Covered Executive) pursuant to a recovery of Erroneously Awarded Compensation under this Policy, nor will it pay or reimburse a Covered Executive for any insurance premiums on any insurance policy obtained by the Covered Executive to protect against the forfeiture or recovery of any compensation pursuant to this Policy.

Interpretation

The Board is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. This Policy shall be applied and interpreted in a manner that is consistent with the requirements of Rule 10D-1 and any applicable regulations, rules or standards adopted by the SEC or the rules of any national securities exchange or national securities association on which the Company's securities are listed. In the event that this Policy does not meet the requirements of Rule 10D-1, the SEC regulations promulgated thereunder, or the rules of any national securities exchange or national securities association on which the Company's securities are listed, this Policy shall be deemed to be amended to meet such requirements.

Reporting

The Company will file all disclosures with respect to this Policy in accordance with the requirements of the federal securities laws, including the disclosure required by the applicable SEC rules and forms.

Amendment; Termination

The Board may amend this Policy in its discretion and shall amend this Policy as it deems necessary to comply with the regulations adopted by the SEC under Rule 10D-1 and the rules of any national securities exchange or national securities association on which the Company's securities are listed. The Board may terminate this Policy at any time. Notwithstanding anything herein to the contrary, no amendment or termination of this Policy shall be effective if that amendment or termination would cause the Company to violate any federal securities laws, SEC rules or the rules of any national securities exchange or national securities association on which the Company's securities are listed.

Other Recoupment Rights

The Board intends that this Policy will be applied to the fullest extent of the law. Any Incentive-Based Compensation provided for in an employment agreement, incentive compensation plan, policy, program or agreement, equity award, or similar plan, program or agreement shall, as a condition to the grant of any benefit thereunder, be subject to the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, incentive compensation plan, policy, program or agreement, equity award, or similar plan, program or agreement and any other legal remedies available to the Company. This Policy is in addition to any other clawback or compensation recovery, recoupment or forfeiture

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policy that may be adopted by the Company from time to time or any laws, rules or listing standards applicable to the Company, including without limitation, the Company's right to recoup any bonus or other compensation subject to Section 304 of the Sarbanes-Oxley Act of 2002.

Successors

This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

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**ACKNOWLEDGMENT TO
CONTEXT THERAPEUTICS INC.
COMPENSATION RECOVERY POLICY**

By signing below, the undersigned acknowledges and confirms that the undersigned has received and reviewed a copy of the Context Therapeutics Inc. (the "Company") Compensation Recovery Policy (as it may be amended and in effect from time to time, the "Policy"). By signing this Acknowledgement, the undersigned acknowledges and agrees that the undersigned is and will continue to be subject to the Policy and that the Policy will apply both during and after the undersigned's employment with, and provision of services to, the Company.

In the event of any inconsistency between the Policy and the terms of any employment or other agreement to which the undersigned is a party, or the terms of any compensation plan, program or agreement under which any compensation has been granted, awarded, earned or paid, the terms of the Policy shall govern.

Further, by signing below, the undersigned agrees to abide by the terms of the Policy, including, without limitation, by forfeiting, returning and/or reimbursing any Erroneously Awarded Compensation (as defined in the Policy) to the Company to the extent required by, and in a manner consistent with, the Policy.

Signature

Printed Name

Date

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