UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2026

OR

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

For the transition period from ___ to ___

Commission File Number: 001-39219

Revolution Medicines, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**47-2029180**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
700 Saginaw Drive	
Redwood City, CA	**94063**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (650) 481-6801

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 $0.0001 Par Value per Share	RVMD	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)
Warrants to purchase 0.1112 shares of common stock expiring December 17, 2026	RVMDW	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

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

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

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

Large accelerated filer	☒	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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of July 31, 2026, the registrant had 214,336,418 shares of common stock, $0.0001 par value per share, outstanding.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements concerning our business, operations and financial performance and condition, as well as our plans, objectives and expectations for our business, operations and financial performance and condition. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that are in some cases beyond our control and may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

In some cases, you can identify forward-looking statements by terminology such as "aim," "anticipate," "assume," "believe," "contemplate," "continue," "could," "due," "estimate," "expect," "goal," "intend," "may," "objective," "plan," "positioned," "potential," "predict," "seek," "should," "target," "will," "would," and other similar expressions that are predictions of or indicate future events and future trends, or the negative of these terms or other comparable terminology. These forward-looking statements include, but are not limited to, statements about:

- the scope, progress, results and costs of developing our product candidates or any other future product candidates, and conducting preclinical studies and clinical trials;
- the scope, progress, results and costs related to the research and development of our pipeline;
- the timing of and costs involved in obtaining and maintaining regulatory approval for any of our current or future product candidates, and any related restrictions, limitations and/or warnings in the label of an approved product candidate;
- our expectations regarding the potential market size and size of the potential patient populations for our product candidates and any future product candidates, if approved for commercial use;
- our ability to maintain and establish new collaborations, licensing or other arrangements and the financial terms of any such agreements;
- our commercialization, marketing and manufacturing capabilities and expectations;
- the rate and degree of market acceptance of our product candidates, as well as the pricing and reimbursement of our product candidates, if approved;
- the implementation of our business model and strategic plans for our business, product candidates and technology, including additional indications for which we may pursue;
- the scope of protection we are able to establish and maintain for intellectual property rights covering our product candidates, including the projected term of patent protection;
- our expectations regarding our ability to obtain, maintain, enforce and defend our intellectual property protection for our product candidates;
- estimates of our expenses, future revenue, capital requirements, our needs for additional financing and our ability to obtain additional capital;
- developments and projections relating to our competitors and our industry, including competing therapies and procedures;
- regulatory and legal developments in the United States and foreign countries;
- the performance of our third-party suppliers and manufacturers;
- our ability to attract and retain key scientific or management personnel; and
- other risks and uncertainties, including those listed under the caption "Risk Factors."

We have based these forward-looking statements largely on management's current expectations, estimates, forecasts and projections about our business and the industry in which we operate and management's beliefs and assumptions. These forward-looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond our control. These forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q and are subject to a number of risks, uncertainties and assumptions described in the section titled "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q. Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, you should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Except as required by applicable law, we undertake no obligation to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events or otherwise.

In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain, and you are cautioned not to unduly rely upon these statements.

Investors and others should note that we may announce material business and financial information to our investors using our investor relations website (ir.revmed.com), Securities and Exchange Commission (SEC) filings, webcasts, press releases and conference calls. We use these mediums, including our website, to communicate with our investors and the public about our company, our products and other issues. It is possible that the information that we make available may be deemed to be material information. We therefore encourage investors and others interested in our company to review the information that we make available on our website. Information contained on our website is not incorporated into, and does not form a part of, this Quarterly Report.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

REVOLUTION MEDICINES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)
(unaudited)

	June 30, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 815,435	$ 383,745
Marketable securities	3,122,534	1,641,934
Prepaid expenses and other current assets	90,369	49,358
Total current assets	4,028,338	2,075,037
Property and equipment, net	34,608	33,194
Operating lease right-of-use asset	127,844	132,084
Intangible assets, net	55,800	55,800
Goodwill	14,608	14,608
Restricted cash	4,858	4,858
Long-term deposits	42,454	24,148
Other noncurrent assets	14,760	14,779
Total assets	$ 4,323,270	$ 2,354,508
Liabilities and stockholders′ equity		
Current liabilities:		
Accounts payable	$ 88,419	$ 64,616
Accrued expenses and other current liabilities	248,889	209,340
Operating lease liability, current	16,753	16,468
Total current liabilities	354,061	290,424
Deferred tax liability	2,353	2,353
Operating lease liability, noncurrent	137,741	142,234
Liability related to the sale of future royalties	548,542	268,446
Convertible senior notes, noncurrent	487,434	—
Warrant liability	185,253	18,546
Other noncurrent liabilities	1,648	1,208
Total liabilities	1,717,032	723,211
Commitments and contingencies (Note 7)		
Stockholders′ equity:		
Preferred stock, $0.0001 par value; 10,000,000 shares authorized at June 30, 2026 and December 31, 2025; none issued and outstanding at June 30, 2026 and December 31, 2025	—	—
Common stock, $0.0001 par value; 300,000,000 shares authorized as of June 30, 2026 and December 31, 2025; 214,242,688 and 197,001,401 shares issued and outstanding as of June 30, 2026 and December 31, 2025, respectively	21	19
Additional paid-in capital	6,579,456	4,497,143
Accumulated other comprehensive income (loss)	(5,950)	3,237
Accumulated deficit	(3,967,289)	(2,869,102)
Total stockholders′ equity	2,606,238	1,631,297
Total liabilities and stockholders′ equity	$ 4,323,270	$ 2,354,508

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

REVOLUTION MEDICINES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(in thousands, except share and per share data)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Operating expenses:				
Research and development	$ 394,919	$ 224,134	$ 738,889	$ 429,883
General and administrative	110,213	40,580	211,465	75,591
Total operating expenses	505,132	264,714	950,354	505,474
Loss from operations	(505,132)	(264,714)	(950,354)	(505,474)
Non-operating income (expense), net:				
Interest income	35,579	22,404	55,087	47,319
Interest expense	(23,781)	(867)	(35,978)	(867)
Change in fair value of warrant liability	(151,031)	(4,578)	(166,819)	(2,139)
Other expense, net	(6)	(32)	(123)	(42)
Total non-operating income (expense), net	(139,239)	16,927	(147,833)	44,271
Loss before income taxes	(644,371)	(247,787)	(1,098,187)	(461,203)
Net loss	$ (644,371)	$ (247,787)	$ (1,098,187)	$ (461,203)
Net loss per share attributable to common stockholders, basic and diluted	$ (3.06)	$ (1.31)	(5.37)	$ (2.45)
Weighted-average common shares used to compute net loss per share, basic and diluted	210,893,604	188,583,288	204,531,173	188,365,805
Comprehensive loss:				
Net loss	$ (644,371)	$ (247,787)	$ (1,098,187)	$ (461,203)
Other comprehensive loss:				
Foreign currency translation adjustments	(93)	—	(101)	—
Unrealized loss on investments, net	(5,235)	(405)	(9,086)	(19)
Comprehensive loss	$ (649,699)	$ (248,192)	$ (1,107,374)	$ (461,222)

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

REVOLUTION MEDICINES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands, except share data)
(unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income/ (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2025	197,001,401	$ 19	$ 4,497,143	$ 3,237	$ (2,869,102)	$ 1,631,297
Issuance of common stock pursuant to stock option exercises	473,472	—	12,209	—	—	12,209
Issuance of common stock related to vesting of restricted stock units	367,871	—	—	—	—	—
Issuance of common stock from at-the-market offering	2,335,397	—	226,730	—	—	226,730
Exercise of warrants	485	—	57	—	—	57
Stock-based compensation expense	—	—	87,299	—	—	87,299
Foreign currency translation adjustment	—	—	—	(8)	—	(8)
Net unrealized loss on marketable securities	—	—	—	(3,851)	—	(3,851)
Net loss	—	—	—	—	(453,816)	(453,816)
Balance at March 31, 2026	200,178,626	$ 19	$ 4,823,438	$ (622)	$ (3,322,918)	$ 1,499,917
Issuance of common stock pursuant to stock option exercises	1,309,927	1	28,843	—	—	28,844
Issuance of common stock related to vesting of restricted stock units	395,886	—	—	—	—	—
Issuance of common stock from follow-on public offering, net of offering costs of $73,645	12,147,887	1	1,651,354	—	—	1,651,355
Issuance of common stock related to employee stock purchase plan	208,030	—	8,473	—	—	8,473
Exercise of warrants	2,332	—	348	—	—	348
Stock-based compensation expense	—	—	67,000	—	—	67,000
Foreign currency translation adjustment	—	—	—	(93)	—	(93)
Net unrealized loss on marketable securities	—	—	—	(5,235)	—	(5,235)
Net loss	—	—	—	—	(644,371)	(644,371)
Balance at June 30, 2026	214,242,688	$ 21	$ 6,579,456	$ (5,950)	$ (3,967,289)	$ 2,606,238

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

REVOLUTION MEDICINES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands, except share data)
(unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2024	185,896,625	$ 18	$ 4,001,666	$ 1,321	$ (1,737,801)	$ 2,265,204
Issuance of common stock pursuant to stock option exercises	90,043	—	891	—	—	891
Issuance of common stock related to vesting of restricted stock units	271,536	—	—	—	—	—
Exercise of warrants	2	—	1	—	—	1
Stock-based compensation expense	—	—	25,084	—	—	25,084
Net unrealized gain on marketable securities	—	—	—	386	—	386
Net loss	—	—	—	—	(213,416)	(213,416)
Balance at March 31, 2025	186,258,206	$ 18	$ 4,027,642	$ 1,707	$ (1,951,217)	$ 2,078,150
Issuance of common stock pursuant to stock option exercises	121,103	—	1,937	—	—	1,937
Issuance of common stock related to vesting of restricted stock units	361,975	—	—	—	—	—
Issuance of common stock related to employee stock purchase plan	159,984	—	4,644	—	—	4,644
Stock-based compensation expense	—	—	28,830	—	—	28,830
Net unrealized loss on marketable securities	—	—	—	(405)	—	(405)
Net loss	—	—	—	—	(247,787)	(247,787)
Balance at June 30, 2025	186,901,268	$ 18	$ 4,063,053	$ 1,302	$ (2,199,004)	$ 1,865,369

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

REVOLUTION MEDICINES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Six Months Ended June 30,	
	2026	**2025**
Cash flows from operating activities		
Net loss	$ (1,098,187)	$ (461,203)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation expense	154,299	53,914
Depreciation and amortization	4,795	3,984
Change in fair value of warrant liability	166,819	2,139
Non-cash interest expense on liabilities related to sale of future royalties	35,096	866
Non-cash interest expense on convertible senior notes	880	—
Net amortization of premium or discount on marketable securities	(7,556)	(17,560)
Amortization of operating lease right-of-use asset	4,240	3,534
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	(41,011)	(935)
Accounts payable	21,888	491
Accrued expenses and other current liabilities	39,044	12,369
Operating lease liability	(4,208)	(3,056)
Long-term deposits	(18,306)	(4,472)
Other prepaid and noncurrent assets	283	(12,036)
Other noncurrent liabilities	440	5,773
Net cash used in operating activities	(741,484)	(416,192)
Cash flows from investing activities		
Purchases of marketable securities	(2,248,094)	(1,039,327)
Maturities of marketable securities	765,863	1,061,986
Sales of marketable securities	—	6,384
Purchases of property and equipment	(3,824)	(10,716)
Net cash provided by (used in) investing activities	(1,486,055)	18,327
Cash flows from financing activities		
Proceeds from issuance of common stock, net of issuance costs	1,651,355	—
Proceeds from the sale of future royalties, net of issuance costs	245,000	250,000
Proceeds from issuance of common stock pursuant to at-the-market offering, net of issuance costs	226,730	—
Proceeds from issuance of convertible senior notes, net	487,068	—
Proceeds from issuance of common stock under equity incentive plans	41,053	2,828
Proceeds from issuance of common stock related to employee stock purchase plan	8,473	4,644
Proceeds from exercise of warrants	293	1
Deferred offering costs	(743)	(16)
Net cash provided by financing activities	2,659,229	257,457
Net increase (decrease) in cash, cash equivalents and restricted cash	431,690	(140,408)
Cash, cash equivalents and restricted cash - beginning of period	388,603	546,762
Cash, cash equivalents and restricted cash - end of period	$ 820,293	$ 406,354
Reconciliation of cash, cash equivalents and restricted cash to consolidated balance sheets		
Cash and cash equivalents	815,435	402,438
Restricted cash	4,858	3,916
Cash, cash equivalents and restricted cash - end of period	$ 820,293	$ 406,354
Supplemental disclosure of non-cash investing and financing activities		
Purchases of property and equipment in accounts payable and accrued expenses and other current liabilities	$ 3,781	$ 2,907
Unpaid issuance costs on the liability related to the sale of future royalties	—	5,785
Unpaid issuance costs on convertible senior notes	745	—

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

1. Organization

Revolution Medicines, Inc. (the Company) is a late-stage clinical oncology company focused on developing novel targeted therapies for patients with RAS-addicted cancers. The Company was founded in October 2014 and is headquartered in Redwood City, California.

Liquidity

The Company has incurred net operating losses in each year since inception. As of June 30, 2026, the Company had an accumulated deficit of $4.0 billion. Management believes that its existing cash, cash equivalents and marketable securities will enable the Company to fund its planned operations for at least 12 months following the issuance date of these unaudited condensed consolidated financial statements. The Company has been able to fund its operations through the issuance and sale of common stock, the acquisition of EQRx, Inc. (EQRx), the sale of future royalties and the issuance of convertible senior notes. Future capital requirements will depend on many factors, including the timing and extent of spending on research and development. There can be no assurance that, in the event the Company requires additional financing, such financing will be available at terms acceptable to the Company, if at all. Failure to generate sufficient cash flows from operations, raise additional capital and reduce discretionary spending should additional capital not become available, could have a material adverse effect on the Company's ability to achieve its business objectives.

Public offerings

In August 2024, the Company entered into a sales agreement with TD Securities (USA) LLC (TD Cowen) to sell shares of the Company's common stock, from time to time, with aggregate gross proceeds of up to $500 million, through an at-the-market equity offering program (the 2024 ATM). During the year ended December 31, 2024, the Company sold an aggregate of 1,147,893 shares of common stock under the 2024 ATM, resulting in gross proceeds of $60.4 million, with net proceeds to the Company of $59.5 million after deducting commissions and expenses. During the year ended December 31, 2025, the Company sold an aggregate of 6,163,501 shares of common stock under the 2024 ATM, resulting in gross proceeds of $353.4 million, with net proceeds to the Company of $347.9 million after deducting commissions and expenses. In January and February 2026, the Company sold an aggregate of 880,098 shares of common stock under the 2024 ATM, resulting in gross proceeds of $86.1 million. After deducting commissions and expenses of $1.3 million, net proceeds to the Company were $84.8 million.

In February 2026, the Company entered into a sales agreement with TD Cowen to sell shares of the Company's common stock, from time to time, with aggregate gross proceeds of up to $1 billion, through an at-the-market equity offering program (the 2026 ATM). The 2026 ATM replaced the 2024 ATM and any unused balance remaining under the 2024 ATM is no longer available. During the six months ended June 30, 2026, the Company sold an aggregate of 1,455,299 shares of common stock under the 2026 ATM, resulting in gross proceeds of $144.1 million, with net proceeds to the Company of $141.9 million after deducting commissions and expenses.

In April 2026, the Company completed a public offering of 12,147,887 shares of its common stock at a public offering price of $142.00 per share, including the shares sold pursuant to the underwriters' full exercise of their option to purchase additional shares (the Common Stock Offering). The Company received gross proceeds of approximately $1,725.0 million from the Common Stock Offering. Net proceeds were approximately $1,651.4 million from the Common Stock Offering, after deducting underwriting discounts, commissions and offering expenses.

2. Summary of significant accounting policies

Basis of presentation

The unaudited condensed consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States (GAAP) and applicable rules of the Securities and Exchange Commission (SEC) regarding interim financial reporting and, in the opinion of management, include all normal and recurring adjustments which are necessary to state fairly the Company's financial position and results of operations for the reported periods. The accompanying unaudited condensed consolidated financial statements and related financial information should be read in conjunction with the consolidated financial statements and the related notes thereto for the year ended December 31, 2025 included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC on February 25, 2026 (the 2025 Form 10-K). Certain information and footnote disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted in accordance with such rules and regulations. The unaudited condensed consolidated financial statements for the periods ended June 30, 2026 and June 30, 2025 include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances

and transactions have been eliminated in consolidation. The financial results of the Company's activities are reported in United States Dollars.

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 liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its estimates, including clinical accruals, useful lives of property and equipment and intangible assets, impairment of goodwill and intangibles, impairment of in-process research and development and developed technologies, the incremental borrowing rate for determining operating lease assets and liabilities, warrant liabilities, stock-based compensation, the liability related to the sale of future royalties including the estimation of future payments and the related non-cash interest expense. Estimates are based on historical experience, complex judgments, facts and circumstances available at the time and various other assumptions that are believed to be reasonable under the circumstances but are inherently uncertain and unpredictable. Actual results could materially differ from the Company's estimates, and there may be changes to the estimates in future periods.

Concentration of credit risk and other risks and uncertainties

Financial instruments that potentially subject the Company to concentration of credit risk consist of cash, cash equivalents and marketable securities. The Company maintains bank deposits in federally insured financial institutions and these deposits may exceed federally insured limits. The Company is exposed to credit risk in the event of a default by the financial institutions holding its bank deposits and issuers of its investments. The Company's investment policy limits investments to money market funds, certain types of debt securities issued by the U.S. government and its agencies, certificates of deposit, corporate debt and commercial paper, and places restrictions on the credit ratings, maturities and concentration by type and issuer. The Company has not experienced any significant losses on its deposits of cash and cash equivalents or investments.

Pre-launch inventory

Costs relating to raw materials and production of inventory in preparation for product launch prior to regulatory approval are capitalized when future commercialization is considered probable, the future economic benefit is expected to be realized, and the Company believes that material uncertainties related to the ultimate regulatory approval have been significantly reduced. As of June 30, 2026, the Company has not capitalized any inventory costs.

Segment reporting

The Company determines its operating segments based on how the chief operating decision maker (CODM) views and analyzes the segment's operations and performance and allocates resources. The President and Chief Executive Officer is the CODM. The CODM utilizes net loss as the measure of segment profit or loss. The Company has one operating and reportable segment. The Company's CODM manages the Company's operations on a consolidated basis for the purposes of allocating resources and evaluating financial performance. The CODM assesses performance for and decides how to allocate resources based on the Company's cash and investment balance, periodic changes in cash and investments, and net loss, all of which are reported on the Company's consolidated balance sheets, statements of operations and/or statements of cash flows. The measure of segment assets is reported on the consolidated balance sheets as total consolidated assets. Substantially all of the Company's long-lived assets are located in the United States.

In addition to the significant expense categories included within consolidated net loss presented on the Company's condensed consolidated statements of operations, see below for disaggregated amounts that comprise research and development expenses:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2026	2025	Increase/ (decrease)	2026	2025	Increase/ (decrease)
		(in thousands)			(in thousands)	
Third-party research and development expenses[(a)]	$ 232,942	$ 144,138	$ 88,804	$ 441,438	$ 276,881	$ 164,557
Salaries and other employee-related expenses	78,627	41,170	37,457	140,159	78,364	61,795
Stock-based compensation expense	39,311	19,126	20,185	83,949	35,505	48,444
Amortization of intangible assets	—	267	(267)	—	534	(534)
Other research and development costs	44,039	19,433	24,606	73,343	38,599	34,744
Total research and development expense	$ 394,919	$ 224,134	$ 170,785	$ 738,889	$ 429,883	$ 309,006

[a] Third-party research and development expenses are comprised primarily of external costs incurred under agreements with third-party contract organizations, investigative clinical trial sites that conduct research and development activities on the Company's behalf and consultants; costs related to the production of preclinical, clinical and pre-launch inventory, including fees paid to contract manufacturers; and laboratory and vendor expenses related to the execution of discovery programs, preclinical and clinical trials.

Recent accounting pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (FASB), under its ASC or other standard setting bodies, and adopted by the Company as of the specified effective date.

Recently adopted accounting pronouncements

In November 2024, the FASB issued ASU 2024-04, Debt (Topic 470), Debt with Conversion and Other Options (Subtopic 470-20), Induced Conversions of Convertible Debt Instruments. ASU 2024-04 clarifies the requirements for determining whether certain settlements of convertible debt instruments should be accounted for as an induced conversion. The guidance is effective for public business entities for fiscal years beginning after December 15, 2025. Early application is permitted. The Company adopted the standard prospectively for the year ended December 31, 2026. The guidance applies to the Company's convertible senior notes issued in April 2026. The adoption of the standard did not have a material impact on the Company's consolidated financial statements.

Recently announced accounting pronouncements

In November 2024, the FASB issued ASU 2024-03, Disaggregation of Income Statement Expenses (DISE). The new standard requires disclosures about specific types of expenses included in the expense captions presented on the face of the income statement as well as disclosures about selling expenses. The guidance is effective for public business entities for fiscal years (clarified as annual reporting periods by ASU 2025-01, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures Subtopic 220-40 issued in January 2025) beginning after December 15, 2026, and interim periods beginning after December 15, 2027. Early adoption is permitted. The guidance is to be applied prospectively, with the option for retrospective application. The Company is currently evaluating the impact of the standard on its consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40), Targeted Improvements to the Accounting for Internal-Use Software. The new guidance amends the existing standard that refers to various stages of a software development project to align better with current software development methods. The new guidance will be effective for all entities for annual periods beginning after December 15, 2027. The guidance can be applied on a fully prospective basis, a modified basis for in-process projects, or a full retrospective basis. The Company is currently evaluating the impact of the standard on its consolidated financial statements.

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270), Narrow-Scope Improvements. The amendments in this guidance clarify interim disclosure requirements and the applicability of Topic 270 resulting in a comprehensive list of interim disclosures with a goal to enhance consistency in interim reporting for all entities. The guidance will be effective for interim reporting periods within annual reporting periods beginning after December 15, 2027, with early adoption permitted. The amendments in this Update can be applied either prospectively or retrospectively to any or all prior periods presented in the financial statements. The Company is currently evaluating the impact of the standard on its consolidated financial statements.

3. Fair value measurements

The carrying amounts of certain of the Company's financial instruments, including cash equivalents, accounts payable, and accrued expenses and other current liabilities approximate fair value due to their relatively short maturities and market interest rates, if applicable. The Company's marketable securities measured at fair value on a recurring basis are classified within the fair value hierarchy as described below.

Assets and liabilities recorded at fair value on a recurring basis in the consolidated balance sheets are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the exchange price that would be received for an asset or an exit price that would be paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The authoritative guidance on fair value measurements establishes a three-tier fair value hierarchy for disclosure of fair value measurements as follows:

Level 1—Observable inputs such as unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date;

Level 2—Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset or liability. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active; and

Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following table presents information about the Company's financial assets and liabilities that are measured at fair value and indicates the fair value hierarchy of the valuation:

	June 30, 2026			
	Total	Level 1	Level 2	Level 3
	(in thousands)			
Assets:				
Money market funds	$ 436,756	$ 436,756	$ —	$ —
Commercial paper	569,502	—	569,502	—
U.S. government and agency securities	1,163,860	—	1,163,860	—
Corporate bonds	1,712,855	—	1,712,855	—
Total	$ 3,882,973	$ 436,756	$ 3,446,217	$ —
Liabilities:				
Warrant liabilities	185,253	103,535	81,718	—
Total	$ 185,253	$ 103,535	$ 81,718	$ —

	December 31, 2025			
	Total	Level 1	Level 2	Level 3
	(in thousands)			
Assets:				
Money market funds	$ 369,376	$ 369,376	$ —	$ —
Commercial paper	75,080	—	75,080	—
U.S. government and agency securities	690,683	—	690,683	—
Corporate bonds	889,057	—	889,057	—
Total	$ 2,024,196	$ 369,376	$ 1,654,820	$ —
Liabilities:				
Warrant liabilities	18,546	10,376	8,170	—
Total	$ 18,546	$ 10,376	$ 8,170	$ —

Money market funds are measured at fair value on a recurring basis using quoted prices. U.S. government debt securities, government agency bonds, certificates of deposit, commercial paper and corporate bonds are measured at fair value, which is derived from independent pricing sources based on quoted prices in active markets for similar securities.

There were no transfers between Levels 1, 2 or 3 for any of the periods presented.

The fair value of the public warrants was determined using observable listed market prices for such warrants and is categorized as Level 1. The fair value of the private warrants is categorized as Level 2 because, while the private warrants are not actively traded, their value is derived from the observable market price of the public warrants, as the warrants have substantially similar terms.

4. Available-for-sale securities

The following tables summarize the amortized cost and estimated fair value of the Company's available-for-sale marketable securities and cash equivalents and the gross unrealized gains and losses:

	June 30, 2026			
	Amortized cost	Gross unrealized gain	Gross unrealized loss	Estimated fair value
	(in thousands)			
Marketable securities:				
Commercial paper	$ 252,580	$ 2	$ (110)	$ 252,472
U.S. government and agency securities	1,165,385	61	(2,734)	1,162,712
Corporate bonds	1,710,377	86	(3,113)	1,707,350
Total marketable securities	3,128,342	149	(5,957)	3,122,534
Cash equivalents:				
Money market funds	436,756	—	—	436,756
Commercial paper	317,072	1	(43)	317,030
U.S. government and agency securities	1,148	—	—	1,148
Corporate bonds	5,504	1	—	5,505
Total cash equivalents	760,480	2	(43)	760,439
Total available-for-sale securities	$ 3,888,822	$ 151	$ (6,000)	$ 3,882,973

	December 31, 2025			
	Amortized cost	Gross unrealized gain	Gross unrealized loss	Estimated fair value
	(in thousands)			
Marketable securities:				
Commercial paper	$ 62,380	$ 16	$ (3)	$ 62,393
U.S. government and agency securities	689,258	1,432	(7)	690,683
Corporate bonds	887,058	1,833	(33)	888,858
Total marketable securities	1,638,696	3,281	(43)	1,641,934
Cash equivalents:				
Money market funds	369,376	—	—	369,376
Commercial paper	12,688	—	(1)	12,687
Corporate bonds	199	—	—	199
Total cash equivalents	382,263	—	(1)	382,262
Total available-for-sale securities	$ 2,020,959	$ 3,281	$ (44)	$ 2,024,196

The amortized cost and estimated fair value of the Company's available-for-sale securities by contractual maturity are summarized below as of June 30, 2026:

	June 30, 2026			
	Amortized cost	Gross unrealized gain	Gross unrealized loss	Estimated fair value
	(in thousands)			
Mature in one year or less	$ 2,468,017	$ 148	$ (1,738)	$ 2,466,427
Mature after one year through two years	1,420,805	3	(4,262)	1,416,546
Total available-for-sale securities	$ 3,888,822	$ 151	$ (6,000)	$ 3,882,973

5. Balance sheet components

Property and equipment, net

Property and equipment, net consisted of the following:

	June 30, 2026	December 31, 2025
	(in thousands)	
Laboratory equipment	$ 35,506	$ 30,098
Leasehold improvements	22,602	22,278
Computer equipment and software	7,275	7,322
Furniture and fixtures	1,952	1,955
Construction in progress	111	54
	67,446	61,707
Less: accumulated depreciation	(32,838)	(28,513)
Property and equipment, net	$ 34,608	$ 33,194

Depreciation expense for property and equipment amounted to $2.1 million and $1.7 million for the three months ended June 30, 2026 and 2025, respectively, and $4.3 million and $3.3 million for the six months ended June 30, 2026 and 2025, respectively.

Accrued expenses and other current liabilities

Accrued expenses and other current liabilities consisted of the following:

	June 30, 2026	December 31, 2025
	(in thousands)	
Accrued compensation	$ 64,686	$ 58,192
Accrued research and development	170,116	137,153
Accrued professional services	8,942	6,137
Other	5,145	7,858
Total accrued expenses and other current liabilities	$ 248,889	$ 209,340

6. Intangible assets and goodwill

Intangible assets, net

Intangible assets, net consist of the following as of June 30, 2026:

	Gross value	Accumulated amortization	Net book value	Weighted-average remaining useful life
		(in thousands)		(in years)
In-process research and development — RAS Programs	$ 55,800	$ —	$ 55,800	n/a
Developed technology — tri-complex platform	7,480	(7,480)	—	—
Total	$ 63,280	$ (7,480)	$ 55,800	

Amortization expense amounted to zero and $0.3 million for the three months ended June 30, 2026 and 2025, respectively, and zero and $0.5 million for the six months ended June 30, 2026 and 2025, respectively. The tri-complex platform was fully amortized as of December 31, 2025.

Intangible assets, net consisted of the following as of December 31, 2025:

	Gross value	Accumulated amortization	Net book value	Weighted-average remaining useful life
		(in thousands)		(in years)
In-process research and development — RAS Programs	$ 55,800	$ —	$ 55,800	n/a
Developed technology — tri-complex platform	7,480	(7,480)	—	—
Total	$ 63,280	$ (7,480)	$ 55,800	

Goodwill

The following summarizes the change in the carrying value of goodwill for the three and six months ended June 30, 2026:

	Amount
	(in thousands)
Balance at December 31, 2025	$ 14,608
Adjustment	—
Balance at June 30, 2026	$ 14,608

No impairment has been recognized during the three or six months ended June 30, 2026. Goodwill recorded is not deductible for income tax purposes.

7. Commitments and contingencies

Leases

The Company's operating lease arrangements primarily consist of office, laboratory, and research and development space in Redwood City, California, with lease terms extending through December 31, 2035, and certain options to extend.

For operating lease arrangements recognized under ASC 842, the Company recognizes lease cost on a straight-line basis over the lease term.

The Company has also entered into sublease arrangements for certain facilities, which are accounted for as operating leases. Sublease income is recognized on a straight-line basis over the applicable sublease terms.

The Company maintains letters of credit for the benefit of the landlord which are classified as restricted cash in the condensed consolidated balance sheets. Restricted cash related to letters of credit due to the landlord was $4.6 million as of June 30, 2026 and December 31, 2025.

Through June 30, 2026, the landlord had provided the Company with $20.3 million in tenant improvement allowances, which were recognized as lease incentives. The lease incentives are being amortized as an offset to rent expense over the lease term in the unaudited condensed consolidated statements of operations and comprehensive loss.

The balance sheet classification of the Company's operating lease liabilities was as follows:

	June 30, 2026	December 31, 2025
	(in thousands)	
Operating lease liabilities:		
Operating lease liability – current	$ 16,753	$ 16,468
Operating lease liability – noncurrent	137,741	142,234
Total operating lease liabilities	$ 154,494	$ 158,702

The components of lease costs for the three and six months ended June 30, 2026 and 2025 were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
	(in thousands)		(in thousands)	
Operating lease cost	$ 5,301	$ 4,262	$ 10,688	$ 9,085
Less: Sublease income	(1,185)	(610)	(2,369)	(1,878)
Total operating lease cost, net[(1)]	$ 4,116	$ 3,652	$ 8,319	$ 7,207

(1) Net lease cost does not include short-term lease and variable lease costs, which were immaterial.

As of June 30, 2026, the maturities of the Company's operating lease liabilities were as follows (in thousands):

2026 (remaining six months)	$ 10,671
2027	20,210
2028	21,861
2029	22,626
2030	23,418
Thereafter	129,936
Total undiscounted lease payments	$ 228,722
Less: Imputed interest	(70,158)
Less: Lease receivable	(4,070)
Total operating lease liabilities	$ 154,494

Operating lease liabilities are based on the net present value of the remaining lease payments over the remaining lease term. In determining the present value of lease payments, the Company uses its incremental borrowing rate. The weighted-average discount rate used to determine the operating lease liability was 7.97%. As of June 30, 2026 and December 31, 2025, the weighted-average remaining lease term was 9.5 years and 10.0 years, respectively.

Legal matters

From time to time, the Company may be involved in litigation related to claims that arise in the ordinary course of its business activities. Defending such proceedings is costly and can impose a significant burden on management and employees. The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources, and other factors. The Company accrues for these matters when it is probable that losses will be incurred and these losses can be reasonably estimated.

On December 9, 2024, Nemeth v. Casdin, et al., Case No. 2024-1268-PAF (Del. Ch.), was filed in the Court of Chancery of the State of Delaware (the Complaint) arising from CM Life Sciences III, Inc.'s (CMLS III) December 17, 2021 merger with EQRx, Inc. (Legacy EQRx) (the Merger). The Complaint was filed by former stockholders of CMLS III and brings claims for breach of fiduciary duty and unjust enrichment against members of CMLS III's board of directors, CMLS III's officers, and CMLS III's sponsor in connection with the Merger. The Complaint also brings claims for aiding and abetting breaches of fiduciary duties against certain investment firms involved with the merger process, the Company, solely as successor-in-interest to EQRx, and Legacy EQRx's former Executive Chairman and CEO, Alexis Borisy, who is also on the Company's board of directors. Defendants moved to dismiss the Complaint in February 2025. The parties reached an agreement to resolve the matter, which was filed with the court on January 6, 2026. The court entered an Order and Final Judgment approving the settlement and dismissing the action with prejudice on June 18, 2026.

Indemnification

The Company enters into standard indemnification arrangements in the ordinary course of business. Pursuant to these arrangements, the Company indemnifies, holds harmless and agrees to reimburse the indemnified parties for losses suffered or incurred by the indemnified party, in connection with any trade secret, copyright, patent or other intellectual property infringement claim by any third party with respect to its technology. The term of these indemnification agreements is generally perpetual any time after the execution of the agreement. The maximum potential amount of future payments the Company could be required to make under these arrangements is not determinable. The Company has not incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, the Company believes the fair value of these agreements is minimal.

Other

The Company enters into agreements in the ordinary course of business with contract research organizations for clinical trials, contract manufacturing organizations to provide clinical trial materials and with vendors for preclinical studies and other services and products for operating purposes, which are generally cancelable at any time by the Company upon 30 to 90 days' prior written notice.

8. Liability related to the sale of future royalties

In June 2025, the Company entered into a revenue participation right purchase and sale agreement (the Royalty Purchase Agreement) with Royalty Pharma Investments 2019 ICAV (Royalty Pharma). Pursuant to the Royalty Purchase Agreement, Royalty Pharma purchased from the Company the right to receive tiered royalty payments with respect to worldwide net product sales of (i) RMC-6236 Products and (ii) RMC-9805 Products, if an RMC-9805 Product is approved for the same indication or subset of the same indication for which an RMC-6236 Product is approved (the Royalty Payments) for an upfront payment of $250.0 million.

In May 2026, the Company received a $250.0 million payment from Royalty Pharma in exchange for additional rights to Royalty Payments in connection with the Tranche 2 funding trigger under the Royalty Purchase Agreement. In exchange for the first two tranches under the Royalty Purchase Agreement (the upfront payment of $250.0 million and this Tranche 2 funding), Royalty Pharma is entitled to receive total Royalty Payments equal to 4.55% of annual net sales up to $2.0 billion, 2.50% of annual net sales between $2.0 billion and $4.0 billion, 1.00% of annual net sales between $4.0 billion and $8.0 billion, and no Royalty Payments on sales in excess of $8.0 billion.

The Royalty Purchase Agreement provides for up to an additional $750.0 million of potential purchases of additional Royalty Payments. In each case of the following, at the Company's election, Royalty Pharma will purchase the rights to additional Royalty Payments in exchange for (x) a payment of up to $250.0 million, if, prior to July 1, 2028, RMC-6236 receives FDA approval for the second-line treatment of patients with metastatic PDAC (Tranche 3), (y) a payment of up to $250.0 million, if the Company meets a specified net sales milestone prior to January 1, 2029 (Tranche 4), and (z) payments of (1) up to $100.0 million, if prior to January 1, 2030, there is a positive data readout from a potential Phase 3 clinical trial for the first-line treatment of metastatic PDAC involving either an RMC-6236 Product or an RMC-9805 Product, in each case, showing that the applicable Company compound meets an agreed-upon endpoint in a statistically significant manner and the FDA accepts a New Drug Application (or a supplemental application or an amendment to an existing application) on the basis of such readout, and (2) a payment of up to the difference of (I) $250.0 million and (II) the purchase price of any Royalty Payments purchased pursuant to clause (z)(1) above, if prior to January 1, 2030, there is a positive data readout from a potential Phase 3 clinical trial for the first-line treatment of metastatic PDAC involving either an RMC-6236 Product or an RMC-9805 Product, in each case, showing that the applicable Company compound meets an agreed-upon endpoint in a statistically significant manner and the earlier of (A) the Company's determination to proceed with the preparation and submission of an application for marketing approval to the FDA, the European Medicines Agency (EMA) or the United Kingdom Medicines and Healthcare products Regulatory Agency (MHRA) on the basis of such readout or (B) the submission of an application for marketing approval to the FDA, EMA or MHRA on the basis of such readout (Tranche 5).

If Tranches 3 through 5 are all purchased in their entirety, Royalty Pharma would be entitled to receive total Royalty Payments equal to 7.80% of annual net sales up to $2.0 billion, 4.55% of annual net sales between $2.0 billion and $4.0 billion, 2.40% of annual net sales between $4.0 billion and $8.0 billion, and no Royalty Payments on sales in excess of $8.0 billion. If the Company elects not to draw the full amount of any of the optional tranches, the associated royalty rates would be proportionately lower for each of the net sales tiers.

Additionally, the Royalty Purchase Agreement provides for an upward adjustment to the Royalty Payment rates in the years from 2030 to 2041 in the event that annual net sales in the immediate prior year are below an agreed-upon threshold. The upward adjustment to the Royalty Payment rates applies only to the $0 to $2 billion annual net sales tier, and the adjusted total Royalty Payment rate for this tier remains in the single digits. Any upward adjustment will revert back to the original Royalty Payment rates in the event that annual net sales are above a different agreed-upon threshold.

The Company's obligations under the Royalty Purchase Agreement will terminate upon the fifteenth anniversary of the first commercial sale of an RMC-6236 Product in the United States (or in the European Union for ex-U.S. sales).

The Royalty Purchase Agreement contains customary representations, warranties and indemnities of the Company and Royalty Pharma, and customary covenants on the part of the Company.

The Company has accounted for the Royalty Purchase Agreement as a debt financing, primarily because it has significant continuing involvement in generating the future revenue on which the Royalty Payments are based. The financing liability associated with the Royalty Payments and the related interest expense are measured based on the Company's current estimate of the timing and amount of expected future Royalty Payments expected to be paid over the estimated term of the Royalty Purchase Agreement. The liability is amortized using the effective interest rate method, resulting in recognition of interest expense over the estimated term of the Royalty Purchase Agreement.

The upfront $250.0 million and the Tranche 2 $250.0 million were both recorded as a liability and measured at amortized cost. Aggregate debt issuance costs of $10.8 million were recorded as a direct deduction from the carrying amount of the liability and are

amortized to interest expense using the effective interest method over the estimated term of the Royalty Purchase Agreement. The effective interest rate for the liability was determined based on the Company's projections of future Royalty Payments. The Company evaluates the estimated timing and amount of future Royalty Payments each reporting period and will revise the effective interest rate prospectively if those estimates change materially.

The carrying value of the liability related to the sale of future royalties approximates fair value as of June 30, 2026 and is classified as either current or noncurrent based on the estimated timing of future Royalty Payments. The Company's projections of future Royalty Payments are subject to significant estimation uncertainty and are based on various assumptions, including expected commercial launch timelines, regulatory approval probabilities, and projected net product sales over the term of the agreement. These inputs are considered to be Level 3 inputs in the fair value hierarchy, as they involve significant unobservable inputs and judgment. Changes in these assumptions could have a material impact on the effective interest rate.

The following table shows the activity of the liability related to the sale of future royalties for the six months ended June 30, 2026:

	Amount (in thousands)
Liability related to the sale of future royalties - beginning balance	$ 268,446
Proceeds from the sale of future royalties	250,000
Issuance costs	(5,000)
Non-cash interest expense associated with the sale of future royalties	34,440
Amortization of issuance costs	656
Liability related to the sale of future royalties - ending balance	$ 548,542

9. Term loan facility

In June 2025, the Company entered into a senior secured term loan agreement with Royalty Pharma Development Funding, LLC, as a lender and Wilmington Trust, National Association, as administrative agent (the Loan Agreement). The Loan Agreement provides for up to $750.0 million in term loans (the Term Loan Facility), consisting of three tranches of $250.0 million each. The first tranche is required to be drawn in full by the Company within 45 days following receipt of FDA marketing approval for daraxonrasib for any indication related to metastatic PDAC, if such approval occurs on or before January 1, 2028, unless the Company has previously elected to terminate the Loan Agreement. The second and third tranches are optional and may be drawn in whole or in part upon achievement of specified commercial milestones prior to January 1, 2028.

The maturity date of the facility is the earlier of (i) six years after the funding of the first tranche of term loans and (ii) December 31, 2032. The term loans bear interest at a floating rate equal to the three-month term SOFR (subject to a SOFR floor of 3.5%) plus 5.75%, payable on a quarterly basis. The Company is required to pay an upfront fee equal to 2.0% of the applicable tranche of loans drawn on each funding date. There are no scheduled principal amortization payments prior to maturity.

The Loan Agreement permits voluntary prepayment in full at any time, and also requires mandatory prepayment in connection with a change of control. Prepayments made prior to the second anniversary of the applicable funding date for the applicable tranche of loans are subject to a make-whole premium equal to the foregone interest through the second anniversary, as well as a prepayment premium of 3.00%. Prepayments made on or after the second anniversary but before the third anniversary are subject to a 3.00% prepayment premium, and prepayments made on or after the third anniversary are subject to a 1.00% prepayment premium. No make-whole or prepayment premium is due if repayment occurs at maturity.

The Loan Agreement contains customary affirmative and negative covenants on the part of the Company but does not include any financial covenants.

The Loan Agreement provides an enumerated list of customary events of default whereby certain actions could be exercised against the Company (including, without limitation, (i) the acceleration of all amounts due under the Term Loan Facility; (ii) the application of default rate interest; (iii) the exercise of powers of attorney, voting proxies and other similar rights; (iv) the foreclosure and sale of property and assets and (v) other actions permitted to be taken by a secured creditor).

The term loans are secured by a lien on substantially all of the Company's assets.

As of June 30, 2026, no amounts had been drawn under the Loan Agreement, and no liability was recorded.

10. Convertible senior notes

On April 17, 2026, the Company issued $500.0 million aggregate principal amount of its 0.50% Convertible Senior Notes due 2033 (the 2033 Notes). The net proceeds from the offering, after deducting the underwriting discount of 2.5% of the principal amount and estimated offering expenses, were approximately $487.1 million.

The 2033 Notes are the Company's senior, unsecured obligations and bear interest at a rate of 0.50% per year, payable semiannually in arrears on May 1 and November 1 of each year, beginning on November 1, 2026. The 2033 Notes will mature on May 1, 2033, unless earlier converted, redeemed, or repurchased.

Before February 1, 2033, holders may convert their 2033 Notes only upon the satisfaction of one or more of the following conditions: (i) during any calendar quarter commencing after the calendar quarter ending September 30, 2026 (and only during such calendar quarter), if the last reported sale price per share of the Company's common stock exceeds 130% of the conversion price for at least 20 trading days (whether or not consecutive) during the 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter; (ii) during the five business days immediately after any ten consecutive trading day period in which the trading price per $1,000 principal amount of 2033 Notes is less than 98% of the product of the last reported sale price of the common stock and the conversion rate; (iii) upon the occurrence of certain corporate events or distributions on the Company's common stock; or (iv) if the Company calls the 2033 Notes for redemption. At any time from and including February 1, 2033, holders may convert their 2033 Notes at their option. During the quarter ending June 30, 2026, the conditions allowing holders to convert the 2033 Notes had not been met. Accordingly, the 2033 Notes were not convertible as of June 30, 2026 at the option of the holders thereof, and the 2033 Notes are classified as a noncurrent liability as of that date.

The initial conversion rate is 5.0302 shares of the Company's common stock per $1,000 principal amount of the 2033 Notes, representing an initial conversion price of approximately $198.80 per share. The initial conversion price is subject to customary anti-dilution adjustments and may be increased in connection with certain make-whole fundamental change events, subject to a maximum conversion rate of 7.0422 shares per $1,000 principal amount. Upon conversion, the Company may elect to settle the conversion obligation in cash, shares of the Company's common stock, or a combination of both.

On or after May 6, 2030, and on or before the 31st scheduled trading day before the maturity date, the Company may redeem all or any portion of the 2033 Notes for cash at par plus accrued and unpaid interest, provided that the last reported sale price of the Company's common stock exceeds 130% of the conversion price then in effect for at least 20 trading days during the 30 consecutive trading days ending on, and including, the trading day immediately preceding the notice date. Any redemption of the 2033 Notes also constitutes a make-whole fundamental change. The Company may not redeem fewer than all outstanding 2033 Notes unless at least $100.0 million aggregate principal amount of the 2033 Notes remains outstanding and is not subject to redemption.

If a fundamental change (as defined in the indenture governing the 2033 Notes) occurs, holders may require the Company to repurchase their 2033 Notes at par plus accrued and unpaid interest.

The conversion feature of the 2033 Notes was not bifurcated as an embedded derivative because it is indexed to the Company's own common stock and meets the conditions for equity classification under ASC 815, Derivatives and Hedging.

The following table sets forth the carrying value of the 2033 Notes as of June 30, 2026:

	Amount (in thousands)
Principal amount	$ 500,000
Less: Unamortized issuance costs	(12,566)
Net carrying amount	$ 487,434

The following table sets forth the components of interest expense recognized on the 2033 Notes for the three and six months ended June 30, 2026:

	Amount (in thousands)
Contractual interest expense	$ 514
Amortization of issuance costs	366
Total interest expense recognized	$ 880

As of June 30, 2026, the unamortized issuance costs for the 2033 Notes were approximately $12.6 million and will be amortized over the remaining contractual life of approximately 6.8 years.

The estimated fair value of our 2033 Notes was $625.7 million as of June 30, 2026. This estimate was determined based on prices observed in market trading and differs from its respective carrying values reported in the condensed consolidated balance sheets. The market for trading the 2033 Notes is not considered to be an active market and therefore the estimate of fair value is based on Level 2 inputs of the fair value hierarchy.

The following table sets forth future minimum payments under the 2033 Notes (in thousands):

2026 (remaining six months)	$	1,250
2027		2,500
2028		2,500
2029		2,500
2030		2,500
Thereafter		506,250
Future minimum payments	$	517,500
Less: Interest		(17,500)
2033 Notes, principal amount	$	500,000
Less: Unamortized issuance costs		(12,566)
Net carrying amount	$	487,434

11. Warrant liability

On November 9, 2023 (the Closing Date), the Company completed the acquisition of EQRx (the EQRx Acquisition).

In connection with the EQRx Acquisition, as of the Closing Date, all public warrants of EQRx that were outstanding and unexercised immediately prior to the Closing Date were converted into 11,039,957 publicly traded warrants (Public Warrants) and 8,693,333 private placement warrants of the Company (Private Warrants and, together with the Public Warrants, the Warrants). Each Warrant entitles the holder to purchase 0.1112 shares of the Company's common stock, at an exercise price of $11.50 per such fractional share. The Warrants expire in December 2026.

The Public Warrants and Private Warrants met liability classification requirements because the Warrants contain provisions whereby adjustments to the settlement amount of the Warrants are based on a variable that is not an input to the fair value of a "fix-for-fixed" option and the existence of the potential for net cash settlement for the Warrant holders in the event of a tender offer. In addition, the Private Warrants are potentially subject to a different settlement amount depending upon the holder of the Private Warrants, which precludes them from being considered indexed to the entity's own stock. Therefore, the Warrants are classified as liabilities.

12. Common stock

As of June 30, 2026 and December 31, 2025, the Company's certificate of incorporation authorized the Company to issue 300,000,000 shares of common stock, at a par value of $0.0001 per share. Each share of common stock is entitled to one vote. The holders of common stock are also entitled to receive dividends whenever funds are legally available and when declared by the Board of Directors. As of June 30, 2026, no dividends had been declared.

The Company has reserved shares of common stock for future issuance as follows:

	June 30, 2026	December 31, 2025
Outstanding options to purchase common stock	18,361,684	17,997,616
Unvested restricted stock units of common stock	5,078,440	3,892,030
Available for future issuance under the 2020 Incentive Award Plan	7,147,735	1,395,277
Available for issuance under the 2020 Employee Stock Purchase Plan	7,125,587	5,363,603
Total	37,713,446	28,648,526

13. Stock-based compensation

2020 Incentive Award Plan

In February 2020, the Company adopted the 2020 Incentive Award Plan (the 2020 Plan). The 2020 Plan became effective on February 11, 2020. The 2020 Plan provides for a variety of stock-based compensation awards, including stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, performance bonus awards, performance stock unit awards, dividend equivalents, or other stock or cash based awards. Under the 2020 Plan, the Company generally grants stock-based awards with service-based vesting conditions only. Options and restricted stock unit awards granted typically vest over a four-year period, but may be granted with different vesting terms.

Following the effectiveness of the 2020 Plan, the Company ceased making grants under the 2014 Equity Incentive Plan (the 2014 Plan). However, the 2014 Plan continues to govern the terms and conditions of the outstanding awards granted under it. Shares of

common stock subject to awards granted under the 2014 Plan that are forfeited or lapse unexercised and that were not issued under the 2014 Plan are available for issuance under the 2020 Plan.

2020 Employee Stock Purchase Plan

In February 2020, the Company adopted the 2020 Employee Stock Purchase Plan (the ESPP). Under the ESPP, employees have the ability to purchase shares of the Company's common stock through payroll deductions at a discount during a series of offering periods of 24 months, each comprised of four six-month purchase periods. The purchase price will be the lower of 85% of the closing trading price per share of the Company's common stock on the first day of an offering period in which an employee is enrolled or 85% of the closing trading price per share on the purchase date, which will occur on the last trading day of each purchase period.

For the three and six months ended June 30, 2026, there were 208,030 shares of common stock purchased under the ESPP. As of June 30, 2026, a total of 7,125,587 shares of common stock were available for future issuance under the ESPP. As of June 30, 2026, there was $13.7 million of unrecognized compensation cost related to the ESPP.

Stock options

The following summarizes option activity under both the 2020 Plan and the 2014 Plan:

	Number of Shares underlying options	Weighted-average exercise price	Weighted-average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Balance, December 31, 2025	17,997,616	$ 30.45	7.28	$ 885,485
Options granted	2,293,328	105.54		
Options exercised	(1,783,399)	23.03		
Options cancelled and forfeited	(145,861)	46.51		
Balance, June 30, 2026	18,361,684	$ 40.42	7.27	$ 2,696,546
Options vested and exercisable as of June 30, 2026	9,741,603	$ 25.62	6.01	$ 1,574,800

As of June 30, 2026, there was $277.2 million of unrecognized stock-based compensation expense related to unvested stock options that is expected to be recognized over a weighted-average period of 2.96 years.

Restricted stock units

Activity under the 2020 Plan with respect to the Company's restricted stock units (RSUs) during the six months ended June 30, 2026 was as follows:

	Number of Shares	Weighted-average grant date fair value per share	Weighted-average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Balance, December 31, 2025	3,892,052	$ 39.16	1.50	$ 310,002
RSUs granted	2,053,995	108.68		
RSUs vested	(763,757)	33.61		
RSUs forfeited	(103,850)	53.66		
Balance, June 30, 2026	5,078,440	$ 67.82	1.58	$ 951,090
Expected to vest as of June 30, 2026	5,078,440	$ 67.82	1.58	$ 951,090

The number of RSUs vested includes shares of common stock that the Company withheld to satisfy the minimum statutory tax withholding requirements. As of June 30, 2026, there was $304.3 million of total unrecognized compensation cost related to RSUs that is expected to be recognized over a weighted average period of 3.29 years.

Stock-based compensation expense

Total stock-based compensation expense related to stock options, RSUs and the ESPP by function was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
	(in thousands)		(in thousands)	
Research and development	$ 39,311	$ 19,126	$ 83,949	$ 35,505
General and administrative	27,689	9,704	70,350	18,409
Total	$ 67,000	$ 28,830	$ 154,299	$ 53,914

Retirement-related modification of equity awards

During the three months ended March 31, 2026, the Company modified its equity compensation program to introduce retirement benefit provisions, which allow certain awards to continue vesting after retirement and extends the post-retirement exercise period for stock options, subject to specified age and service requirements. The Company accounted for these changes as Type I (probable-to-probable) modifications under ASC 718.

The modification resulted in incremental stock-based compensation expense of approximately $44.6 million recognized during the three months ended March 31, 2026. This amount includes $12.5 million of incremental expense associated with the modification of the awards, and $32.1 million related to the accelerated recognition of previously unrecognized stock-based compensation expense.

14. Net loss per share attributable to common stockholders

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
	(in thousands, except share and per share data)		(in thousands, except share and per share data)	
Numerator:				
Net loss attributable to common stockholders	$ (644,371)	$ (247,787)	$ (1,098,187)	$ (461,203)
Denominator:				
Weighted-average shares used to compute net loss per share attributable to common stockholders, basic and diluted	210,893,604	188,583,288	204,531,173	188,365,805
Net loss per share attributable to common stockholders, basic and diluted	$ (3.06)	$ (1.31)	$ (5.37)	$ (2.45)

The following outstanding potentially dilutive shares have been excluded from the calculation of diluted net loss per share for the periods presented due to their anti-dilutive effect:

	As of June 30,	
	2026	2025
Options to purchase common stock	18,361,684	17,272,317
Unvested restricted stock units of common stock	5,078,440	3,808,980
Expected shares to be purchased under ESPP	85,820	694,578
Common stock issuable under convertible senior notes	2,515,100	—
Warrants outstanding	2,191,500	2,194,340
Total	28,232,544	23,970,215

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

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with the unaudited condensed consolidated financial statements and the related notes included elsewhere in this Quarterly Report on Form 10-Q. In addition to historical financial information, this discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. As a result of many factors, including those factors set forth in the "Risk Factors" section of this Quarterly Report on Form 10-Q, our actual results could differ materially from the results described or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

We are a late-stage clinical oncology company developing novel targeted therapies for patients with RAS-addicted cancers. We possess sophisticated structure-based drug discovery capabilities built upon deep chemical biology and cancer pharmacology know-how and innovative, proprietary technologies that enable the creation of small molecules tailored to unconventional binding sites. Guided by our understanding of genetic drivers and adaptive resistance mechanisms in cancer, we deploy precision medicine approaches to inform innovative monotherapy and combination regimens. Our research and development pipeline comprises inhibitors that bind directly to RAS variants (RAS(ON) Inhibitors) that are designed to be used as monotherapy, in combination with other RAS(ON) Inhibitors and/or other therapeutic agents.

RAS(ON) Inhibitors

We are advancing a deep pipeline of RAS(ON) Inhibitors, including daraxonrasib (RMC-6236), our multi-selective inhibitor, zoldonrasib (RMC-9805), our G12D-selective inhibitor, elironrasib (RMC-6291), our G12C-selective inhibitor, and RMC-5127, our G12V-selective inhibitor. We also have other preclinical-stage RAS(ON) Inhibitor clinical development opportunities, including the RAS(ON) mutant-selective inhibitors RMC-0708 (Q61H) and RMC-8839 (G13C) and additional novel targeted approaches for patients with RAS-addicted cancers.

Daraxonrasib

Daraxonrasib, our RAS(ON) multi-selective inhibitor, is designed as an oral, tri-complex inhibitor of multiple RAS(ON) variants containing cancer driver mutations at all three of the major RAS mutation hotspot positions, G12, G13, and Q61. Daraxonrasib inhibits all three major RAS isoforms, suppressing the mutant cancer driver and cooperating wild-type RAS proteins. Daraxonrasib has been granted a non-transferable voucher for daraxonrasib in pancreatic adenocarcinoma (PDAC) under the Commissioner's National Priority Voucher (CNPV) pilot program, Orphan Drug Designation (ODD) by the FDA and European Medicines Agency (EMA) for the treatment of pancreatic cancer, and Breakthrough Therapy Designation from the FDA for patients with previously treated metastatic PDAC with KRAS G12 mutations and patients with NSCLC with KRAS mutations other than G12C who have received prior platinum-based chemotherapy and anti-PD-(L)1 therapy.

Zoldonrasib

Zoldonrasib is designed as an oral RAS(ON) G12D-selective tri-complex inhibitor. It is designed to exhibit low nanomolar potency for suppressing RAS pathway signaling and growth of RAS G12D-bearing cancer cells and is engineered to covalently inactivate RAS G12D irreversibly. Zoldonrasib has received Breakthrough Therapy Designation from the FDA for the treatment of adult patients with KRAS G12D-mutated locally advanced or metastatic NSCLC who have been previously treated with anti-PD-1/PD-L1 therapy and platinum-based chemotherapy.

Elironrasib

Elironrasib is designed as an oral RAS(ON) G12C-selective tri-complex inhibitor. It is designed to exhibit subnanomolar potency for suppressing RAS pathway signaling and growth of RAS G12C-bearing cancer cells and is engineered to be highly selective for RAS G12C over wild-type RAS and other cellular targets. Elironrasib is designed to be differentiated from first-generation KRAS(OFF) G12C inhibitors, which sequester the KRAS(OFF) G12C form, by its mechanism of directly inhibiting the RAS(ON) G12C form. Elironrasib has received Breakthrough Therapy Designation from the FDA for the treatment of adult patients with KRAS G12C-mutated locally advanced or metastatic NSCLC who have received prior chemotherapy and immunotherapy but have not been previously treated with a KRAS G12C inhibitor.

RMC-5127

RMC-5127 is designed as an oral RAS(ON) G12V-selective tri-complex inhibitor. It is designed to exhibit picomolar potency for suppressing RAS pathway signaling and growth of RAS G12V-bearing cancer cells and is engineered for selective inhibition of RAS G12V over other RAS isoforms via non-covalent binding interactions. A first-in-human dose escalation clinical trial of RMC-5127 is

ongoing. We currently expect to identify a recommended Phase 2 dose for RMC-5127 during the second half of 2026 and to share initial clinical data in 2027.

New Class of RAS(ON) Inhibitors

We have designed a new class of tri-complex RAS(ON) Inhibitors in order to overcome RAS-driven drug resistance and thereby extend the clinical benefit of RAS(ON) Inhibitors. We currently expect to initiate a first-in-human clinical trial from this class of RAS(ON) Inhibitors in the fourth quarter of 2026.

Other Development Opportunities

RMC-0708

RMC-0708 is designed as an oral RAS(ON) Q61H-selective tri-complex inhibitor. It is designed to exhibit picomolar potency for suppressing RAS pathway signaling and growth of RAS Q61H-bearing cancer cells and is engineered for selective inhibition of RAS Q61H over other RAS isoforms via non-covalent binding interactions. Clinical development of RMC-0708 is subject to our continuing assessment of portfolio priorities.

RMC-8839

RMC-8839 is designed as an oral RAS(ON) G13C-selective tri-complex inhibitor. It is designed to exhibit picomolar potency for suppressing RAS pathway signaling and growth of KRAS G13C-bearing cancer cells and is engineered to covalently inactivate KRAS G13C for irreversible inhibition. Clinical development of RMC-8839 is subject to our continuing assessment of portfolio priorities.

Clinical Development

RAS Mutant Epidemiology in the United States

Variants in RAS proteins are among the most common oncogenic drivers of cancer. Based on tumor mutation frequencies from Foundation Medicine data, scaled to estimated patient numbers using cancer incidence from the American Cancer Society Cancer Facts and Figures, there are an estimated more than 190,000 new RAS mutant cancer diagnoses each year in the U.S. These include approximately 60,000 patients with NSCLC, representing approximately 30% of NSCLC diagnoses, approximately 75,000 patients with colorectal cancer (CRC), representing approximately 50% of CRC diagnoses, and approximately 56,000 patients with PDAC, representing more than 90% of PDAC diagnoses.

Pancreatic Cancer

Pancreatic cancer is one of the most common and difficult-to-treat cancers and patients have historically had limited treatment options. Because of this unmet need and the prevalence of RAS as a driver of PDAC, we believe that pancreatic cancer represents a particularly compelling opportunity for RAS-targeted therapies.

In May 2026, we presented results from our randomized Phase 3 registration study RASolute 302 comparing daraxonrasib against chemotherapy in patients with second line (2L) PDAC. In this study, daraxonrasib taken orally once daily demonstrated statistically significant and clinically meaningful improvements in progression-free survival (PFS) and overall survival (OS) compared to standard of care cytotoxic chemotherapy delivered intravenously. In the overall (intent-to-treat) study population, daraxonrasib demonstrated a median OS of 13.2 months versus 6.7 months for chemotherapy, with a hazard ratio of 0.40 ($p < 0.0001$). Daraxonrasib was generally well tolerated, with a manageable safety profile and with no new safety signals. Based on the results from this first interim analysis, all PFS and OS endpoint results are considered final. The FDA has accepted for review our New Drug Application (NDA) for daraxonrasib for previously treated metastatic pancreatic cancer and the EMA initiated a phased review of daraxonrasib under its Cancer Medicines Pathfinder project.

Based on encouraging early-stage clinical results, we are evaluating daraxonrasib and zoldonrasib in the following global, randomized Phase 3 registrational studies in PDAC:

- RASolute 303: comparing daraxonrasib with and without chemotherapy against chemotherapy in patients with first-line (1L) metastatic PDAC;
- RASolute 304: evaluating daraxonrasib as an adjuvant therapy in patients with resectable PDAC who have received surgery and chemotherapy;
- RASolute 305: evaluating zoldonrasib in combination with the investigator's choice of chemotherapies in patients with 1L metastatic PDAC in a placebo-controlled study; and
- RASolute 309: comparing daraxonrasib with zoldonrasib against chemotherapy in 1L patients with RAS G12D PDAC.

In April 2026, we presented updated Phase 1 clinical data for daraxonrasib in patients with 1L PDAC across monotherapy and combination cohorts at the American Association for Cancer Research (AACR) Annual Meeting.

In July 2026 at the European Society for Medical Oncology's Gastrointestinal Cancers Congress, we presented data for (i) zoldonrasib in combination with chemotherapy in patients with 1L RAS G12D PDAC; and (ii) zoldonrasib in combination with daraxonrasib in patients with previously treated RAS G12D PDAC. We believe these data showed that zoldonrasib in combination with chemotherapy and zoldonrasib in combination with daraxonrasib were generally well tolerated and demonstrated encouraging antitumor activity that supported our initiation of RASolute 305 and RASolute 309, respectively.

Non-Small Cell Lung Cancer

NSCLC is another major cancer type in which RAS mutations are common. While advances in immunotherapy and chemotherapy have improved outcomes for some individuals, many patients with RAS mutant NSCLC continue to experience disease progression, highlighting the need for new targeted approaches. Importantly, RAS mutations in NSCLC extend beyond a single subtype, leaving a significant portion of patients without broadly effective targeted treatment options.

Based on encouraging early-stage clinical results, we are evaluating daraxonrasib and zoldonrasib in the following global, randomized Phase 3 registrational studies in NSCLC:

- RASolve 301: comparing daraxonrasib against docetaxel in patients with locally advanced or metastatic RAS mutant NSCLC who have been treated with immunotherapy and platinum-containing chemotherapy. We currently expect to complete enrollment in RASolve 301 in 2026, to enable an expected clinical readout in 2027; and
- RASolve 308: evaluating zoldonrasib in combination with standard of care in patients with 1L metastatic RAS G12D NSCLC in a placebo-controlled study.

Based on our evaluation of the treatment landscape for NSCLC, we are prioritizing a mutant-selective approach for development in 1L NSCLC; we expect to initiate RASolve 307, a global, randomized Phase 3 registrational trial evaluating elironrasib in combination with standard of care in 1L RAS G12C NSCLC in the fourth quarter of 2026 and plan to continue evaluating daraxonrasib in NSCLC in combination with bispecific antibodies targeting both the PD-1/PD-L1 and VEGF axes.

In August 2026, we reported initial Phase 1 clinical data for (i) zoldonrasib in combination with pembrolizumab and chemotherapy in patients with 1L RAS G12D NSCLC and (ii) elironrasib in combination with pembrolizumab and chemotherapy in patients with 1L RAS G12C NSCLC. We believe these data showed that zoldonrasib and elironrasib were generally well tolerated and demonstrated encouraging antitumor activity that support our initiation of RASolve 308 and planned initiation of RASolve 307, respectively.

In April 2026, we presented updated Phase 1 clinical data for zoldonrasib in patients with previously treated RAS G12D NSCLC at the AACR Annual Meeting.

Colorectal Cancer

Colorectal cancers are genetically complex and heterogeneous, and patients with RAS mutant disease typically have limited targeted treatment options, particularly after progression on standard therapies. As a result, outcomes remain poor for many patients, underscoring the need for new therapeutic approaches that more effectively address the underlying drivers of the disease.

To address this need, we are pursuing a combination-focused strategy designed to maximize clinical impact in this challenging setting. We believe that our early clinical experience supports continued exploration of these strategies. As data mature, we plan to prioritize

registrational opportunities with the goal of improving outcomes and expanding treatment options for patients with RAS mutant colorectal cancer. We currently expect to provide updated combination data in CRC in the fourth quarter of 2026.

Collaborations

Synnovation Collaboration

In April 2026, we entered into a clinical collaboration with Synnovation Therapeutics, Inc. (Synnovation) pursuant to which Synnovation plans to evaluate its compound SNV1521, a PARP1-selective inhibitor, in combination with daraxonrasib in patients with PDAC as part of a Synnovation-sponsored trial.

Bristol-Myers Squibb Collaboration

In February 2026, we entered into a clinical collaboration with Bristol-Myers Squibb (BMS) pursuant to which BMS plans to evaluate its compound navlimetostat, an MTA-cooperative PRMT5 inhibitor, in combination with daraxonrasib in patients with PDAC as part of a BMS-sponsored trial.

Summit Collaboration

In June 2025, we entered into a clinical collaboration with Summit Therapeutics, Inc. (Summit) pursuant to which we are evaluating, in multiple solid tumor settings, the safety and efficacy of certain of our clinical-stage RAS(ON) Inhibitors, including daraxonrasib, elironrasib and zoldonrasib, in combination with Summit's ivonescimab, a PD-1/VEGF bispecific antibody, in the APEX-103 clinical trial.

Iambic Collaboration

In May 2025, we entered into a collaboration with Iambic Therapeutics, Inc. (Iambic) pursuant to which Iambic uses its artificial intelligence capabilities to generate customized models through training with our proprietary data. Our aim in this collaboration is to enhance our lead discovery and optimization processes directed against both current and new drug targets to enable continued development of our pipeline.

Tango Collaboration

In November 2024, we entered into a clinical collaboration with Tango Therapeutics, Inc. (Tango) pursuant to which Tango is evaluating its compound vopimetostat (TNG462), an MTA-cooperative PRMT5 inhibitor, in combination with daraxonrasib or zoldonrasib in patients with MTAP-deleted, RAS mutant PDAC or NSCLC as part of a Tango-sponsored trial.

Break Through Cancer Collaboration

In November 2024, we entered into a collaboration with Break Through Cancer. The collaboration is designed to assess biopsy samples taken from patients receiving daraxonrasib in the investigational setting, with the goal of identifying biomarkers that could predict tumor response and how cancer cells adapt to the therapy. We believe this approach has the potential to provide important insights into the complex interplay of tumor biology and daraxonrasib response.

Aethon Collaboration

In March 2024, we entered into a collaboration agreement with Aethon Therapeutics, Inc. (Aethon) pursuant to which Aethon is conducting research related to use of novel bispecific antibodies to mount an immune attack directed at the cancer cells targeted by our RAS(ON) Inhibitors (the Aethon Collaboration Agreement). Pursuant to the Aethon Collaboration Agreement, we agreed to reimburse Aethon for preclinical activities, and we have an option to conduct any clinical or commercial development that may arise from the collaboration.

Financial Operations Overview

Research and development expenses

We substantially rely on third parties to conduct our preclinical studies, clinical trials and manufacturing. We estimate research and development expenses based on estimates of services performed, and we rely on third party contractors and vendors to provide us with timely and accurate estimates of expenses of services performed to assist us in these estimates. Research and development expenses consist primarily of costs incurred for the development of our product candidates and costs associated with identifying compounds through our discovery platform, which include:

- external costs incurred under agreements with third-party contract organizations, investigative clinical trial sites that conduct research and development activities on our behalf and consultants;
- costs related to the production of preclinical, clinical and pre-launch inventory, including fees paid to contract manufacturers, which are recorded as research and development expenses prior to initial regulatory approval;
- laboratory and vendor expenses related to the execution of discovery programs, preclinical and clinical trials;
- employee-related expenses, which include salaries, benefits and stock-based compensation; and
- facilities and other expenses, which include allocated expenses for rent and maintenance of facilities, depreciation and amortization expense, information technology and other supplies.

We expense all research and development costs in the periods in which they are incurred. Costs for certain development activities are recognized based on an evaluation of the progress to completion of specific tasks using information and data provided to us by our vendors, collaborators and third-party service providers. Nonrefundable advance payments for goods or services to be received in future periods for use in research and development activities are deferred and recorded as prepaid assets. The prepaid amounts are then expensed as the related goods are delivered or as services are performed.

We expect our research and development expenses to increase for the foreseeable future as we continue to invest in discovering and developing product candidates and advancing product candidates into later stages of development, which may include conducting larger clinical trials. The process of conducting the necessary research and development and clinical trials to seek regulatory approval for product candidates is costly and time-consuming, and the successful development of our product candidates is highly uncertain. As a result, we are unable to determine the duration and completion costs of our research and development projects or clinical trials or if and to what extent we will generate revenue from the commercialization and sale of any of our product candidates, if approved.

General and administrative expenses

General and administrative expenses consist primarily of personnel-related costs, consultants and professional services expenses, including legal, audit, accounting and human resources services, insurance, commercial preparation activities, allocated facilities and information technology costs, and other general operating expenses not otherwise classified as research and development expenses. Personnel-related costs consist of salaries, benefits and stock-based compensation. Facilities costs consist of rent, utilities and maintenance of facilities. We expect our general and administrative expenses to increase for the foreseeable future due to anticipated increases in operating and commercial preparation activities, which may result in increases in personnel-related costs associated with increased headcount, other administrative and professional services, and related overhead needed to support these efforts.

Interest income

Interest income primarily consists of interest earned on and accretion of our cash equivalents and marketable securities.

Interest expense

Interest expense consists of non-cash interest expense associated with the sale of future royalties and interest expense associated with the convertible senior notes.

Change in fair value of warrant liability

Change in fair value of warrant liability consists of the change in fair value of warrants assumed as part of the EQRx, Inc. acquisition.

Results of operations

Comparison of the three and six months ended June 30, 2026 and 2025

	Three Months Ended June 30,			Six Months Ended June 30,		
	2026	2025	Increase/ (decrease)	2026	2025	Increase/ (decrease)
		(in thousands)			(in thousands)	
Operating expenses:						
Research and development	$ 394,919	$ 224,134	$ 170,785	$ 738,889	$ 429,883	$ 309,006
General and administrative	110,213	40,580	69,633	211,465	75,591	135,874
Total operating expenses	505,132	264,714	240,418	950,354	505,474	444,880
Loss from operations	(505,132)	(264,714)	(240,418)	(950,354)	(505,474)	(444,880)
Non-operating income (expense), net:						
Interest income	35,579	22,404	13,175	55,087	47,319	7,768
Interest expense	(23,781)	(867)	(22,914)	(35,978)	(867)	(35,111)
Change in fair value of warrant liability	(151,031)	(4,578)	(146,453)	(166,819)	(2,139)	(164,680)
Other expense, net	(6)	(32)	26	(123)	(42)	(81)
Total non-operating income (expense), net	(139,239)	16,927	(156,166)	(147,833)	44,271	(192,104)
Loss before income taxes	(644,371)	(247,787)	(396,584)	(1,098,187)	(461,203)	(636,984)
Net loss	$ (644,371)	$ (247,787)	$ (396,584)	$ (1,098,187)	$ (461,203)	$ (636,984)

Research and development expenses

Our research and development efforts during the three and six months ended June 30, 2026 and 2025 were focused on our clinical development programs and our preclinical programs. The following table sets forth the components of our research and development expenses for the periods indicated:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2026	2025	Increase/ (decrease)	2026	2025	Increase/ (decrease)
			(in thousands)			
Third-party research and development expenses:						
Clinical Development Programs:						
Daraxonrasib (RMC-6236)	$ 113,747	$ 76,907	$ 36,840	$ 227,761	$ 144,382	$ 83,379
Zoldonrasib (RMC-9805)	63,950	23,515	40,435	117,857	47,983	69,874
Elironrasib (RMC-6291)	12,222	18,192	(5,970)	27,218	37,208	(9,990)
RMC-5127	8,896	2,332	6,564	12,310	3,825	8,485
RAS companion inhibitors	151	67	84	199	498	(299)
Preclinical programs	33,976	23,125	10,851	56,093	42,985	13,108
Total third-party research and development expenses	232,942	144,138	88,804	441,438	276,881	164,557
Salaries and other employee-related expenses	78,627	41,170	37,457	140,159	78,364	61,795
Stock-based compensation expense	39,311	19,126	20,185	83,949	35,505	48,444
Amortization of intangible assets	—	267	(267)	—	534	(534)
Other research and development costs	44,039	19,433	24,606	73,343	38,599	34,744
Total research and development expense	$ 394,919	$ 224,134	$ 170,785	$ 738,889	$ 429,883	$ 309,006

Research and development expenses increased by $170.8 million, or 76%, during the three months ended June 30, 2026 compared to the same period in 2025. The increase was primarily due to higher clinical trial and manufacturing expenses, including costs related to pre-launch materials that were recorded as research and development expense prior to initial regulatory approval, with a $40.4 million increase related to zoldonrasib expenses and a $36.8 million increase related to daraxonrasib expenses; a $37.5 million increase in salaries and other employee-related expenses due to increased headcount to support our research and development programs; a $24.6 million increase in other research and development expenses resulting from higher medical affairs expenses and higher rent, utilities, and information technology expenses associated with increased headcount; a $20.2 million increase in stock-based compensation

expense related to increased headcount and introducing retirement benefit provisions in our equity compensation program in 2026; and a $10.9 million increase in preclinical research portfolio expenses.

Research and development expenses increased by $309.0 million, or 72%, during the six months ended June 30, 2026 compared to the same period in 2025. The increase was primarily due to higher clinical trial and manufacturing expenses, including costs related to pre-launch materials that were recorded as research and development expense prior to initial regulatory approval, with a $83.4 million increase related to daraxonrasib expenses and a $69.9 million increase related to zoldonrasib expenses; a $61.8 million increase in salaries and other employee-related expenses due to increased headcount to support our research and development programs; a $48.4 million increase in stock-based compensation expense related to increased headcount and introducing retirement benefit provisions in our equity compensation program in 2026; a $34.7 million increase in other research and development expenses resulting from higher medical affairs expenses and higher rent, utilities, and information technology expenses associated with increased headcount; and a $13.1 million increase in preclinical research portfolio expenses.

General and administrative expenses

General and administrative expenses increased by $69.6 million, or 172%, during the three months ended June 30, 2026 compared to the same period in 2025. The increase was primarily due to a $36.0 million increase in salaries and other employee-related expenses due to increased headcount; a $18.0 million increase in stock-based compensation expense related to increased headcount and introducing retirement benefit provisions in our equity compensation program in 2026; a $9.9 million increase in legal fees and other administrative expenses; and a $6.1 million increase in commercial preparation expenses.

General and administrative expenses increased by $135.9 million, or 180%, during the six months ended June 30, 2026 compared to the same period in 2025. The increase was primarily due to a $51.9 million increase in stock-based compensation expense related to increased headcount and introducing retirement benefit provisions in our equity compensation program in 2026; a $51.5 million increase in salaries and other employee-related expenses due to increased headcount; a $13.1 million increase in commercial preparation expenses; and a $16.7 million increase in legal fees and other administrative expenses.

Interest income

Interest income increased by $13.2 million and $7.8 million during the three and six months ended June 30, 2026 compared to the same periods in 2025, primarily due to a higher average balance of cash, cash equivalents and marketable securities.

Interest expense

Interest expense increased by $22.9 million and $35.1 million during the three and six months ended June 30, 2026 compared to the same periods in 2025, due to non-cash interest expense associated with the Royalty Purchase Agreement, which was entered into in June 2025, and interest expense associated with convertible senior notes issued in April 2026.

Change in fair value of warrant liability

The fair value of our warrant liability increased by $151.0 million and $166.8 million during the three and six months ended June 30, 2026 respectively, as a result of an increase in our share price in 2026.

Liquidity and Capital Resources

In August 2024, we entered into a sales agreement with TD Securities (USA) LLC (TD Cowen), to sell shares of our common stock, from time to time, with aggregate gross proceeds of up to $500 million, through an at-the-market equity offering program (the 2024 ATM). During the year ended December 31, 2025, we sold an aggregate of 6,163,501 shares of common stock under the 2024 ATM, resulting in gross proceeds of $353.4 million. In January and February 2026, we sold an aggregate of 880,098 shares of common stock under the 2024 ATM, resulting in net proceeds of $84.8 million. In February 2026, we terminated the 2024 ATM and entered into a new sales agreement with TD Cowen to sell shares of our common stock, from time to time, with aggregate gross proceeds of up to $1 billion, through an at-the-market equity offering program (the 2026 ATM) under which TD Cowen agreed to act as our sales agent.

During the six months ended June 30, 2026, we sold an aggregate of 1,455,299 shares of common stock under the 2026 ATM, resulting in gross proceeds of $144.1 million, with net proceeds of $141.9 million after deducting commissions and expenses.

In June 2025, we entered into a revenue participation right purchase and sale agreement (the Royalty Purchase Agreement) with Royalty Pharma Investments 2019 ICAV (Royalty Pharma). Pursuant to the Royalty Purchase Agreement, in exchange for an upfront payment of $250.0 million, Royalty Pharma purchased from us the right to receive royalty payments with respect to worldwide net product sales in a calendar year (Annual Net Sales) of (a) RMC-6236 Products and (b) RMC-9805 Products, if an RMC-9805 Product is approved for the same indication or subset of the same indication for which an RMC-6236 Product is approved. In May 2026, we received a $250.0 million payment from Royalty Pharma in connection with the Tranche 2 funding trigger under the Royalty Purchase

Agreement. In addition, under the Royalty Purchase Agreement, Royalty Pharma has agreed to purchase up to an additional $750.0 million in synthetic royalty funding divided into three additional tranches of up to $250.0 million. Each of these tranches is subject to the satisfaction of certain triggers, and is available at our sole election, provided the relevant trigger events have occurred.

For additional information regarding the Royalty Purchase Agreement (including information regarding the trigger events related to particular tranches and the applicable tiered revenue payments), see "Note 8. Liability related to the sale of future royalties" in the "Notes to Unaudited Condensed Consolidated Financial Statements" contained in Part I, Item 1 of this Quarterly Report on Form 10-Q.

In June 2025, we entered into a loan agreement (the Loan Agreement) with Wilmington Trust, National Association as administrative agent and Royalty Pharma Development Funding, LLC, as a lender. The Loan Agreement provides for a term loan facility of up to $750.0 million (the Term Loan Facility), consisting of three tranches, one of which must be drawn and the other two of which may be drawn at our option during certain commitment periods, in each case subject to the satisfaction or waiver of certain terms and conditions.

For additional information regarding the Term Loan Facility (including information regarding the terms and conditions related to the three tranches of funding), see "Note 9. Term loan facility" in the "Notes to Unaudited Condensed Consolidated Financial Statements" contained in Part I, Item 1 of this Quarterly Report on Form 10-Q.

In April 2026, we completed concurrent public offerings consisting of (i) 12,147,887 shares of its common stock at a public offering price of $142.00 per share and (ii) $500.0 million aggregate principal amount of 0.50% convertible senior notes due 2033 (the 2033 Notes). The offerings included the full exercise of the underwriters' option to purchase additional shares of common stock.

We received gross proceeds of approximately $1,725.0 million from the sale of common stock and approximately $500.0 million from the issuance of the 2033 Notes. Net proceeds were approximately $1,651.4 million from the equity offering and approximately $487.1 million from the issuance of the 2033 Notes, after deducting underwriting discounts, commissions and estimated offering expenses.

The 2033 Notes are senior, unsecured obligations of the Company and bear interest at a rate of 0.50% per annum, payable semi-annually in arrears on May 1 and November 1 of each year, beginning on November 1, 2026. The 2033 Notes will mature on May 1, 2033, unless earlier converted, redeemed, or repurchased. The initial conversion rate is 5.0302 shares of common stock per $1,000 principal amount of 2033 Notes, which represents an initial conversion price of approximately $198.80 per share, subject to customary adjustments. For additional information regarding the 2033 Notes, see "Note 10. Convertible senior notes" in the "Notes to Unaudited Condensed Consolidated Financial Statements" contained in Part I, Item 1 of this Quarterly Report on Form 10-Q.

To date, our operations have been financed primarily by the sale of our securities, our acquisition of EQRx in 2023, the sale of future royalties and the issuance of convertible senior notes.

As of June 30, 2026, we had $3.9 billion in cash, cash equivalents and marketable securities.

As of June 30, 2026, we had an accumulated deficit of $4.0 billion. Our primary use of cash is to fund operating expenses, which consist primarily of research and development expenditures related to our product candidates and our preclinical research portfolio, and to a lesser extent, general and administrative and commercial preparation expenditures. We expect our expenses to continue to increase in connection with our ongoing activities, particularly as we continue to advance our product candidates into later stages of development, which includes conducting larger clinical trials, and increasing our efforts to prepare to become a commercial-stage company.

We believe that our existing cash, cash equivalents and marketable securities will enable us to fund our planned operations for at least 12 months following the date of this Quarterly Report on Form 10-Q. The timing and amount of our future funding requirements depends on many factors, including:

- the scope, progress, results and costs of researching and developing our product candidates and programs, and of conducting preclinical studies and clinical trials;
- the cost of manufacturing our current and future product candidates for clinical trials in preparation for marketing approval and in preparation for commercialization;
- the timing of, and the costs involved in, obtaining marketing approvals for our product candidates if clinical trials are successful;
- the cost of commercialization activities for our product candidates, whether alone or in collaboration, including marketing, sales and distribution costs if any product candidate is approved for sale;
- our ability to establish and maintain strategic licenses or other arrangements and the financial terms of such agreements;

- the costs involved in preparing, filing, prosecuting, maintaining, expanding, defending and enforcing patent claims, including litigation costs and the outcome of such litigation;
- the timing, receipt and amount of sales of, profit share or royalties on, our product candidates, if approved;
- the emergence of competing cancer therapies or other adverse market developments; and
- any plans to acquire or in-license other programs or technologies.

We will require additional funds for our development efforts for our current and future programs and to prepare for their potential commercialization. Other than the Royalty Purchase Agreement and the Term Loan Facility (which provide for additional funding subject to certain terms and conditions and trigger events), we do not have any committed external source of funds or other support for these activities, and we may need to finance our cash needs through additional funding under the Royalty Purchase Agreement, the Term Loan Facility and/or a combination of public or private equity offerings, debt financings, other credit or loan facilities, acquisitions, collaborations, strategic alliances, licensing arrangements and other marketing or distribution arrangements. In addition, we may seek additional capital due to favorable market conditions or strategic considerations even if we believe we have sufficient funds for our current or future operating plans. If we need to raise additional capital to fund our operations, funding may not be available to us on acceptable terms, or at all. If we are unable to obtain adequate financing when needed, we may have to (i) delay, limit, reduce the scope of or terminate one or more of our preclinical studies, clinical trials, or other research and development activities or eliminate one or more of our development programs altogether; or (ii) delay, limit, reduce the scope of or terminate our efforts to establish manufacturing and sales and marketing capabilities or other activities that may be necessary to commercialize any future approved products, or reduce our flexibility in developing or maintaining our sales and marketing strategy.

Cash Flows

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

	Six Months Ended June 30,	
	2026	2025
	(in thousands)	
Net cash provided by (used in):		
Operating activities	$ (741,484)	$ (416,192)
Investing activities	(1,486,055)	18,327
Financing activities	2,659,229	257,457
Net change in cash and cash equivalents and restricted cash	$ 431,690	$ (140,408)

Cash used in operating activities

During the six months ended June 30, 2026, cash used in operating activities of $741.5 million was primarily attributable to a net loss of $1,098.2 million, offset by a net change of $1.9 million in our operating assets and liabilities and $358.6 million in non-cash charges. The non-cash charges primarily consisted of a $166.8 million change in fair value of warrant liability, stock-based compensation expense of $154.3 million, non-cash interest expense on the liability related to the sale of future royalties of $35.1 million, depreciation and amortization of $4.8 million, amortization of operating lease right-of-use asset of $4.2 million offset by net amortization of premium on marketable securities of $7.6 million.

During the six months ended June 30, 2025, cash used in operating activities of $416.2 million was attributable to a net loss of $461.2 million and a net change of $1.9 million in our operating assets and liabilities and $46.9 million in non-cash charges. The non-cash charges primarily consisted of stock-based compensation expense of $53.9 million, depreciation and amortization of $4.0 million, amortization of operating lease right-of-use asset of $3.5 million, a $2.1 million change in fair value of warrant liability and a $0.9 million non-cash interest expense on liability related to sale of future royalties, offset by net amortization of premium on marketable securities of $17.6 million.

Cash provided by (used in) investing activities

During the six months ended June 30, 2026, cash used in investing activities of $1.5 billion was comprised of purchases of marketable securities of $2.2 billion and purchases of property and equipment of $3.8 million offset by maturities of marketable securities of $765.9 million.

During the six months ended June 30, 2025, cash provided by investing activities of $18.3 million was comprised of maturities of marketable securities of $1.1 billion and sale of marketable securities of $6.4 million partially offset by purchases of marketable securities of $1.0 billion and purchases of property and equipment of $10.7 million.

Cash provided by financing activities

During the six months ended June 30, 2026, cash provided by financing activities was comprised primarily of $1.7 billion in net proceeds from the issuance of common stock under the April 2026 follow-on offering, $487.1 million in net proceeds from the issuance of convertible senior notes, $245.0 million in net proceeds from the sale of future royalties following receipt of Tranche 2 funding under the Royalty Purchase Agreement, $226.7 million in net proceeds under the ATM Programs, $41.1 million in proceeds from the issuance of common stock upon the exercise of stock options and $8.5 million in proceeds from the issuance of common stock related to our 2020 Employee Stock Purchase Plan (the ESPP).

During the six months ended June 30, 2025, cash provided by financing activities was comprised primarily of $250.0 million in proceeds from the sale of future royalties, $4.6 million in proceeds from the issuance of common stock related to the ESPP and $2.8 million in proceeds from the issuance of common stock upon the exercise of stock options.

Contractual Obligations and Commitments

We have contractual obligations related to our office and laboratory space lease in Redwood City, California, described in "Note 7. Commitments and contingencies" in the "Notes to Unaudited Condensed Consolidated Financial Statements" contained in Part I, Item 1 of this Quarterly Report on Form 10-Q.

We enter into agreements in the ordinary course of business with contract research organizations for clinical trials, contract manufacturing organizations to provide clinical trial materials and with vendors for preclinical studies and other services and products for operating purposes which are generally cancelable at any time by us upon 30 to 90 days' prior written notice.

In June 2025, we entered into the Royalty Purchase Agreement with Royalty Pharma. Pursuant to the Royalty Purchase Agreement, Royalty Pharma purchased from us the right to receive tiered royalty payments on worldwide net product sales of daraxonrasib (together with certain potential future products having the same mechanism of action as daraxonrasib, the RMC-6236 Products) and zoldonrasib (together with certain potential future products having the same mechanism of action as zoldonrasib, the RMC-9805 Products), if zoldonrasib is approved for the same indication or subset of the same indication for which daraxonrasib is approved. For additional information regarding the Royalty Purchase Agreement, see "Note 8. Liability related to the sale of future royalties" in the "Notes to Unaudited Condensed Consolidated Financial Statements" contained in Part I, Item 1 of this Quarterly Report on Form 10-Q.

On April 17, 2026, we issued $500.0 million aggregate principal amount of 0.50% convertible senior notes due 2033, which mature on May 1, 2033 unless earlier converted, redeemed, or repurchased. For additional information regarding the 2033 Notes, see "Note 10. Convertible senior notes" in the "Notes to Unaudited Condensed Consolidated Financial Statements" contained in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Indemnification Agreements

We enter into standard indemnification arrangements in the ordinary course of business. Pursuant to these arrangements, we indemnify, hold harmless and agree to reimburse the indemnified parties for losses suffered or incurred by the indemnified party, in connection with any trade secret, copyright, patent or other intellectual property infringement claim by any third party with respect to its technology. The term of these indemnification agreements is generally perpetual any time after the execution of the agreement. The maximum potential amount of future payments we could be required to make under these arrangements is not determinable. We have never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, we believe the fair value of these agreements is minimal.

Critical Accounting Policies, Significant Judgments and Use of Estimates

Our management's discussion and analysis of our financial condition and results of operations is based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with United States generally accepted accounting principles (U.S. GAAP). The preparation of these unaudited condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the unaudited condensed consolidated financial statements, as well as the reported expenses incurred during the reporting periods. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

For a discussion of our critical accounting estimates, see Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in the 2025 Form 10-K. There have been no material changes to these critical accounting estimates since the 2025 Form 10-K.

Recent Accounting Pronouncements

For a description of the expected impact of recent accounting pronouncements, see "Note 2. Summary of significant accounting policies" in the "Notes to Unaudited Condensed Consolidated Financial Statements" contained in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Interest rate risk

We are exposed to market risks in the ordinary course of our business. These risks primarily include interest rate sensitivities. The primary objective of our investment activities is to preserve capital to fund our operations. We also seek to maximize income from our investments without assuming significant risk. To achieve our objectives, we maintain a portfolio of investments in a variety of securities of high credit quality and short-term duration, invested in compliance with our policy.

We held cash, cash equivalents and marketable securities of $3.9 billion and $2.0 billion as of June 30, 2026 and December 31, 2025, respectively, which consisted of bank deposits, money market funds, U.S. government debt securities, U.S. government agency bonds, commercial paper and corporate bonds. Such interest-earning instruments carry a degree of interest rate risk; however, historical fluctuations in interest income have not been significant for us. Due to the short-term maturities of our cash equivalents and marketable securities, an immediate hypothetical 100 basis point increase or decrease in interest rates would not have a material effect on the fair value of our cash equivalents and marketable securities as of June 30, 2026, given their relatively short maturities and weighted-average duration.

Foreign currency risk

Our expenses are generally denominated in U.S. dollars. However, we have entered into a limited number of contracts with vendors for research and development services with payments denominated in foreign currencies, including the Euro, British Pound and Chinese Yuan. We are subject to foreign currency transaction gains or losses on our contracts denominated in foreign currencies. To date, foreign currency transaction gains and losses have not been material to our consolidated financial statements, and we have not had a formal hedging program with respect to foreign currency. A 10% increase or decrease in current exchange rates would not have a material effect on our financial results.

Item 4. Controls and Procedures.

Evaluation of disclosure controls and procedures

Our management, with the participation of our President, Chief Executive Officer and Director and our Chief Financial Officer, our principal executive officer and principal financial officer, respectively, have evaluated our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of June 30, 2026. Based on the evaluation, our President, Chief Executive Officer and Director and our Chief Financial Officer have concluded that, as of June 30, 2026, our disclosure controls and procedures were, in design and operation, effective to the reasonable assurance level.

Changes in internal control over financial reporting

There were no changes in our internal controls over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the three and six months ended June 30, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent limitation on the effectiveness of internal control over financial reporting

The effectiveness of any system of internal control over financial reporting, including ours, is subject to inherent limitations, including the exercise of judgment in designing, implementing, operating, and evaluating the controls and procedures, and the inability to eliminate misconduct completely. Accordingly, any system of internal control over financial reporting, including ours, no matter how well designed and operated, can only provide reasonable, not absolute, assurances. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. We intend to continue to monitor and upgrade our internal controls as necessary or appropriate for our business, but there can be no assurance that such improvements will be sufficient to provide us with effective internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may become involved in litigation or other legal proceedings. We are not currently a party to any litigation or legal proceedings that, in the opinion of our management, are likely to have a material adverse effect on our business. Regardless of outcome, litigation can have an adverse impact on our business, financial condition, results of operations and prospects because of defense and settlement costs, diversion of management resources and other factors.

Item 1A. Risk Factors.

Summary of Material Risks Associated with Our Business

The principal risks and uncertainties affecting our business include the following:

- We are a late-stage clinical oncology company with a limited operating history and no products approved for commercial sale. We have incurred significant losses since our inception. We expect to incur losses for at least the next several years and may never achieve or maintain profitability, which, together with our limited operating history, makes it difficult to assess our future viability.
- We have never generated revenue from product sales and may never be profitable.
- We will require substantial additional financing to achieve our goals, which may not be available on acceptable terms, or at all. A failure to obtain this necessary capital when needed could force us to delay, limit, reduce or terminate our product development or commercialization efforts.
- Our business is dependent on the successful development of our current and future product candidates. If we are unable to advance our current or future product candidates through clinical trials, obtain marketing approval and ultimately commercialize any of our product candidates, or we experience significant delays in doing so, our business will be materially harmed.
- Preclinical development is uncertain. Our preclinical programs may experience delays or may never advance to clinical trials, which would adversely affect our ability to obtain regulatory approvals or commercialize our product candidates on a timely basis or at all, which would have an adverse effect on our business.
- The results of preclinical studies and early-stage clinical trials may not be predictive of future results.
- If we encounter difficulties enrolling patients in our clinical trials, our clinical development activities could be delayed or otherwise be adversely affected.
- We and our collaborators are currently developing, and may in the future develop, our product candidates in combination with other therapies, which exposes us to additional risks.
- We face significant competition, and if our competitors develop and market products that are more effective, safer or less expensive than our product candidates, our commercial opportunities will be negatively impacted.
- If we and our collaborators are unable to obtain and maintain sufficient patent and other intellectual property protection for our product candidates and technology, our competitors could develop and commercialize products and technology similar or identical to ours, and we may not be able to compete effectively in our market or successfully commercialize any of our current or future product candidates.

The summary risk factors described above should be read together with the text of the full risk factors below in the section entitled “Risk Factors” and the other information set forth in this Quarterly Report on Form 10-Q, including our condensed consolidated financial statements and the related notes, as well as in other documents that we file with the SEC. The risks summarized above or described below are not the only risks that we face. Additional risks and uncertainties not presently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, competitive position, financial condition, results of operations, cash flows and growth prospects.

Risk Factors

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below, as well as the other information in this Quarterly Report on Form 10-Q, including our financial statements and the related notes and the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" before deciding whether to invest in our common stock. The occurrence of any of the events or developments described below or other risks we face could materially and adversely affect our business, competitive position, financial condition, results of operations, cash flows and growth prospects. In such an event, the market price of our common stock could decline, and you may lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations and the market price of our common stock.

Risks related to our limited operating history, financial position and need for additional capital

We are a late-stage clinical oncology company with a limited operating history and no products approved for commercial sale. We have incurred significant losses since our inception. We expect to incur losses for at least the next several years and may never achieve or maintain profitability, which, together with our limited operating history, makes it difficult to assess our future viability.

Biopharmaceutical product development is a highly speculative undertaking and involves a substantial degree of risk. We are a late-stage clinical oncology company, and we have only a limited operating history upon which you can evaluate our business and prospects. We currently have no products approved for commercial sale, have not generated any revenue from sales of products and have incurred losses in each year since our inception in October 2014. In addition, we have not yet demonstrated an ability to successfully overcome many of the risks and uncertainties frequently encountered by companies in new and rapidly evolving fields, particularly in the biopharmaceutical industry.

Since our inception, we have incurred significant net losses. Our net losses were $1.1 billion, $600.1 million and $436.4 million for the years ended December 31, 2025, 2024 and 2023, respectively. As of June 30, 2026, we had an accumulated deficit of $4.0 billion. We have funded our operations to date with proceeds from the sale of common stock and preferred stock, convertible senior notes, the acquisition of EQRx, and the Royalty Purchase Agreement. To date, we have devoted substantially all of our resources to organizing and staffing our company, business planning, raising capital, acquiring and discovering development programs, securing intellectual property rights and conducting discovery, research and development activities for our programs. We have not yet demonstrated our ability to obtain marketing approvals, manufacture a commercial-scale product, or arrange for a third party to do so on our behalf, or conduct sales and marketing activities necessary for successful product commercialization. Our product candidates will require additional development time and resources before we will be able to apply for or receive regulatory approvals and, if approved, begin generating revenue from product sales. We expect to continue to incur significant expenses and operating losses for the foreseeable future.

We have never generated revenue from product sales and may never be profitable.

We have never generated revenue from product sales and our ability to generate future revenue from product sales and achieve profitability depends heavily on our, and any potential future collaborators', success in:

- completing clinical and preclinical development of product candidates and programs and identifying and developing new product candidates;
- seeking and obtaining marketing approvals for our product candidates;
- launching and commercializing product candidates for which we obtain marketing approval by establishing a sales force, marketing, medical affairs and distribution infrastructure or, alternatively, collaborating with a commercialization partner;
- achieving adequate coverage and reimbursement by third-party payors for our product candidates;
- establishing and maintaining supply and manufacturing relationships with third parties that can provide products and services that are adequate in both amount and quality to support clinical development and market demand for our product candidates, if approved;
- obtaining market acceptance of our product candidates as viable treatment options, if approved;
- addressing any competing technological and market developments;
- negotiating favorable terms in any collaboration, licensing or other arrangements into which we may enter and performing our obligations under such collaborations;
- maintaining, protecting, enforcing and expanding our portfolio of intellectual property rights, including patents, trademarks, trade secrets and know-how;

- defending against third-party interference, infringement or other intellectual property-related claims, if any; and
- attracting, hiring and retaining qualified personnel.

Even if one or more of our product candidates is approved for commercial sale, we anticipate incurring significant costs associated with commercializing any approved product candidate, including prior to a potential launch of any approved product candidate. Our expenses could increase beyond expectations if we are required by the FDA, the EMA or other regulatory agencies to perform clinical trials or studies in addition to those that we currently anticipate. Even if we are able to generate revenue from the sale of any approved products, we may not become profitable and may need to obtain additional funding to continue operations.

We will require substantial additional financing to achieve our goals, which may not be available on acceptable terms, or at all. A failure to obtain this necessary capital when needed could force us to delay, limit, reduce or terminate our product development or commercialization efforts.

Our operations have consumed substantial amounts of cash since our inception. Since our inception, we have invested a significant portion of our efforts and financial resources in research and development activities for our product candidates.

Building out commercial operations and additional clinical trials, preclinical studies and research and development activities will require substantial funds to complete. As of June 30, 2026, we had cash, cash equivalents and marketable securities of $3.9 billion. In April 2026, we completed the Common Stock Offering and the Notes Offering, which together provided us with aggregate net proceeds of $2.1 billion. During the six months ended June 30, 2026, we sold an aggregate of 2,335,397 shares of common stock under the 2024 ATM and 2026 ATM resulting in net proceeds of $226.7 million. Further, additional capital may be available under the 2026 ATM and, subject to our meeting certain terms and conditions, including certain commercial milestones and other trigger events, additional capital may be available under the Loan Agreement and the Royalty Purchase Agreement (see "Notes to Unaudited Condensed Consolidated Financial Statements" contained in Part I, Item 1 of this Quarterly Report on Form 10-Q for more information). We expect to continue to spend substantial amounts to continue the preclinical and clinical development of our current and future programs and to prepare for their potential commercialization. If we are able to gain marketing approval for our product candidates, we will require significant additional amounts of cash in order to launch and commercialize our product candidates, if approved, to the extent that their launch and commercialization are not the responsibility of another collaborator that we may contract with in the future. In addition, other unanticipated costs may arise. Because the design and outcome of our current, planned and potential future clinical trials is highly uncertain, we cannot reasonably estimate the actual amounts necessary to successfully complete the development and commercialization of our product candidates.

The timing and amount of our future funding requirements depends on many factors, including:

- the scope, progress, results and costs of researching and developing our product candidates and programs, and of conducting preclinical studies and clinical trials;
- the cost of manufacturing our current and future product candidates for clinical trials in preparation for marketing approval and in preparation for commercialization;
- the timing of, and the costs involved in, obtaining marketing approvals for our product candidates if clinical trials are successful;
- the cost of commercialization activities for our product candidates, whether alone or in collaboration, including marketing, sales and distribution costs if any product candidate is approved for sale;
- our ability to establish and maintain strategic licenses or other arrangements and the financial terms of such agreements;
- the costs involved in preparing, filing, prosecuting, maintaining, expanding, defending and enforcing patent claims, including litigation costs and the outcome of such litigation;
- the timing, receipt and amount of sales of, profit share or royalties on, our product candidates, if approved;
- the emergence of competing cancer therapies or other adverse market developments; and
- any plans to acquire or in-license other programs or technologies.

We will require substantial additional funds for our development efforts for our current and future programs and to prepare for their potential commercialization. Other than the Royalty Purchase Agreement and the Term Loan Facility (which provide for additional funding subject to certain terms and conditions and trigger events), we do not have any committed external source of funds or other support for these activities, and we may finance our cash needs through additional funding under the Royalty Purchase Agreement, the Term Loan Facility and/or a combination of public or private equity offerings, debt financings, other credit or loan facilities, acquisitions, collaborations, strategic alliances, licensing arrangements and other marketing or distribution arrangements. In addition, we may seek additional capital due to favorable market conditions or strategic considerations even if we believe we have sufficient

funds for our current or future operating plans. See “Item 2. Management’s Discussion and Analysis—Liquidity and Capital Resources” for additional information.

Our ability to raise additional funds will depend on financial, economic and other factors, many of which are beyond our control.

If we need to raise additional capital to fund our operations, funding may not be available to us on acceptable terms, or at all. If we are unable to obtain adequate financing when needed, we may have to:

- delay, limit, reduce the scope of or terminate one or more of our preclinical studies, clinical trials, or other research and development activities or eliminate one or more of our development programs altogether; or
- delay, limit, reduce the scope of or terminate our efforts to establish manufacturing and sales and marketing capabilities or other activities that may be necessary to commercialize any future approved products, or reduce our flexibility in developing or maintaining our sales and marketing strategy.

Our indebtedness and liabilities could limit the cash flow available for our operations, expose us to risks that could adversely affect our business, financial condition and results of operations and impair our ability to satisfy our obligations under the 2033 Notes.

As of June 30, 2026, we had $500.0 million aggregate principal amount of indebtedness under the 2033 Notes and approximately $548.5 million of liabilities relating to our sale of future royalties pursuant to the Royalty Purchase Agreement. We may also incur additional indebtedness to meet future financing needs. Our indebtedness could have significant negative consequences for our security holders and our business, results of operations and financial condition by, among other things:

- increasing our vulnerability to adverse economic and industry conditions;
- limiting our ability to obtain additional financing;
- subjecting us to restrictive covenants that may reduce our ability to take certain corporate actions or obtain further debt or equity financings;
- requiring the dedication of a substantial portion of our cash flow from operations to service our indebtedness, which will reduce the amount of cash available for other purposes;
- limiting our flexibility to plan for, or react to, changes in our business;
- increasing our need to meet minimum net sales requirements when our future sales are uncertain;
- potentially diluting the ownership interests of our existing stockholders as a result of any issuance of shares of our common stock upon conversion of the 2033 Notes; and
- placing us at a possible competitive disadvantage with competitors that are less leveraged than us or have better access to capital.

Our business may not generate sufficient funds, and we may otherwise be unable to maintain sufficient cash reserves, to pay amounts due under our indebtedness, including the 2033 Notes, and our cash needs may increase in the future. In addition, our Loan Agreement contains, and any future indebtedness that we may incur may contain, financial and other restrictive covenants that limit our ability to operate our business, raise capital or make payments under our other indebtedness. If we fail to comply with these covenants or to make payments under our indebtedness when due, then we would be in default under that indebtedness, which could, in turn, result in that and our other indebtedness becoming immediately payable in full.

The Royalty Pharma Agreements place restrictions on our operating and financial flexibility. If we fail to comply with certain covenants in the Royalty Pharma Agreements, our financial condition and results of operations may be harmed.

In June 2025, we entered into the Royalty Purchase Agreement with Royalty Pharma and the Loan Agreement with an affiliate of Royalty Pharma and Wilmington Trust, National Association, as the administrative agent (collectively, the Royalty Pharma Agreements). The Royalty Pharma Agreements contain various customary covenants that impose on us certain obligations with respect to payment, reporting, intellectual property, certain license agreements, and certain other actions, as well as indemnification

obligations. Compliance with these covenants may limit our flexibility in operating our business and our ability to take actions that might otherwise be advantageous to us and our stockholders.

Under the Royalty Purchase Agreement, we have diligence obligations with respect to certain clinical trials, regulatory submissions and marketing approvals. There are also covenants that, among other things and subject to certain conditions, limit our ability to create or incur certain liens or dispose of certain assets related to the RMC-6236 Products. Pursuant to the Royalty Purchase Agreement, we have granted to Royalty Pharma a back-up security interest in certain assets to secure our obligations under the Royalty Purchase Agreement. If we are unable to comply with our obligations, Royalty Pharma may be entitled to take possession of such assets, which could significantly harm our business, financial condition and results of operations.

The Loan Agreement also subjects us to various customary covenants that limit our ability to, among other activities (but subject to certain customary exceptions): (i) pay dividends, redeem stock or make other distributions or investments; (ii) incur additional debt; (iii) transfer or sell assets; (iv) create liens; (v) engage in certain transactions with affiliates; (vi) create restrictions on dividends or other payments by our subsidiaries; and (vii) merge, consolidate or effect other fundamental changes.

Any indebtedness we incur, including under the Loan Agreement, combined with our other financial obligations and contractual commitments could have significant adverse consequences, including:

- requiring us to dedicate a portion of our cash resources to the payment of interest and principal, reducing money available to fund working capital, capital expenditures, product candidate development and other general corporate purposes;
- increasing our vulnerability to adverse changes in general economic, industry and market conditions;
- subjecting us to restrictive covenants that may reduce our ability to take certain corporate actions or obtain further debt or equity financings;
- increasing our need to meet minimum net sales requirements when our future sales are uncertain;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we compete; and
- placing us at a competitive disadvantage compared to our competitors that have less debt or better debt servicing options.

We intend to satisfy our current and future debt service obligations with our then-existing cash and cash equivalents. However, we may not have sufficient funds, and may be unable to arrange for additional financing, to pay the amounts due under the Loan Agreement or any other debt instruments. Failure to satisfy our current and future debt obligations, including covenants to take or avoid specific actions, under the Loan Agreement could result in an event of default and, as a result, the lender(s) could accelerate all of the amounts due, and the lender(s) could seek to enforce their security interests in any collateral securing such indebtedness. The lender(s) under the Loan Agreement have rights senior to our stockholders in receiving proceeds from a liquidation. In addition, the covenants under the Loan Agreement, and the pledge of our assets (including our intellectual property) as collateral could limit our ability to obtain additional debt financing. If we raise any additional debt financing, the terms of such additional debt could further restrict our operating and financial flexibility.

We may be unable to raise the funds necessary to repurchase the 2033 Notes for cash following a fundamental change or to pay any cash amounts due upon maturity or conversion of the 2033 Notes, and our other indebtedness may limit our ability to repurchase the 2033 Notes or to pay any cash amounts due upon their maturity or conversion.

Holders of the 2033 Notes may, subject to a limited exception, require us to repurchase their 2033 Notes following a "fundamental change" (as defined in the indenture governing the 2033 Notes) at a cash repurchase price generally equal to the principal amount of the 2033 Notes to be repurchased, plus accrued and unpaid interest, if any. Upon maturity of the 2033 Notes, we must pay their principal amount and accrued and unpaid interest in cash, unless they have been previously repurchased, redeemed or converted. In addition, upon conversion, we will satisfy part or all of our conversion obligation in cash unless we elect to settle conversions solely in shares of our common stock. We may not have enough available cash or be able to obtain financing at the time we are required to repurchase the 2033 Notes or pay any cash amounts due upon their maturity or conversion. In addition, applicable law, regulatory authorities and the agreements governing our other indebtedness may restrict our ability to repurchase the 2033 Notes or to pay any cash amounts due upon their maturity or conversion. Our failure to repurchase the 2033 Notes or to pay any cash amounts due upon their maturity or conversion when required will constitute a default under the indenture governing the 2033 Notes. A default under the indenture governing the 2033 Notes or the fundamental change itself could also lead to a default under agreements governing our other indebtedness, including the Loan Agreement, which may result in that other indebtedness becoming immediately payable in full. We may not have sufficient funds to satisfy all amounts due under the other indebtedness and the 2033 Notes.

Provisions in the indenture governing the 2033 Notes could delay or prevent an otherwise beneficial takeover of us.

Certain provisions in the 2033 Notes and the indenture governing the 2033 Notes could make a third-party attempt to acquire us more difficult or expensive. For example, if a takeover constitutes a fundamental change, then, subject to a limited exception, holders of the 2033 Notes will have the right to require us to repurchase their 2033 Notes for cash. In addition, if a takeover constitutes a "make-whole fundamental change" (as defined in the indenture governing the 2033 Notes), then we may be required to temporarily increase

the conversion rate. In either case, and in other cases, our obligations under the 2033 Notes and the indenture governing the 2033 Notes could increase the cost of acquiring us or otherwise discourage a third party from acquiring us, including in a transaction that holders of the 2033 Notes or holders of our common stock may view as favorable.

Our operating results may fluctuate significantly, which will make our future results difficult to predict and could cause our results to fall below expectations.

Our quarterly and annual operating results may fluctuate significantly, which will make it difficult for us to predict our future results. These fluctuations may occur due to a variety of factors, many of which are outside of our control and may be difficult to predict, including:

- the timing and cost of, and level of investment in, research, development and commercialization activities, which may change from time to time;
- the timing and status of enrollment for our clinical trials;
- the timing of regulatory approvals, if any, in the United States and internationally;
- the timing of expanding our operational, financial and management systems and personnel, including personnel to support our clinical development, quality control, manufacturing and commercialization efforts and our operations as a public company;
- the cost of manufacturing, as well as building out our supply chain, which may vary depending on the production quantities, the terms of any agreements we enter into with third-party suppliers and tariffs that may apply;
- the timing and amount of any milestone, royalty or other payments due under any current or future collaboration or license agreements;
- the timing and level of royalty payments under the Royalty Purchase Agreement;
- coverage and reimbursement policies with respect to any future approved products, and potential future drugs that compete with our products;
- the timing and costs to establish sales, marketing, medical affairs and distribution infrastructure to commercialize any products for which we may obtain marketing approval and intend to commercialize on our own or jointly with one or more collaborators;
- expenditures that we may incur to acquire, develop or commercialize additional products and technologies;
- the level of demand for any future approved products, which may vary significantly over time;
- future accounting pronouncements or changes in our accounting policies; and
- the timing and success or failure of preclinical studies and clinical trials for our product candidates or competing product candidates, or any other change in the competitive landscape of our industry, including consolidation among our competitors or collaboration partners.

The cumulative effects of these factors could result in large fluctuations and unpredictability in our quarterly and annual operating results. As a result, comparing our operating results on a period-to-period basis may not be meaningful. Investors should not rely on our past results as an indication of our future performance.

This variability and unpredictability could also result in our failing to meet the expectations of industry or financial analysts or investors for any period. If our revenue or operating results fall below the expectations of analysts or investors or below any forecasts we may provide to the market, or if the forecasts we provide to the market are below the expectations of analysts or investors, the price of our common stock could decline substantially. Such a stock price decline could occur even when we have met any previously publicly stated revenue or operating guidance we may provide.

Risks related to product development and regulatory process

Our business is dependent on the successful development of our current and future product candidates. If we, alone or in collaboration, are unable to advance our current or future product candidates through clinical trials, obtain marketing approval and ultimately commercialize any of our product candidates, or we experience significant delays in doing so, our business will be materially harmed.

Our business is dependent on the successful development of our current and future product candidates. We are evaluating certain of our product candidates in both exploratory and pivotal clinical trials, both as monotherapy and in combination regimens, across multiple types of cancer including the RASolute 302, RASolute 303, RASolute 304, RASolute 305, RASolve 301 and RASolve 308. Our other programs are in various stages of clinical and preclinical development, and the development of certain programs remains subject to our continuing assessment of portfolio priorities. The success of our business, including our ability to finance our company and generate revenue from products in the future, which may never occur, will depend heavily on the successful development and eventual commercialization of our product candidates. Our current and future product candidates require preclinical and clinical development, management of clinical, preclinical and manufacturing activities, marketing approval in the United States and other markets, demonstrating effectiveness to pricing and reimbursement authorities, obtaining sufficient manufacturing supply for both clinical development and commercial production, building of a commercial organization, and substantial investment and significant marketing efforts before we generate any revenues from product sales.

We have only recently completed our first NDA submission to the FDA, which has been accepted for review, and have not previously submitted similar applications to any comparable foreign regulatory authority, for any product candidate. An NDA or other relevant regulatory application must include extensive preclinical and clinical data and supporting information to establish that the product candidate is safe and effective for each desired indication. The NDA or other relevant application must also include significant information regarding the chemistry, manufacturing and controls (CMC) for the product. We cannot be certain that our current or future product candidates will be successful in our ongoing clinical trials or receive regulatory approval. Further, even if they are successful in clinical trials, our product candidates or any future product candidates may not receive regulatory approval. For example, we may not receive regulatory approval of our NDA for daraxonrasib despite the positive topline readout of RASolute 302. If we do not receive regulatory approvals for current or future product candidates, our business would be materially harmed. Even if we successfully obtain regulatory approval to market a product candidate, our revenue will depend, in part, upon the size of the markets in the territories for which we or collaborators gain regulatory approval and have commercial rights, as well as the availability of competitive products, whether there is sufficient third-party reimbursement and adoption by physicians.

We plan to seek regulatory approval to commercialize our product candidates both in the United States and in select foreign countries, alone or in collaboration. 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. Other countries also have their own regulations governing, among other things, clinical trials and commercial sales, as well as pricing and distribution of drugs, and we may be required to expend significant resources to obtain regulatory approval and to comply with ongoing regulations in these jurisdictions.

The success of our current and future product candidates will depend on several factors, including the following:

- successful completion of clinical trials and preclinical studies;
- sufficiency of our financial and other resources to complete the necessary preclinical studies and clinical trials;
- allowance to proceed with clinical trials under Investigational New Drug applications (INDs) by the FDA or under comparable applications by comparable regulatory authorities for our planned clinical trials or future clinical trials;
- successful enrollment and completion of clinical trials, particularly where competitors may also be recruiting patients;
- data from our clinical programs that supports an acceptable risk-benefit profile of our product candidates in the intended populations;
- receipt and maintenance of marketing approvals from applicable regulatory authorities;
- establishing agreements with third-party manufacturers for clinical supply for our clinical trials and commercial manufacturing, if one of our product candidates is approved;
- entry into collaborations to further the development of our product candidates;
- obtaining and maintaining our portfolio of intellectual property rights, including patents, trade secrets and know-how;
- enforcing and defending intellectual property rights and claims;
- obtaining and maintaining regulatory exclusivity for our product candidates;

- successfully launching commercial sales of our product candidates, if approved;
- acceptance of the product candidate's benefits and uses, if approved, by patients, the medical community and third-party payors;
- the prevalence, duration and severity of potential side effects or other safety issues experienced with our product candidates prior to or following any approval;
- effectively competing with other therapies; and
- obtaining and maintaining healthcare coverage and adequate reimbursement from third-party payors.

If we or our collaborators are not successful with respect to one or more of these factors in a timely manner or at all, we could experience significant delays or an inability to successfully commercialize our current or future product candidates, which would materially harm our business. If we or our collaborators do not receive marketing approvals for any of our product candidates, we may not be able to continue our operations.

Preclinical development is uncertain. Our preclinical programs may experience delays or may never advance to clinical trials, which would adversely affect our ability to obtain regulatory approvals or commercialize our product candidates on a timely basis or at all, which would have an adverse effect on our business.

In order to obtain approval from the FDA or comparable foreign authorities to market a new small molecule product, we must demonstrate proof of safety and efficacy in humans. To meet these requirements, we will have to conduct adequate and well-controlled clinical trials. Before we can commence clinical trials for a product candidate, we must complete extensive preclinical studies that support our planned INDs in the United States. We cannot be certain of the timely completion or outcome of our preclinical studies and cannot predict if the FDA or foreign authorities will accept our proposed clinical programs or if the outcome of our preclinical studies will ultimately support further development of our programs. As a result, we cannot be sure that we will be able to submit INDs or similar applications on the timelines we expect, if at all, and we cannot be sure that submission of INDs or similar applications will result in the FDA or other regulatory authorities allowing additional clinical trials to begin.

Conducting preclinical testing is a lengthy, time-consuming and expensive process. The length of time may vary substantially according to the type, complexity and novelty of the program, and often can be several years or more per program. Delays associated with programs for which we are directly conducting preclinical studies may cause us to incur additional operating expenses. Moreover, we may be affected by delays or decisions to discontinue development associated with the studies of certain programs that are the responsibility of our current or potential future collaborators over which we have no control. The commencement and rate of completion of preclinical studies and clinical trials for a product candidate may be delayed by many factors, including, for example:

- inability to generate sufficient preclinical or other *in vivo* or *in vitro* data to support the initiation of clinical studies;
- delays in reaching a consensus with regulatory agencies on study design and obtaining regulatory allowance or authorization to commence clinical trials; and
- obtaining sufficient quantities of starting materials, intermediate materials and our product candidates for use in preclinical studies and clinical trials from third-party suppliers on a timely basis.

Moreover, even if clinical trials do begin for our preclinical programs, our development efforts may not be successful, and clinical trials that we conduct or that third parties conduct on our behalf may not demonstrate sufficient safety or efficacy to obtain the requisite regulatory approvals for any of our product candidates. Even if we obtain positive results from preclinical studies or initial clinical trials, we may not achieve the same success in future trials.

The results of preclinical studies and early-stage clinical trials may not be predictive of future results.

The results of preclinical studies may not be predictive of the results of clinical trials, and the results of early-stage clinical trials may not be predictive of the results of the later-stage clinical trials. Product candidates in later stages of clinical trials may fail to show the desired safety and efficacy despite having progressed through preclinical studies and initial clinical trials. For example, historically, targeted therapies have been susceptible to resistance mutations in cancer cells that facilitate escape from anti-tumor response. Should such resistance mutations arise in patients being treated with our product candidates, the clinical benefit associated with those candidates may be compromised.

We are evaluating our product candidates in registrational trials, including RASolute 302, RASolute 303, RASolute 304, RASolute 305, RASolute 309, RASolve 301 and RASolve 308, and are currently planning additional registrational clinical trials for daraxonrasib and our other RAS(ON) inhibitors. These studies may not produce results that are consistent with expectations based on our earlier clinical observations for these compounds. Similarly, results from our registrational trials may not be predictive of the

results in other clinical trials evaluating different lines of therapy or tumor types. Our plans for these and future planned registrational trials are, and will be based on our observations from the results of early-stage clinical trials using the same product candidates. Based on data from early-stage clinical trials, we will select, subject to regulatory feedback, the proposed indication, line of therapy, study design and dose and dose schedule for our registrational studies. However, these registrational studies, if initiated, may not be successful and may not produce results that are consistent with our expectations, based on our earlier clinical observations, including because other trial designs may have greater likelihood of development success. Further, we recently announced that RASolute 302 met all primary and key secondary endpoints, including PFS and OS. However, this success may not be predictive of the results of clinical trials in other lines of therapy or tumor types.

There can be no assurance that any of our current or future clinical trials will ultimately be successful or support further clinical development of any of our product candidates. There is a high failure rate for product candidates proceeding through clinical trials. A number of companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in clinical development even after achieving promising results in earlier studies. Even if clinical trials with our product candidates are completed, the results may not be sufficient to obtain regulatory approval of any products.

If we encounter difficulties enrolling patients in our clinical trials, our clinical development activities could be delayed or otherwise be adversely affected.

The timely completion of clinical trials in accordance with their protocols depends, among other things, on the ability to enroll a sufficient number of patients who remain in the trial until its conclusion. We may not be able to initiate or continue clinical trials for our product candidates if we are unable to locate and enroll a sufficient number of eligible patients to participate in these trials to such trial's conclusion as required by the FDA or other comparable regulatory authorities. We or our future collaborators may experience difficulties in patient enrollment in our clinical trials for a variety of reasons. The enrollment of patients depends on many factors, including:

- the patient eligibility criteria defined in the protocol;
- our ability to enroll a sufficient number of patients with mutations in the signaling pathways that our therapies are designed to target;
- the size of the patient population required for analysis of the trial's primary endpoints;
- the proximity of patients to study sites;
- the design of the trial;
- the ability to recruit clinical trial investigators with the appropriate competencies and experience;
- clinicians' and patients' perceptions as to the potential advantages of our product candidate being studied in relation to other available therapies, including any new products that may be approved for the indications we are investigating;
- the availability or anticipated availability of our product candidates, including daraxonrasib, as approved therapies or through pre-license patient access programs, and clinicians' and patients' views regarding treatment sequencing or the potential advantages of receiving an approved therapy rather than participating in a clinical trial;
- the ability to obtain and maintain patient consents for participation in our clinical trials and, where appropriate, biopsies for future patient enrichment efforts;
- the risk that patients enrolled in clinical trials will not remain on the trial through the completion of evaluation; and
- the ability of clinical trial investigators to enroll patients in cases of outbreak of disease, geopolitical or other conflicts or natural disasters, including as a result of the ongoing conflicts between Russia and Ukraine and in the Middle East.

In addition, our clinical trials will compete with approved therapies, including sotorasib and adagrasib, as well as other clinical trials for product candidates that are in the same therapeutic areas (and that seek to evaluate patients with cancer cells having the same mutations), particularly for patients having KRAS G12C, KRAS G12D or KRAS G12V mutations, as our current and potential future product candidates. See "Item 1. Business—Competition" of our Annual Report on Form 10-K for the year ended December 31, 2025 for additional information regarding our competitors. This competition and competition with approved therapies will reduce the number and types of patients available for clinical trials involving our product candidates, because some patients who might have opted to enroll in our trials may instead opt to pursue a treatment regimen using an approved therapy or enroll in a trial conducted by one of our competitors. Because the number of qualified clinical investigators is limited, we conduct some of our clinical trials at the same clinical trial sites that some of our competitors use, which will reduce the number of patients who are available for our clinical trials at such sites. Moreover, because our current and potential future product candidates may represent a departure from more commonly used methods for cancer treatment, potential patients and their doctors may be inclined to use conventional therapies, such as chemotherapy, rather than enroll patients in our ongoing or any future clinical trials.

Delays in patient enrollment may result in increased costs or may affect the timing or outcome of clinical trials, which could prevent completion of these trials and adversely affect our ability to advance the development of our product candidates.

Further, approval or availability of one or more of our product candidates in a given indication, either through commercial operations or through expanded access programs, could reduce the number and types of patients available for our other clinical trials, slow enrollment, increase trial costs, require us to modify trial designs or eligibility criteria, delay completion of such trials or adversely affect our ability to advance or obtain approval for additional indications or regimens. For example, patients or physicians may seek to preserve the ability to receive an approved product candidate in a later line of therapy rather than participate in a clinical trial that could affect treatment sequencing, eligibility for subsequent therapies or access to approved therapy.

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

Some of our collaborators' development efforts involve combinations of our product candidates with their own product candidates and therapeutics that have been approved for marketing by the FDA or similar regulatory authority. For example, the development of our RAS(ON) inhibitors includes combinations with existing therapies, including chemotherapy agents, a PD-1/VEGF bispecific antibody, a PARP inhibitor, PRMT5 inhibitors, an anti-EGFR agent and a PD-1 inhibitor. We are also pursuing combinations of our different product candidates such as zoldonrasib in combination with daraxonrasib in patients with previously treated RAS G12D PDAC. In the future our product candidates may be developed in combination with one or more additional approved therapies. Most of our current clinical collaborations relate to Phase 1 clinical trials and may not extend to, or obligate our collaborators to participate in, later-stage development, including registrational studies, regulatory approval activities or commercialization. Even if a combination demonstrates promising results in an early-stage clinical trial, we or a collaborator may determine not to proceed with a registrational study or pursue marketing approval for the combination, including due to changes in its strategic priorities, development plans, safety or tolerability results, available resources or assessment of the clinical or commercial opportunity. If a collaborator elects not to continue development of a combination that we wish to pursue, we may need to identify an alternative collaborator or assume additional development activities, costs and responsibilities, including securing access to the collaborator's therapy. We may be unable to do so on acceptable terms or at all, which could delay, limit or prevent the further development, regulatory approval or commercialization of the applicable combination. If we determine not to continue development of a combination with a third party collaborator, we will forego any benefits that may be associated with that combination.

Even if any of our product candidates receive marketing approval or are commercialized for use in combination with other existing therapies, we would continue to be subject to the risks that the FDA or similar regulatory authorities outside of the United States could revoke approval of the other therapy used in combination with our product candidate, or that safety, efficacy, manufacturing or supply issues could arise with these other therapies. This could result in our own products being removed from the market or being less successful commercially. Combination therapies are commonly used for the treatment of cancer, and we would be subject to similar risks if we develop any of our product candidates for use in combination with other drugs or for indications other than cancer. In addition, developing combination therapies using approved therapeutics, which we are doing and may continue to do for our product candidates, exposes us to additional clinical risks, such as the requirement that we demonstrate the safety and efficacy of each active component of any combination regimen we may develop, including any incremental benefits associated with our product candidates, which may prove challenging.

We or our collaborators may also evaluate our current or future product candidates in combination with one or more other cancer therapies that have not yet been approved for marketing by the FDA or similar regulatory authorities outside of the United States or with approved cancer therapies at an unapproved dose and/or schedule, and/or with approved cancer therapies in unapproved indications. For example, the development of our RAS(ON) inhibitors includes combinations with other product candidates in our portfolio, including other RAS(ON) inhibitors. We will not be able to market and sell any of our product candidates in combination with any such cancer therapies, or at any such dose, schedule or indication, that does not ultimately obtain marketing approval.

If the FDA or similar regulatory authorities outside of the United States do not approve the other therapies we choose to evaluate in combination with any of our product candidates or revoke their approval of these other therapies, or if safety, efficacy, manufacturing or supply issues arise with these other therapies, we may be unable to obtain approval of or market our product candidates.

We face significant competition, and if our competitors develop and market products that are more effective, safer or less expensive than our product candidates, our commercial opportunities will be negatively impacted.

The life sciences industry is highly competitive. We are currently developing therapies that will compete, if approved, with other products and therapies that currently exist or are being developed. Products we may develop in the future are also likely to face competition from other products and therapies, some of which we may not currently be aware of. We have competitors both in the United States and internationally, including major multinational pharmaceutical companies, established biotechnology companies,

specialty pharmaceutical companies, universities and other research institutions. Many of our competitors have significantly greater financial, manufacturing, marketing, product development, technical and human resources than we do. Large pharmaceutical companies, in particular, have extensive experience in clinical testing, obtaining marketing approvals, recruiting patients and manufacturing pharmaceutical products. These companies also have significantly greater research and marketing capabilities than we do and may also have products that have been approved or are in late stages of development, and collaborative arrangements in our target markets with leading companies and research institutions. Established pharmaceutical companies may also invest heavily to accelerate discovery and development of novel compounds or to in-license novel compounds that could make our product candidates obsolete. Mergers and acquisitions in the pharmaceutical and biotechnology industries may result in even more resources being concentrated among a smaller number of our competitors. As a result of all of these factors, our competitors may succeed in obtaining patent protection and/or marketing approval or discovering, developing and commercializing products in our field before we do.

There are a number of companies developing or marketing treatments for cancer, including many major pharmaceutical and biotechnology companies. These treatments consist of small molecule drug products, biologics, cell-based therapies and traditional chemotherapy. Smaller and other early-stage companies may also prove to be significant competitors. In addition, academic research departments and public and private research institutions may be conducting research on compounds that could prove to be competitive.

We are aware of several pharmaceutical companies developing products in the same class as our investigational products. See “Item 1. Business—Competition” of our Annual Report on Form 10-K for the year ended December 31, 2025 for additional information regarding our competitors.

Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize products that are safer, more effective, have fewer or less severe effects, are more convenient, have a broader label, are marketed more effectively, are reimbursed or are less expensive than any products that we may develop. Our competitors also may obtain FDA or other marketing approval for their products more rapidly than we may obtain approval for ours, which could result in our competitors establishing a strong market position before we are able to enter the market. Even if our product candidates achieve marketing approval, they may be priced at a significant premium over competitive products if any have been approved by then, resulting in reduced competitiveness.

Third parties compete with us in recruiting and retaining qualified scientific and management personnel, establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs. In addition, the biopharmaceutical industry is characterized by rapid technological change. If we fail to stay at the forefront of technological change, we may be unable to compete effectively. Technological advances or products developed by our competitors may render our product candidates obsolete, less competitive or not economical.

The regulatory approval processes of the FDA, the EMA and comparable foreign authorities are lengthy, time-consuming and inherently unpredictable, and if we or our potential future collaboration partners are ultimately unable to obtain regulatory approval for our product candidates, our business will be substantially harmed.

The time required to obtain approval by the FDA and comparable foreign authorities is unpredictable but typically takes many years following the commencement of clinical trials and depends upon numerous factors, including the substantial discretion of the regulatory authorities. In addition, approval policies, regulations, or the type and amount of clinical data necessary to gain approval may change during the course of a product candidate’s clinical development and may vary among jurisdictions. We have not obtained regulatory approval for any product candidate, and it is possible that none of our current or future product candidates will ever obtain regulatory approval.

Our current and future product candidates could fail to receive regulatory approval for many reasons, including the following:

- the FDA, the EMA or comparable foreign regulatory authorities may disagree with the design or implementation of our clinical trials;
- we may be unable to demonstrate to the satisfaction of the FDA, the EMA or comparable foreign regulatory authorities that a product candidate is safe or effective for its proposed indication or indications;
- the results of clinical trials may not meet the level of statistical significance required by the FDA, the EMA or comparable foreign regulatory authorities for approval;
- we may be unable to demonstrate that a product candidate’s clinical and other benefits outweigh its safety risks;
- the FDA, the EMA or comparable foreign regulatory authorities may disagree with our interpretation of data from clinical trials or preclinical studies;

- the data collected from clinical trials of our product candidates may not be sufficient to support the submission of an NDA to the FDA or other submission or to obtain regulatory approval in the United States, the European Union (EU) or elsewhere;
- the FDA or comparable foreign regulatory authorities may find deficiencies with or fail to approve the manufacturing processes or facilities of third-party manufacturers with which we contract for clinical and commercial supplies; and
- the approval policies or regulations of the FDA, the EMA or comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval.

This lengthy approval process as well as the unpredictability of clinical trial results may result in our or our future collaborators' failure to obtain regulatory approval to market any of our product candidates. The FDA, the EMA and other comparable foreign authorities have substantial discretion in the approval process, and determining when or whether regulatory approval will be obtained for any product candidate that we develop. Even if we believe the data collected from future clinical trials of our product candidates are promising, this data may not be sufficient to support approval by the FDA or any other regulatory authority.

In addition, even if we or our future collaborators obtain approval, regulatory authorities may approve any of our product candidates for fewer or more limited indications than we have sought, may not approve the prices we may desire to charge for our products, may grant approvals contingent on the performance of costly post-marketing clinical trials, or may approve a product candidate with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that product candidate. Any of the foregoing scenarios could materially harm the prospects for our product candidates.

Further, while the FDA recently accepted our NDA for daraxonrasib for review, we cannot be certain that any of our programs will be successful in clinical trials or receive regulatory approval. Further, our product candidates may not receive regulatory approval even if they are successful in clinical trials. If we do not receive regulatory approvals for our product candidates, we may not be able to continue our operations.

Clinical product development involves a lengthy and expensive process, with uncertain outcomes. We or our potential future collaboration partners may experience delays in completing, or ultimately be unable to complete, the development and commercialization of our current and future product candidates.

To obtain the requisite regulatory approvals to commercialize any of our product candidates, we must demonstrate through extensive preclinical studies and clinical trials that our products are safe and effective in humans. Clinical trials are expensive and can take many years to complete, and their outcomes are inherently uncertain. Failure can occur at any time during the clinical trial process, and future clinical trials involving our product candidates may not be successful.

We may experience delays in completing our clinical trials or preclinical studies and initiating or completing additional clinical trials. We may also experience numerous unforeseen events during our clinical trials that could delay or prevent our ability to complete these clinical trials on the timelines we expect or otherwise delay or prevent our ability to receive marketing approval or commercialize our product candidates, including:

- actions by regulators, institutional review boards (IRBs) or ethics committees, which may cause us or our investigators to not commence or conduct a clinical trial at a prospective trial site or at all sites and cause us to pause or stop an in-process clinical trial;
- delays in reaching, or failing to reach, agreement on acceptable terms with prospective trial sites and prospective contract research organizations (CROs);
- delays in identifying, recruiting and training suitable clinical investigators;
- the number of patients required for clinical trials being larger than we anticipate;
- difficulty enrolling a sufficient number of patients for our clinical trials or enrollment in our trials being slower than we anticipate, including in both cases because appropriate patients must have the relevant mutations in the signaling pathways our therapies are designed to target;
- participants dropping out of our clinical trials or failing to return for post-treatment follow-up at a higher rate than we anticipate;
- patients or investigators not complying with our clinical trial protocols, particularly with respect to intermittent dosing, which we are evaluating for our product candidates;
- subjects experiencing severe or serious unexpected drug-related adverse effects;

- occurrence of serious adverse events in trials of the same class of agents conducted by other companies that could be considered similar to our product candidates;
- selection of clinical endpoints that require prolonged periods of clinical observation or extended analysis of the resulting data;
- our third-party contractors may fail to comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all, or may deviate from the clinical trial protocol or drop out of the trial, which may require that we add new clinical trial sites or investigators;
- the supply or quality of materials for our product candidates or other materials necessary to conduct clinical trials may be insufficient or inadequate;
- lack of adequate funding to continue a clinical trial, or costs being greater than we anticipate; and
- our collaborators may delay the development process by waiting to take action or focusing on other priorities.

We could encounter delays if a clinical trial is suspended or terminated by us, by the IRBs or ethics committees of the institutions in which any such trial is being conducted, by the data safety monitoring board for such trial or by the FDA or other regulatory authorities. Such authorities may impose such a suspension or termination 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, changes in government regulations or administrative actions or lack of adequate funding to continue the clinical trial. Many of the factors that cause, or lead to, a delay in the commencement or completion of clinical trials may also ultimately lead to the denial of marketing approval of our product candidates.

Further, conducting clinical trials in foreign countries, as we or our collaborators may do for our current or future product candidates, presents additional risks that may delay completion of our clinical trials. These risks include the failure of enrolled subjects in foreign countries to adhere to clinical protocols as a result of differences in healthcare services or cultural customs, managing additional administrative burdens associated with foreign regulatory schemes, and political and economic risks, including war, relevant to these foreign countries.

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

If we or our collaborators experience delays in the completion of, or termination of, any clinical trial of our product candidates, the commercial prospects of our product candidates will be harmed, and our ability to generate revenues from any of these product candidates will be delayed. In addition, any delays in completing clinical trials for our product candidates will increase our costs, slow down our product candidate development and approval process and jeopardize our ability to commence product sales and generate revenues. Clinical trial delays could also allow our competitors to bring products to market before we do or shorten any periods during which we have the exclusive right to commercialize our product candidates and impair our ability to commercialize our product candidates.

In addition, the FDA's and other regulatory authorities' policies with respect to clinical trials may change, and additional government regulations may be enacted. For instance, the regulatory landscape related to clinical trials in the EU recently evolved. The EU Clinical Trials Regulation (CTR), which was adopted in April 2014 and repealed the EU Clinical Trials Directive, became applicable on January 31, 2022, with a three-year transition period. The CTR provides for a centralized process and only requires the submission of a single application for multi-center trials. The CTR allows sponsors to make a single submission to both the competent authority and an ethics committee in each member state, leading to a single decision per member state. The assessment procedure of the clinical trial application (CTA) has been harmonized as well, including a joint assessment by all member states concerned, and a separate assessment by each member state with respect to specific requirements related to its own territory, including ethics rules. Each member state's decision is communicated to the sponsor via the centralized EU portal. Once the CTA is approved, clinical study development may proceed. As of February 1, 2025, all clinical trials (including those which are ongoing) in the EU are subject to the provisions of the CTR. Compliance with the CTR requirements by us and our third-party service providers, such as our CROs, may impact our development plans.

The United Kingdom's (UK) regulatory framework in relation to clinical trials is derived from pre-existing EU legislation (as implemented into UK law, through secondary legislation). In April 2026, the Medicines for Human Use (Clinical Trials) Amendment Regulations 2025 became applicable. The amendment aims to provide a more flexible regime to make it easier to conduct clinical trials in the UK, increase the transparency of clinical trials conducted in the UK and make clinical trials more patient centered.

If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies governing clinical trials, our development plans may be impacted.

Many of the factors described above that cause, or lead to, a delay in the commencement or completion of clinical trials may also ultimately lead to the denial of regulatory approval of our product candidates or result in the development of our product candidates being stopped early.

Interim, "topline" and preliminary data from our clinical trials may differ materially from the final data.

From time to time, we may disclose interim data from our clinical trials. For example, we have reported interim Phase 1 single agent clinical data for daraxonrasib, elironrasib and zoldonrasib. In each case, this interim data included a limited number of patients and time of exposure to the study drug. Interim data from clinical trials are subject to the risk that one or more of the clinical outcomes may materially change as patient enrollment continues and more data on existing patients become available. When a clinical trial is ongoing, the final results from the trial may be materially different from those reflected in any interim data we report.

From time to time, we may also publicly disclose preliminary or "topline" data from our clinical trials, which are based on a preliminary analysis of then-available data, and the results and related findings and conclusions are subject to change following a more comprehensive review of the data related to the particular trial. We also make assumptions, estimations, calculations and conclusions as part of our analyses of data, including decisions to initiate pivotal clinical trials based on then-available data, and we may not have received or had the opportunity to fully and carefully evaluate all data. As a result, the topline results that we report may differ from future results of the same clinical trials, or different conclusions or considerations may qualify such topline results once additional data have been received and fully evaluated. Topline data also remain subject to audit and verification procedures that may result in the final data being materially different from the preliminary data we previously published. As a result, topline data should be viewed with caution until the final data are available.

Further, others, including regulatory agencies, may not accept or agree with our assumptions, estimates, calculations, conclusions or analyses or may interpret or weigh the importance of data differently, which could impact the value of the particular program, the approvability or commercialization of the particular product candidate or product and the value of our company in general. In addition, the information we choose to publicly disclose regarding a particular study or clinical trial is typically a summary of extensive information, and you or others may not agree with what we determine is the material or otherwise appropriate information to include in our disclosure. Any information we determine not to disclose may ultimately be deemed significant with respect to future decisions, conclusions, views, activities or otherwise regarding a particular product, product candidate or our business. If the topline data that we report differ from actual results, or if others, including regulatory authorities, disagree with the conclusions reached, our ability to obtain approval for, and commercialize, our product candidates may be harmed.

Our current or future product candidates may cause undesirable side effects or have other properties when used alone or in combination with other approved products or investigational new drugs that could delay or halt their clinical development, prevent their marketing approval, limit their commercial potential or result in significant negative consequences.

Results of our trials could reveal a high and unacceptable severity and prevalence of side effects or unexpected characteristics. Undesirable or clinically unmanageable side effects could occur and 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 marketing approval by the FDA or comparable foreign regulatory authorities. Any treatment-related side effects could also affect patient recruitment in the relevant trial or other current or future trials involving the same product candidate or other product candidates, or the ability of enrolled patients to complete the trial, and could result in potential product liability claims.

For example, the safety and tolerability data we have released from the daraxonrasib, elironrasib and zoldonrasib studies included adverse events (AEs), including serious adverse events (SAEs) and AEs that led to dose interruption or reduction.

Although our current and future product candidates will undergo safety testing to the extent possible and, where applicable, under such conditions discussed with regulatory authorities, not all adverse effects of drugs can be predicted or anticipated.

Unforeseen side effects could arise either during clinical development or, if such side effects are rarer, following approval or commercialization after exposure to additional patients. We cannot predict if ongoing or future clinical trials will demonstrate that our product candidates are safe in settings they are being developed.

Furthermore, certain of our product candidates are currently being, and may in the future be, co-administered with approved or experimental therapies. These combinations may have additional side effects, including those that could lead us to discontinue the studies. The uncertainty resulting from the use of our product candidates in combination with other therapies may make it difficult to accurately predict side effects in future clinical trials.

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

- regulatory authorities may withdraw their approval of the product;
- we may be required to recall a product or change the way such product is administered to patients;
- additional restrictions may be imposed on the marketing of the particular product or the manufacturing processes for the product or any component thereof;
- regulatory authorities may require the addition of labeling statements, such as a "black box" warning or a contraindication;
- 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 the foregoing events could prevent us from achieving or maintaining market acceptance of the particular product candidate, if approved. In addition, if one or more of our product candidates prove to be unsafe, our entire technology platform and pipeline could be affected.

Even if we complete the necessary preclinical studies and clinical trials, the marketing approval process is expensive, time-consuming and uncertain and may prevent us or any of our existing or potential future collaboration partners from obtaining approvals for the commercialization of any of our product candidates.

Any of our current or future product candidates and the activities associated with their development and commercialization, including their design, testing, manufacture, safety, efficacy, recordkeeping, labeling, storage, approval, advertising, promotion, sale, and distribution, are subject to comprehensive regulation by the FDA and other regulatory authorities in the United States and by comparable authorities in other countries. Failure to obtain marketing approval for a product candidate will prevent us from commercializing the product candidate in a given jurisdiction. We have not received approval to market any product candidates from regulatory authorities in any jurisdiction, and it is possible that none of our current or future product candidates will ever obtain regulatory approval. We have no experience submitting and supporting the applications necessary to gain marketing approvals and expect to rely on third-party CROs or regulatory consultants to assist us in this process. Securing regulatory approval requires the submission of extensive preclinical and clinical data and supporting information to the various regulatory authorities for each therapeutic indication to establish the product candidate's safety and efficacy. Securing regulatory approval also requires the submission of information about the product manufacturing process to, and inspection of manufacturing facilities by, the relevant regulatory authority. Any of our product candidates may not be effective, may be only moderately effective, or may prove to have undesirable or unintended side effects, toxicities or other characteristics that may preclude our obtaining marketing approval or prevent or limit commercial use.

The process of obtaining marketing approvals, both in the United States and abroad, is expensive, may take many years if additional clinical trials are required, if approval is obtained at all, and can vary substantially based upon a variety of factors, including the type, complexity, and novelty of the product candidates involved. Changes in marketing approval policies during the development period, changes in or the enactment of additional statutes or regulations, or changes in regulatory review for each submitted product application, may cause delays in the approval or rejection of an application. For instance, the EU pharmaceutical legislation has been undergoing a complete review process, in the context of the Pharmaceutical Strategy for Europe initiative, launched by the European Commission in November 2020. The European Commission's proposal for revision of several legislative instruments related to medicinal products was published in April 2023. The proposed changes were since discussed and negotiated by the European Parliament and the Council of the EU as part of the EU ordinary legislative process. In April 2024, the European Parliament adopted its position on the legislative proposals and, in June 2025, the Council of the EU adopted its position. A provisional agreement on the text was reached in December 2025. Following positive votes by Member States and the European Parliament on the provisional agreement in March 2026, the proposed revisions (which include affecting the duration of regulatory data protection and market

protection, including for orphan medicinal products and revising the eligibility for expedited pathways) must now be formally adopted by the Ministers of Health in the Employment, Social Policy, Health and Consumer Affairs Council, or EPSCO, and the European Parliament Plenary. The proposed changes are not expected to enter into application before the fourth quarter of 2028 and may, however, have a significant long-term impact on the biopharmaceutical industry.

The FDA and comparable authorities in other countries have substantial discretion in the approval process and may refuse to accept any application or may decide that our data are insufficient for approval and require additional preclinical, clinical or other studies. In addition, varying interpretations of the data obtained from preclinical and clinical testing could delay, limit, or prevent marketing approval of a product candidate. Any marketing approval we or our potential future collaboration partners ultimately obtain may be limited or subject to restrictions or post-approval commitments that render the approved product not commercially viable.

If we or potential future collaboration partners experience delays in obtaining approval or if we fail to obtain approval of any of our current or future product candidates, the commercial prospects for those product candidates may be harmed.

Obtaining and maintaining marketing approval of our current and future product candidates in one jurisdiction does not mean that we or our potential future collaboration partners will be successful in obtaining marketing approval of our current and future product candidates in other jurisdictions.

Obtaining and maintaining marketing approval of our current and future product candidates in one jurisdiction does not guarantee that we or our potential future collaboration partners will be able to obtain or maintain marketing approval in any other jurisdiction, while a failure or delay in obtaining marketing approval in one jurisdiction may have a negative effect on the marketing approval process in others. For example, even if the FDA grants marketing approval of a product candidate, comparable regulatory authorities in foreign jurisdictions must also approve the manufacturing, marketing and promotion of the product candidate in those countries. Approval procedures vary among jurisdictions and can involve requirements and administrative review periods different from, and greater than, those in the United States, including additional 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 may be charged for the products is also subject to approval.

We and our potential future collaboration partners 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 marketing approvals and compliance with foreign regulatory requirements could result in significant delays, difficulties and costs for us and could delay or prevent the introduction of our products in certain countries. If we or our potential future collaboration partners fail to comply with the regulatory requirements in international markets or receive applicable marketing approvals in international markets, the target market for our product candidates will be reduced, and our ability to realize the full market potential of our product candidates will be harmed.

Adverse events in the field of oncology or the biopharmaceutical industry could damage public perception of our current or future product candidates and negatively affect our business.

The commercial success of our products will depend in part on public acceptance of the use of targeted cancer therapies. While a number of targeted cancer therapies have received regulatory approval and are being commercialized, our approach to targeting cancer cells carrying tumor causing mutations, including oncogenic RAS(ON) pathway mutations, is novel. Adverse events in clinical trials of our product candidates, or post-marketing activities, or in clinical trials of others developing similar products or that are related to approved targeted therapies, particularly those targeting oncogenic RAS pathway mutations, including sotorasib and adagrasib and the resulting publicity, as well as any other adverse events in the field of oncology that may occur in the future, could result in a decrease in demand for any product that we may develop. If public perception is influenced by claims that the use of cancer therapies is unsafe, whether related to our therapies or those of our competitors, our product candidates or products, if approved, may not be accepted by the general public or the medical community.

Future adverse events in oncology or the biopharmaceutical industry could also result in greater government regulation, stricter labeling requirements and potential regulatory delays in the testing or approvals of our products. Any increased scrutiny could delay or increase the costs of obtaining marketing approval for our current or future product candidates.

Even if we or our potential future collaboration partners receive marketing approval of a product candidate, 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 our products, if approved.

Any marketing approvals that we or our potential future collaboration partners receive for any current or future product candidate may be subject to limitations on the approved indicated uses for which the product may be marketed or the conditions of approval, or contain requirements for potentially costly post-market testing and surveillance to monitor the safety and efficacy of the product candidate. The FDA may also require REMS as a condition of approval of any product candidate, which could include requirements for a medication guide, physician communication plans or additional elements to ensure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. 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 and export and record keeping for the product 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 current Good Manufacturing Practice (cGMP) or similar foreign requirements and Good Clinical Practice (GCP) for any clinical trials that we conduct post-approval. Later discovery of previously unknown problems with any approved candidate, including adverse events of unanticipated severity or frequency, counterfeit, stolen, diverted, tampered with or otherwise unauthorized versions of our products entering the supply or distribution chain, problems with our third-party manufacturers, distributors or manufacturing processes, or failure to comply with regulatory requirements, may result in, among other things:

- restrictions on the marketing or manufacturing of the product, withdrawal of the product from the market, or product recalls;
- restrictions on product distribution or use, or requirements to conduct post-marketing studies or clinical trials;
- fines, untitled and warning letters, or holds on clinical trials;
- refusal by the FDA or comparable foreign authorities to approve pending applications or supplements to approved applications or suspension or revocation of approvals;
- product seizure or detention, or refusal to permit the import or export of the product; and
- injunctions or the imposition of civil or criminal penalties.

The occurrence of any event or penalty described above may inhibit our or our potential future collaboration partners' ability to commercialize our product candidates and generate revenue and could require us to expend significant time and resources in response and could generate negative publicity.

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

Even if a current or future product candidate receives marketing approval, it may fail to achieve the degree of market acceptance by physicians, patients, third-party payors and others in the medical community necessary for commercial success.

If any of our current or future product candidates receives marketing approval, whether as a single agent or in combination with other therapies, it may nonetheless fail to gain sufficient market acceptance by physicians, patients, third-party payors, and others in the medical community to be a viable product. For example, current approved immunotherapies, and other cancer treatments like chemotherapy and radiation therapy, are well established in the medical community, and doctors may continue to rely on these therapies. The degree of market acceptance of any product candidate, if approved for commercial sale, will depend on a number of factors, including:

- efficacy and potential advantages compared to alternative treatments;
- the ability to offer our products, if approved, for sale at competitive prices;
- convenience and ease of administration compared to alternative treatments;
- the willingness of the target patient population to try new therapies and of physicians to prescribe these therapies;
- the strength of marketing and distribution support;

- the ability to obtain sufficient third-party coverage and adequate reimbursement, including with respect to the use of the approved product as a combination therapy;
- the ability of patients to adhere to applicable dosing, administration and monitoring requirements, including requirements relating to drug-drug interactions and other risks associated with oral therapies;
- the inclusion of the product in applicable clinical practice guidelines, institutional treatment pathways, formularies or other treatment protocols;
- for products administered in combination with other therapies, the price, availability, approved labeling, coverage and reimbursement of such other therapies, which may be outside of our control;
- the availability, adoption, accuracy and timely performance of any required companion diagnostic or complementary diagnostic (if any), including the availability of adequate patient samples and testing capacity; and
- the prevalence and severity of any side effects.

Market acceptance may also be affected by comparative clinical data, real-world evidence, changes in treatment guidelines or other information published after commercial launch that favors competing therapies or otherwise alters prescribing practices.

The number of patients who have the cancers we are targeting, including those with the necessary mutations, may turn out to be lower than expected. Additionally, the potentially addressable patient population for our current programs or future product candidates may be limited, if and when approved. Even if we obtain significant market share for any product candidate, if and when approved, if the potential target populations are small, we may never achieve commercial success without obtaining marketing approval for additional indications, including to be used as first-line therapy.

Even if we are able to commercialize any product candidates, such products may become subject to unfavorable pricing regulations or third-party coverage and reimbursement policies.

The regulations that govern marketing approvals, pricing and reimbursement for new products vary widely from country to country. Some countries require approval of the sale price of a product before it can be marketed. In many countries, the pricing review period begins after marketing approval is granted. In some foreign markets, prescription pharmaceutical pricing remains subject to continuing government control even after initial approval is granted. As a result, we or our potential future collaboration partners might obtain marketing approval for a product candidate in a particular country, but then be subject to price regulations that delay the commercial launch of the product candidate, possibly for lengthy time periods, and negatively impact the revenues we are able to generate from the sale of the product candidate in that country. Adverse pricing limitations may hinder our ability to recoup our investment in one or more product candidates, even if our product candidates obtain marketing approval.

Our and our potential future collaboration partners' ability to commercialize any product candidates, whether as a single agent or combination therapy, successfully will also depend in part on the extent to which coverage and reimbursement for these product candidates and related treatments will be available from government authorities, private health insurers and other organizations. Government authorities and third-party payors, such as private health insurers and health maintenance organizations, decide which medications they will pay for and establish reimbursement levels.

It is difficult to predict at this time what government authorities and third-party payors will decide with respect to coverage and reimbursement for our programs.

There may be significant delays in obtaining coverage and reimbursement for newly approved drugs, as the process is time-consuming and costly, and coverage may be more limited than the purposes for which the drug is approved by the FDA or comparable foreign regulatory authorities. Additionally, no uniform policy requirement for coverage and reimbursement for drug products exists among third-party payors in the United States, which may result in coverage and reimbursement for drug products that can differ significantly from payor to payor. Moreover, eligibility for reimbursement does not imply that any drug will be paid for in all cases or at a rate that covers our costs, including research, development, manufacture, sale and distribution. Interim reimbursement levels for new drugs, if applicable, may also not be sufficient to cover our costs and may not be made permanent. Reimbursement rates may vary according to the use of the drug and the clinical setting in which it is used, may be based on reimbursement levels already set for lower cost drugs and may be incorporated into existing payments for other services. Net prices for drugs may be reduced by mandatory discounts or rebates required by government healthcare programs or private payors and by any future relaxation of existing laws that restrict imports of drugs from countries where they may be sold at lower prices than in the United States. Third-party payors often rely upon Medicare coverage policy and payment limitations in setting their own reimbursement policies.

Coverage and reimbursement may also be subject to restrictive utilization management requirements, including prior authorization, step therapy, formulary exclusions, quantity limits, specialty pharmacy requirements and periodic reauthorization. These requirements

may delay or restrict the initiation or continuation of treatment. In addition, because orally administered oncology products are generally reimbursed under the pharmacy benefit, patients may be subject to significant cost-sharing obligations, which may result in prescription abandonment, delayed treatment initiation or treatment discontinuation. Our ability to offset such costs through patient assistance or copay support programs may be limited by applicable law, enforcement policy or third-party payor requirements.

Our net revenues may also be affected by rebates, discounts, administrative fees, price-protection obligations, outcomes-based arrangements and other concessions to government authorities and third-party payors, and the amount and timing of these adjustments may be difficult to estimate. For products used as part of a combination regimen, payors may evaluate the aggregate cost of the regimen, and coverage or reimbursement for our product may not ensure coverage or reimbursement for the other components of the regimen or for related diagnostics, monitoring or supportive care.

In addition, outside the United States, pricing and reimbursement for pharmaceutical products are subject to extensive government regulation and vary significantly by country. In many markets, national, regional, or local authorities determine or influence the price that may be charged for a product and the level of reimbursement available through public or private healthcare systems. Obtaining pricing approval and reimbursement may be a lengthy and uncertain process and may require us to demonstrate clinical benefit, comparative effectiveness, and cost-effectiveness relative to available therapies. Further, external reference pricing, price disclosure requirements and the use of prices established or negotiated in one jurisdiction to set or challenge prices in another jurisdiction may constrain our global pricing and launch sequencing strategies and reduce the revenues we are able to generate across multiple markets.

A primary trend in the U.S. healthcare industry and elsewhere is cost containment. Government authorities and third-party payors have attempted to control costs by limiting coverage and the amount of reimbursement for particular products and requiring substitutions of generic products and/or biosimilars. Increasingly, third-party payors are requiring that drug companies provide them with predetermined discounts from list prices and are challenging the prices charged for drugs. We cannot be sure that coverage will be available for any of our product candidates, even if approved, and, if coverage is available, the level of reimbursement. These third-party payors are also examining the cost-effectiveness of drugs in addition to their safety and efficacy. Reimbursement may impact the demand for, or the price of, any product candidate for which we obtain marketing approval. If reimbursement is not available or is available only to limited levels, we or our potential third party collaborators may not be able to successfully commercialize any product candidate even if approved.

The U.S. presidential administration is pursuing a two-fold strategy to reduce drug costs in the U.S. These proposals are likely to have a negative impact on the pharmaceutical industry and on our ability to receive adequate revenues for any product candidate that we commercialize. On the one hand, the administration has threatened to impose significant tariffs on pharmaceutical manufacturers that do not adopt pricing policies such as most-favored-nation pricing, which would tie the price for drugs in the U.S. to the lowest price in a group of other countries. In response, multiple manufacturers have reportedly entered into confidential pricing agreements with the federal government. Subsequently, in April 2026, the U.S. presidential administration issued a proclamation imposing tariffs under Section 232 of the Trade Expansion Act of 1962 on imports of patented (brand) pharmaceutical products, including certain biologics, and their active pharmaceutical ingredients. The tariffs took effect on July 31, 2026 for a specific list of large pharmaceutical companies and are scheduled to take effect on September 29, 2026 for all other importers, subject to certain exemptions. This proclamation stated that companies that have executed or are negotiating agreements with the federal government regarding most-favored-nation pricing and onshoring of production and research and development, among others, are exempted from these tariffs. On the other hand, the administration is pursuing traditional regulatory pathways to impose drug pricing policies and, in December 2025, published two proposed rules referred to as Globe and Guard. If finalized, these rules would establish mandatory payment models under which manufacturers of eligible drugs would be required to pay rebates to the federal government on a portion of the units reimbursed by Medicare, with the rebate amounts based on most-favored-nation pricing. A rebate in the United States tied to drug prices outside the United States would represent a significant departure from historical U.S. pharmaceutical pricing practices and could reduce the revenues we receive for any products that we commercialize. Even if these initiatives are modified, delayed, not finalized or successfully challenged, the uncertainty surrounding them could adversely affect our ability to forecast revenues determine commercial launch timing and sequencing, and make investments in manufacturing capacity and commercialization infrastructure.

We may fail to select or capitalize on the most scientifically, clinically and commercially promising or profitable drug candidates including mutant RAS(ON) targets.

We have limited technical, managerial and financial resources to determine which of our potential assets, including our RAS(ON) inhibitors, should be advanced into further preclinical development, initial clinical trials, later-stage clinical development and potential commercialization. From our RAS(ON) inhibitors, we have selected daraxonrasib, elironrasib, zoldonrasib and RMC-5127 for clinical evaluation. In making these prioritization decisions and selecting development candidates from our preclinical assets, we may make incorrect determinations. Our decisions to allocate our research and development, management and financial resources toward particular development candidates or therapeutic areas, including RASolute 302, RASolute 303, RASolute 304, RASolute 305, RASolute 309, RASolve 301, RASolve 307, RASolve 308 and other clinical trials, may not lead to the development of viable

commercial products and may divert resources from better opportunities. Similarly, our decisions to delay or terminate development programs may also be incorrect and could cause us to miss valuable opportunities.

We may not be successful in our efforts to identify or discover other product candidates and may fail to capitalize on programs, product candidates or indications or lines of therapy for which there is a greater likelihood of success or that may present a greater commercial opportunity.

The success of our business depends upon our ability to identify, develop and commercialize product candidates. Research programs to identify new product candidates require substantial technical, financial and human resources, and we may fail to identify potential product candidates for numerous reasons.

Additionally, because we have limited resources and because of the decisions we make based on our observations from the results of earlier-stage clinical trials, we may forego or delay pursuit of opportunities with certain programs or product candidates or for indications or lines of therapy that later prove to have a greater likelihood of success or for which there is greater commercial potential. For example, we may design our clinical trials, including our pivotal clinical trials, based on our observations from earlier-stage clinical trials. In doing so, we may make decisions regarding our study design, including our selection of the inclusion and exclusion criteria and endpoints, as well as our selection of dose and dose schedule and other factors, for those trials, while other study designs and dosing regimens may have a greater likelihood of success.

However, the advancement of a particular product candidate may ultimately prove to be unsuccessful or less successful than another program in our pipeline that we might have chosen to pursue on a less aggressive basis. Our estimates regarding the potential market for our product candidates could be inaccurate, and our spending on current and future research and development programs may not yield any commercially viable products. If we do not accurately evaluate the commercial potential for a particular product candidate, we may relinquish valuable rights to that product candidate through collaboration, licensing or other arrangements in cases in which it would have been more advantageous for us to retain sole development and commercialization rights to such product candidate. Alternatively, we may allocate internal resources to a product candidate in a therapeutic area in which it would have been more advantageous to enter into a partnering arrangement.

If any of these events occur, we may be forced to abandon or delay our development efforts with respect to a particular product candidate or fail to develop a potentially successful product candidate.

We may need to use existing commercial diagnostic tests or develop, or enter into a collaboration or partnership to develop, novel complementary diagnostics and/or novel companion diagnostics for some of our current or future product candidates. If we or our partners are unable to successfully develop these companion diagnostics or complementary diagnostics, or experience significant delays in doing so, we may not realize the full commercial potential of our future product candidates.

As one of the key elements of our product development strategy, we seek to identify cancer patient populations that may derive meaningful benefit from our current or future product candidates. Because predictive biomarkers may be used to identify the right patients for our programs and our current or future product candidates, we believe that our success may depend, in part, on our ability to use existing diagnostic tests from third parties or develop novel complementary diagnostics and/or novel companion diagnostics in collaboration with partners.

In the event that novel tests will need to be developed, we have little experience in the development of diagnostics. We expect to rely on partners in developing appropriate diagnostics to pair with our current or future product candidates. We may be unsuccessful in entering into or maintaining collaborations for the development of companion diagnostics for use with our current or future product candidates in our markets of interest.

Complementary diagnostics and companion diagnostics are subject to regulation by the FDA and similar regulatory authorities outside the United States as medical devices and require separate regulatory approval, clearance or certification prior to commercialization. In addition, if the FDA or similar regulatory authorities outside the United States determines that a companion diagnostic device is essential to the safe and effective use of a novel therapeutic product or indication, they may not approve the therapeutic product or new therapeutic product indication if the companion diagnostic is not also approved or cleared for that indication. Companion diagnostics are developed in conjunction with clinical programs for the associated therapeutic product, and the FDA has generally required premarket approval of companion diagnostics for cancer therapies. The approval or clearance of a companion diagnostic as part of the therapeutic product's further labeling limits the use of the therapeutic product to only those patients who express the specific characteristic, such as a biomarker, that the companion diagnostic was developed to detect.

If we, our partners, or any third parties that we engage to assist us, are unable to successfully develop complementary diagnostics and/or companion diagnostics for our product candidates and any future product candidates, or we experience delays in doing so:

- the development of our product candidates and any other future product candidates may be adversely affected if we are unable to appropriately select patients for enrollment in our clinical trials;
- we may be unable to obtain approval for any of our product candidates for which the FDA or foreign regulatory authority has determined a companion diagnostic is required; and
- we may not realize the full commercial potential of our product candidates and any other future product candidates that receive marketing approval if, among other reasons, we are unable to appropriately identify, or it takes us longer to identify, patients who are likely to benefit from therapy with our products, if approved.

Even if we or our current or future partners are successful in the development of diagnostics for use with our current or future product candidates, there are also risks associated with the commercial supply of these diagnostics.

We may seek and fail to obtain fast track or breakthrough therapy designations for our current or future product candidates. Even if we are successful, these programs may not lead to a faster development or regulatory review process, and they do not guarantee we will receive approval for any product candidate.

If a product is intended for the treatment of a serious or life-threatening condition, and preclinical or clinical data demonstrate the potential to address an unmet medical need for this condition, the product sponsor may apply for fast track designation. Specifically, drugs are eligible for fast track designation if they are intended, alone or in combination with one or more drugs or biologics, to treat a serious or life-threatening disease or condition and demonstrate the potential to address unmet medical needs for the disease or condition. Fast track designation applies to the combination of the product candidate and the specific indication for which it is being studied. The sponsor of a fast track product candidate has opportunities for more frequent interactions with the applicable FDA review team during product development and, once an NDA is submitted, the application may be eligible for priority review. An NDA submitted for a fast track product candidate may also be eligible for rolling review, where the FDA may consider for review sections of the NDA on a rolling basis before the complete application is submitted, if the sponsor provides a schedule for the submission of the sections of the NDA, the FDA agrees to accept sections of the NDA and determines that the schedule is acceptable, and the sponsor pays any required user fees upon submission of the first section of the application.

The FDA has broad discretion whether to grant fast track designation, so, even if we believe a particular product candidate is eligible for this designation, the FDA may reach a different conclusion and not grant it. Even if we do receive fast track designation, we may not experience a faster development process, review or approval compared to conventional FDA procedures. The FDA may rescind any fast track designation if it believes that the designation is no longer supported by data from our clinical development program.

We may also seek breakthrough therapy designation for our product candidates. A breakthrough therapy is defined as a drug that is intended, alone or in combination with one or more other drugs, to treat a serious or life-threatening disease or condition, and preliminary clinical evidence indicates that the drug may demonstrate substantial improvement over currently existing therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development. For product candidates that have been designated as breakthrough therapies, increased interaction and communication between the FDA and the sponsor of the trial can help to identify the most efficient path for clinical development while minimizing the number of patients placed in ineffective control regimens. Drugs and biologics designated as breakthrough therapies also receive the same benefits associated with fast track designation, including eligibility for rolling review of a submitted NDA, if the relevant criteria are met. Like fast track designation, breakthrough therapy designation is within the discretion of the FDA. Accordingly, even if we believe one of our product candidates meets the criteria for designation as a breakthrough therapy, the FDA may disagree and instead determine not to make such designation. We have received multiple breakthrough therapy designations for our product candidates: daraxonrasib has been granted breakthrough therapy designation in previously treated, metastatic PDAC patients with KRAS G12 mutations and patients with NSCLC with KRAS mutations other than G12C who have received prior platinum-based chemotherapy and anti-PD-(L)1 therapy; zoldonrasib was granted breakthrough therapy designation for the treatment of adult patients with KRAS G12D-mutated locally advanced or metastatic NSCLC who have been previously treated with anti-PD-1/PD-L1 therapy and platinum-based chemotherapy; and elironrasib was granted breakthrough therapy designation for the treatment of adult patients with KRAS G12C-mutated locally advanced or metastatic NSCLC who have received prior chemotherapy and immunotherapy but have not been previously treated with a KRAS G12C inhibitor. The receipt of these breakthrough therapy designations (and any future designations we may receive for a product candidate) may not result in a faster development process, review or approval compared to drugs considered for approval under conventional FDA procedures and does not assure ultimate approval by the FDA. In addition, even if a product candidate qualifies as a breakthrough therapy, the FDA may later decide that the drug no longer meets the conditions for qualification and rescind the designation.

Jurisdictions where we may seek to pursue product candidates outside of the United States have processes similar to the breakthrough designation and fast track processes described above, and to the extent we or our collaborators desire to enter these markets, we will face similar risks and challenges as those described in the United States.

We may attempt tbo secure approval from the FDA through the use of the accelerated approval pathway. If we are unable to obtain this approval, we may be required to conduct additional preclinical studies or clinical trials beyond those that we contemplate, which could increase the expense of obtaining, and delay the receipt of, necessary regulatory approvals. Even if we receive accelerated approval from the FDA, if our confirmatory trials do not verify clinical benefit, or if we do not comply with rigorous post-marketing requirements, the FDA may seek to withdraw any accelerated approval we have obtained.

We may in the future seek accelerated approval for one or more of our product candidates. Under the accelerated approval program, the FDA may grant accelerated approval to a product candidate designed to treat a serious or life-threatening condition that provides meaningful therapeutic benefit over available therapies upon a determination that the product candidate has an effect on a surrogate endpoint or intermediate clinical endpoint that is reasonably likely to predict clinical benefit. The FDA considers a clinical benefit to be a positive therapeutic effect that is clinically meaningful in the context of a given disease, such as irreversible morbidity or mortality. For the purposes of accelerated approval, a surrogate endpoint is a marker, such as a laboratory measurement, radiographic image, physical sign, or other measure that is thought to predict clinical benefit, but is not itself a measure of clinical benefit. An intermediate clinical endpoint is a clinical endpoint that can be measured earlier than an effect on irreversible morbidity or mortality that is reasonably likely to predict an effect on irreversible morbidity or mortality or other clinical benefit.

The accelerated approval pathway may be used in cases in which the advantage of a new drug over available therapy may not be a direct therapeutic advantage, but is a clinically important improvement from a patient and public health perspective. If granted, accelerated approval is usually contingent on the sponsor's agreement to conduct, in a diligent manner, additional confirmatory studies to verify and describe the drug's clinical benefit. If such post-approval studies fail to confirm the drug's clinical benefit or are not completed in a timely manner, the FDA may withdraw its approval of the drug on an expedited basis. In addition, in December 2022, President Biden signed an omnibus appropriations bill to fund the U.S. government through fiscal year 2023. The omnibus bill included the Food and Drug Omnibus Reform Act of 2022, which, among other things, provided the FDA new statutory authority to mitigate potential risks to patients from continued marketing of ineffective drugs previously granted accelerated approval. Under these provisions, the FDA may require a sponsor of a product seeking accelerated approval to have a confirmatory trial underway prior to such approval being granted.

Prior to seeking accelerated approval for any of our product candidates, we intend to seek feedback from the FDA and will otherwise evaluate our ability to seek and receive accelerated approval. There can be no assurance that after our evaluation of the feedback and other factors we will decide to pursue or submit an NDA for accelerated approval or any other form of expedited development, review or approval. Furthermore, if we decide to submit an application for accelerated approval for our product candidates, there can be no assurance that such application will be accepted or that any expedited development, review or approval will be granted on a timely basis, or at all. The FDA or other comparable foreign regulatory authorities could also require the conduct of further studies prior to considering our (or one of our potential future collaboration partners') applications or granting approval of any type. A failure to obtain accelerated approval or any other form of expedited development, review or approval for our product candidate would result in a longer time period until commercialization of such product candidate, if at all, could increase the cost of development of such product candidate and could harm our competitive position in the marketplace.

We may seek orphan drug designation for our product candidates, and we may be unsuccessful or may be unable to maintain the benefits associated with orphan drug designation, including the potential for market exclusivity.

As part of our business strategy, we may seek orphan drug designation for our product candidates. Regulatory authorities in some jurisdictions, including the United States, may designate drugs for relatively small patient populations as orphan drugs or, in the EU, orphan medicinal products. Under the Orphan Drug Act, the FDA may designate a drug as an orphan drug if it is a drug intended to treat a rare disease or condition, which is generally defined as a patient population of fewer than 200,000 individuals annually in the United States, or a patient population greater than 200,000 in the United States where there is no reasonable expectation that the cost of developing the drug will be recovered from sales in the United States. In the United States, orphan drug designation entitles a party to financial incentives such as opportunities for grant funding towards clinical trial costs, tax advantages and user-fee waivers.

Similarly, in the EU, the European Commission grants orphan medicinal product designation after receiving the opinion of the EMA Committee for Orphan Medicinal Products on an orphan medicinal product designation application. Orphan medicinal product designation is intended to promote the development of medicines (1) that are intended for the diagnosis, prevention or treatment of life-threatening or chronically debilitating conditions where (2) either (a) such conditions affect no more than 5 in 10,000 persons in the EU when the application is made, or (b) the product, without the benefits derived from orphan status, would not generate sufficient return in the EU to justify the investment needed for its development; and (3) for which no satisfactory method of diagnosis, prevention, or treatment has been authorized (or if such method exists, the product would be a significant benefit to those affected). In the EU, orphan designation entitles a party to a number of incentives, such as protocol assistance and scientific advice specifically for designated orphan medicines, and potential fee reductions depending on the status of the sponsor.

Generally, if a drug with an orphan drug designation subsequently receives the first marketing approval for the disease or condition for which it has such designation, the drug is entitled to a period of marketing exclusivity, which precludes the FDA or foreign authorities from approving another marketing application for the same drug for the same approved use or indication within such disease or condition for that time period, except in limited circumstances. The applicable period is seven years in the United States and ten years in the EU. The European exclusivity period can be reduced to six years if a drug no longer meets the criteria for orphan drug designation or if the drug is sufficiently profitable such that market exclusivity is no longer justified.

We may be unsuccessful in obtaining orphan drug designation for our product candidates. In addition, while the FDA has granted orphan drug designation to daraxonrasib for the treatment of pancreatic cancer, the corresponding marketing exclusivity for such designation (and any future designations we may receive for a product candidate) may not effectively protect the product candidate from competition because different therapies can be approved for the same approved use or indication within the applicable disease or condition. Even after an orphan drug is approved, the FDA or comparable foreign authorities can subsequently approve the same drug for the same approved use or indication within the relevant disease or condition if the FDA or comparable foreign authorities conclude that the later drug is clinically superior in that it is shown to be safer, more effective or makes a major contribution to patient care. In addition, a designated orphan drug may not receive orphan drug exclusivity if it is approved for a use that is broader than the disease or condition for which it received orphan designation. Moreover, orphan drug exclusive marketing rights in the United States may be lost if the FDA later determines that the request for designation was materially defective or if the manufacturer is unable to assure sufficient quantity of the drug to meet the needs relating to the approved use or indication of patients with the relevant rare disease or condition. Orphan drug designation neither shortens the development time or regulatory review time of a drug nor gives the drug any advantage in the regulatory review or approval process. While we may seek orphan drug designation for applicable indications for our current and any future product candidates, we may never receive such designations. Even if we do receive such designations, there is no guarantee that we will enjoy the benefits of those designations, including marketing exclusivity.

We may participate in novel and expedited regulatory review programs that are new and evolving. We may not realize any benefit from our participation in these programs and any changes to, suspension of, or termination of these programs, or our inability to satisfy their requirements, could delay or adversely affect the development, review and approval of our product candidates.

We are participating in, and may in the future seek to participate in, new and expedited review pathways and pilot programs intended to accelerate the assessment of drugs and biologics that address national priorities or areas of high unmet medical need. Because many of these programs are new, limited in scope and untested, there is limited precedent regarding how they will operate in practice, and our participation may not result in the benefits we anticipate.

In June 2025, the FDA announced the CNPV Pilot Program to test an expedited review process for certain drugs and biologics that are designed to address certain national priorities identified by the FDA, including drugs or biologics that are intended to address a U.S. public health crisis, deliver more innovative cures for the American people, address a large unmet medical need, onshore drug development and manufacturing, or increase affordability. Drugs or biologics accepted into the CNPV Pilot Program will receive a CNPV, which according to the FDA, entitles the recipient to accelerated FDA review of a marketing application or supplement for a drug or biologic that aligns with the CNPV Pilot Program's goals, along with enhanced communication through the application review process, multidisciplinary team-based evaluation and potential for accelerated approval, if the relevant requirements are met. As described by the FDA, CNPVs may not be transferred, and must be applied within two years of being issued. Further, CNPVs do not change the FDA's standards for review and approval of a Biologics License Application, NDA or supplement, as applicable. In October 2025, the FDA included daraxonrasib in its initial group of CNPV recipients.

The CNPV Pilot Program, however, is new, limited in scope, and subject to evolving guidance and available FDA resources. The FDA retains broad discretion to modify the criteria, processes, or benefits of the pilot and may rescind participation or alter timelines or the intended benefits at any time.

Similarly, in July 2026, the EMA's Committee for Medicinal Products for Human Use (CHMP) began evaluating daraxonrasib for the treatment of PDAC under a phased review process. The phased review process is intended to accelerate the assessment of a medicine by permitting the EMA to evaluate data in phases as they become available, ahead of the submission of a full marketing authorization application (MAA). Like the CNPV Pilot Program, the EMA's phased review process is a relatively new and evolving mechanism, and the EMA retains discretion over how the review is conducted and may modify, suspend or discontinue the phased review, or the initiatives under which it is offered, at any time.

Participation in the CNPV Pilot Program, the EMA's phased review process or any other new or expedited review program does not ensure that a product candidate will be accepted for filing or validation, reviewed on a shortened or accelerated timeline, or ultimately approved. These programs are subject to evolving guidance, agency resource constraints and significant regulatory discretion, and the FDA, EMA or other regulatory authorities may modify, narrow, suspend or terminate them, change their eligibility criteria or intended benefits, or rescind our participation, at any time and for any reason. Further, if we receive marketing approval on an accelerated timeline, we may be unable to market and sell an approved product candidate promptly or effectively, which could delay patient

access, limit product revenues, adversely affect the commercial success of the product candidate and adversely affect our reputation. If the FDA, EMA or another regulatory authority modifies or terminates any expedited review program in which we participate, or if we are unable to comply with the requirements of any such program, our current development plans and anticipated timelines, and market expectations regarding our programs, could be adversely affected.

If product liability lawsuits are brought against us, we may incur substantial liabilities and may be required to limit commercialization of any approved products.

We face an inherent risk of product liability as a result of the clinical testing of product candidates, making product candidates available through pre-license patient access programs such as compassionate use, named patient, expanded access treatment protocols or similar programs, and will face an even greater risk if we commercialize any products. For example, we may be sued if any of our product candidates causes or is perceived to cause injury or is found to be otherwise unsuitable during clinical testing, use through a pre-license patient access program, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability or a breach of warranties. Claims could also be asserted under state consumer protection acts. If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit commercialization of any approved products. Even successful defense would require significant financial and management resources.

Regardless of the merits or eventual outcome, liability claims may result in:

- decreased demand for any approved product;
- injury to our reputation;
- withdrawal of clinical trial participants;
- initiation of investigations by regulators;
- costs to defend the related litigation;
- a diversion of management's time and our resources;
- substantial monetary awards to trial participants or patients;
- product recalls, withdrawals or labeling, marketing or promotional restrictions;
- exhaustion of available insurance and our capital resources and potential increases in our insurance premiums and/or retention amounts; and
- our inability, or limitations on our ability, to commercialize any product.

In addition, if we provide access to any product candidate through a pre-license patient access program, we may be exposed to additional safety, operational, regulatory and reputational risks. Patients receiving a product candidate through these programs may have advanced disease, co-morbidities or other characteristics that increase the likelihood of serious adverse events, and such events may be attributed to our product candidate even if they are unrelated to treatment. We may be required to report adverse events or other safety information from these programs to regulatory authorities, and such information could affect regulatory review, labeling, approval conditions, physician or patient perception, or the willingness of investigators or patients to participate in our clinical trials. In addition, because these programs may occur outside the controls of our clinical trial protocols, the information generated may be more difficult to interpret and may adversely affect perceptions of the safety or efficacy of our product candidates.

Our inability to obtain sufficient product liability insurance at an acceptable cost to protect against potential product liability claims could prevent or inhibit the commercialization of products we develop, alone or with collaboration partners.

Insurance coverage is increasingly expensive. We may not be able to maintain insurance at a reasonable cost or in an amount adequate to satisfy any liability that may arise, if at all. Our insurance policy contains various exclusions, and we may be subject to a product liability claim for which we have no coverage. We may have to pay any amounts awarded by a court or negotiated in a settlement that exceed our coverage limitations or that are not covered by our insurance, and we may not have, or be able to obtain, sufficient capital to pay such amounts. Even if our agreements with any current or future collaborator entitle us to indemnification against losses, such indemnification is limited and may not be available or adequate should any claim arise.

Healthcare legislative reform measures may significantly impact our business and results of operations.

In the United States, there have been and continue to be a number of legislative initiatives to contain healthcare costs and reduce prescription drug spending. These initiatives may increase pricing pressure, reduce the amounts we are able to charge and receive for

any products we may commercialize, limit the availability and level of reimbursement from third-party payors (including government payors), require us to provide additional discounts or rebates, and otherwise adversely affect patient access and demand.

Additionally, there has been increasing legislative and enforcement interest in the United States with respect to specialty drug pricing practices. Specifically, there have been several recent Congressional inquiries and proposed and enacted federal and state legislation designed to, among other things, bring more transparency to drug pricing, reduce the cost of prescription drugs under Medicare, review the relationship between pricing and manufacturer patient programs, and reform government program reimbursement methodologies for drugs.

For example, in August 2022, the Inflation Reduction Act of 2022 (IRA) was signed into law. Among other things, the IRA requires manufacturers of certain drugs to engage in price negotiations with Medicare, with prices that can be negotiated subject to a cap; imposes rebates under Medicare Part D to penalize price increases that outpace inflation (first due in 2023); and replaces the Part D coverage gap discount program with a new manufacturer discounting program (which began in 2025). The IRA permits the Secretary of the Department of Health and Human Services (HHS) to implement many of these provisions through guidance, as opposed to regulation, for the initial years. HHS has and will continue to issue and update guidance as these programs are implemented. HHS announced the negotiated prices for the initial ten drugs, which became effective in 2026, and the subsequent 15 drugs, which will first be effective in 2027. CMS has also published the next set of 15 drugs that will be subject to negotiation. The impact of the IRA on our business and the pharmaceutical industry cannot yet be fully determined, but could be significant.

The One Big Beautiful Bill Act, which was enacted in July 2025, imposes significant reductions in the funding of the Medicaid program. Such reductions are expected to decrease the number of persons enrolled in Medicaid and reduce the services covered by Medicaid, which could adversely affect our sales of any product candidate that we commercialize.

The U.S. presidential administration is pursuing a two-fold strategy to reduce drug costs in the U.S. See “Even if we are able to commercialize any product candidates, such products may become subject to unfavorable pricing regulations or third-party coverage and reimbursement policies” above for more information.

Moreover, the individual states in the United States have become increasingly active in developing proposals, passing legislation and implementing regulations designed to control drug pricing, including price or patient reimbursement constraints, discounts, formulary flexibility, marketing cost disclosure, drug price increase reporting, and other transparency measures. Some states have enacted legislation creating so-called prescription drug affordability boards, with the goal of imposing price limits on certain drugs in these states, and at least one state board is imposing an upper payment limit. States are also seeking to implement general, across the board price caps for pharmaceuticals, or are seeking to regulate drug distribution. Some measures are designed to encourage importation from other countries. These types of initiatives may result in additional reductions in Medicare, Medicaid, and other healthcare funding, and may otherwise affect the prices we may obtain for any product candidate that we commercialize or the frequency with which any product candidate that we commercialize is prescribed or used.

We expect that additional state and federal healthcare reform measures will be adopted in the future, any of which could limit the amounts that federal and state governments will pay for healthcare products and services, which could result in reduced demand for our product candidates, complementary diagnostics or companion diagnostics, or impose additional pricing pressures.

In addition, FDA regulations and guidance may be revised or reinterpreted by the FDA in ways that may significantly affect our business. Any new regulations or guidance, or revisions or reinterpretations of existing regulations or guidance, may impose additional costs or lengthen FDA review times for our product candidates. We cannot determine how changes in regulations, statutes, policies, or interpretations when and if issued, enacted or adopted may affect our business in the future.

If we fail to comply with our reporting and payment obligations under the Medicaid Drug Rebate Program or other governmental pricing programs in which we may participate, we could be subject to additional reimbursement requirements, penalties, sanctions and fines, which could have a material adverse effect on our business, financial condition, results of operations and growth prospects.

Medicaid is a joint federal and state program administered by the states for low income and disabled beneficiaries. We intend to participate in Medicaid, and if we participate, will have certain price reporting obligations under the Medicaid Drug Rebate Program, or the MDRP, as a condition of having covered outpatient drugs payable under Medicaid. The MDRP requires participating manufacturers to pay a rebate to state Medicaid programs every quarter for each unit of their covered outpatient drugs dispensed to Medicaid beneficiaries and paid for by a state Medicaid program. The rebate is based on pricing data that the manufacturer must report on a monthly and quarterly basis to the Centers for Medicare & Medicaid Services, or CMS, the federal agency that administers the MDRP and other governmental healthcare programs. These data include the average manufacturer price (AMP) for each drug and, in the case of innovator products, the best price, which in general represents the lowest price available from the manufacturer to certain entities in the United States in any pricing structure, calculated to include all sales and associated rebates, discounts and other price

concessions. The Medicaid rebate consists of two components, the basic rebate and the additional rebate, which is due if the AMP for a drug increases faster than inflation. If we participate in Medicaid and become aware that our MDRP government price reporting submission for a prior quarter was incorrect or has changed as a result of recalculation of the pricing data, we must resubmit the corrected data for up to three years after those data originally were due. If we participate in Medicaid and fail to provide information timely or are found to have knowingly submitted false information to the government, we may be subject to civil monetary penalties and other sanctions, including termination from the MDRP. In the event that CMS terminates our rebate agreement pursuant to which we intend to participate in the MDRP, no federal payments would be available under Medicaid for our covered outpatient drugs for which we obtain approval. If we participate in Medicaid, our failure to comply with MDRP price reporting and rebate payment obligations could negatively impact our financial results.

Federal law requires that any company that participates in the MDRP also participate in the Public Health Service's 340B drug pricing program in order for federal funds to be available for the manufacturer's drugs under Medicaid. If we participate in Medicaid, we will also participate in the 340B program, which is administered by the Health Resources and Services Administration (HRSA), and would require us to charge statutorily defined covered entities no more than the 340B "ceiling price" for our covered outpatient drugs for which we obtain approval. These 340B covered entities include a variety of community health clinics and other entities that receive health services grants from the Public Health Service, as well as hospitals that serve a disproportionate share of low-income patients. The 340B ceiling price is calculated using a statutory formula based on the AMP and rebate amount for the covered outpatient drug as calculated under the MDRP, and in general, products subject to Medicaid price reporting and rebate liability are also subject to the 340B ceiling price calculation and discount requirement. Participating manufacturers must report 340B ceiling prices to HRSA on a quarterly basis, and HRSA publishes those prices to 340B covered entities. In addition, HRSA has finalized regulations regarding the calculation of the 340B ceiling price and the imposition of civil monetary penalties on manufacturers that knowingly and intentionally overcharge covered entities for 340B-eligible drugs. HRSA has also finalized a revised regulation implementing an administrative dispute resolution process through which 340B covered entities may pursue claims against participating manufacturers for overcharges, and through which manufacturers may pursue claims against 340B covered entities for engaging in unlawful diversion or duplicate discounting of 340B drugs. If we participate in the 340B program, our failure to comply with 340B program requirements could negatively impact our financial results. Any additional future changes to the definition of AMP and the Medicaid rebate amount under legislation or regulation could affect our 340B ceiling price calculations and also negatively impact our financial results if we participate in the 340B program.

In order for any product candidates, if approved, to be paid for with federal funds under the Medicaid programs and purchased by certain federal agencies and grantees, we also intend to participate in the U.S. Department of Veterans Affairs, or VA, Federal Supply Schedule, or FSS, pricing program. As part of this program, we would be required to make our products available for procurement on an FSS contract under which we must comply with standard government terms and conditions and charge a price that is no higher than the statutory Federal Ceiling Price, or FCP, to four federal agencies (VA, U.S. Department of Defense, or DOD, Public Health Service, and U.S. Coast Guard). The FCP is based on the Non-Federal Average Manufacturer Price, or Non-FAMP, which we would be required to calculate and report to the VA on a quarterly and annual basis. Pursuant to applicable law, knowing provision of false information in connection with a Non-FAMP filing can subject a manufacturer to significant civil monetary penalties for each item of false information. The FSS pricing and contracting obligations also contain extensive disclosure and certification requirements.

We also plan to participate in the Tricare Retail Pharmacy program, under which we would be required to pay quarterly rebates on utilization of innovator products for which we obtain approval that are dispensed through the Tricare Retail Pharmacy network to Tricare beneficiaries. The rebates are calculated as the difference between the annual Non-FAMP and FCP. We would be required to list our innovator products for which we obtain approval on a Tricare Agreement in order for them to be eligible for DOD formulary inclusion. If we participate in the program and overcharge the government in connection with our FSS contract or Tricare Agreement, whether due to a misstated FCP or otherwise, we will be required to refund the difference to the government. Failure to make necessary disclosures and/or to identify contract overcharges could result in allegations against us under the False Claims Act and other laws and regulations. Unexpected refunds to the government, and responding to a government investigation or enforcement action, would be expensive and time-consuming, and could have a material adverse effect on our business, financial condition, results of operations and growth prospects.

Individual states continue to consider and have enacted legislation to limit the growth of healthcare costs, including the cost of prescription drugs and combination products. A number of states have either implemented or are considering implementation of drug price transparency legislation. Requirements of pharmaceutical manufacturers under such laws include advance notice of planned price increases, reporting price increase amounts and factors considered in taking such increases, wholesale acquisition cost information disclosure to prescribers, purchasers, and state agencies, and new product notice and reporting. Such legislation could limit the price or payment for certain drugs, and a number of states are authorized to impose civil monetary penalties or pursue other enforcement mechanisms against manufacturers who fail to comply with drug price transparency requirements, including the untimely, inaccurate, or incomplete reporting of drug pricing information.

Pricing and rebate calculations vary among products and programs. The calculations are complex and are often subject to interpretation by us, governmental or regulatory agencies, and the courts. CMS, the Department of Health & Human Services Office of Inspector General, and other governmental agencies have pursued manufacturers that were alleged to have failed to report these data to the government in a timely or accurate manner. Governmental agencies may also make changes in program interpretations, requirements or conditions of participation, some of which may have implications for amounts previously estimated or paid. If we participate in these programs, we cannot assure you that any submissions we are required to make under the MDRP, the 340B program, the VA/FSS program, the Tricare Retail Pharmacy Program, and other governmental drug pricing programs will not be found to be incomplete or incorrect.

Disruptions at the FDA and other government agencies caused by funding shortages, staffing limitations or global health concerns could hinder their ability to hire and retain key leadership and other personnel, prevent new products and services from being developed or commercialized in a timely manner or otherwise prevent those agencies from performing normal business functions on which the operation of our business may rely, which could negatively impact our business.

The ability of the FDA and foreign regulatory agencies to review and approve new products can be affected by a variety of factors, including government budget and funding levels, ability to hire and retain key personnel and accept the payment of user fees, and statutory, regulatory, and policy changes. Average review times at the FDA and foreign regulatory agencies have fluctuated in recent years as a result.

Disruptions at the FDA and other agencies may also slow the time necessary for new drugs to be reviewed and/or approved by necessary government agencies, which would adversely affect our business. For example, in recent years, including in 2025, the U.S. government has shut down several times and certain regulatory agencies, such as the FDA, have had to furlough critical employees and stop critical activities. In addition, the current U.S. Presidential administration has issued certain policies and Executive Orders directed towards reducing the employee headcount and costs associated with U.S. administrative agencies, including the FDA, which have led to substantial personnel changes, and it remains unclear the degree to which these efforts may limit or otherwise adversely affect the FDA's ability to conduct routine activities. If a prolonged government shutdown occurs or the FDA or other agencies experience other delays due to funding shortages, staffing shortages or otherwise, it could significantly impact the ability of those agencies to timely review and process our regulatory submissions.

We are subject to stringent privacy laws, information security policies and contractual obligations governing the use, processing and transfer of personal information.

The global data protection landscape is rapidly evolving, and we are or may become subject to numerous federal, state and foreign laws, requirements and regulations governing the collection, use, disclosure, retention and security of personal information, such as information that we may collect in connection with clinical trials in the United States and abroad. Implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future, and we cannot yet determine the impact future laws, regulations, standards or perception of their requirements may have on our business. This evolution may create uncertainty in our business, affect our ability to operate in certain jurisdictions or to collect, store, transfer, use and share personal information, necessitate the acceptance of more onerous obligations in our contracts, result in liability or impose additional costs on us. The cost of compliance with these laws, regulations and standards is high and is likely to increase in the future. Any failure or perceived failure by us to comply with federal, state or foreign laws or regulations, our internal policies and procedures or our contracts governing our processing of personal information could result in negative publicity, government investigations and enforcement actions, claims by third parties and damage to our reputation.

As our operations and business grow, we may become subject to or affected by new or additional data protection laws and regulations and face increased scrutiny or attention from regulatory authorities. In the United States, the Health Insurance Portability and Accountability Act of 1996 (HIPAA) imposes, among other things, certain standards relating to the privacy, security, transmission and breach reporting of individually identifiable health information. We may obtain health information from third parties (including research institutions from which we obtain clinical trial data) that are subject to privacy and security requirements under HIPAA. While we do not believe that we are currently acting as a covered entity or business associate under HIPAA and thus are not directly regulated under HIPAA, any person may be prosecuted under HIPAA's criminal provisions either directly or under aiding-and-abetting or conspiracy principles. Consequently, depending on the facts and circumstances, we could face substantial criminal penalties if we knowingly receive individually identifiable health information from a HIPAA-covered healthcare provider or research institution that has not satisfied HIPAA's requirements for disclosure of individually identifiable health information. Additionally in the U.S., the Federal Trade Commission (FTC) and many state Attorneys General continue to enforce federal and state consumer protection laws against companies for online collection, use, dissemination and security practices that appear to be unfair or deceptive. Further, in 2024, the National Security Division of the U.S. Department of Justice (DOJ) issued a rule—referred to as the "Data Security Program" (DSP)—to implement Executive Order 14117 aimed at preventing access to "bulk U.S. sensitive personal data" and "government-related data" by "countries of concern" (including China, Russia, Iran, North Korea, Cuba, and Venezuela) and "covered persons" (as all such terms are defined in the DSP). Effective as of April 2025, and fully enforceable as of July 2025, the

DSP imposes stringent obligations on companies within its scope and prohibits or restricts "covered data transactions" that grant countries of concern or covered persons access to bulk U.S. sensitive personal data or any amount of government-related data. The DSP is new, complex and has yet to be enforced, and as such, there is a risk that our interpretation of its applicability, scope, and requirements is incorrect, incomplete, or misapplied. Compliance with the DSP may require us to invest heavily in data security and compliance measures, such as implementing and complying with the Cybersecurity and Infrastructure Security Agency's guidelines and other burdensome recordkeeping, reporting, and auditing requirements. It may also require us to implement new processes, stop or restrict certain data transfers, alter the geographic scope of our operations, cease doing business with certain third parties or using certain tools or vendors, or change how data flows throughout our business, any of which could materially impact our business operations or hinder our ability to grow our business. Finally, non-compliance with the DSP could result in significant civil or criminal penalties, which could materially adversely affect our business, results of operations, and financial condition.

In addition, various states have implemented certain data privacy and security laws and regulations that impose restrictive requirements regulating the use and disclosure of health-related and other personal information. For example, the California Consumer Privacy Act, as amended by the California Privacy Rights Act (collectively, the CCPA) requires certain businesses that process personal information of California residents to, among other things: provide certain disclosures to California residents regarding the business's collection, use, and disclosure of their personal information; receive and respond to requests from California residents to access, delete and correct their personal information, or opt-out of certain disclosures of their personal information; and enter into specific contractual provisions with service providers that process California resident personal information on the business's behalf. Similar laws have been passed in other states, and are continuing to be proposed at the state and the federal level, reflecting a trend toward more stringent privacy legislation in the United States. The enactment of such laws could have potentially conflicting requirements that would make compliance challenging. In the event that we are subject to or affected by HIPAA or the CCPA or other domestic privacy and data protection laws, any liability from failure to comply with the requirements of these laws could adversely affect our financial condition.

State laws and regulations are not necessarily preempted by federal laws and regulations, such as HIPAA, particularly if a state affords greater protection to individuals than federal law. Where state laws are more protective, we must comply with the stricter provisions. In addition to fines and penalties imposed upon violators, some of these state laws also afford private rights of action to individuals who believe their personal information has been misused. The interplay of federal and state laws may be subject to varying interpretations by courts and government agencies, creating complex compliance issues for us and data we receive, use and share, potentially exposing us to additional expense, adverse publicity and liability. Legal requirements relating to the collection, storage, handling, and transfer of personal information and personal data continue to evolve and may result in increased public scrutiny and escalating levels of enforcement, sanctions and increased costs of compliance.

The processing of personal data in the European Economic Area (EEA) is governed by the General Data Protection Regulation (the GDPR). The GDPR imposes stringent requirements for controllers and processors of personal data. The GDPR applies extraterritorially, and we may be subject to the GDPR because of our data processing activities that involve the personal data of individuals located in the EEA, or in the context of our activities within the EEA, such as in connection with any EEA clinical trials. The GDPR imposes comprehensive data privacy compliance obligations in relation to our collection and use of personal data, including a principle of accountability and the obligation to demonstrate compliance through policies, procedures, training and audit. If we or our vendors fail to comply with the GDPR and the applicable national data protection laws of the EEA member states, or if regulators assert we have failed to comply with these laws, it may lead to regulatory enforcement actions, which can result in, among other things, monetary penalties of up to €20,000,000 or up to 4% of the total worldwide annual turnover of the noncompliant undertaking for the preceding financial year, whichever is higher, and other administrative penalties. The GDPR also imposes strict rules on the transfer of personal data out of the EEA to the United States and other third countries that have not been found to provide adequate protection to such personal data, and the efficacy and longevity of current transfer mechanisms between the EEA and the United States remains uncertain. Case law from the Court of Justice of the European Union states that reliance on the standard contractual clauses – a standard form of contract approved by the European Commission as an adequate personal data transfer mechanism – alone may not necessarily be sufficient in all circumstances, and that transfers must be assessed on a case-by-case basis.

The European Commission adopted its Adequacy Decision in relation to the EU-U.S. Data Privacy Framework (the DPF) in July 2023, rendering the DPF effective as a GDPR transfer mechanism to U.S. entities self-certified under the DPF. We currently rely in part on the EU standard contractual clauses and the UK Addendum to the EU standard contractual clauses, as relevant, to transfer personal data outside the EEA and the UK, including to the United States. We expect the existing legal complexity and uncertainty regarding international personal data transfers to continue and international transfers to the U.S. and to other jurisdictions more generally to continue to be subject to enhanced scrutiny by regulators. As the regulatory guidance and enforcement landscape in relation to data transfers continue to develop, we could suffer additional costs, we may have to make operational changes and/or it could adversely affect our business, operations and financial condition.

We must also comply with the UK General Data Protection Regulation, which, together with the UK Data Protection Act 2018, retains the GDPR in UK national law (collectively, the UK GDPR). The UK GDPR mirrors the fines under the GDPR, i.e., fines up to the

greater of £17.5 million or 4% of global turnover of a noncompliant undertaking's global annual revenue for the preceding financial year. On October 12, 2023, the UK Extension to the DPF came into effect (as approved by the UK Government), as a data transfer mechanism from the UK to U.S. entities self-certified under the DPF. We may incur liabilities, expenses, costs and other operational losses under the GDPR and privacy laws of the applicable EU and EEA Member States and the UK in connection with any measures we take to comply with them. As we continue to expand into other foreign countries and jurisdictions, we may also be subject to additional laws and regulations that may affect how we conduct business.

Compliance with U.S. and international data protection laws and regulations could cause us to incur substantial costs or require us to change our business practices and compliance procedures in a manner adverse to our business. Penalties for violations of these laws vary and may be significant. Moreover, complying with these various laws could require us to take on more onerous obligations in our contracts, restrict our ability to collect, use and disclose data, or in some cases, impact our ability to operate in certain jurisdictions. In addition, we rely on third-party vendors to collect, process and store data on our behalf and we cannot guarantee that such vendors are in compliance with all applicable data protection laws and regulations. Our or our vendors' failure to comply with U.S. and international data protection laws and regulations could result in government investigations and enforcement actions (which could include civil or criminal penalties), private litigation and adverse publicity. Claims that we have violated individuals' privacy rights, failed to comply with data protection laws, or breached our contractual obligations, even if we are not found liable, could be expensive and time consuming to defend and could result in adverse publicity.

Our business may be affected by the evolving regulatory framework for artificial intelligence, machine learning, and automated decision-making technologies, as well as the operational, cybersecurity and confidentiality risks associated with our use of such technologies.

We use artificial intelligence (AI), machine learning, and automated decision-making technologies (collectively, AI Technologies) throughout our business, and are making investments in this area. We expect that increased investment will be required in the future to continuously improve our use of AI Technologies. As with many technological innovations, there are significant risks involved in developing, maintaining and deploying these technologies, including that AI-generated content, analyses, or recommendations we utilize could be deficient, that our competitors may more quickly or effectively adopt AI capabilities, or that our use of AI or other emerging technologies increases regulatory, cybersecurity and other significant risks. In addition, the use of certain AI Technologies, including third-party solutions, may involve the input, processing or storage of proprietary, confidential or personal information, and any failure to appropriately protect such information, or any unauthorized disclosure or use of such information, could adversely affect our business, harm our reputation and subject us to liability. There can be no assurance that the usage of or our investments in such technologies will always enhance our products or services or be beneficial to our business, including our efficiency or profitability.

Third parties on which we rely, including vendors, service providers, collaborators and contractors, may also use AI Technologies in providing products or services to us, in some cases without our knowledge or control. We may have limited ability to evaluate or monitor the design, training data, performance, security or regulatory compliance of such technologies, and outputs generated through their use may be inaccurate, incomplete, biased or otherwise unreliable. Such use could also result in intellectual property infringement, cybersecurity incidents, violations of applicable laws or contractual obligations, or the unauthorized use or disclosure of confidential, proprietary or personal information. Any of these events could disrupt our operations or development activities, require costly remediation, expose us to liability or regulatory scrutiny and harm our reputation.

In particular, if the models underlying our or third party AI Technologies are incorrectly designed or implemented; trained or reliant on incomplete, inadequate, inaccurate, biased or otherwise poor quality data, or on data to which we do not have sufficient rights or in relation to which we and/or the providers of such data have not implemented sufficient legal compliance measures; used without sufficient oversight and governance to ensure their responsible use; and/or adversely impacted by unforeseen defects, technical challenges, cybersecurity threats or material performance issues, the performance of our products, services and business, as well as our reputation, could suffer or we could incur liability resulting from the violation of laws or contracts to which we are a party or civil claims. We are in varying stages of development in relation to our products and internal business processes involving AI Technologies. The continuous development, maintenance and operation of our AI Technologies is expensive and complex, and may involve unforeseen difficulties including material performance problems, undetected defects or errors. For instance, the models underlying AI Technologies can experience decay (also known as "model drift") in which their performance and accuracy decreases over time without further human intervention to correct such decay.

We may not be successful in our ongoing development and maintenance of these technologies in the face of novel and evolving technical, reputational and market factors. Our efforts to develop proprietary AI models could increase our operating costs. Our ability to develop proprietary AI models may be limited by our access to processing infrastructure or training data, and we may be dependent on third-party providers for such resources.

The regulatory framework for AI Technologies is rapidly evolving as many federal, state, and foreign government bodies and agencies have introduced or are currently considering additional laws and regulations. Additionally, existing laws and regulations may be interpreted in ways that would affect the operation of our AI Technologies. As a result, implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future, and we cannot yet determine the impact future laws, regulations, standards, or market perception of their requirements may have on our business and may not always be able to anticipate how to respond to these laws or regulations. Failure to appropriately respond to this evolving landscape may result in reputational, competitive and business harm as well as litigation and regulatory action and fines, penalties and expenses related thereto.

It is possible that new laws and regulations will be adopted in the United States and in other non-U.S. jurisdictions, or that existing laws and regulations, including competition and antitrust laws, may be interpreted in ways that would limit our ability to use AI Technologies for our business, or require us to change the way we use AI Technologies in a manner that negatively affects the performance of our products, services, and business and the way in which we use AI Technologies. We may need to expend resources to adjust our products or services in certain jurisdictions if the laws, regulations, or decisions are not consistent across jurisdictions. Further, the cost to comply with such laws, regulations, or decisions and/or guidance interpreting existing laws, could be significant and would increase our operating expenses (such as by imposing additional reporting obligations regarding our use of AI Technologies). Such an increase in operating expenses, as well as any actual or perceived failure to comply with such laws and regulations, could adversely affect our business, financial condition and results of operations.

Our business and operations, or those of our CROs or other third parties, may suffer in the event of information technology system failures, cyberattacks or deficiencies in our cybersecurity, which could materially affect our business, financial condition and results of operations.

We receive, generate and store significant and increasing volumes of sensitive information, such as health-related information, clinical trial data, proprietary business information and the personal information of our employees and contractors (collectively, Confidential Information). We face a number of risks related to protecting the information technology systems we rely on and this Confidential Information, including loss of access risk, inappropriate use or disclosure, inappropriate modification and the risk of our being unable to adequately monitor, audit and modify our controls over our Confidential Information. This risk extends to the information technology systems and information of any collaboration partners, medical institutions, clinical investigators, CROs, contract laboratories and other third parties involved in our business. There can be no assurance that our cybersecurity risk management program and processes, including our policies, controls or procedures, will be fully implemented, complied with or effective in protecting our systems and Confidential Information.

Despite the implementation of security measures, our information technology systems, as well as those of CROs or other third parties with which we have relationships, are vulnerable to attack, interruption and damage from computer viruses and malware (e.g., ransomware), malicious code, misconfigurations, "bugs" or other vulnerabilities, unauthorized access, natural and manmade disasters, terrorism, war and telecommunication and electrical failures, malfeasance by external or internal parties, fraud, denial or degradation of service attacks, sophisticated nation-state and nation-state-supported actors and human error (e.g., social engineering and phishing). Attacks upon information technology systems are increasing in their frequency, levels of persistence, sophistication and intensity, and are being conducted by sophisticated and organized groups and individuals with a wide range of motives and expertise. Furthermore, because technologies (such as AI) that are used to obtain unauthorized access to, or to sabotage or disrupt, systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or implement adequate preventative measures. We may also experience security breaches that may remain undetected for an extended period. We may not be able to anticipate all types of security threats, and, even if identified, we may be unable to adequately investigate or remediate incidents or breaches due to attackers increasingly using tools and techniques that are designed to circumvent controls, to avoid detection, and to remove or obfuscate forensic evidence. We may also face increased cybersecurity risks due to our reliance on internet technology and the number of our and our service providers' employees who are (and may continue to be) working remotely, which may create additional opportunities for cybercriminals to exploit vulnerabilities. The White House, the Securities and Exchange Commission (the SEC) and other regulators have also increased their focus on companies' cybersecurity vulnerabilities and risks. Further, any integration of AI in our or any third party's operations, products or services is expected to pose new or unknown cybersecurity risks and challenges. Although we have implemented policies regarding limited permitted use of generative AI by our employees, Confidential Information could be leaked, disclosed or revealed as a result of or in connection with our employees' use of generative AI Technologies.

We, our CROs and certain of our service providers are, from time to time, subject to cyberattacks and security incidents that threaten the confidentiality, integrity and availability of information technology systems and Confidential Information. While we have not to our knowledge experienced any significant system failure, accident or security breach to date, if such an event were to occur and cause interruptions in our or our critical third parties' operations, it could result in delays and/or material disruptions of our research and development programs, our operations and ultimately, our financial results. For example, the loss of clinical trial data from completed, ongoing or planned clinical trials could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. Likewise, we rely on third parties for the manufacture of our product candidates and to conduct clinical

trials, and similar events relating to their information technology systems could also adversely impact our business. Further, due to the current global political uncertainty, including the conflicts involving Russia and Ukraine and in the Middle East, there is an increased likelihood that the tensions could result in cyberattacks or cybersecurity incidents that could either directly or indirectly impact our or our critical third parties' operations. 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 Confidential Information, the costs associated with the investigation, remediation and potential notification of the breach to counterparties and data subjects could be material, we could incur liability due to delays in the development and commercialization of our product candidates or other business activities, and we may be exposed to reputational harm, litigation (including class actions) regulatory investigations and enforcement, fines and penalties, or increased costs of compliance and system remediation.

Our existing general liability and cyber liability insurance policies may not cover, or may cover only a portion of, any potential claims related to security breaches to which we are exposed or may not be adequate to indemnify us for all or any portion of liabilities that may be imposed. We also cannot be certain that our existing insurance coverage will continue to be available on acceptable terms or in amounts sufficient to cover the potentially significant losses that may result from a security incident or breach or that the insurer will not deny coverage of any future claim. If the information technology systems of our CROs or other service providers were to fail, or become subject to disruptions or security breaches, we may have insufficient recourse against such third parties and we may have to expend significant resources to mitigate the impact of such an event, and to develop and implement protections to prevent future events of this nature from occurring.

Risks related to reliance on third parties

We may depend on collaborations with other third parties for the development and commercialization of our product candidates in the future. If our collaborations are not successful, we may not be able to capitalize on the market potential of these product candidates.

In the future, we may form or seek other strategic alliances, joint ventures or collaborations, or enter into additional licensing arrangements with third parties that we believe will complement or augment our development and commercialization efforts with respect to our product candidates.

Collaborations involving our current and future product candidates may pose the following risks to us:

- collaborators have significant discretion in determining the efforts and resources that they will apply to these collaborations and may have incentives that are different than ours;
- collaborators may delay clinical trials, provide insufficient funding for a clinical trial program, stop a clinical trial, abandon a product candidate, repeat or conduct new clinical trials or require a new formulation of a product candidate for clinical testing;
- collaborators could independently develop, or develop with third parties, products that compete directly or indirectly with our products or product candidates;
- collaborators with marketing, manufacturing or distribution rights to one or more products may not commit sufficient resources to or otherwise not perform satisfactorily in carrying out these activities as it relates to our product candidates or products;
- collaborators may not properly prosecute, maintain, enforce or defend our intellectual property rights, or they may use our proprietary information in a way that gives rise to actual or threatened litigation that could jeopardize or invalidate our intellectual property or proprietary information or expose us to potential litigation, or other intellectual property proceedings;
- collaborators may own or co-own intellectual property covering products that result from our collaboration with them, and in such cases, we may not have the exclusive right to develop, license or commercialize such products;
- disputes may arise with respect to ownership of any intellectual property developed pursuant to our collaborations;
- disputes may arise between a collaborator and us that cause the delay or termination of the research, development or commercialization of the product candidate, or that result in costly litigation or arbitration that diverts management attention and resources; and
- if a current or future collaborator of ours were to be involved in a business combination, the continued pursuit and emphasis on our product development or commercialization program under our collaboration could be delayed, diminished or terminated, including if the partner in such a business combination has products that compete with ours.

As a result, if we enter into additional collaboration agreements and strategic partnerships or license intellectual property, products or businesses, we may not be able to realize the benefit of such transactions, including if we are unable to successfully integrate them with our or their existing operations, which could delay our timelines or otherwise adversely affect our business. We also cannot be certain that, following entry into a strategic transaction or license, we will achieve the revenue, specific net income or other objectives that justify such transaction. Any delays in entering into new collaborations or strategic partnership agreements related to our current or future product candidates could delay the development and commercialization of our product candidates, which would harm our business prospects, financial condition and results of operations.

Further, where a collaborator has responsibility for, or decision-making authority over, development, regulatory, commercialization, pricing, reimbursement or launch activities in a particular territory, our ability to realize the anticipated benefits of the collaboration, including milestone and royalty payments, may depend substantially on the collaborator's performance, and any breach, termination, competing priorities or failure to obtain regulatory approval or successfully commercialize the applicable products could disrupt our development and supply activities, reduce or delay payments or revenues and require us to assume additional activities, costs and responsibilities.

We may seek to establish additional collaborations, and, if we are not able to establish them on commercially reasonable terms, we may have to alter our development and commercialization plans.

The advancement of our product candidates and development programs and the potential commercialization of our current and future product candidates will require substantial additional cash to fund expenses. For some of our programs, we may decide to collaborate with additional pharmaceutical and biotechnology companies with respect to development and potential commercialization. Any of these relationships may require us to incur non-recurring and other charges, increase our near- and long-term expenditures, issue securities that dilute our existing stockholders, or disrupt our management and business.

We face significant competition in seeking appropriate strategic partners, and the negotiation process is time-consuming and complex. Whether we reach a definitive agreement for other collaborations will depend, among other things, upon our assessment of the collaborator's resources and expertise, the terms and conditions of the proposed collaboration and the proposed collaborator's evaluation of a number of factors. Those factors may include the design or results of clinical trials, the progress of our clinical trials, the likelihood of approval by 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, the existence of uncertainty with respect to our ownership of technology, which can exist if there is a challenge to such ownership without regard to the merits of the challenge and industry, and market conditions generally. The collaborator may also consider alternative product candidates or technologies for similar indications that may be available to collaborate on and whether such a collaboration could be more attractive than the one with us for our product candidate. Further, we may not be successful in our efforts to establish one or more strategic partnerships or other alternative arrangements for future product candidates because they may be deemed to be at too early of a stage of development for collaborative effort, and third parties may not view them as having the requisite potential to demonstrate safety and efficacy.

The terms of any collaboration agreement we enter into may restrict us from entering into future agreements on certain terms with potential collaborators, which may limit our ability to find additional collaborators in the future or adversely impact the terms of these future collaborations.

In addition, business combinations among pharmaceutical and biotechnology companies have in the past and may in the future result in a reduced number of potential future collaborators.

We may not be able to negotiate collaborations on a timely basis, on acceptable terms, or at all. If we are unable to do so, we may have to curtail the development of the product candidate for which we are seeking to collaborate, reduce or delay its development program or one or more of our other development programs, delay its potential commercialization or reduce the scope of any sales or marketing activities, or increase our expenditures and undertake development or commercialization activities at our own expense. If we elect to increase our expenditures to fund development or commercialization activities on our own, we may need to obtain additional capital, which may not be available to us on acceptable terms or at all. If we do not have sufficient funds, we may not be able to further develop our product candidates or bring them to market and generate product revenue.

If conflicts arise between us and our collaborators or strategic partners, these parties may act in a manner adverse to us and could limit our ability to implement our strategies.

If conflicts arise between our corporate or academic collaborators or strategic partners and us, the other party may act in a manner adverse to us and could limit our ability to implement our strategies. Our current or future collaborators or strategic partners may develop, either alone or with others, products in related fields that are competitive with the products or potential products that are the subject of these collaborations. Competing products, either developed by the collaborators or strategic partners or to which the

collaborators or strategic partners have rights, may result in the withdrawal of partner support for our product candidates. Our current or future collaborators or strategic partners may preclude us from entering into collaborations with their competitors, fail to obtain timely regulatory approvals, terminate their agreements with us prematurely, or fail to devote sufficient resources to the development and commercialization of products. Any of these developments could harm our product development efforts.

We rely on third parties to conduct the clinical trials for our product candidates. If these third parties do not successfully carry out their contractual duties, comply with regulatory requirements or meet expected deadlines, we may not be able to obtain marketing approval for or commercialize our product candidates.

We do not have the ability to independently conduct clinical trials. We and any collaboration partners who may conduct clinical trials involving our product candidates rely on medical institutions, clinical investigators, CROs, contract laboratories, and other third parties to conduct or otherwise support these clinical trials, all of which we refer to herein as our clinical trials. We and our collaborators rely heavily on these parties for execution of clinical trials and control only certain aspects of their activities. In addition, we have limited control over the activities of our collaborators who may conduct clinical trials involving our product candidates. Nevertheless, we are responsible for ensuring that each of our clinical trials is conducted in accordance with the applicable protocol, legal and regulatory requirements and scientific standards, and our reliance on third parties does not relieve us of these responsibilities. For any violations of laws and regulations during the conduct of our clinical trials, we could be subject to untitled and warning letters or enforcement actions that may include civil penalties or criminal prosecution.

We, our collaborators and the other third parties involved in our clinical trials are required to comply with regulations and requirements, including GCP, for conducting, monitoring, recording and reporting the results of clinical trials to ensure that the data and results are scientifically credible and accurate, and that the trial patients are adequately informed of the potential risks of participating in clinical trials and their rights are protected. These regulations are enforced by the FDA, the competent authorities of the EU member states and comparable foreign regulatory authorities for any drugs in clinical development. The FDA and comparable foreign regulatory authorities enforce GCP requirements through periodic inspections of clinical trial sponsors, principal investigators and trial sites. If we, our collaborators or other third parties fail to comply with applicable GCP, the clinical data generated in our clinical trials may be deemed unreliable, and the FDA or comparable foreign regulatory authorities may require us to perform additional clinical trials before approving our marketing applications. Upon inspection, the FDA or comparable foreign authorities may determine that any of our current or future clinical trials do not comply with GCP. In addition, our clinical trials must be conducted with product candidates produced under cGMP regulations and similar regulatory requirements outside the United States. Our failure or the failure of third parties to comply with these regulations may require us to repeat clinical trials, which would delay the marketing approval process and could also subject us to enforcement action. We also are required to register certain ongoing clinical trials and provide certain information, including information relating to the trial's protocol, on a United States government-sponsored database, ClinicalTrials.gov, within specific timeframes. Similar disclosure requirements may exist in foreign jurisdictions. Failure to do so can result in fines, adverse publicity and civil and criminal sanctions.

We have participated and in the future may participate in clinical collaborations where a partner is responsible for conducting a clinical trial involving our product candidates. These collaborators may be commercial entities or investigator-sponsored or initiated studies that use our product candidates. Although we intend to design the clinical trials for our product candidates, or be involved in the design when other parties sponsor the trials, because these collaborators will have primary responsibility for the conduct of these trials, many important aspects of our clinical development for these trials, including their conduct and timing, are outside of our direct control.

Our reliance on third parties to conduct future clinical trials will also result in less direct control over the management of data developed through clinical trials than would be the case if we were relying entirely upon our own staff. Communicating with third parties can also be challenging, potentially leading to mistakes as well as difficulties in coordinating activities. Third parties may:

- have staffing difficulties;
- fail to comply with contractual obligations;
- experience regulatory compliance issues;
- have incentives that are different than ours;
- undergo changes in priorities or become financially distressed; or
- form relationships with other entities, some of which may be our competitors.

These factors may materially adversely affect the willingness or ability of third parties to conduct our clinical trials and may subject us to unexpected cost increases that are beyond our control. If the CROs or other third parties involved in our clinical trials do not perform these trials in a satisfactory manner, breach their obligations to us, or fail to comply with regulatory requirements, the

development, marketing approval and commercialization of our product candidates may be delayed, we may not be able to obtain marketing approval and commercialize our product candidates, or our development program may be materially and irreversibly harmed. If we are unable to rely on clinical data collected by third parties involved in our clinical trials, we could be required to repeat, extend the duration of, or increase the size of our clinical trials and this could significantly delay commercialization and require significantly greater expenditures.

If any of our relationships with our CROs or other third parties involved in our clinical trials terminate, we may not be able to enter into arrangements with alternative CROs or other third parties on commercially reasonable terms, or at all. If CROs or other third parties do not successfully carry out their contractual duties or obligations or meet expected deadlines, if they need to be replaced or if the quality or accuracy of the clinical data they obtain are compromised due to the failure to adhere to our clinical protocols, regulatory requirements or for other reasons, any clinical trials such CROs or other third parties are associated with may be extended, delayed or terminated, and we may not be able to obtain marketing approval for or successfully commercialize our product candidates.

We rely on third parties to manufacture preclinical and clinical drug supplies, and we intend to rely on third parties to produce commercial supplies of any approved product, which increases the risk that we will not have sufficient quantities of these product candidates or products or such quantities at an acceptable cost, which could delay, prevent or impair our development or commercialization efforts.

We do not own or operate manufacturing facilities for the production of preclinical, clinical or commercial supplies of the product candidates that we are developing or evaluating in our development programs. We have limited personnel with experience in drug manufacturing and lack the resources and the capabilities to manufacture any of our product candidates on a preclinical, clinical or commercial scale. We rely on third parties for supply of our preclinical and clinical drug supplies (including key starting and intermediate materials), and our strategy is to outsource all manufacturing of our product candidates and products to third parties.

In order to conduct clinical trials of product candidates, we will need to have them manufactured in potentially large quantities. Our third-party manufacturers may be unable to successfully increase the manufacturing capacity for any of our clinical drug supplies (including key starting and intermediate materials) in a timely or cost-effective manner, or at all. In addition, quality issues may arise during scale-up activities and at any other time. For example, ongoing data on the stability of our product candidates may shorten the expiry of our product candidates and lead to clinical trial material supply shortages, and potentially clinical trial delays. Further, the current U.S. Presidential administration has announced significant tariffs on imports from other countries on a wide range of goods. Any such tariffs that apply to drug supplies that we or our third-party suppliers import would result in our clinical trials being more costly to run than anticipated, and could have a substantial impact on our financial projections as well as timelines and plans for our clinical trials and commercialization efforts. If these third-party manufacturers are unable to successfully scale up the manufacture of our product candidates in sufficient quality and quantity, the development, testing and clinical trials of that product candidate may be delayed or infeasible, and regulatory approval or commercial launch of that product candidate may be delayed or not obtained.

Some of our third-party suppliers are currently our sole source of drug supplies (including key starting and intermediate materials) and, as a result, an issue with one of these suppliers may impact our development or commercial plans. Our use of new third-party manufacturers or suppliers increases the risk of delays in production or insufficient supplies of our product candidates (and the key starting and intermediate materials for such product candidates) as we transfer our manufacturing technology to these manufacturers or suppliers and as they gain experience manufacturing or producing our product candidates (and the key starting and intermediate materials for these product candidates).

Even after a third-party manufacturer has gained significant experience in manufacturing our product candidates (or the key starting and intermediate materials for such product candidates), or even if we believe we have succeeded in optimizing the manufacturing process, there can be no assurance that such manufacturer will produce sufficient quantities of our product candidates (or the key starting and intermediate materials for such product candidates) in a timely manner or continuously over time, or at all. We may be delayed if we need to change the manufacturing process used by a third party. Further, if we change an approved manufacturing process, then we may be delayed if the FDA or a comparable foreign authority needs to review the new manufacturing process before it may be used.

Reliance on third-party manufacturers for preclinical, clinical and commercial supplies entails risks, including:

- reliance on the third party for regulatory compliance and quality assurance;
- the possible breach of the manufacturing agreement by the third party;
- the possible misappropriation of our proprietary information, including our trade secrets and know-how; and
- the possible termination or non-renewal of the agreement by the third party at a time that is costly or inconvenient for us.

We intend to use third-party manufacturers for long-term commercial supply. Reliance on third-party manufacturers entails risks, including those described above.

Third-party manufacturers may not be able to comply with cGMP requirements or similar regulatory requirements outside the United States. Our failure, or the failure of our third-party manufacturers, to comply with applicable requirements could result in sanctions being imposed on us, including fines, injunctions, civil penalties, delays, suspension or withdrawal of approvals, license revocation, seizures or recalls of product candidates or products, operating restrictions and/or criminal prosecutions, any of which could significantly and adversely affect supplies of our product candidates.

Our future product candidates and any products that we may develop may compete with other product candidates and products for access to manufacturing facilities. There are a limited number of manufacturers that operate under cGMP, particularly those with the specialized capabilities required to manufacture our product candidates and their key starting and intermediate materials.

Additionally, in recent years, U.S. legislative and policy initiatives have increasingly focused on the national security implications of foreign involvement in biotechnology, particularly with respect to China. For example, in January 2024, there was Congressional activity, including the introduction of the BIOSECURE Act in the House of Representatives and a substantially similar Senate bill. In September 2024, the House of Representatives of the prior Congress (the 118th Congress) passed the BIOSECURE Act, but the Senate never voted on it. In 2025, Congress revisited the BIOSECURE Act concept. A revised version of the legislation was proposed as an amendment to the National Defense Authorization Act (NDAA) for fiscal year 2026. This updated draft removed specific company names previously targeted and instead would rely on an existing Department of Defense list of companies with national security concerns. Congress ultimately included the BIOSECURE provisions in the finalized NDAA, effectively making the restrictions part of law as of December 2025, subject to further regulatory implementation and designation processes.

Under the enacted provisions, agencies are prohibited from procuring biotechnology equipment or services from entities designated as "biotechnology companies of concern" and may impose limitations on recipients of federal funding that engage such entities. The statute authorizes the Office of Management and Budget to identify companies of concern based on existing Department of Defense lists of military-linked firms and other criteria tied to national security risk, including ties to foreign adversaries and sensitive data risks.

We currently do business with companies in China, including some that have been referenced in earlier versions of the BIOSECURE Act and related policy discussions, and certain counterparties could be impacted by these legislative actions or regulatory lists. Changes in laws, regulations, or executive orders — or the issuance of lists identifying covered entities — could materially affect our collaborations, supply chains, research partnerships, manufacturing relationships, and access to certain services or technologies.
If the third parties that we engage to supply any materials or manufacture product for our preclinical tests and clinical trials should cease to continue to do so for any reason, we likely would experience delays in advancing these tests and trials while we identify and qualify replacement suppliers or manufacturers, and we may be unable to obtain replacement supplies on terms that are favorable to us or at all. In addition, if we are not able to obtain adequate supplies of our product candidates or the substances used to manufacture them, it will be more difficult for us to develop our product candidates and compete effectively.

Our current and anticipated future dependence upon others for the manufacture of our product candidates (or the key starting and intermediate materials for such product candidates) may adversely affect our future profit margins and our ability to develop product candidates and commercialize any products that receive marketing approval on a timely and competitive basis.

Our future relationships with customers and third-party payors in the United States and elsewhere may be subject, directly or indirectly, to applicable anti-kickback, fraud and abuse, false claims, transparency, and other healthcare laws and regulations, which could expose us to criminal sanctions, civil penalties, contractual damages, reputational harm, administrative burdens and diminished profits and future earnings.

Healthcare providers, physicians and third-party payors in the United States and elsewhere will play a primary role in the recommendation and prescription of any product candidates for which we obtain marketing approval. In addition, before any product candidate is approved, healthcare providers, patients, patient advocacy organizations, payors, government authorities and other third parties may seek access to our product candidates through one or more pre-license patient access programs. Our future arrangements with third-party payors and customers, and our operation or support of any such pre-license patient access programs, may expose us to broadly applicable fraud and abuse and other healthcare laws and regulations, including, without limitation, the federal Anti-Kickback Statute and the federal False Claims Act (FCA), which may constrain the business or financial arrangements and relationships through which we sell, market and distribute any products for which we obtain marketing approval. The applicable federal, state and foreign healthcare laws and regulations that may affect our ability to operate include:

- the federal Anti-Kickback Statute, which prohibits, among other things, knowingly and willfully soliciting, receiving, offering or paying any remuneration (including any kickback, bribe or rebate), directly or indirectly, overtly or covertly, in

cash or in kind, to induce, or in return for, either the referral of an individual, or the purchase, lease, order or recommendation of any good, facility, item or service for which payment may be made, in whole or in part, under the Medicare and Medicaid programs or other federal healthcare programs. A person or entity can be found guilty of violating the statute without actual knowledge of the statute or specific intent to violate it. The Anti-Kickback Statute has been interpreted to apply to arrangements between pharmaceutical manufacturers on the one hand and prescribers, purchasers and formulary managers on the other. There are a number of statutory exceptions and regulatory safe harbors protecting some common activities from prosecution;

- the federal civil and criminal false claims laws, including the FCA, and civil monetary penalty laws, which prohibit any person or entity from, among other things, knowingly presenting, or causing to be presented, a false, fictitious or fraudulent claim for payment to, or approval by, the federal government or knowingly making, using or causing to be made or used a false record or statement material to a false or fraudulent claim to the federal government. In addition, the government may assert that a claim including items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the FCA;
- HIPAA, which created federal criminal statutes that prohibit knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program or obtain, by means of false or fraudulent pretenses, representations, or promises, any of the money or property owned by, or under the custody or control of, any healthcare benefit program, regardless of the payor (e.g., public or private) and knowingly and willfully falsifying, concealing or covering up by any trick or device a material fact or making any materially false statements in connection with the delivery of, or payment for, healthcare benefits, items or services relating to healthcare matters. Similar to the federal Anti-Kickback Statute, a person or entity can be found guilty of violating HIPAA without actual knowledge of the statutes or specific intent to violate them;
- the Physician Payments Sunshine Act, created under the ACA, and its implementing regulations, which requires manufacturers of drugs, devices, biologics and medical supplies for which payment is available under Medicare, Medicaid or the Children's Health Insurance Program (with certain exceptions) to report annually to CMS information related to payments or other transfers of value made to physicians (defined to include doctors, dentists, optometrists, podiatrists and chiropractors), certain non-physician practitioners (defined to include physician assistants, nurse practitioners, clinical nurse specialists, certified nurse anesthetists, anesthesiologist assistants and certified nurse midwives), and teaching hospitals, as well as ownership and investment interests held by physicians and their immediate family members;
- federal consumer protection and unfair competition laws, which broadly regulate marketplace activities and activities that potentially harm consumers; and
- analogous or related foreign, state or local laws and regulations, including anti-kickback and false claims laws, which may apply to sales or marketing arrangements and claims involving healthcare items or services reimbursed by non-government third-party payors, including private insurers; state laws that require pharmaceutical companies to comply with the pharmaceutical industry's voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government or otherwise restrict payments that may be made to healthcare providers; and state laws that require drug manufacturers to report information related to payments and other transfers of value to physicians and other healthcare providers or marketing expenditures.

Because of the breadth of the laws described above and the narrowness of the statutory exceptions and regulatory safe harbors available under them, it is possible that some of our business activities could be subject to challenge under one or more of these laws.

Pre-license patient access programs, including compassionate use, named patient programs and expanded access treatment protocols, may also be subject to complex and evolving requirements in the United States and foreign jurisdictions. These requirements may include rules governing eligibility criteria, physician requests, informed consent, institutional review board or ethics committee review, regulatory authorization or notification, pharmacovigilance and adverse event reporting, import/export, product quality, charging or cost recovery, data privacy, transparency and interactions with healthcare professionals, patients and patient advocacy organizations. If we establish, support or make product candidates available through any such programs, we may incur substantial costs and operational burdens, and we may be subject to heightened scrutiny by regulators, healthcare professionals, patient groups, investors and the public regarding the design, scope, timing, consistency and fairness of those programs. Any actual or perceived failure to comply with applicable requirements or to administer such programs appropriately could result in regulatory enforcement, civil or criminal penalties, negative publicity, reputational harm, disruption to our clinical development or commercialization plans, or other adverse effects on our business.

The scope and enforcement of each of these laws is uncertain and subject to rapid change in the current environment of healthcare reform, especially in light of the lack of applicable precedent and regulations. Federal and state enforcement bodies have recently increased their scrutiny of interactions between healthcare companies and healthcare providers, which has led to a number of investigations, prosecutions, convictions and settlements in the healthcare industry. Ensuring that our business arrangements with third

parties comply with applicable healthcare laws, as well as responding to investigations by government authorities, can be time- and resource-consuming and can divert management's attention from the business.

If our operations are found to be in violation of any of the laws described above or any other government regulations that apply to us, we may be subject to penalties, including civil, criminal and administrative penalties, damages, fines, disgorgement, individual imprisonment, possible exclusion from participation in federal and state funded healthcare programs, contractual damages and the curtailment or restricting of our operations, as well as additional reporting obligations and oversight if we become subject to a corporate integrity agreement or other agreement to resolve allegations of non-compliance with these laws, any of which could harm our ability to operate our business and our financial results. Further, if the physicians or other providers or entities with whom we expect to do business are found not to be in compliance with applicable laws, they may be subject to criminal, civil or administrative sanctions, including exclusions from government funded healthcare programs. In addition, the approval and commercialization of any of our product candidates outside the United States will also likely subject us to foreign equivalents of the healthcare laws mentioned above, among other foreign laws.

Risks related to intellectual property

If we and our collaborators are unable to obtain and maintain sufficient patent and other intellectual property protection for our product candidates and technology, our competitors could develop and commercialize products and technology similar or identical to ours, and we may not be able to compete effectively in our market or successfully commercialize any of our current or future product candidates.

Our success depends in significant part on our ability and the ability of our collaborators to obtain, maintain, enforce and defend patents and other intellectual property rights with respect to our product candidates and technology and to operate our business without infringing, misappropriating, or otherwise violating the intellectual property rights of others. If we and our collaborators are unable to obtain and maintain sufficient intellectual property protection for our product candidates or the product candidates that we may identify, or if the scope of the intellectual property protection obtained is not sufficiently broad, our competitors and other third parties could develop and commercialize product candidates similar or identical to ours, and our ability (and the ability of our collaborators) to successfully commercialize our product candidates may be impaired. Our patent coverage with respect to our clinical and preclinical programs is limited, and we can provide no assurance that any of our current or future patent applications will result in issued patents or that any issued patents will provide us with any competitive advantage. Failure to obtain such issued patents could negatively impact our and our collaborators' ability to develop or commercialize any of our product candidates or technology.

We seek to protect our proprietary positions by, among other things, filing patent applications in the United States and abroad related to our current product candidates and the product candidates that we may identify. Obtaining, maintaining, defending and enforcing pharmaceutical patents is costly, time consuming and complex, and we may not be able to file and prosecute all necessary or desirable patent applications, or maintain, enforce and license any patents that may issue from such patent applications, at a reasonable cost or in a timely manner. It is also possible that we have failed or will fail to identify patentable aspects of our research and development output before it is too late to obtain patent protection. We may not have the right to control the preparation, filing, prosecution and maintenance of patent applications, or to maintain the rights to patents licensed to or from third parties.

Although we enter into confidentiality agreements with parties who have access to confidential or patentable aspects of our research and development output, such as our employees, collaborators, CROs, contract manufacturers, consultants, advisors and other third parties, any of these parties may breach the agreements and disclose such output before a patent application is filed, thereby jeopardizing our ability to seek patent protection. Further, we may not be aware of all third-party intellectual property rights potentially relating to our product candidates. Publications of discoveries in the scientific literature often lag behind the actual discoveries, and patent applications in the United States and other jurisdictions are typically not published until approximately 18 months after filing or, in some cases, not at all. Therefore, we cannot know with certainty whether we were the first to make the inventions claimed in our patents or pending patent applications, or that we were the first to file for patent protection of such inventions.

The patent position of pharmaceutical companies generally is highly uncertain, involves complex legal, technological and factual questions and has, in recent years, been the subject of much debate and litigation throughout the world. In addition, the laws of foreign countries may not protect our rights to the same extent as the laws of the United States, or vice versa. As a result, the issuance, scope, validity, enforceability and commercial value of our patent rights are highly uncertain. The subject matter claimed in a patent application can be significantly reduced before the patent is issued, and its scope can be reinterpreted after issuance. Therefore, our pending and future patent applications may not result in patents being issued in relevant jurisdictions that protect our product candidates, in whole or in part, or which effectively prevent others from commercializing competitive product candidates, and, even if our patent applications issue as patents in relevant jurisdictions, they may not issue in a form that will provide us with any meaningful protection for our product candidates or technology, prevent competitors from competing with us or otherwise provide us with any competitive advantage. Additionally, our competitors may be able to circumvent our patents by developing similar or alternative product candidates or technologies in a non-infringing manner.

The issuance of a patent is not conclusive as to its inventorship, scope, validity or enforceability, and our patents may be challenged in the courts or patent offices in the United States and abroad. We may be subject to a third-party pre-issuance submission of prior art to the United States Patent and Trademark Office (the USPTO) or applicable foreign offices or become involved in opposition, derivation, revocation, reexamination, *inter partes* review, post-grant review or interference proceedings challenging our patent rights or the patent rights of others, or other proceedings in the USPTO or applicable foreign offices that challenge priority of invention or other features of patentability. An adverse determination in any such submission, proceeding or litigation could result in loss of exclusivity or freedom to operate, patent claims being narrowed, invalidated or held unenforceable, in whole or in part, or limits on the scope or duration of the patent protection of our product candidates, all of which could limit our ability to stop others from using or commercializing similar or identical product candidates or technology to compete directly with us, without payment to us, or result in our inability to manufacture or commercialize products without infringing third-party patent rights. In addition, if the breadth or strength of protection provided by our patents and patent applications were threatened, regardless of the outcome, it could dissuade companies from collaborating with us to license, develop or commercialize current or future product candidates, or could negatively impact our ability to raise funds necessary to continue our research programs or clinical trials. Such proceedings could also result in substantial cost and require significant time from our scientists and management, even if the eventual outcome is favorable to us.

In addition, 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 patent portfolio may not provide us with sufficient rights to exclude others from commercializing products or technology similar or identical to ours for a meaningful amount of time, or at all. Moreover, some of our owned or licensed patents and patent applications are, and may in the future be, co-owned with third parties. If we are unable to obtain exclusive licenses to any such co-owners' interest in such patents or patent applications, such co-owners may be able to license their rights to other third parties, including our competitors, and our competitors could market competing products and technology. In addition, we may need the cooperation of any such co-owners in order to enforce such patents against third parties, and such cooperation may not be provided to us. Any of the foregoing could harm our competitive position, business, financial condition, results of operations and prospects.

We have entered into license agreements with third parties. If we or a third party fail to comply with the obligations in the agreements under which we license intellectual property rights to or from third parties, or these agreements are terminated, or we otherwise experience disruptions to business relationships with our licensors or licensees, our competitive position, business, financial condition, results of operations and prospects could be harmed.

In addition to patent and other intellectual property rights we own or co-own, we have licensed, and may in the future license, patent and other intellectual property rights to and from other parties. Licenses may not provide us with exclusive rights to use the applicable intellectual property and technology in all relevant fields of use and in all territories in which we may wish to develop or commercialize our products and technology in the future. As a result, we may not be able to prevent competitors from developing and commercializing competitive products or technologies.

In addition, in some circumstances, we may not have the right to control the preparation, filing and prosecution of patent applications or to maintain, defend and enforce the patents that we license to or from third parties, and we may have to rely on our partners to fulfill these responsibilities.

If we fail to comply with our obligations in the agreements under which we license intellectual property rights from third parties, the licensor may have the right to terminate the license. If these agreements are terminated, the underlying patents fail to provide the intended exclusivity or we otherwise experience disruptions to our business relationships with our licensors, we could lose intellectual property rights that are important to our business or be prevented from developing and commercializing our product candidates, and competitors could have the freedom to seek regulatory approval of, and to market, products identical to ours. Termination of these agreements or reduction or elimination of our rights under these agreements may also result in our having to negotiate new agreements with less favorable terms, cause us to lose our rights under these agreements, including our rights to important intellectual property or technology, or impede, delay or prohibit the further development or commercialization of one or more product candidates that rely on such agreements. It is possible that we may be unable to obtain any additional licenses at a reasonable cost or on reasonable terms, if at all. In that event, we may be required to expend significant time and resources to redesign our product candidates or the methods for manufacturing them or to develop or license replacement technology, all of which may not be feasible on a technical or commercial basis.

In addition, some of the intellectual property rights we have in-licensed, including certain rights licensed in the agreements described above, may have been generated through the use of U.S. government funding. If any of the research resulting in certain of our owned and/or in-licensed patent rights and technology were funded in part by the U.S. federal or state governments, the government would have certain rights, including march-in rights, to such patent rights and technology. When new technologies are developed with government funding, the government generally obtains certain rights in any resulting patents, including a non-exclusive license authorizing the government to use the invention for noncommercial purposes. These rights may permit the government to disclose our

confidential information to third parties or allow third parties to use our licensed technology. The government can exercise its march-in rights if it determines that action is necessary because we fail to achieve practical application of the government-funded technology, because action is necessary to alleviate health or safety needs, to meet requirements of federal regulations, or to give preference to U.S. industry. In addition, a failure to comply with specific administrative requirements and deadlines under the Bayh-Dole Act can result in government taking title to the invention. In addition, our rights in such inventions may be subject to certain requirements to manufacture products embodying such inventions in the United States. Any of the foregoing could harm our competitive position, business, financial condition, results of operations and prospects.

Licensing of intellectual property is of critical importance to our business and involves complex legal, business and scientific issues and certain provisions in intellectual property license agreements may be susceptible to multiple interpretations. Disputes may arise between us and our licensing partners regarding intellectual property subject to a license agreement, including:

- the scope of rights granted under the license agreement and other interpretation-related issues;
- whether and the extent to which technology and processes of one party infringe on intellectual property of the other party that are not subject to the license agreement;
- rights to sublicense patent and other rights to third parties;
- rights to transfer or assign the license;
- any diligence obligations with respect to the use of the licensed technology in relation to development and commercialization of our product candidates, and what activities satisfy those diligence obligations;
- the ownership of inventions and know-how resulting from the joint creation or use of intellectual property; and
- the effects of termination.

The resolution of any contract interpretation disagreement that may arise could narrow what we believe to be the scope of our rights to the relevant intellectual property or technology, or increase what we believe to be our financial or other obligations under the relevant agreement, either of which could harm our business, financial condition, results of operations and prospects. Moreover, 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.

In addition, if our licensors or licensees failed to abide by the terms of the license or failed to prevent infringement by third parties or if the licensed patents or other rights were found to be invalid or unenforceable, our business, competitive position, financial condition, results of operations and prospects could be materially harmed.

If we are unable to obtain licenses from third parties on commercially reasonable terms or at all, our business could be harmed.

It may be necessary for us to use the patented or proprietary technology of third parties to commercialize our products, in which case we would be required to obtain a license from these third parties. The licensing of third-party intellectual property rights is a competitive area, and more established companies may pursue strategies to license or acquire third-party intellectual property rights that we may consider attractive or necessary. More established companies may have a competitive advantage over us due to their size, capital resources and greater development and commercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license rights to us. We also may be unable to license or acquire third-party intellectual property rights on terms that would allow us to make an appropriate return on our investment or at all. If we are unable to obtain a necessary license, we may be unable to develop or commercialize the affected product candidates, and the third parties owning such intellectual property rights could seek either an injunction prohibiting our sales, or, with respect to our sales, an obligation on our part to pay royalties or other forms of compensation. Even if we are able to obtain a license, it may be non-exclusive, thereby giving our competitors access to the same technologies licensed to us. If we are unable to license needed technology, or if we are forced to license this technology on unfavorable terms, our business could be materially harmed.

We may not identify relevant third-party patents or may incorrectly interpret the relevance, scope or expiration of a third-party patent, which might subject us to infringement claims or adversely affect our ability to develop and market our product candidates.

We cannot guarantee that any of our or our licensors' patent searches or analyses, including the identification of relevant patents, the scope of patent claims or the expiration of relevant patents, are complete or thorough, nor can we be certain that we have identified each and every third-party patent and pending patent application in the United States and abroad that is relevant to or necessary for the commercialization of our product candidates in any jurisdiction. For example, U.S. patent applications filed before November 29, 2000 and certain U.S. patent applications filed after that date that will not be filed outside the United States remain confidential until patents issue. Patent applications in the United States and elsewhere are published approximately 18 months after the earliest filing for which priority is claimed, with the earliest filing date being commonly referred to as the priority date. Therefore, patent applications covering our product candidates could have been filed by third parties without our knowledge. Additionally, pending patent

applications that have been published can, subject to certain limitations, be later amended in a manner that could cover our product candidates or the use of our product candidates. The scope of a patent claim is determined by an interpretation of the law, the written disclosure in a patent and the patent's prosecution history. Our interpretation of the relevance or the scope of a patent or a pending application may be incorrect, which may negatively impact our ability to market our product candidates. We may incorrectly determine that our product candidates are not covered by a third-party patent or may incorrectly predict whether a third party's pending application will issue with claims of relevant scope. Our determination of the expiration date of any patent in the United States or abroad that we consider relevant may be incorrect, which may negatively impact our ability to develop and market our product candidates. Our failure to identify and correctly interpret relevant patents may negatively impact our ability to develop and market our product candidates.

If we fail to identify and correctly interpret relevant patents, we may be subject to infringement claims. We cannot guarantee that we will be able to successfully settle or otherwise resolve any infringement claims. If we fail in any of these disputes, in addition to being forced to pay damages, which may be significant, we may be temporarily or permanently prohibited from commercializing any of our product candidates that are held to be infringing. We might, if possible, also be forced to redesign product candidates so that we no longer infringe the third-party intellectual property rights. Any of these events, even if we were ultimately to prevail, could require us to divert substantial financial and management resources that we would otherwise be able to devote to our business.

Patent terms may be inadequate to protect our competitive position on our product candidates for an adequate amount of time.

Patents have a limited lifespan. If all maintenance fees are timely paid, the natural expiration of a patent is generally 20 years from its earliest U.S. non-provisional filing date. Various extensions may be available, but the life of a patent, and the protection it affords, is limited. Even if patents covering our current and future product candidates are obtained, once the patent life has expired for a product candidate, we may be open to competition from competitive medications, including generic medications and biosimilars. Given the amount of time required for the development, testing and regulatory review of new product candidates, patents protecting such product candidates might expire before or shortly after such product candidates are commercialized. As a result, our owned and licensed patent portfolio may not provide us with sufficient rights to exclude others from commercializing product candidates similar or identical to ours for a meaningful amount of time, or at all.

Depending upon the timing, duration and conditions of any FDA marketing approval of our product candidates, one or more of our owned or licensed U.S. patents may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Act of 1984, referred to as the Hatch-Waxman Amendments, and similar legislation in the European Union and certain other countries. The Hatch-Waxman Amendments permit a patent term extension of up to five years for a patent covering an approved product as compensation for effective patent term lost during product development and the FDA regulatory review process. However, we may not receive an extension if we fail to exercise due diligence during the testing phase or regulatory review process, fail to apply within applicable deadlines, fail to apply prior to expiration of relevant patents or otherwise fail to satisfy applicable requirements. Moreover, the length of the extension could be less than we request. Only one patent per approved product can be extended, the extension cannot extend the total patent term beyond 14 years from approval and only those claims covering the approved drug, a method for using it or a method for manufacturing it may be extended. If we are unable to obtain patent term extension or the term of any such extension is less than we request, the period during which we can enforce our patent rights for the applicable product candidate will be shortened and our competitors may obtain approval to market competing products sooner. As a result, our revenue from applicable products could be reduced. Further, if this occurs, our competitors may take advantage of our investment in development and trials by referencing our clinical and preclinical data and launch their product earlier than might otherwise be the case.

In addition, there are detailed rules and requirements regarding the patents that may be submitted to the FDA or comparable foreign regulatory authority for listing in the Approved Drug Products with Therapeutic Equivalence Evaluations (the Orange Book) or foreign equivalent. We may be unable to obtain patents covering our product candidates that contain one or more claims that satisfy the requirements for listing in the Orange Book or foreign equivalent. Even if we submit a patent for listing in the Orange Book or foreign equivalent, the FDA or relevant foreign regulatory authority may decline to list the patent, or a manufacturer of generic drugs may challenge the listing. If one of our product candidates is approved and a patent covering that product candidate is not listed in the Orange Book or foreign equivalent, a manufacturer of generic drugs would not have to provide advance notice to us of any abbreviated NDA filed with the FDA or relevant foreign regulatory authority to obtain permission to sell a generic version of such product candidate.

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

Filing, prosecuting, maintaining, defending and enforcing patents on our 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 and enforcement practices of some foreign countries do not protect intellectual property rights to the same extent as federal and state laws in the United States. The ongoing conflict between Russia and Ukraine

may also make it difficult or impossible to continue to prosecute patent applications or maintain patents in those countries or other affected territories. For example, in March 2022, a decree was adopted by the Russian government allowing Russian companies and individuals to exploit inventions owned by patentees from the United States without consent or compensation. 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 may export otherwise infringing products to territories where we have patent protection, but enforcement rights are not as strong as those in the United States. These products may compete with our product candidates 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 some countries do not favor the enforcement or protection of patents, trade secrets and other intellectual property, which could make it difficult for us to stop the infringement of our patents or marketing of competing products in violation of our intellectual property and proprietary rights generally. We may need to share our trade secrets and proprietary know-how with current or future partners, collaborators, contractors and others located in countries at heightened risk of theft of trade secrets, including through direct intrusion by private parties or foreign actors, and those affiliated with or controlled by state actors. Proceedings to enforce our intellectual property 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.

Many foreign countries, including some European Union countries, India, Russia, Japan and China, have compulsory licensing laws under which a patent owner may be compelled under specified circumstances to grant licenses to third parties. In addition, many countries limit the enforceability of patents against government agencies or government contractors. In those countries, we may have limited remedies if patents are infringed or if we (or one of our collaborators) are compelled to grant a license (or sublicense) to a third party, which could materially diminish the value of the applicable patents. This could limit our potential revenue opportunities. 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.

Changes in patent law could diminish the value of patents in general, thereby impairing our ability to protect our product candidates.

Obtaining and enforcing patents in the pharmaceutical industry is inherently uncertain, due in part to ongoing changes in the patent laws. For example, in the United States, depending on decisions by Congress, the federal courts and the USPTO, the laws and regulations governing patents, and interpretation thereof, could change in ways that could weaken our and our licensors' or collaborators' ability to obtain new patents or to enforce existing or future patents, or that affect the term of our or our licensors' or collaborators' patents. For example, the U.S. Supreme Court has ruled on several patent cases in recent years, either narrowing the scope of patent protection available in certain circumstances or weakening the rights of patent owners in certain situations. Therefore, there is increased uncertainty with regard to our and our licensors' or collaborators' ability to obtain patents in the future, as well as uncertainty with respect to the value of patents once obtained.

Patent reform legislation could increase the uncertainties and costs surrounding the prosecution of our and our licensors' or collaborators' patent applications and the enforcement or defense of our or our licensors' or collaborators' issued patents. For example, assuming that other requirements for patentability are met, prior to March 2013, in the United States, the first to invent the claimed invention was entitled to the patent, while outside the United States, the first to file a patent application was entitled to the patent. After March 2013, under the Leahy-Smith America Invents Act (the Leahy-Smith Act) enacted in September 2011, the United States transitioned to a first inventor to file system in which, assuming that other requirements for patentability are met, the first inventor to file a patent application will be entitled to the patent on an invention regardless of whether a third party was the first to invent the claimed invention. The Leahy-Smith Act also includes a number of significant changes that affect the way patent applications are prosecuted and may also affect patent litigation. These include allowing third-party submission of prior art to the USPTO during patent prosecution and additional procedures to challenge the validity of a patent by USPTO-administered post-grant proceedings, including post-grant review, *inter partes* review and derivation proceedings. The USPTO has developed regulations and procedures to govern administration of the Leahy-Smith Act. Many of the substantive changes to patent law associated with the Leahy-Smith Act, particularly the first inventor-to-file provisions, became effective on March 16, 2013. Accordingly, it is not clear what, if any, impact the Leahy-Smith Act will have on the operation of our business. However, the Leahy-Smith Act and its implementation could increase the uncertainties and costs surrounding the prosecution of our or our licensors' patent applications and the enforcement or defense of our or our licensors' issued patents. Similarly, statutory or judicial changes to the patent laws of other countries may increase the uncertainties and costs surrounding the prosecution of patent applications and the enforcement or defense of issued patents.

On June 1, 2023, the European Patent Package (the EU Patent Package) regulations were implemented with the goal of providing a single pan-European Unitary Patent and a new European Unified Patent Court (the UPC), for litigation involving European patents. Under the UPC, all European patents, including those issued prior to ratification of the European Patent Package, will by default automatically fall under the jurisdiction of the UPC. The UPC provides our competitors with a new forum to centrally revoke our European patents, and allows for the possibility of a competitor to obtain pan-European injunctions. It will be several years before we will understand the scope of patent rights that will be recognized and the strength of patent remedies provided by the UPC. As the UPC is a relatively new court system, there is limited precedent for the court, increasing the uncertainty of any litigation. We will have the right to opt our patents out of the UPC over the first seven years of the court's existence, but doing so may preclude us from realizing the benefits, if any, of the new unified court.

Obtaining and maintaining our patent protection depends on compliance with various procedural, document submission, fee payment and other requirements imposed by government patent agencies, and our patent protection could be reduced or eliminated if we fail to comply with these requirements.

Periodic maintenance fees, renewal fees, annuity fees and various other fees are required to be paid to the USPTO and foreign patent agencies in several stages over the lifetime of a patent. In certain circumstances, we rely on our licensors and collaborators to pay these fees. The USPTO and various foreign patent agencies also require compliance with a number of procedural, documentary, fee payment and other similar requirements during the patent application and prosecution process. Non-compliance events that could result in abandonment or lapse of a patent or patent application include failure to respond to official communications within prescribed time limits, non-payment of fees and failure to properly legalize and submit formal documents. While an inadvertent lapse can in some cases 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 irrevocable abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. If we or our licensors or collaborators fail to maintain the patents and patent applications covering our product candidates, our competitors might be able to enter the relevant market(s) with similar or identical products or technology, which would harm our business, financial condition, results of operations and prospects.

We may become involved in lawsuits to protect or enforce our patents or other intellectual property, which could be expensive, time-consuming and unsuccessful, and issued patents covering our technology and product candidates could be found invalid or unenforceable if challenged.

Competitors and other third parties may infringe or otherwise violate our issued patents or other intellectual property or the patents or other intellectual property of our licensors. In addition, our patents or the patents of our licensors may become involved in inventorship or priority disputes. Our pending patent applications cannot be enforced against third parties practicing the technology claimed in such applications unless and until a patent issues from such applications. To counter infringement or other unauthorized use, we may be required to file infringement claims, which can be expensive and time-consuming. Our ability to enforce patent rights also depends on our ability to detect infringement. It may be difficult to detect infringers who do not advertise the components or methods that are used in connection with their products and services. Moreover, it may be difficult or impossible to obtain evidence of infringement in a competitor's or potential competitor's product or service. Any claims we assert against perceived infringers could provoke these parties to assert counterclaims against us alleging that we infringe their patents or that our patents are invalid or unenforceable. In a patent infringement proceeding, a court may decide that a patent of ours is invalid or unenforceable, in whole or in part, construe the patent's claims narrowly or refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover the technology. An adverse result in any litigation proceeding could put one or more of our owned or licensed patents at risk of being invalidated, held unenforceable or interpreted narrowly. Additionally, we may determine it is impractical or undesirable to enforce our intellectual property against some third parties.

For example, in April 2026, we delivered a letter to Erasca, Inc. alleging, among other things, certain intellectual property matters. Any dispute relating to these or similar allegations, whether or not it results in litigation, could be expensive and time-consuming, divert the attention of our management, scientific and legal personnel, result in counterclaims challenging the scope, validity, enforceability or ownership of our intellectual property rights, lead to adverse publicity or investor perceptions, and may not result in remedies that adequately protect our competitive position.

If we were to initiate legal proceedings against a third party to enforce a patent directed to our product candidates, or one of our future product candidates, the defendant could counterclaim that our patent is invalid or unenforceable. In patent litigation in the United States, defendant counterclaims alleging invalidity or unenforceability are commonplace. Grounds for a validity challenge could be an alleged failure to meet any of several statutory requirements, including lack of novelty, obviousness, non-enablement or insufficient written description. Grounds for an unenforceability assertion could be an allegation that someone connected with prosecution of the patent withheld relevant information from the USPTO or made a misleading statement during prosecution. Third parties may also raise similar claims before the USPTO or an equivalent foreign body, even outside the context of litigation. Potential proceedings include re-examination, post-grant review, *inter partes* review, interference proceedings, derivation proceedings and equivalent proceedings in foreign jurisdictions (e.g., opposition proceedings). Such proceedings could result in the revocation of, cancellation of,

or amendment to our patents in such a way that they no longer cover our technology or any product candidates that we may develop. The outcome following legal assertions of invalidity and unenforceability is unpredictable. With respect to the validity question, for example, we cannot be certain that there is no invalidating prior art of which we and the patent examiner were unaware during prosecution. If a defendant were to prevail on a legal assertion of invalidity or unenforceability, we would lose at least part, and perhaps all, of the patent protection on the applicable product candidates or technology covered by the patent rendered invalid or unenforceable.

Interference proceedings provoked by third parties or brought by us or declared by the USPTO may be necessary to determine the priority of inventions with respect to our patents or patent applications. An unfavorable outcome could require us to cease using the related technology or to attempt to license rights to it from the prevailing party. Our business could be materially harmed if the prevailing party does not offer us a license on commercially reasonable terms or at all.

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 are larger than we are and have substantially greater resources. They are, therefore, likely to be able to sustain the costs of complex patent litigation or proceedings more effectively than we can because of their greater financial resources and more mature and developed intellectual property portfolios. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing upon, misappropriating or otherwise violating our intellectual property. Even if resolved in our favor, litigation or other legal proceedings relating to intellectual property claims could result in substantial costs and diversion of management attention and other resources, which could harm our business. In addition, the uncertainties associated with litigation could compromise our ability to raise the funds necessary to continue our clinical trials, continue our internal research programs, or in-license needed technology or other product candidates. There could also be public announcements of the results of the hearing, motions, or other interim proceedings or developments. If securities analysts or investors perceive those results to be negative, it could cause the price of shares of our common stock to decline.

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

Our commercial success depends upon our ability to develop, manufacture, market and sell our product candidates and use our proprietary technologies without infringing, misappropriating or otherwise violating the intellectual property and other proprietary rights of third parties. There is considerable intellectual property litigation in the pharmaceutical industry.

We may become party to, or threatened with, future adversarial proceedings or litigation regarding intellectual property rights with respect to our product candidates and their manufacture and our other technology, including re-examination, interference, post-grant review, *inter partes* review or derivation proceedings before the USPTO or an equivalent foreign body. Numerous U.S. and foreign issued patents and pending patent applications owned by third parties exist in the fields in which we are developing our product candidates. Third parties may assert infringement claims against us based on existing patents or patents that may be granted in the future, regardless of their merit.

Even if we believe third-party intellectual property claims are without merit, there is no assurance that a court would find in our favor on questions of infringement, validity, enforceability or priority. A court of competent jurisdiction could hold that third-party patents asserted against us are valid, enforceable and infringed, which could materially and adversely affect our ability to commercialize any of our product candidates and any other product candidates or technologies covered by the asserted third-party patents. In order to successfully challenge the validity of a U.S. patent in federal court, we would need to overcome a presumption of validity. As this burden is a high one requiring us to present clear and convincing evidence as to the invalidity of a U.S. patent claim, there is no assurance that a court of competent jurisdiction would invalidate the claims of any such U.S. patent. If we are found to infringe, misappropriate or otherwise violate a third party's intellectual property rights, and we are unsuccessful in demonstrating that these rights are invalid or unenforceable, we could be required to obtain a license from such a third party in order to continue developing and marketing our products and technology. However, we may not be able to obtain any required license on commercially reasonable terms or at all. Even if we were able to obtain a license, it could be non-exclusive, thereby giving our competitors access to the same technologies licensed to us. We could be forced, including by court order, to cease commercializing the infringing technology or product. A finding of infringement could prevent us from commercializing our product candidates or force us to cease some of our business operations. In the event of a successful claim of infringement against us, we may have to pay substantial damages, including treble damages and attorneys' fees for willful infringement, pay royalties and other fees, redesign our infringing product candidate or obtain one or more licenses from third parties, which may be impossible or require substantial time and monetary expenditure. Claims that we have misappropriated the confidential information or trade secrets of third parties could have a similar negative impact on our business.

We may be subject to claims by third parties asserting that we or our employees have infringed upon, misappropriated or otherwise violated their intellectual property rights, or claiming ownership of what we regard as our own intellectual property.

Many of our employees were previously employed at other biotechnology or pharmaceutical companies, and our consultants and advisors may work for other biotechnology or pharmaceutical companies in addition to us. Although we try to ensure that our employees, consultants and advisors do not use the proprietary information or know-how of others in their work for us, we may be subject to claims that we or these individuals have used or disclosed intellectual property, including trade secrets or other proprietary information, of any of these individuals' former or concurrent employers or clients. We may also be subject to claims that patents and applications we have filed to protect inventions of our employees, consultants and advisors, even those related to one or more of our product candidates, are rightfully owned by their former or concurrent employer. Litigation may be necessary to defend against these claims.

If we fail in prosecuting or defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Even if we are successful in prosecuting or defending against these claims, litigation could result in substantial costs, delay development of our product candidates and be a distraction to management.

We may be subject to claims challenging the inventorship of our patents and other intellectual property.

We or our licensors may be subject to claims that former employees, collaborators or other third parties have an interest in our owned or in-licensed patents, trade secrets, or other intellectual property as an inventor or co-inventor. For example, we or our licensors may have inventorship disputes that arise from conflicting obligations of employees, consultants or others who are involved in developing our product candidates. While it is our policy to require our employees and contractors who may be involved in the development of intellectual property to execute agreements assigning this intellectual property to us, we may be unsuccessful in executing such an agreement with each party who in fact develops intellectual property that we regard as our own. Our and their assignment agreements may not be self-executing or may be breached, and litigation may be necessary to defend against these and other claims challenging inventorship or our or our licensors' ownership of our owned or in-licensed patents, trade secrets or other intellectual property. If we or our licensors fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights, such as exclusive ownership of, or right to use, intellectual property that is important to our product candidates. 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.

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

We rely on trade secrets and confidentiality agreements to protect our unpatented know-how, technology and other proprietary information (including unpatented know-how associated with Warp Drive Bio, Inc.) and to maintain our competitive position. Trade secrets and know-how can be difficult to protect. We seek to protect these trade secrets and other proprietary technology, in part, by entering into non-disclosure and confidentiality agreements with parties who have access to them, such as our employees, collaborators, CROs, contract manufacturers, consultants, advisors and other third parties. We also enter into confidentiality and invention or patent assignment agreements with our employees and consultants. We cannot guarantee that we have entered into these agreements with each party that may have or has had access to our trade secrets or proprietary technology and processes. Despite our efforts, any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Unauthorized parties may also attempt to copy or reverse engineer certain aspects of our products that we consider proprietary. Monitoring unauthorized uses and disclosures is difficult, and we do not know whether the steps we have taken to protect our proprietary information will be effective.

We also seek to preserve the integrity and confidentiality of our confidential proprietary information by maintaining physical security of our premises and physical and electronic security of our information technology systems, but it is possible that these security measures could be breached. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time-consuming, and the outcome is unpredictable. In addition, some courts inside and outside the United States are less willing or unwilling to protect trade secrets. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor or other third party, we would have no right to prevent them from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to, or independently developed by, a competitor or other third party, our competitive position would be materially and adversely harmed.

If our trademarks and trade names are not adequately protected, then we may not be able to build name recognition in our markets of interest, and our business may be adversely affected.

Our registered and unregistered trademarks and trade names may be challenged, infringed, circumvented or declared generic or determined to be infringing on other marks. We may not be able to protect our rights to these trademarks and trade names, which we need to build name recognition among potential collaborators or customers in our markets of interest. At times, competitors may adopt

trade names or trademarks similar to ours, thereby impeding our ability to build brand identity and possibly leading to market confusion. In addition, there could be potential trade name or trademark infringement claims brought by owners of other trademarks or trademarks that incorporate variations of our registered or unregistered trademarks or trade names. Over the long term, if we are unable to establish name recognition based on our trademarks and trade names, then we may not be able to compete effectively, and our business may be adversely affected. We may license our trademarks and trade names to third parties, such as distributors or licensees. Although these license agreements may provide conditions and guidelines for how our trademarks and trade names may be used, a breach of these agreements or misuse of our trademarks and tradenames by these third parties may jeopardize our rights in or diminish the goodwill associated with our trademarks and trade names. Our efforts to enforce or protect our proprietary rights related to trademarks, trade names, trade secrets, domain names, copyrights or other intellectual property may be ineffective and could result in substantial costs and diversion of resources.

Intellectual property rights do not necessarily address all potential threats.

The degree of future protection afforded by our intellectual property rights is uncertain because intellectual property rights have limitations and may not adequately protect our business or permit us to maintain our competitive advantage. For example:

- others may be able to make products that are similar to our current or future product candidates or utilize similar technology but that are not covered by the claims of our patents or the patents that we license or may own in the future;
- we, or our current or future collaborators might not have been the first to make the inventions covered by an issued patent or pending patent application that we license or may own in the future;
- we or our current or future collaborators might not have been the first to file patent applications covering certain of our or their inventions;
- others may independently develop similar or alternative technologies or duplicate any of our technologies without infringing our owned or licensed intellectual property rights;
- generative AI Technologies are a relatively novel development with evolving regulatory regimes that may not offer intellectual property protections;
- our pending owned or licensed patent applications or those that we may own or license in the future may not lead to issued patents;
- issued patents that we hold rights to may be held invalid or unenforceable, including as a result of legal challenges by our competitors;
- our competitors might conduct research and development activities in countries where we do not have patent rights and then use the information learned from such activities to develop competitive products for sale in our major commercial markets;
- we may not develop additional proprietary technologies that are patentable;
- the patents of others may harm our business; and
- we may choose not to file a patent in order to maintain certain trade secrets or know-how, and a third party may subsequently file a patent covering such intellectual property.

Risks related to employee matters and managing our growth

We are highly dependent on our key personnel, and if we are not successful in attracting, motivating and retaining highly qualified personnel, we may not be able to successfully implement our business strategy.

We are highly dependent on members of our executive team. The loss of the services of any of them may adversely impact the achievement of our objectives. Any of our executive officers could leave our employment at any time, as all of our employees are “at-will” employees. We currently do not have “key person” insurance on any of our employees. The loss of the services of one or more of our key personnel might impede the achievement of our research, development and commercialization objectives.

Recruiting and retaining qualified employees, consultants and advisors for our business, including scientific and technical personnel, is critical to our success. Competition for skilled personnel is intense and the turnover rate can be high. We may not be able to attract and retain personnel on acceptable terms given the competition among numerous pharmaceutical and biotechnology companies and academic institutions for skilled individuals. In addition, failure to succeed in preclinical studies, clinical trials or applications for marketing approval may make it more challenging to recruit and retain qualified personnel. The inability to recruit, or the loss of services of certain executives, key employees, consultants or advisors may impede the progress of our research, development and commercialization objectives.

We will need to increase the size of our organization, and we may experience difficulties in managing this growth.

As our development and commercialization plans and strategies develop, and as we continue to operate as a public company with expanding global operations, we expect to need additional personnel across our organization and in multiple jurisdictions. Future growth would impose significant added responsibilities on members of management, including:

- identifying, recruiting, integrating, retaining and motivating additional employees;
- managing our internal development efforts effectively, including the clinical and regulatory review process for our product candidates, while complying with our contractual obligations to contractors and other third parties;
- complying with the laws and regulations of multiple jurisdictions; and
- enhancing and scaling our operational, financial and management controls, reporting systems and procedures.

Our future financial performance and our ability to advance development of and, if approved, commercialize our product candidates will depend, in part, on our ability to effectively manage any future growth, and our management may also have to divert a disproportionate amount of its attention away from day-to-day activities in order to devote a substantial amount of time to managing these growth activities.

We currently rely, and for the foreseeable future will continue to rely, in substantial part on certain independent organizations, advisors and consultants to provide certain services, including with respect to marketing approval, clinical management and manufacturing. The services of these independent organizations, advisors and consultants may not continue to be available to us on a timely basis when needed, on economically reasonable terms, or at all, and we may be unable to find qualified replacements. In addition, if we are unable to effectively manage our outsourced activities or if the quality or accuracy of the services provided by consultants is compromised for any reason, our clinical trials may be extended, delayed or terminated, and we may not be able to obtain marketing approval of any current or future product candidates or otherwise advance our business.

If we are not able to effectively expand our organization by hiring new employees and expanding our groups of consultants and contractors, we may not be able to successfully implement the tasks necessary to further develop and commercialize any of our product candidates and, accordingly, may not achieve our research, development and commercialization goals.

We are currently building out our commercial organization. If we are unable to establish sufficient sales and marketing capabilities on our own or through third parties, we may not be able to market and sell any products effectively, if approved, or generate product revenue.

We are currently building out our global commercial organization. In order to commercialize any product, if approved, in the United States and foreign jurisdictions, we must build our marketing, sales, distribution, market access, analytics, managerial and other non-technical capabilities or make arrangements with third parties to perform these services, and we may not be successful in doing so. We expect to establish a sales organization with technical expertise as well as supporting distribution capabilities to commercialize each such product candidate, which will be expensive and time-consuming. Our Company has no prior experience in the marketing, sale and distribution of pharmaceutical products. There are significant risks involved in building and managing a sales organization, including our ability to hire, retain, and incentivize qualified individuals, generate sufficient sales leads, provide adequate training to sales and marketing personnel, and effectively manage a geographically dispersed sales and marketing team. Any failure or delay in the development of our internal sales, marketing and distribution capabilities would adversely impact the commercialization of these products. We may choose to collaborate with third parties that have direct sales forces and established distribution systems, either to augment our own sales force and distribution systems or in lieu of our own sales force and distribution systems. If we are unable to enter into such arrangements on acceptable terms or at all, we may not be able to successfully commercialize our product candidates.

Our expansion of operations outside the United States exposes us to additional business, regulatory, operational, tax, compliance, political and economic risks, and we may not be successful in establishing or managing international operations.

We currently have limited operations outside of the United States. We have formed operating subsidiaries in Europe and Japan, and we expect to form additional operating subsidiaries and expand our operations in additional jurisdictions over the next several years. In addition, we conduct clinical trials, engage vendors, suppliers and other third parties, and may in the future commercialize products, if approved, in jurisdictions outside the United States. Consequently, we are and will continue to be subject to risks related to operating in foreign countries, including:

- difficulties and costs associated with establishing, staffing, managing and integrating foreign operations;
- an inability to achieve optimal pricing and reimbursement for our product candidates, if approved in another jurisdiction, or subsequent changes in reimbursement, pricing and other regulatory requirements;

- any implementation of, or changes to, tariffs, trade barriers and other import-export regulations in the U.S. or other countries in which we, or our third-party partners, operate;
- difficulties implementing and maintaining effective financial reporting, internal controls, compliance policies, training, oversight and books-and-records processes across multiple jurisdictions and time zones;
- complexities associated with foreign tax regimes, transfer pricing, intercompany arrangements, indirect taxes, customs duties and potential disputes with foreign tax authorities;
- foreign currency exchange rate fluctuations, longer payment cycles, difficulties collecting accounts receivable, inflation, tariffs, trade barriers or other restrictions on cross-border transactions;
- political, regulatory, economic or social instability, geopolitical conflicts, changes in government policy, public health crises, natural disasters or other events that could disrupt our operations, supply chain, clinical development or commercial activities;
- multiple, conflicting and changing laws and regulations, including those relating to pharmaceutical promotion and advertising, medical affairs activities, pharmacovigilance, patient support programs, data privacy, cybersecurity, tax, transfer pricing, tariffs, export and import restrictions, sanctions and other trade controls, employment, immigration, labor, competition, anti-bribery and anti-corruption, transparency reporting and other governmental approvals, permits and licenses; and
- difficulties protecting confidential information, trade secrets and intellectual property rights in foreign jurisdictions.

Any of these factors could increase our costs, divert management attention, delay or impair our ability to obtain regulatory approval or commercialize our product candidates, subject us to investigations, enforcement actions, penalties or reputational harm.

We have in the past engaged and may in the future engage in strategic transactions; these transactions could affect our liquidity, dilute our existing stockholders, increase our expenses and present significant challenges in focus and energy to our management or prove not to be successful.

From time to time, we may consider strategic transactions, such as acquisitions of companies, asset purchases and out-licensing or in-licensing of intellectual property, products or technologies. For example, in October 2018, we acquired all of the outstanding shares of Warp Drive Bio, Inc., which became our direct wholly owned subsidiary, and in November 2023, we completed the EQRx Acquisition.

Additional potential transactions that we may consider in the future include a variety of business arrangements, including spin-offs, strategic partnerships, joint ventures, restructurings, divestitures, business combinations and investments. Any future transactions could result in potentially dilutive issuances of our equity securities, including our common stock, or the incurrence of debt, contingent liabilities, amortization expenses or acquired in-process research and development expenses, any of which could affect our financial condition, liquidity and results of operations. Future acquisitions may also require us to obtain additional financing, which may not be available on favorable terms or at all. These transactions may never be successful and may require significant time and attention of management. In addition, the integration of any business that we may acquire in the future may disrupt our existing business and may be a complex, risky and costly endeavor for which we may never realize the full benefits of the acquisition.

If we fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could negatively impact our business.

We are subject to numerous environmental, health and safety laws and regulations, including those governing laboratory procedures and the handling, use, storage, treatment and disposal of hazardous materials and wastes. Our operations involve the use of hazardous and flammable materials, including chemicals and biological and radioactive materials. Our operations also produce hazardous waste products. We generally contract with third parties for the disposal of these materials and wastes. We cannot eliminate the risk of contamination or injury from these materials. In the event of contamination or injury resulting from our use of hazardous materials, we could be held liable for any resulting damages, and any liability could exceed our resources. We also could incur significant costs associated with civil or criminal fines and penalties.

Although we maintain workers' compensation insurance to cover us for costs and expenses we may incur due to injuries to our employees resulting from the use of hazardous materials, this insurance may not provide adequate coverage against potential liabilities. We do not maintain insurance for environmental liability or toxic tort claims that may be asserted against us in connection with our storage or disposal of biological, hazardous or radioactive materials.

We or the third parties upon whom we depend are subject to risk from earthquakes, outbreak of disease, other natural disasters and catastrophic events and may be subject to disruption as a result of war, terrorism, political unrest and other causes.

Our corporate headquarters and other facilities are located in the San Francisco Bay Area, which in the past has experienced severe earthquakes, wildfires and flooding. We do not carry earthquake insurance. Earthquakes, wildfires or other natural disasters could severely disrupt our operations, and negatively impact our business.

A significant natural disaster, power outage, or other catastrophic event, such as telecommunications failure, cyberattack, war, terrorist attack, sabotage, geopolitical event, pandemic, or other public health crisis or other catastrophic occurrence that prevented us from using all or a significant portion of our headquarters, that damaged critical infrastructure, such as our enterprise financial systems or manufacturing resource planning and enterprise quality systems, or that otherwise disrupted operations, may make it difficult or, in certain cases, impossible, for us to continue our business for a substantial period of time. The disaster recovery and business continuity plans we have in place currently are limited and are unlikely to prove adequate 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, particularly when taken together with our lack of earthquake insurance, could negatively impact our business.

Furthermore, escalation of geopolitical tensions, including as a result of the ongoing conflicts in Russia and Ukraine and in the Middle East, could impact our current or planned clinical operations and our business partners and suppliers, which could adversely affect our business, partners, suppliers or the economy as a whole. The extent and duration of the military action, sanctions and resulting market disruptions could be significant and have substantial impact on the global economy and our business for an unknown period of time, including limiting our ability to include European or Middle Eastern sites as clinical trial locations in the future, as a result of which we may have to delay, reduce the scope of or suspend one or more of our clinical trials.

Despite any precautions we may take, the occurrence of a natural disaster or other unanticipated problems could result in lengthy interruptions to our business or disruptions in our activities or the activities of our partners, suppliers or the economy as a whole. All of the aforementioned risks may be further increased if our disaster recovery plans prove to be inadequate.

Our employees, independent contractors, vendors, principal investigators, CROs and consultants may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements and insider trading.

We are exposed to the risk that our employees, independent contractors, vendors, principal investigators, CROs and consultants may engage in fraudulent conduct or other illegal activity. Misconduct by these parties could include intentional, reckless or negligent conduct or disclosure of unauthorized activities to us that violate the regulations of the FDA or comparable foreign regulatory authorities, including those laws requiring the reporting of true, complete and accurate information to such authorities; healthcare fraud and abuse laws and regulations in the United States and abroad; or laws that require the reporting of financial information or data accurately. In particular, sales, marketing and business arrangements in the healthcare industry are subject to extensive laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Activities subject to these laws also involve the improper use of information obtained in the course of clinical trials or creating fraudulent data in our preclinical studies or clinical trials, which could result in regulatory sanctions and cause serious harm to our reputation. It is not always possible to identify and deter misconduct by employees and other third parties, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from government investigations or other actions or lawsuits stemming from a failure to comply with these laws or regulations. Additionally, we are subject to the risk that a person could allege fraud or other misconduct, even if none occurred. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, possible exclusion from participation in Medicare, Medicaid and other federal healthcare programs, contractual damages, reputational harm, and curtailment of our operations.

Risks related to our common stock and warrants

The price of our common stock is volatile and fluctuates substantially, which could result in substantial losses for investors.

Our stock price is highly volatile. The stock market in general, and the market for biopharmaceutical companies in particular, have experienced extreme volatility that has often been unrelated to the operating performance of particular companies.

The market price for our common stock may be influenced by many factors, including:

- our research and development efforts and our ability to discover and develop product candidates;
- results of our clinical trials and preclinical studies or those of our competitors;

- the success of competitive products or technologies;
- regulatory or legal developments in the United States and other countries;
- developments or disputes concerning patent applications, issued patents or other proprietary rights;
- the recruitment or departure of key personnel;
- the level of expenses related to our product candidates or clinical development programs;
- the results of our efforts to discover, develop, acquire or in-license product candidates or companion diagnostics;
- any adverse developments or disagreements or perceived adverse developments or disagreements with our partners;
- actual or anticipated changes in estimates as to financial results, development timelines or recommendations by securities analysts;
- variations in our financial results or those of companies that are perceived to be similar to us;
- changes in the structure of healthcare payment systems;
- market conditions in the pharmaceutical and biotechnology sectors; and
- general economic, industry and market conditions.

In addition, stock markets with respect to public companies, particularly companies in the biotechnology industry, have experienced significant price and volume fluctuations that have affected, and continue to affect, the stock prices of these companies. Stock prices of many companies, including biotechnology companies, have fluctuated in a manner often unrelated to the operating performance of those companies. In the past, companies that have experienced volatility in the trading price of their securities have been subject to securities class action litigation. Securities class action litigation against us could result in substantial costs and divert the attention of our management from other business concerns.

An active and liquid market for our common stock may not be sustained.

Our common stock is currently listed on the Nasdaq Global Select Market under the symbol “RVMD”. The price for our common stock may vary, and an active and liquid market in our common stock may not be sustained. The lack of an active market may impair the value of your shares, your ability to sell your shares at the time you wish to sell them and the prices that you may obtain for your shares. An inactive market may also impair our ability to raise capital by selling our common stock and our ability to acquire other companies, products or technologies by using our common stock as consideration.

We do not intend to pay dividends on our common stock so any returns will be limited to the value of our stock.

We do not currently intend to pay any cash dividends on our common stock for the foreseeable future. We currently intend to invest our future earnings, if any, to fund our growth. Additionally, the terms of our Loan Agreement restrict our ability to pay dividends, except for certain customary exceptions. Therefore, stockholders are not likely to receive any dividends on their common stock for the foreseeable future. Since we do not intend to pay dividends, stockholders’ ability to receive a return on their investment will depend on any future appreciation in the market value of our common stock. There is no guarantee that our common stock will appreciate or even maintain the price at which our holders have purchased it.

Sales of a substantial number of shares of our common stock in the public market could cause our stock price to fall.

If our existing stockholders sell, or indicate an intention to sell, substantial amounts of our common stock in the public market, the market price of our common stock could decline.

As of June 30, 2026, 23.4 million shares of common stock were subject to outstanding options or restricted stock units and were eligible, or expected to become eligible, for sale in the public market to the extent permitted by the provisions of various vesting schedules and Rule 144 and Rule 701 under the Securities Act of 1933, as amended (the Securities Act). In addition, in April 2026, we issued 12,147,887 shares of our common stock in an underwritten public offering, which are freely tradable without restriction, and up to 2,515,100 shares may become issuable upon conversion of the 2033 Notes based on the initial conversion rate. If these additional shares of common stock are sold, or if it is perceived that they will be sold, in the public market, the market price of our common stock could decline.

Our outstanding warrants may expire worthless or result in dilution, and may be redeemed on terms that are disadvantageous to warrant holders.

The warrants entitle registered holders to purchase 0.1112 shares of our common stock at an exercise price of $11.50 per whole warrant. Although our common stock recently has traded above the implied per-share exercise price, there is no guarantee that the warrants will remain in the money prior to their expiration, and the warrants could expire worthless if the market price of our common stock declines below the implied per-share exercise price. The warrants expire in December 2026.

We may amend the terms of the warrants in a manner that may be adverse to holders with the approval by the holders of at least 50% of the then-outstanding warrants. As a result, the exercise price of a holder's warrants could be increased, the exercise period could be shortened and the number of shares of our common stock purchasable upon exercise of a warrant could be decreased, all without the approval of that warrant holder.

Our warrants were issued in registered form under a Warrant Agreement between Continental Stock Transfer & Trust Company, as warrant agent, and EQRx, Inc. Following the EQRx Acquisition, the warrants became exercisable for shares of our common stock, and we appointed Equiniti Trust Company, LLC as the warrant agent. The Warrant Agreement provides that the terms of the warrants may be amended without the consent of any holder to cure any ambiguity or correct any defective provision, but requires the approval by the holders of at least 50% of the then-outstanding warrants to make any change that adversely affects the interests of the registered holders. Accordingly, we may only amend the terms of the warrants in a manner adverse to a holder if holders of at least 50% of the then-outstanding warrants approve of the amendment, including to, among other things, increase the exercise price of the warrants, convert the warrants into cash or stock, shorten the exercise period or decrease the number of shares of common stock purchasable upon exercise of a warrant.

We may redeem unexpired warrants prior to their exercise at a time that is disadvantageous to warrant holders, which could result in warrant holders receiving less than they otherwise would have received upon exercise or sale of their warrants.

We have the ability to redeem our outstanding public warrants at any time prior to their expiration in December 2026 (A) at a price of $0.01 per public warrant; provided that the last reported sales price of our common stock equals or exceeds $161.87 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30 trading-day period ending on the third trading day prior to the date on which we give notice of such redemption to the public warrant holders and provided certain other conditions are met, and (B) at a price of $0.10 per public warrant; provided that (i) holders will be able to exercise their public warrants on a cashless basis prior to redemption and receive that number of shares determined by reference to an agreed table based on the redemption date and the "fair market value" of the common stock, (ii) if the last reported sales price of common stock equals or exceeds $89.93 per share (as adjusted for adjustments to the number of shares issuable upon exercise or the exercise price of a public warrant as described in the "Description of Securities" filed as Exhibit 4.3 to the 2024 Form 10-K under the heading "Public warrants — Anti-dilution Adjustments") for any 20 trading days within the 30-trading day period ending three trading days before we send the notice of redemption to the public warrant holders, (iii) if the closing price of our common stock for any 20 trading days within a 30-trading day period ending three trading days before we send the notice of redemption to the public warrant holders is less than $161.87 per share (as adjusted), the private warrants must also be concurrently called for redemption on the same terms as the outstanding public warrants and (iv) provided certain other conditions are met. A redemption in accordance with (B) above may result in public warrant holders having to exercise the public warrants at a time when they are out-of-the-money or receive nominal consideration from the Company for them.

As of the filing of this report, the last reported sales price of our common stock has exceeded $161.87 per share for at least 20 trading days within a 30-trading day period, satisfying the conditions that would permit us to redeem outstanding public and private warrants at a price of $0.01 per warrant as described in clause (A) above. As of the filing of this report, the last reported sales price of our common stock has exceeded $89.93 per share for at least 20 trading days within a 30-trading day period, satisfying the conditions that would permit us to redeem outstanding public and private warrants at a price of $0.10 per warrant as described in clause (B) above. We may elect to exercise our redemption right, as applicable, at any time that it remains available to us, in our sole discretion, subject to the notice and other procedural requirements set forth in the warrant agreement, including at a time and under circumstances that we believe are in the best interests of the Company and its stockholders, even if doing so is disadvantageous to warrant holders.

The terms of the private warrants are substantially the same as the public warrants; provided, that, except as described above in the discussion of the redemption of public warrants when the price per share of our common stock equals or exceeds $89.93, the private warrants are exercisable on a cashless basis and are non-redeemable for cash so long as they are held by the initial purchasers or their permitted transferees. If the private warrants are held by someone other than the initial purchasers or their permitted transferees, the private warrants are redeemable by the Company and exercisable by such holders on the same basis as the public warrants. Please see Exhibit 4.3 "Description of Securities — Warrants — Public Warrants" filed with the 2024 Form 10-K for additional information.

If and when the warrants become redeemable by us, we may exercise our redemption right even if we are unable to register or qualify the underlying securities for sale under all applicable state securities laws. Redemption of the outstanding warrants could force the warrant holders: (i) to exercise their warrants and pay the exercise price therefor at a time when it may be disadvantageous for them to do so; (ii) to sell their warrants at the then-current market price when they might otherwise wish to hold their warrants; or (iii) to accept the nominal redemption price which, at the time the outstanding warrants are called for redemption, is likely to be substantially less than the market value of their warrants.

Our ability to utilize our net operating loss carryforwards and certain other tax attributes has been limited by "ownership changes" and may be further limited.

Under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the Code), and corresponding provisions of state law, if a corporation undergoes an "ownership change" (generally defined as a greater than 50 percentage point change (by value) in its equity ownership over a rolling three-year period), the corporation's ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes (such as research and development tax credits) to offset its post-change income or taxes may be limited. We have experienced ownership changes in the past, and we may experience ownership changes in the future as a result of our public offerings or other changes in our stock ownership (some of which are not in our control). Use of our federal and state net operating loss carryforwards has been limited as a result of ownership changes and could be further limited if we experience additional ownership changes.

Provisions in our charter documents and under Delaware law could discourage a takeover that stockholders may consider favorable and may lead to entrenchment of management.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could delay or prevent changes in control or changes in our management without the consent of our board of directors. These provisions include the following:

- a classified board of directors with three-year staggered terms, which may delay the ability of stockholders to change the membership of our board of directors;
- no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- the exclusive right of our board of directors to appoint a director to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;
- the ability of our board of directors to authorize the issuance of shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquiror;
- the ability of our board of directors to alter our amended and restated bylaws without obtaining stockholder approval;
- the required approval of at least 66 2/3% of the shares entitled to vote at an election of directors to adopt, amend or repeal our amended and restated bylaws or repeal the provisions of our amended and restated certificate of incorporation regarding the election and removal of directors;
- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;
- the requirement that a special meeting of stockholders may be called only by our chief executive officer or president or by our board of directors, which may delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors; and
- advance notice procedures that stockholders must comply with in order to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of us.

We are also subject to the anti-takeover provisions contained in Section 203 of the Delaware General Corporation Law. Under Section 203, a corporation may not, in general, engage in a business combination with any holder of 15% or more of its capital stock unless the holder has held the stock for three years or, among other exceptions, the board of directors has approved the transaction.

Claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third-party claims against us and may reduce the amount of money available to us.

Our amended and restated certificate of incorporation and amended and restated bylaws provide that we will indemnify our directors and officers, in each case, to the fullest extent permitted by Delaware law.

In addition, as permitted by Section 145 of the Delaware General Corporation Law, our amended and restated bylaws and our indemnification agreements that we have entered into with our directors and officers provide that:

- we will indemnify our directors and officers for serving us in those capacities or for serving other business enterprises at our request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to our best interests and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful;
- we may, in our discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law;
- we are required to advance expenses, as incurred, to our directors and officers in connection with defending a proceeding, except that such directors or officers shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification;
- we are not obligated pursuant to our amended and restated bylaws to indemnify a person with respect to proceedings initiated by that person against us or our other indemnitees, except with respect to proceedings authorized by our board of directors or brought to enforce a right to indemnification;
- the rights conferred in our amended and restated bylaws are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees and agents and to obtain insurance to indemnify such persons; and
- we may not retroactively amend our amended and restated bylaws to reduce our indemnification obligations to our directors, officers, employees and agents.

Our amended and restated certificate of incorporation and amended and restated bylaws provide for an exclusive forum in the Court of Chancery of the State of Delaware for certain disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our amended and restated certificate of incorporation and amended and restated bylaws provide that the Court of Chancery of the State of Delaware is the exclusive forum for any state law derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, any action to interpret, apply, enforce, or determine the validity of our amended and restated certificate of incorporation or our amended and restated bylaws, or any action asserting a claim against us that is governed by the internal affairs doctrine; provided that the exclusive forum provision will not apply to suits brought to enforce any liability or duty created by the Securities Exchange Act of 1934, as amended (the Exchange Act) or any other claim for which the federal courts have exclusive jurisdiction; and provided further that, if and only if the Court of Chancery of the State of Delaware dismisses any such action for lack of subject matter jurisdiction, such action may be brought in another state or federal court sitting in the State of Delaware. Our amended and restated bylaws also provide that the federal district courts of the United States of America will be the exclusive forum for the resolution of any complaint asserting a cause or causes of action under the Securities Act. Such provision is intended to benefit and may be enforced by us, our officers and directors, by the underwriters to any offering giving rise to such complaint and any other professional or entity whose profession gives authority to a statement made by that person or entity and who has prepared or certified any part of the documents underlying the offering. Nothing in our amended and restated certificate of incorporation or amended and restated bylaws precludes stockholders that assert claims under the Exchange Act from bringing such claims in state or federal court, subject to applicable law.

We believe these provisions may benefit us by providing increased consistency in the application of Delaware law and federal securities laws by chancellors and judges, as applicable, particularly experienced in resolving corporate disputes, efficient administration of cases on a more expedited schedule relative to other forums and protection against the burdens of multi-forum litigation. This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, other employees or stockholders, which may discourage lawsuits with respect to such claims, although our stockholders will not be deemed to have waived our compliance with federal securities laws and the rules and regulations thereunder. Furthermore, the enforceability of similar choice of forum provisions in other companies' certificates of incorporation has been challenged in legal proceedings, and it is possible that a court could find these types of provisions to be inapplicable or unenforceable. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive-forum provisions, and there can be no assurance that such provisions will be enforced by a court in those other jurisdictions. If a court were to find the choice of

forum provision in our amended and restated certificate of incorporation or amended and restated bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could adversely affect our business, financial condition, results of operations and prospects.

General risk factors

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

To date, we have primarily financed our operations through the sale of preferred stock, common stock, our issuance of the 2033 Notes, the Royalty Purchase Agreement, and upfront payments and research and development cost reimbursement received in connection with our prior collaboration with Sanofi and our acquisition of EQRx (the EQRx Acquisition). We will be required to seek additional funding in the future to achieve our goals and may do so through a combination of public or private equity offerings, debt financings, credit or loan facilities, collaborations, strategic alliances, licensing arrangements and other marketing or distribution arrangements. If we raise additional capital through marketing and distribution arrangements or other collaborations, strategic alliances or licensing arrangements with third parties, we may have to relinquish certain valuable rights to our product candidates, technologies, future revenue streams or research programs or grant licenses on terms that may not be favorable to us. If we raise additional funds by issuing equity securities, our stockholders may suffer dilution and the terms of any financing may adversely affect the rights of our stockholders. For example, the EQRx Acquisition, an all-stock transaction pursuant to which we issued shares of our common stock according to a blended formula, resulted in substantial dilution to our stockholders. In addition, as a condition to providing additional funds to us, future investors may demand, and may be granted, rights superior to those of existing stockholders. Debt financing, if available, is likely to involve restrictive covenants limiting our flexibility in conducting future business activities, and, in the event of insolvency, debt holders would be repaid before holders of our equity securities would receive any distribution of our corporate assets. Attempting to secure additional financing may also divert our management from our day-to-day activities, which may adversely affect our ability to develop our product candidates.

Litigation or other legal proceedings, including proceedings related to intellectual property and securities class action lawsuits and derivative lawsuits, could cause us to spend substantial resources and distract our personnel from their normal responsibilities.

Even if resolved in our favor, litigation or other legal proceedings may cause us to incur significant expenses, and could distract our technical and management personnel from their normal responsibilities. There is considerable intellectual property litigation in the pharmaceutical industry. Additionally, securities class action lawsuits and derivative lawsuits are often brought against public companies that have entered into merger agreements or as a result of stock price volatility. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments, and if securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. Such litigation or proceedings could result in substantial costs and monetary damages and thus substantially increase our operating losses and reduce the resources available for development activities or any future sales, marketing or distribution activities. We may not have sufficient financial or other resources to conduct such litigation or proceedings adequately. As noted above, some of our competitors may be able to sustain the costs of such litigation or proceedings more effectively than we can because of their greater financial resources. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could compromise our ability to compete in the marketplace, including compromising our ability to raise the funds necessary to continue our clinical trials, continue our research programs, license necessary technology from third parties, or enter into development collaborations that would help us commercialize our product candidates, if approved.

We are subject to certain U.S. and foreign anti-corruption, anti-money laundering, export control, sanctions, and other trade laws and regulations. We can face serious consequences for violations.

Among other matters, U.S. and foreign anti-corruption, anti-money laundering, export control, sanctions, and other trade laws and regulations (collectively, Trade Laws) prohibit companies and their employees, agents, clinical research organizations, legal counsel, accountants, consultants, contractors, and other partners from authorizing, promising, offering, providing, soliciting, or receiving directly or indirectly, corrupt or improper payments or anything else of value to or from recipients in the public or private sector. Violations of Trade Laws can result in substantial criminal fines and civil penalties, imprisonment, the loss of trade privileges, debarment, tax reassessments, breach of contract and fraud litigation, reputational harm, and other consequences. We have direct or indirect interactions with officials and employees of government agencies or government-affiliated hospitals, universities, and other organizations. We also expect our non-U.S. activities to increase in time. We plan to engage third parties for clinical trials and/or to obtain necessary permits, licenses, patent registrations, and other regulatory approvals. We can be held liable for the corrupt or other illegal activities of our personnel, agents, or partners, even if we do not explicitly authorize or have prior knowledge of such activities.

We may be adversely affected by events in the global economy and events adversely affecting the financial services industry.

We may be adversely affected by general conditions in the global economy and in the global financial markets, including the current inflationary environment and the imposition of tariffs and other trade protection measures. Increased inflation and costs of production may result in decreased demand for our products (if approved), increased operating costs (including our labor costs), reduced liquidity and limitations on our ability to access credit or otherwise raise debt and equity capital. In addition, the U.S. Federal Reserve has adjusted, and may continue to adjust, interest rates in response to inflation, employment, and other macroeconomic conditions, and changes in interest rates may adversely affect our cost of capital, the value of our investments, and the broader economy. Increases in interest rates, especially if coupled with reduced government spending and volatility in financial markets, could have the effect of further increasing economic uncertainty and heightening these risks.

Adverse developments that affect financial institutions or concerns or rumors about these events have in the past and may in the future lead to market-wide liquidity problems. For example, in March 2023, Silicon Valley Bank was closed by the California Department of Financial Protection and Innovation, which appointed the U.S. Federal Deposit Insurance Corporation (FDIC) as receiver. Similarly, other institutions have been and may continue to be swept into receivership. Uncertainty may remain over liquidity concerns in the broader financial services industry, and there may be unpredictable impacts to our business and our industry. We cannot anticipate all the ways in which the global financial market conditions could adversely impact our business in the future.

Although we assess our banking relationships as we believe necessary or appropriate, our access to deposits or other financial assets on a timely basis or in adequate amounts could be significantly impaired by factors that affect the financial institutions with which we have banking relationships or the financial markets or financial services industry generally. 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, 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.

We maintain our cash at financial institutions, in balances that may exceed federally insured limits.

We maintain the majority of our cash and cash equivalents in accounts at banking institutions in the United States that we believe are of high quality. Cash held in these accounts may exceed the FDIC insurance limits. If these banking institutions were to fail, we could lose all or a portion of amounts held in excess of these insurance limitations. In the event of failure of any of the financial institutions where we maintain our cash and cash equivalents, there can be no assurance that we would be able to access uninsured funds in a timely manner or at all.

We incur significantly increased costs as a result of operating as a public company, and our management devotes substantial time to new compliance initiatives. If we fail to comply with the rules that apply to public companies, we could face sanctions or other penalties that would harm our business.

We incur significant legal, accounting and other expenses as a public company, including costs resulting from public company reporting obligations under the Exchange Act, and regulations regarding corporate governance practices. The listing requirements of the Nasdaq Global Select Market and the rules of the SEC require that we satisfy certain corporate governance requirements relating to director independence, filing annual and interim reports, stockholder meetings, approvals and voting, soliciting proxies, conflicts of interest and a code of conduct. Our management and other personnel devote a substantial amount of time to comply with all of these requirements. Moreover, the reporting requirements, rules and regulations will increase our legal and financial compliance costs and make some activities more time-consuming and costly. Any changes we make to comply with these obligations may not be sufficient to allow us to satisfy our obligations as a public company on a timely basis, or at all. These reporting requirements, rules and regulations, coupled with the increase in potential litigation exposure associated with being a public company, could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors or board committees or to serve as executive officers, or to obtain certain types of insurance, including directors' and officers' insurance, on acceptable terms. Stockholder activism, the current political environment and the current high level of government intervention and regulatory reform may lead to substantial new regulations and disclosure obligations, which may lead to additional compliance costs and impact the manner in which we operate our business in ways we cannot currently anticipate.

If securities analysts do not continue to publish research or reports about our business or if they publish negative evaluations of our stock, the price of our stock could decline.

The trading market for our common stock relies, in part, on the research and reports that industry or financial analysts publish about us or our business. If few analysts publish research or reports about us, the trading price of our stock would likely decrease. If one or more of the analysts covering our business downgrades their evaluations of our stock, the price of our stock could decline. If one or more of these analysts ceases to cover our stock, we could lose visibility in the market for our stock, which, in turn, could cause our stock price to decline.

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

As a public company, we are subject to Section 404 of the Sarbanes-Oxley Act of 2002 and the related rules of the SEC, which generally require our management and independent registered public accounting firm to report on the effectiveness of our internal control over financial reporting.

In order to provide the reports required by these rules, we must conduct reviews and testing of our internal controls. During the course of our review and testing, we may identify deficiencies and be unable to remediate them before we must provide the required reports. Furthermore, if we have a material weakness in our internal controls over financial reporting, we may not detect errors on a timely basis, and our financial statements may be materially misstated. Further, failure to remedy any material weakness 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. We or our independent registered public accounting firm may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting, which could harm our operating results, cause investors to lose confidence in our reported financial information and cause the trading price of our stock to fall. In addition, as a public company, we are required to file accurate and timely quarterly and annual reports with the SEC under the Exchange Act. In order to report our results of operations and financial statements on an accurate and timely basis, we will depend on third-party vendors to provide timely and accurate notice of their costs to us. Any failure to report our financial results on an accurate and timely basis could result in sanctions, lawsuits, delisting of our shares and public warrants from the Nasdaq Global Select Market or other adverse consequences.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Unregistered Sales of Equity Securities

Not applicable.

Use of Proceeds from the Sale of Registered Securities

Not applicable.

Issuer Purchases of Equity Securities

Not applicable.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

During the quarterly period ended June 30, 2026, the following directors and officers of the Company adopted Rule 10b5-1 trading arrangements that are each intended to satisfy the affirmative defense of Rule 10b5-1(c) promulgated under the Exchange Act. The details of these arrangements are as follows:

On May 22, 2026, Mark A. Goldsmith, M.D., Ph.D., our President and Chief Executive Officer and Chair of the Board of Directors, adopted a Rule 10b5-1 trading plan. Dr. Goldsmith's Rule 10b5-1 trading plan is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) promulgated under the Exchange Act, and provides for (i) the potential exercise and sale of up to 150,000 shares of our common stock subject to a stock option held by Dr. Goldsmith, (ii) the potential sale of up to 12,000 shares of our common stock by a trust for which Dr. Goldsmith is a trustee and (iii) the potential sale of up to 12,000 shares of our common stock by another trust for which Dr. Goldsmith is a trustee. The trading plan will terminate at the earlier of the execution of all trading orders pursuant to the plan and September 30, 2027.

On May 22, 2026, Jeff Cislini, Senior Vice President, General Counsel and Secretary, adopted a Rule 10b5-1 trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) promulgated under the Exchange Act, which provides for (i) the potential exercise and sale of up to 78,966 shares of our common stock subject to stock options held by Mr. Cislini and (ii) the potential sale of shares of our common stock issued upon the settlement of 21,000 restricted stock units, less the number of shares sold to cover tax withholding obligations in connection with the vesting and settlement of such restricted stock units. The trading plan will terminate at the earlier of the execution of all trading orders pursuant to the plan and April 30, 2027.

On June 11, 2026, Anthony Mancini, our Chief Global Commercialization Officer, adopted a Rule 10b5-1 trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) promulgated under the Exchange Act, which provides for (i) the potential

exercise and sale of up to 24,968 shares of our common stock subject to stock options held by Mr. Mancini and (ii) the potential sale of shares of our common stock issued upon the settlement of 18,950 restricted stock units, less the number of shares sold to cover tax withholding obligations in connection with the vesting and settlement of such restricted stock units. The trading plan will terminate at the earlier of the execution of all trading orders pursuant to the plan and March 3, 2027.

On June 12, 2026, Steve Kelsey, M.D., FRCP, FRCPath, who served as our President, Research and Development until June 30, 2026 and currently serves as Senior Advisor to the Chief Executive Officer, adopted a Rule 10b5-1 trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) promulgated under the Exchange Act, which provides for the potential exercise and sale of up to 92,531 shares of our common stock subject to a stock option held by Dr. Kelsey. The trading plan will terminate at the earlier of the execution of all trading orders pursuant to the plan and March 31, 2027.

On June 14, 2026, Alan Sandler, M.D., our Chief Development Officer, adopted a Rule 10b5-1 trading arrangement intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) promulgated under the Exchange Act. Dr. Sandler's trading arrangement covers the sale of the number of shares of our common stock required to be sold to cover tax withholding obligations for restricted stock unit awards that vest after June 15, 2026. The aggregate number of shares to be sold pursuant to this trading arrangement is dependent on the number of restricted stock unit awards that may be granted to Dr. Sandler from time to time and the taxes on these restricted stock unit awards, and, therefore, is indeterminable at this time.

On June 15, 2026, Anthony Mancini, our Chief Global Commercialization Officer, adopted a Rule 10b5-1 trading arrangement intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) promulgated under the Exchange Act. Mr. Mancini's trading arrangement covers the sale of the number of shares of our common stock required to be sold to cover tax withholding obligations for restricted stock unit awards that vest after June 15, 2026. The aggregate number of shares to be sold pursuant to this trading arrangement is dependent on the number of restricted stock unit awards that may be granted to Mr. Mancini from time to time and the taxes on these restricted stock unit awards, and, therefore, is indeterminable at this time.

Item 6. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Provided Herewith
		Form	Date	Number	
3.1	Amended and Restated Certificate of Incorporation.	8-K	2/18/2020	3.1	
3.2	Amended and Restated Bylaws.	8-K	3/8/2021	3.1	
4.1	Indenture, dated as of April 17, 2026, between Revolution Medicines, Inc. and U.S. Bank Trust Company, National Association, as trustee.	8-K	4/17/2026	4.1	
4.2	First Supplemental Indenture, dated as of April 17, 2026, between Revolution Medicines, Inc. and U.S. Bank Trust Company, National Association, as trustee.	8-K	4/17/2026	4.2	
4.3	Form of certificate representing the 0.50% Convertible Senior Notes due 2033 (included as Exhibit A to Exhibit 4.2).	8-K	4/17/2026	4.2	
31.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1*	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
32.2*	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101.INS	Inline XBRL Instance Document.				X
101.SCH	Inline XBRL Taxonomy Extension Schema Document.				X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.				X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.				X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.				X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.				X
104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2026 has been formatted in Inline XBRL.				X

* The certifications attached as Exhibits 32.1 and 32.2 that accompany this Quarterly Report on Form 10-Q are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Revolution Medicines, 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 this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

SIGNATURES

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

Revolution Medicines, Inc.

Date: August 5, 2026 By: /s/ Mark A. Goldsmith
Mark A. Goldsmith, M.D., Ph.D.
Chief Executive Officer
(Principal Executive Officer)

Revolution Medicines, Inc.

Date: August 5, 2026 By: /s/ Jack Anders
Jack Anders
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark A. Goldsmith, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Revolution Medicines, 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(s) 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2026

By: /s/ Mark A. Goldsmith
Mark A. Goldsmith, M.D., Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jack Anders, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Revolution Medicines, 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(s) 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2026

By: /s/ Jack Anders
Jack Anders
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Revolution Medicines, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 5, 2026

By: /s/ Mark A. Goldsmith
Mark A. Goldsmith, M.D., Ph.D.
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Revolution Medicines, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 5, 2026

By: /s/ Jack Anders
Jack Anders
Chief Financial Officer
(Principal Financial and Accounting Officer)