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

FORM 10-K

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

For the fiscal year ended December 31, 2024

OR

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

Commission file number: 001-39044

SPRINGWORKS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**83-4066827**
(State of Other Jurisdiction of incorporation or Organization)	(I.R.S. Employer Identification No.)
100 Washington Blvd Stamford CT	**06902**
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: (203) 883-9490

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	**SWTX**	**The Nasdaq Global Select Market**

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically; every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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

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

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

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant based on the closing price on June 28, 2024 (the last business day of the registrant's most recently completed second fiscal quarter) was $2,747,091,342.

The number of outstanding shares of the registrant's common stock as of February 14, 2025 was 74,935,850.

Documents Incorporated by Reference

The registrant's definitive proxy statement relating to the annual meeting of shareholders will be filed with the Securities and Exchange Commission within 120 days after the close of the registrant's fiscal year ended December 31, 2024 and is incorporated by reference in Part III to the extent described herein.

SpringWorks Therapeutics
Annual Report on Form 10-K
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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K, or Annual Report, contains forward-looking statements that involve risks and uncertainties. We make such forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. All statements other than statements of historical facts contained in this Annual Report are forward-looking statements. In some cases, these forward-looking statements can be identified by the use of words such as “may”, “will”, “should”, “expects”, “intends”, “plans”, “anticipates”, “believes”, “estimates”, “predicts”, “potential”, “continue” or the negative of these terms or other comparable terminology. These forward-looking statements include, but are not limited to, statements about:

- our ability to continue commercializing OGSIVEO® (nirogacestat), including our ability to successfully maintain commercial manufacturing and supply chains for OGSIVEO, and our expectations regarding the size and growth potential of the commercial markets for OGSIVEO;
- our ability to commercialize GOMEKLI™ (mirdametinib), including our ability to successfully establish and maintain commercial manufacturing and supply chains for GOMEKLI, and our expectations regarding the size and growth potential of the commercial markets for GOMEKLI;
- the timing and outcome of our regulatory submissions and interactions, including the decision on the Marketing Authorization Application, or MAA, for nirogacestat for patients with desmoid tumors that we received validation for in February 2024 by the European Medicines Agency, or EMA, and the decision on the MAA filing for mirdametinib for patients with neurofibromatosis type 1-associated plexiform neurofibromas, or NF1-PN that we received validation for in August 2024 by the EMA, as well as our interactions with other regulatory authorities, investigational review boards at clinical trial sites and publication review bodies;
- the success, cost and timing of our product development activities and clinical trials, the initiation and completion of any other clinical trials and related preparatory work, the expected timing of the availability of results of our clinical trials;
- the fact that topline or interim data from our clinical studies may not be predictive of the final or more detailed results of such study or the results of other ongoing or future studies;
- our ability and our partners’ ability to enroll and successfully complete clinical trials of our product candidates for additional uses, and in combination with other agents;
- the potential attributes and benefits of our product candidates;
- our plans to commercialize any of our product candidates that achieve approval either alone or in partnership with others;
- the period over which we anticipate our existing cash, cash equivalents and marketable securities, will be sufficient to fund our operating expenses and capital expenditure requirements;
- the potential for our business development efforts to maximize the potential value of our portfolio;
- our ability to identify, in-license or acquire additional product candidates;
- the ability and willingness of our third-party collaborators to continue research and development activities relating to our product candidates, including those that are being developed as combination therapies;
- our ability to obtain and maintain regulatory approval for our product candidates, and any related restrictions, limitations or warnings in the label of an approved product;
- the potential benefit of orphan drug exclusivity, Orphan Drug designation, Fast Track designation, Breakthrough Therapy designation, and Rare Pediatric Disease designation for nirogacestat, mirdametinib and any other of our product candidates that may receive one or more of these designations;
- our ability to compete with companies currently marketing or engaged in the development of treatments for desmoid tumors, NF1-PN and other oncology and rare disease indications;

- our expectations regarding our ability to obtain and maintain intellectual property protection or market exclusivity for our product candidates and the duration of such protection;
- our ability and the potential to successfully manufacture our product candidates for preclinical studies, clinical trials and, if approved, for commercial use, the capacity of our current contract manufacturing organizations, or CMOs, to support clinical supply and commercial-scale production for product candidates and our potential election to pursue additional CMOs for manufacturing supplies of drug substance and finished drug product in the future;
- the size and growth potential of the markets for our product candidates, and our ability to serve those markets, either alone or in partnership with others;
- the rate and degree of market acceptance of our product candidates, if approved;
- regulatory developments in the United States and foreign countries;
- our ability to contract with third-party suppliers and manufacturers and their ability to perform adequately;
- the success of competing products that are, or may become, available;
- risks associated with global political changes and global economic conditions, including changes in the U.S. presidential administration, inflation or uncertainty caused by political violence and unrest, including ongoing global and regional conflicts;
- our ability to attract and retain key scientific, medical, commercial and management personnel;
- our estimates regarding expenses, future revenue, future profitability, capital requirements and need for additional financing;
- our financial performance; and
- developments and projections relating to our competitors or our industry.

Any forward-looking statements in this Annual Report reflect our current views with respect to future events and future financial performance, and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. Factors that may cause actual results to differ materially from current expectations include, among other things, those described under Item 1A, Risk Factors and elsewhere in this Annual Report. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Except as required by law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

We may from time to time provide estimates, projections and other information concerning our industry, the general business environment, and the markets for certain diseases, including estimates regarding the potential size of those markets and the estimated incidence and prevalence of certain medical conditions. Information that is based on estimates, forecasts, projections, market research or similar methodologies is inherently subject to uncertainties, and actual events, circumstances or numbers, including actual disease prevalence rates and market size, may differ materially from the information provided. Unless otherwise expressly stated, we obtained this industry information, business information, market data, prevalence information and other data from reports, research surveys, studies and similar data prepared by market research firms and other third parties, industry, medical and general publications, government data, and similar sources, in each case, from sources we consider to be reliable, and in some cases applying our own assumptions and analysis that may, in the future, prove not to have been accurate.

PART I

Item 1. Business

Company overview

We are a commercial-stage biopharmaceutical company applying a precision medicine approach to developing and commercializing life-changing medicines for underserved patient populations suffering from devastating rare diseases and cancer. We have a differentiated portfolio of small molecule targeted oncology assets, including two approved products and several clinical and preclinical candidates at various stages of development, and are advancing programs in rare tumor types as well as highly prevalent, genetically defined cancers. Our strategic approach and operational excellence across research, translational science, and clinical development have enabled us to successfully launch two products, investigate additional product candidates across various clinical trials, and enter into multiple shared-value partnerships with industry leaders to expand our portfolio. From this foundation, we are continuing to build a differentiated, fully-integrated, commercial-stage biopharmaceutical company intensely focused on understanding patients and their diseases in order to develop transformative targeted medicines.

OGSIVEO® (nirogacestat), our first commercial product, was approved by the United States Food and Drug Administration, or FDA, on November 27, 2023. OGSIVEO is a novel, oral, selective gamma secretase inhibitor that is the first and only FDA-approved therapy for the treatment of adult patients with progressing desmoid tumors who require systemic treatment. Nirogacestat is also in clinical development as a monotherapy for the treatment of ovarian granulosa cell tumors, or GCT, a subtype of ovarian cancer; we are also evaluating novel combination regimens of nirogacestat alongside B-cell maturation antigen, or BCMA, directed therapies for the treatment of multiple myeloma.

GOMEKLI™ (mirdametinib), our second commercial product, was approved by the FDA on February 11, 2025. GOMEKLI is an oral, small molecule mitogen-activated protein kinase kinase, or MEK, inhibitor, indicated for the treatment of adult and pediatric patients two years of age and older with neurofibromatosis type 1, or NF1, who have symptomatic plexiform neurofibromas, or PN, not amenable to complete resection. We believe GOMEKLI represents a differentiated option for pediatric neurofibromatosis type 1-associated plexiform neurofibromas, or NF1-PN, patients and first-in-class treatment for adult NF1-PN patients, for whom there were no approved therapies before GOMEKLI. With the approval of GOMEKLI, we received a rare pediatric disease priority review voucher from the FDA. Further, we are evaluating mirdametinib for the treatment of solid tumors harboring mitogen activated protein kinase, or MAPK, pathway aberrations.

We are also seeking to expand the reach of our approved products to additional geographies; in February 2024, we received validation for a Marketing Authorization Application, or MAA, from the European Medicines Agency, or EMA, for nirogacestat. Pre-commercial preparations in Europe are underway ahead of potential approval and launch in mid-2025. Beyond the United States and Europe, we continue to advance our efforts to bring OGSIVEO to the market in additional territories, such as Japan. For mirdametinib, we received validation for an MAA from the EMA for the treatment of adult and pediatric patients with NF1-PN in August 2024. We expect to receive a regulatory decision on mirdametinib from the European Commission, or EC, and launch our product, if approved, in 2025.

Brimarafenib is an investigational oral, small molecule, next-generation RAF dimer inhibitor that we are also advancing in the clinic in a distinct set of genetically defined MAPK mutated tumors via MapKure, LLC, an entity jointly owned by us and BeiGene, Ltd.

SW-682 is an investigational oral, small molecule TEA Domain, or TEAD, inhibitor that we are evaluating in Hippo-mutant solid tumors. In June 2024, we initiated a Phase 1a trial of SW-682 in Hippo-mutant solid tumors; patient enrollment and dosing is ongoing.

SW-3431 is an investigational, potentially first-in-class, small molecule activator of Protein Phosphotase 2A, or PP2A, complexes. Loss of PP2A activity has been described as a key oncogenic driver in aggressive subsets of uterine cancer where patients have very poor prognoses, including uterine serous carcinoma and uterine carcinosarcoma. We expect to file an investigational New Drug Application, or IND, for SW-3431 with the FDA by the end of 2025.

We have additional discovery programs that represent potentially first-in-class and best-in-class product candidates designed to address tumors where no or limited treatment options exist. We continue to invest in our R&D infrastructure in a focused manner in order to support both our drug discovery capabilities and our translational medicine activities for development

programs. We also plan to continue entering into shared-value partnerships to maximize the potential of our therapies to transform the lives of oncology patients.

Our strategy

Our goal is to be an industry leader in rare diseases and targeted oncology to improve the lives of patients suffering from such illnesses.

We have set the following strategic priorities for the business:

- Continue commercializing OGSIVEO as the systemic standard of care for adults with desmoid tumors and successfully execute on our second commercial launch with GOMEKLI for NF1-PN in the United States;
- Seek regulatory approval for OGSIVEO and GOMEKLI in other jurisdictions to further serve the global desmoid tumor and NF1-PN patient communities, respectively;
- Expand the opportunity for nirogacestat and mirdametinib to serve patients in rare oncology indications and more prevalent, genetically defined cancers, either alone or in partnership with others;
- Deliver new medicines to underserved patient populations using a focused and efficient approach including through the continued development of early-stage product candidates, such as brimarafenib, SW-682, SW-3431, and our discovery-stage portfolio; and
- Maximize the potential of our portfolio through strategic partnerships and continue to deploy our value-driven approach to discovering, acquiring and developing new medicines to further expand our pipeline.

We believe that strong execution of these prioritized activities will position SpringWorks to realize our mission of developing and delivering life-changing medicines for people with devastating cancers.

Our products and product candidates

Our product portfolio consists of OGSIVEO and GOMEKLI, our two approved products, as well as several clinical and preclinical candidates at various stages of development under investigation for additional underserved patient populations.

OGSIVEO (nirogacestat)

OGSIVEO is a commercially available, novel, oral, selective gamma secretase inhibitor that is approved in the United States for the treatment of adult patients with progressing desmoid tumors who require systemic treatment.

Gamma secretase is a protease complex that cleaves numerous transmembrane proteins, including amyloid precursor protein, or APP, Notch, HER4, E-cadherin, N-cadherin, BCMA and CD44. Cleavage of these transmembrane proteins by gamma secretase leads to a variety of signaling events that result from the untethering of the cytoplasmic domains of these proteins. Several of gamma secretase's substrates have been implicated in a variety of diseases, including APP in Alzheimer's disease and BCMA and Notch in cancer, forming the rationale for evaluating gamma secretase as a therapeutic target in various rare diseases, and more prevalent cancer types.

OGSIVEO approval and launch

On November 27, 2023, the FDA approved OGSIVEO (nirogacestat) for the treatment of adult patients with progressing desmoid tumors who require systemic treatment. The FDA previously granted Fast Track and Breakthrough Therapy designations to nirogacestat for the treatment of adult patients with progressive, unresectable, recurrent or refractory desmoid tumors or deep fibromatosis; nirogacestat also received Orphan Drug designation from the FDA for the treatment of desmoid tumors and Orphan designation from the EC for the treatment of soft tissue sarcoma.

The FDA approval of OGSIVEO was based on the results from the Phase 3 DeFi trial, which were published in the March 9, 2023 edition of the New England Journal of Medicine. DeFi was a global, randomized (1:1), double-blind, placebo-controlled Phase 3 trial evaluating the efficacy, safety and tolerability of OGSIVEO in adult patients with progressing desmoid tumors. The study randomized 142 patients to receive 150 mg of OGSIVEO or placebo twice daily. OGSIVEO met the primary endpoint of improving progression-free survival (PFS), demonstrating a statistically significant improvement over placebo with a 71% reduction in the risk of disease progression (hazard ratio = 0.29 (95% CI: 0.15, 0.55); $p < 0.001$). Median PFS was not reached in the OGSIVEO arm and was 15.1 months in the placebo arm. Confirmed objective response rate (ORR) based on RECIST v1.1 was 41% with OGSIVEO versus 8% with placebo ($p<0.001$); the complete response rate was 7% in the OGSIVEO arm and 0% in the placebo arm. The median time to first response was 5.6 months with OGSIVEO and 11.1 months with placebo. PFS and ORR improvements were in favor of OGSIVEO regardless of baseline characteristics including sex, tumor location, tumor focality, treatment status, previous treatments, mutational status, and history of familial adenomatous polyposis. OGSIVEO also demonstrated early and sustained improvements in patient-reported outcomes, or PROs, including pain, desmoid tumor-specific symptoms, physical/role function, and overall health-related quality of life.

OGSIVEO exhibited a manageable safety and tolerability profile. The most common adverse events (>15%) reported in patients receiving OGSIVEO were diarrhea, ovarian toxicity, rash, nausea, fatigue, stomatitis, headache, abdominal pain, cough, alopecia, upper respiratory tract infection, and dyspnea. Warnings & Precautions include diarrhea, ovarian toxicity, hepatotoxicity, non-melanoma skin cancers, electrolyte abnormalities, and embryo-fetal toxicity.

Long-term efficacy and safety data from DeFi were presented at the Connective Tissue Oncology Society, or CTOS, 2024 Annual Meeting on November 16, 2024. These results, utilizing an August 2024 data cutoff date, showed that longer-term treatment with OGSIVEO was associated with further reductions in tumor size, increase in ORR with additional complete responses, sustained improvement in desmoid tumor symptoms, and no new safety signals compared to the April 2022 primary data cut.

OGSIVEO is the first and only FDA-approved treatment indicated specifically for desmoid tumors. In December 2023, the NCCN Clinical Practice Guidelines in Oncology, or NCCN Guidelines®, were updated to recommend nirogacestat as an NCCN Category 1, Preferred treatment option for desmoid tumors. In June 2024, the Desmoid Tumor Working Group, or DTWG, published an updated review of the current management of desmoid tumors, which highlighted nirogacestat's role as the first approved medicine for the disease and its incorporation into the desmoid tumor treatment algorithm.

We are advancing a commercial strategy focused on reinforcing OGSIVEO's position as the systemic standard of care for adult desmoid tumor patients. On April 4, 2024, we received FDA approval of a Supplemental New Drug Application, or sNDA, providing for the addition of two higher dosage strengths of 150 mg and 100 mg OGSIVEO tablets in blister packaging, which were developed to enhance patient convenience and compliance. The blister packs became commercially available in May 2024.

We are also seeking to expand the reach of OGSIVEO to additional geographies; in February 2024, we received validation for an MAA, from the EMA. Pre-commercial preparations in Europe are underway ahead of potential approval and launch in mid-2025. Beyond the United States and Europe, we continue to advance our efforts to bring OGSIVEO to the market in additional territories, such as Japan.

Ongoing development

We are also developing nirogacestat for the potential treatment of ovarian GCT and, in combination with agents that target BCMA, multiple myeloma, where significant unmet medical need exists despite currently available therapies.

Nirogacestat for treatment of ovarian granulosa cell tumors

Ovarian GCT are the most common type of sex cord stromal tumor, accounting for approximately 5-7% of all ovarian cancers, and are driven by activating mutations in the *FOXL2* transcription factor. There are currently no FDA-approved treatments for ovarian GCT. Gamma secretase inhibitors, or GSIs, have been shown to be inhibitors of the Notch signaling pathway. Preclinically, inhibition of the Notch pathway by a gamma secretase inhibitor was shown to decrease proliferation and viability of the *FOXL2*-mutated granulosa tumor cell line. Based on this rationale, we are evaluating nirogacestat's potential as a treatment for patients with ovarian GCT. In September 2022, we announced that the first patient had been dosed in a Phase 2 trial evaluating nirogacestat as a monotherapy in adult patients with recurrent ovarian GCT, and in May 2023, we announced full enrollment of the trial. We expect to report initial data from the trial in the first half of 2025.

Nirogacestat in combination with BCMA-targeted agents

BCMA is a cell surface protein universally expressed on multiple myeloma, or MM, cells, and the clinical activity of monotherapy BCMA-targeted agents have been demonstrated in this indication. GSIs have been shown to increase BCMA expression on MM cells. Activity of this combination mechanism has been observed in multiple preclinical models of MM using BCMA-directed therapies in combination with GSIs, as well as in initial clinical data. We believe this combination, as compared to BCMA-directed therapies alone, may provide a meaningful clinical benefit to MM patients by improving response rates, prolonging the duration of clinical benefit, or reducing the side effect profile by enabling administration at a lower dose.

We have entered into several non-exclusive clinical collaboration agreements with industry partners to evaluate nirogacestat in combination with multiple different BCMA-directed therapies. Each partner is responsible for the conduct and expenses of a clinical trial to evaluate the combination of nirogacestat with its respective BCMA agent in multiple myeloma. To date, we have generated clinical data across several modalities that support nirogacestat's ability to potentiate BCMA and enhance activity of BCMA targeted therapies at clinically achievable doses. In addition, several Phase 1 studies are currently ongoing through our collaborators.

GOMEKLI (mirdametinib)

GOMEKLI is an oral, small molecule inhibitor of MEK1 and MEK2 that is approved in the United States for the treatment of adult and pediatric patients two years of age and older with neurofibromatosis type 1, or NF1, who have symptomatic plexiform neurofibromas, or PN, not amenable to complete resection. MEK proteins occupy a pivotal position in the MAPK pathway, a key signaling network that regulates cell growth and survival and plays a central role in multiple oncology and rare disease indications.

Beyond the approval of GOMEKLI in NF1-PN, we believe that mirdametinib holds promise for the treatment of other genetically defined tumors, with additional clinical development underway, including for pediatric low-grade glioma.

GOMEKLI approval and launch

On February 11, 2025, the FDA approved GOMEKLI (mirdametinib) for the treatment of adult and pediatric patients two years of age and older with NF1 who have symptomatic PN not amenable to complete resection. The FDA previously granted Fast Track and Rare Pediatric Disease designations to mirdametinib for the treatment of NF1-PN and NF1, respectively. Mirdametinib also received Orphan Drug designation from the FDA and Orphan designation from the EC for the treatment of NF1. With the approval of GOMEKLI, we received a rare pediatric disease priority review voucher from the FDA.

The FDA approval of GOMEKLI was based on the results from the registrational Phase 2b ReNeu trial in adult and pediatric patients with NF1-PN. In November 2023, we announced positive topline results from the ReNeu trial, and we presented additional data from the ReNeu trial at the American Society of Clinical Oncology, or ASCO, Annual Meeting in June 2024. The results of the ReNeu trial were subsequently published in the Journal of Clinical Oncology in November 2024. The ReNeu trial enrolled 114 patients in two cohorts (pediatric and adult) across 50 sites in the United States. The primary endpoint was confirmed objective response rate, or ORR, defined as ≥ 20% reduction in target tumor volume as measured by MRI and assessed by Blinded Independent Central Review, or BICR. As of the data cutoff date of September 20, 2023, 52% (29/56) of pediatric patients and 41% (24/58) of adult patients had BICR confirmed objective responses within the 24-cycle treatment period (cycle length: 28 days). An additional pediatric patient and two additional adult patients achieved confirmed objective responses after Cycle 24 in the long-term follow up phase of the trial, where patients continue to receive GOMEKLI treatment. Median (range) best percent change from baseline in target tumor volume was -42% (-91% to 48%) and -41% (-90% to 13%) in the pediatric and adult cohorts, respectively; among study participants with a confirmed objective response on GOMEKLI, 52% of children and 62% of adults achieved a >50% reduction in tumor volume. As of the data cutoff, the median duration of treatment was 22 months in both the pediatric and adult cohorts; the median time to onset of response was 7.9 months in pediatric patients and 7.8 months in adult patients. Median duration of response was not reached in either cohort. Pediatric and adult patients in the ReNeu trial also experienced statistically significant improvements from baseline in worst tumor pain severity, pain interference, and health-related quality of life, as assessed across multiple patient-reported outcome, or PRO, tools. Children and adults with NF1-PN in the ReNeu trial reported early, sustained, and clinically meaningful reductions in worst tumor pain severity and pain interference over the course of GOMEKLI treatment.

GOMEKLI exhibited a manageable safety and tolerability profile. The most common adverse events (>25%) reported in adult patients receiving GOMEKLI were rash, diarrhea, nausea, musculoskeletal pain, vomiting, and fatigue; in pediatric patients, the most common adverse events (>25%) were rash, diarrhea, musculoskeletal pain, abdominal pain, vomiting, headache,

paronychia, left ventricular dysfunction, and nausea. Warnings & Precautions include ocular toxicity, left ventricular dysfunction, dermatological adverse reactions, and embryo-fetal toxicity.

GOMEKLI is the first and only FDA-approved treatment indicated for both adult and pediatric patients with NF1-PN. We believe that GOMEKLI represents a differentiated and potentially best-in-class option for NF1-PN.

We are advancing a targeted launch strategy focused on positioning GOMEKLI as the standard of care for both adult and pediatric NF1-PN patients. To support commercialization of GOMEKLI, we have assembled a U.S. commercial field organization of 35 territory business managers plus regional business directors.

We are also seeking to expand the reach of GOMEKLI to additional geographies. In August 2024, we received validation for an MAA from the EMA for the treatment of adult and pediatric patients with NF1-PN. We expect to receive a regulatory decision on mirdametinib from the EC and launch our product, if approved, in 2025. Beyond the United States and Europe, we continue to evaluate additional territories in which to potentially bring GOMEKLI to the market.

Ongoing development

The MAPK pathway, which relies upon the RAS-RAF-MEK-ERK signaling cascade, represents a central biological pathway in all human cells that is responsible for helping to regulate cellular transcription, proliferation and survival. Given its direct regulation of ERK, which directly controls downstream signaling through the MAPK pathway, MEK occupies a pivotal position in this signaling cascade and represents a rational therapeutic target for addressing indications where overactivation of the MAPK pathway contributes significantly to disease onset and/or progression.

We are evaluating mirdametinib for the treatment of solid tumors harboring other MAPK aberrations, including for the treatment of pediatric and young adult patients with low-grade gliomas, in an ongoing Phase 1/2 clinical trial being conducted by St. Jude Children's Research Hospital. Data from the Phase 1 portion of the study were presented at the Society of Neuro-Oncology Annual Meeting in November 2024 and demonstrated encouraging clinical activity in patients with recurrent or progressive pediatric low-grade glioma. The Phase 2 portion of the study is ongoing and enrolling patients.

Brimarafenib (BGB-3245)

In June 2019, we announced the formation of MapKure, which is jointly owned by us and BeiGene. BeiGene licensed to MapKure exclusive rights to brimarafenib, a novel, investigational oral, selective small molecule inhibitor of monomeric and dimeric forms of activating BRAF mutations, including V600 BRAF mutations, non-V600 BRAF mutations and RAF fusions.

In February 2020, MapKure, BeiGene and SpringWorks announced the initiation of a Phase 1 dose-escalation and expansion clinical trial evaluating brimarafenib in adult patients with advanced or refractory solid tumors harboring specific genetic mutations that based on preclinical results were predicted to be sensitive to treatment with brimarafenib. In January 2025, following a review of emerging data from the brimarafenib monotherapy program, the MapKure joint steering committee, which includes SpringWorks, made the decision to wind down the Phase 1b dose expansion study as the objective response rate did not meet the pre-specified threshold for continued development. Complete data from the study is expected to be shared in the second half of 2025.

Efforts to develop brimarafenib in combination with mirdametinib for the treatment of solid tumors harboring MAPK aberrations were previously being pursued. Following a review of emerging data from the combination program, we and MapKure mutually elected to close the study.

In the first quarter of 2024, MapKure initiated a Phase 1b combination trial of brimarafenib with panitumumab, a monoclonal antibody targeting Epidermal Growth Factor Receptor, or EGFR, in colorectal and pancreatic cancer patients with known MAPK pathway mutations; patient dosing is currently underway.

In addition to our significant, but non-controlling equity ownership in MapKure, we have one seat on each of MapKure's joint steering committee and its board of directors. We are also contributing to the clinical development of brimarafenib and other operational activities through a service agreement with MapKure.

Other pipeline programs

We intend to continue to build our portfolio with assets that have strong biological rationales and validated mechanisms of action. Our early-stage pipeline includes SW-682, an investigational oral, small molecule TEA Domain, or TEAD, inhibitor that we in-licensed from Katholieke Universiteit Leuven and the Flanders Institute for Biotechnology in 2021 and are evaluating in Hippo-mutant solid tumors. We believe TEAD inhibition represents an emerging approach for addressing multiple biomarker-defined cancers characterized by aberrant Hippo pathway signaling, which is genetically altered in up to 10% of cancers. In June 2024, we initiated a Phase 1a trial of SW-682, our TEAD inhibitor development candidate, in Hippo-mutant solid tumors; patient enrollment and dosing is ongoing.

Additionally, in January 2025, we announced an exclusive worldwide license agreement with Rappta Therapeutics Oy, or Rappta, pursuant to which we in-licensed a portfolio of novel small molecule activators of protein phosphatase 2a, or PP2A, complexes. The primary compound covered by the license agreement is SW-3431, formerly known as RPT04402, an investigational, potentially first-in-class, PP2A activator. Loss of PP2A activity has been described as a key oncogenic driver in aggressive subsets of uterine cancer where patients have very poor prognosis, including uterine serous carcinoma and uterine carcinosarcoma. We expect to file an IND for SW-3431 with the FDA by the end of 2025.

We are also pursuing development of discovery programs that represent potentially first-in-class and best-in-class product candidates designed to address tumors where no or limited treatment options exist.

Disease and market overview

Our portfolio of small molecule targeted oncology product candidates is designed to address both rare tumor types and highly prevalent, genetically defined cancers where we believe there is a significant unmet need. Information on the diseases and related markets that may be addressed by our programs is set forth below.

Desmoid tumors

Desmoid tumors, also referred to as aggressive fibromatosis or desmoid-type fibromatosis, are rare, locally aggressive, invasive soft tissue tumors that can occur in both children and adults. These tumors are characterized by a growth pattern that can invade surrounding healthy tissues, including joints, muscle and viscera. Depending on tumor size, aggressiveness of growth pattern and location, desmoid tumors can cause severe morbidities such as pain, disfigurement, internal bleeding and debilitating impairment on range of motion. Desmoid tumors typically occur in patients between the ages of 15 and 60 years old and are more commonly diagnosed in the third and fourth decades of life, with a two-to-three times higher prevalence in females. The annual incidence is estimated to be 1,000 to 1,650 new desmoid tumor patients diagnosed each year in the United States. Desmoid tumors are generally routine to diagnose and are usually first noted upon physical examination or by using various imaging techniques, such as ultrasound, computed tomography, or CT, or magnetic resonance imaging, or MRI. Desmoid tumors, despite being highly morbid, typically have a limited impact on mortality. Due to this limited impact on overall lifespan and historical lack of effective treatment options, we believe that there is a sizable prevalent pool of desmoid tumor patients who could potentially benefit from an effective, FDA-approved treatment.

Prior to the approval of OGSIVEO, treatment options for desmoid tumors were limited and often had low success rates. Historically, many desmoid tumors were treated with surgical resection. However, up to 77% of patients undergoing surgery will relapse depending on patient age, tumor location and tumor size. In recent years, desmoid tumor treatment guidelines have increasingly shifted towards recommending systemic treatment as the first-line intervention for desmoid tumors, instead of surgery, for most tumor locations. Systemic therapies have been used off-label to treat desmoid tumors, with varying degrees of activity and tolerability. These therapies include chemotherapeutic agents, such as liposomal doxorubicin and vinblastine/methotrexate, non-steroidal anti-inflammatory drugs, anti-hormonal therapies and tyrosine kinase inhibitors. Based on market research studies with feedback from over 400 physicians who manage patients with desmoid tumors, we believe that approximately 50% of patients receiving a locoregional intervention, such as surgery, or off-label systemic therapies will not have a satisfactory treatment outcome and will require subsequent treatment for their desmoid tumors. Additionally, we believe that up to 90% or more of patients will eventually receive an active intervention. Based on this market research, we estimate that, in any given year over the next decade, approximately 5,500 to 7,000 desmoid tumor patients will be actively managed in the United States. More recent analyses, including a review of International Classification of Diseases, Tenth Edition, or ICD-10, claims data between the introduction of desmoid tumor-specific ICD-10 codes in October 2023 and October 2024, reveals that there are approximately 11,000 desmoid tumor patients receiving physician care annually in the United States.

OGSIVEO is the first and only FDA-approved treatment indicated specifically for desmoid tumors. In December 2023, the NCCN Clinical Practice Guidelines in Oncology (NCCN Guidelines®) for Soft Tissue Sarcoma V.3.2023 were updated to recommend nirogacestat as an NCCN Category 1, Preferred treatment option for desmoid tumors. In June 2024, the Desmoid Tumor Working Group, or DTWG, published an updated review of the current management of desmoid tumors, which

highlighted nirogacestat's role as the first approved medicine for the disease and its incorporation into the desmoid tumor treatment algorithm.

Ovarian granulosa cell tumors

Ovarian GCT are the most common type of sex cord stromal tumor, accounting for approximately 5-7% of all ovarian cancers. The annual incidence of ovarian GCT patients in the United States is approximately 1,000 to 1,500 patients. These tumors can be divided into two subtypes: adult ovarian GCT and juvenile ovarian GCT, which occur in patients under the age of 30 years old. Approximately 95% of diagnosed ovarian GCT are adult ovarian GCT. Both subtypes are characterized by indolent growth, and the majority of adult ovarian GCT are diagnosed at an early stage. Symptoms of ovarian GCT include abdominal pain and abnormal vaginal bleeding, and some cases may also present with menorrhagia, irregular menstruation, or amenorrhea in women of reproductive age. There are currently no FDA-approved treatments for ovarian GCT. Surgery is the primary treatment option and aims to achieve histological diagnosis, an appropriate staging and complete debulking of disease. In patients with early-stage disease and those in reproductive age, unilateral salpingo-oophorectomy with peritoneal staging is indicated. The probability of post-surgical recurrence in adult ovarian GCT patients is high, approximately 44%, typically occurring within the first 10 years of diagnosis. Platinum-based chemotherapy and/or radiotherapy are used in advanced or unresectable disease, although with modest benefit. Therefore, additional treatment options are needed for recurrent disease.

Multiple myeloma

MM is a plasma cell neoplasm with substantial morbidity and mortality and is the second most common hematologic malignancy in the United States accounting for approximately 10% of all hematologic cancers. The NCI surveillance, epidemiology and end results program estimated that in 2016 there were approximately 130,000 patients in the United States living with MM. MM is characterized by the expansion and abnormal accumulation of malignant plasma cells in the bone marrow, which disrupts normal bone marrow function and over time can lead to anemia, hypercalcemia, thrombocytopenia, bone pain, fatigue and weight loss. As the disease progresses, it destroys the surrounding bone marrow and can lead to renal failure, increased susceptibility to infection, skeletal deterioration and neurologic disease.

Treatment of MM has advanced significantly in the past decade, driven by a deeper understanding of disease processes and a sequenced or polypharmacy approach. Newly diagnosed patients with MM are treated with either stem cell transplants or multiple classes of therapeutic agents, either alone or in combination, to attempt to control their disease progression. These agents include proteasome inhibitors such as bortezomib, immunomodulatory drugs such as lenalidomide, monoclonal antibodies such as daratumumab, histone deacetylase inhibitors such as panobinostat, alkylating agents such as melphalan, anti-inflammatories such as dexamethasone and chemotherapeutic agents such as doxorubicin. Despite these current options, the durability of clinical response and benefit is often brief. As there are no therapies that currently are considered curative, nearly all patients who survive initial treatments are eventually deemed resistant or refractory to available therapies and their disease continues to progress. By the time these heavily pretreated patients reach this advanced state, they are often directed to clinical trials for treatment with experimental agents. Due to the advanced condition of these patients, the refractory nature of their disease and the toll prior treatments have taken on their health, responses to treatment are generally poor.

BCMA-directed agents have emerged as a potentially promising approach for the treatment of RRMM patients due to the restriction of BCMA's expression solely on the surface of plasmablasts and differentiated plasma cells, with several such agents having received regulatory approval in the last few years.

NF1-PN

NF1 is a rare, autosomal dominant tumor predisposition disorder that arises from mutations in the *NF1* gene, which encodes for neurofibromin, a key negative regulator of the MAPK pathway. NF1 is the most common form of neurofibromatosis, with an estimated global birth incidence of approximately one in 2,500 individuals. NF1 patients are at risk of developing plexiform neurofibromas, or PN, which are tumors that grow in an infiltrative pattern along the peripheral nerve sheath and that can cause severe disfigurement, pain and functional impairment; in rare cases, NF1-PN may be fatal. NF1-PN are most often diagnosed in the first two decades of life and can be confirmed using routine imaging techniques. These tumors are characterized by aggressive growth, which is typically more rapid during childhood. NF1-PN typically do not spontaneously regress. We estimate that there are approximately 100,000 patients living with NF1 and approximately 40,000 NF1-PN patients in the United States. Of these 40,000 NF1-PN patients, approximately 30,000 are adults who had no approved treatment option prior to the availability of GOMEKLI and 10,000 are pediatric patients who we believe may benefit from GOMEKLI's differentiated profile.

On February 11, 2025, the FDA approved GOMEKLI (mirdametinib) for the treatment of adult and pediatric patients two years of age and older with NF1 who have symptomatic PN not amenable to complete resection. GOMEKLI is the first and only FDA-approved treatment for both adults and children with NF1-PN. Another MEK inhibitor, Koselugo (selumetinib), was approved by the FDA in April 2020 for the treatment of pediatric patients two years of age and older with NF1 who have symptomatic, inoperable PN. While surgical resection is another treatment option for NF1-PN patients, wide margins are required to resect the tumors, and this is an outcome that can rarely be achieved in NF1-PN patients. Off-label systemic treatments, such as chemotherapy and immunotherapy, are also used to treat NF1-PN, but have not been shown to consistently confer a clinical benefit.

MAPK-aberrant cancers

Constitutive activation of the MAPK pathway has been reported in approximately 25% of human cancers, including colon, lung, breast, pancreatic, ovarian and renal tumors. The cause of pathway activation is varied and tissue-specific, but is driven by one or more of the following mechanisms: (i) upstream activation of one or more receptor tyrosine kinases, such as EGFR, (ii) mutations in a RAS isoform, such as KRAS and (iii) other mutations or aberrations within the pathway, such as in BRAF and NF1.

Patients with mutations and aberrations in the MAPK pathway represent a substantial unmet clinical need owing to a lack of approved therapies. Such tumors include malignant cancers driven by NF1 mutations, such as malignant peripheral nerve sheath tumors, or MPNST, and pediatric low-grade glioma.

We are aware of a limited number of approved therapies for the treatment of solid tumors with specific MAPK mutations. These approved treatments are limited for use only in subsets of patients with specific mutation types (for example, BRAF V600) and address just a fraction of all patients with MAPK mutations.

Hippo-mutant solid tumors

The Hippo pathway is altered in up to 10% of human cancers, leading to yes-associated protein, or YAP, activation and aberrant pathway signaling. Hippo pathway dysregulation has been implicated in multiple cancer types, including NF2 schwannoma, epithelioid hemangioendothelioma, or EHE, sarcomas, and subsets of mesothelioma, non-small cell lung cancer, head and neck cancer, and kidney cancer.

The TEAD family is the terminal component of the Hippo pathway. Inhibiting TEAD palmitoylation results in Hippo signaling arrest, which leads to anticancer activity in tumors dependent on the pathway for proliferation and survival. As such, we believe patients suffering from Hippo-mutant cancers can benefit from TEAD inhibition.

We are aware of a limited number of clinical and preclinical development candidates for the treatment of Hippo-mutant solid tumors. We are not aware of any TEAD inhibitors that have been approved by the FDA for Hippo-mutant solid tumors to date.

License and collaboration agreements

Pfizer license agreements

Nirogacestat license agreement

In August 2017, we entered into a license agreement, or the Nirogacestat License Agreement, with Pfizer, pursuant to which we acquired exclusive (including as to Pfizer) worldwide sublicensable rights to research, develop and manufacture nirogacestat for the treatment, diagnosis and prevention of all diseases and commercialize nirogacestat for the treatment, diagnosis and prevention of all diseases other than Alzheimer's disease, breast cancer and prostate cancer. Additionally, Pfizer agreed that, for ten years, it would not conduct a clinical trial of a gamma secretase inhibitor for desmoid tumors. Pfizer retained rights to commercialize nirogacestat for the treatment of Alzheimer's disease, breast cancer and prostate cancer. We subsequently amended the Nirogacestat License Agreement in July 2019 with regard to certain provisions relating to intellectual property.

Pursuant to the Nirogacestat License Agreement, as amended, we are obligated to use commercially reasonable efforts to develop and seek regulatory approval for at least one product in the United States and if regulatory approval is obtained, to commercialize such product in the United States. If, following regulatory approval in the United States, we reasonably anticipate that the product will receive a certain level of reimbursement in certain countries, then we are obligated to use commercially reasonable efforts to develop and seek regulatory approval for the product in such country and if regulatory approval is obtained, to commercialize such product in such country.

We are required to pay Pfizer up to an aggregate of $232.5 million upon achievement of certain commercial milestone events, of which $16.3 million has been achieved and paid to date. We also pay Pfizer tiered royalties on sales of nirogacestat at percentages ranging from the mid-single digits to the low 20s, that may be subject to deductions for expiration of valid claims, amounts due under third-party licenses and generic competition.

Unless earlier terminated, the Nirogacestat License Agreement will expire upon the expiration of all royalty obligations. The royalty period will expire on a country-by-country basis upon the later of (i) ten years from the first commercial sale, (ii) the expiration of all regulatory or data exclusivity and (iii) the expiration of the last-to-expire valid patent claim. Following expiration of the applicable royalty period for a country, we will continue to have a perpetual, fully paid-up, non-exclusive license to all IP licensed during the royalty period for such country. We have the right to terminate the Nirogacestat License Agreement for convenience upon thirty (30) days' prior written notice. Pfizer may not terminate the agreement for convenience. Either we or Pfizer may terminate the Nirogacestat License Agreement if the other party is in material breach and such breach is not cured within the specified cure period. In addition, either we or Pfizer may terminate the Nirogacestat License Agreement in the event of specified insolvency events involving the other party. If Pfizer terminates the agreement as a result of our uncured material breach or our insolvency, our rights to nirogacestat would revert to Pfizer and Pfizer would retain its licenses to intellectual property relating to targets for which it has exercised an option (unless Pfizer elects otherwise), subject to reduced payment obligations.

Mirdametinib license agreement

In August 2017, we entered into a license agreement, or the Mirdametinib License Agreement with Pfizer pursuant to which we acquired exclusive (including as to Pfizer) worldwide sublicensable rights to research, develop, manufacture and commercialize mirdametinib for the treatment of all diseases. Additionally, Pfizer agreed, that for ten years, it will not conduct a clinical trial with a MEK inhibitor for NF1, but excluding a MEK inhibitor owned or controlled by a third party that acquires, or is acquired by, Pfizer. We subsequently amended the Mirdametinib License Agreement in August 2019 with regard to certain provisions relating to intellectual property.

Pursuant to the Mirdametinib License Agreement, as amended, we are obligated to use commercially reasonable efforts to develop and seek regulatory approval for at least one product in the United States and if regulatory approval is obtained, to commercialize such product in the United States. If, following regulatory approval in the United States, we reasonably anticipate that the product will receive a certain level of reimbursement in certain countries, then we will use commercially reasonable efforts to develop and seek regulatory approval for the product in such country and if regulatory approval is obtained, to commercialize such product in such country.

We are required to pay Pfizer up to an aggregate of $229.8 million upon achievement of certain commercial milestone events. One such milestone event was achieved upon the first commercial sale of GOMEKLI in February 2025, and the related milestone payment of $6.0 million will be due to Pfizer in the third quarter of 2025.

We will also pay Pfizer tiered royalties on sales of mirdametinib at percentages ranging from the mid-single digits to the low 20s, that may be subject to deductions for expiration of valid claims, amounts due under third-party licenses and generic competition.

Unless earlier terminated, the Mirdametinib License Agreement will expire upon the expiration of all royalty obligations. The royalty period will expire on a country-by-country basis upon the later of (i) ten years from the first commercial sale, (ii) the expiration of all regulatory or data exclusivity and (iii) the expiration of the last-to-expire valid patent claim. Following expiration of the applicable royalty period for a country, we will continue to have a perpetual, fully paid-up, non-exclusive license to all IP licensed during the royalty period for such country. We have the right to terminate the Mirdametinib License Agreement for convenience upon thirty (30) days' prior written notice. Pfizer may not terminate the agreement for convenience. Either we or Pfizer may terminate the Mirdametinib License Agreement if the other party is in material breach and such breach is not cured within the specified cure period. In addition, either we or Pfizer may terminate the Mirdametinib License Agreement in the event of specified insolvency events involving the other party. If Pfizer terminates the agreement as a result of our uncured material breach or our insolvency, our rights to nirogacestat would revert to Pfizer and Pfizer would retain its licenses to intellectual property relating to targets for which it has exercised an option (unless Pfizer elects otherwise), subject to reduced payment obligations.

BeiGene clinical collaboration agreement

In August 2018, we entered into a clinical collaboration agreement with BeiGene, or the BeiGene Collaboration Agreement, to evaluate the safety, tolerability and preliminary efficacy of combining BeiGene's investigational RAF dimer inhibitor, lifirafenib (BGB-283), and mirdametinib, in a Phase 1b clinical trial for patients with advanced or refractory solid tumors.

In the fourth quarter of 2024, following an interim analysis of the combination of lifirafenib and mirdametinib in the expansion cohort comprised of advanced solid tumor patients harboring neuroblastoma RAS viral oncogene homolog, or NRAS, mutations, it was determined that the objective response rate did not meet the pre-specified threshold for continued development. As such, we and BeiGene have mutually decided to close the study. Wind-down activities and the termination of the BeiGene Collaboration Agreement are ongoing.

Clinical collaboration agreements related to nirogacestat and BCMA-directed therapy combination development

We have entered into several clinical trial collaboration and supply agreements with industry partners to evaluate nirogacestat in combination with BCMA-directed therapies of various modalities, including CAR T-cell therapies, bispecific antibodies and monoclonal antibodies, in patients with relapsed or refractory multiple myeloma, or RRMM.

Each partner is responsible for administering the clinical trials to evaluate its respective BCMA-directed therapy in combination with nirogacestat and is responsible for all costs associated with the direct conduct of the clinical trial, other than the manufacture and supply of nirogacestat and certain expenses related to intellectual property rights. Each collaboration is managed by a joint committee of our representatives and those of the respective partners.

Unless earlier terminated, each collaboration agreement will expire upon completion of the analyses contemplated by the clinical trial. Either we or the respective counterparty may terminate the collaboration agreement for other reasons specified within the collaboration agreement.

Jazz Pharmaceuticals asset purchase and exclusive license agreement

In October 2020, we announced an asset purchase and exclusive license agreement with Jazz Pharmaceuticals Ireland Limited, or Jazz, the Jazz Agreement, pursuant to which Jazz acquired our fatty acid amide hydrolase, or FAAH, inhibitor program including PF-04457845. Jazz made an upfront payment of $35 million to us with potential future payments of up to $375 million based upon the achievement of certain clinical development, regulatory, and commercial milestones. In addition, Jazz is obligated to pay us sales-based royalties on future net sales of PF-04457845.

Pursuant to the Jazz Agreement, Jazz is obligated to use commercially reasonable efforts to develop and seek regulatory approval for at least one product in the United States and if regulatory approval is obtained, to commercialize such product in the United States.

Unless earlier terminated, the Jazz Agreement shall remain in effect on a product-by-product and country-by-country basis until the expiration of the royalty term for such product in such country, as defined in the Jazz Agreement. Either party may terminate the Jazz Agreement if either party commits a material breach of the Jazz Agreement that is not cured within a certain time period. Jazz may terminate the Jazz Agreement for any reason so long as it provides advance written notice to us as specified in the agreement.

Pursuant to the development plan under the Jazz Agreement, Jazz initially studied PF-04457845, now known as JZP150, as a treatment for post-traumatic stress disorder, or PTSD. On December 21, 2023, Jazz announced topline results from its Phase 2 trial of JZP150 in PTSD. The trial did not meet its primary or secondary endpoints. Jazz disclosed plans to further evaluate the data, but does not anticipate moving forward with additional JZP150 development in PTSD.

TEAD inhibitor portfolio license agreement

In May 2021, we announced an exclusive worldwide license agreement with Katholieke Universiteit Leuven, or KU Leuven, and the Flanders Institute for Biotechnology, or VIB, pursuant to which we in-licensed a portfolio of novel small molecule inhibitors of the TEA Domain, or TEAD, family of transcription factors, designed for the potential treatment of biomarker-defined solid tumors driven by aberrant Hippo pathway signaling. Under the terms of the agreement, we made an upfront payment of $11 million to KU Leuven and VIB. Pursuant to the terms of the agreement, KU Leuven and VIB are also eligible to receive, in the aggregate, up to $120 million in development milestones, up to $165 million in commercial milestones and tiered single-digit percentage royalties based on any future net sales of products developed based on the in-licensed technology.

PP2A activator portfolio license agreement

In January 2025, we announced an exclusive worldwide license agreement with Rappta Therapeutics Oy, or Rappta, pursuant to which we in-licensed a portfolio of novel small molecule activators of protein phosphatase 2a, or PP2A, complexes with potential applications in treating rare uterine cancers, such as uterine serous carcinoma and uterine carcinosarcoma. Under the terms of the agreement, we made an upfront payment of $13 million to Rappta in 2025. Rappta is also eligible to receive, in the aggregate, up to $75 million in development and regulatory milestones, up to $160 million in commercial milestones and tiered single-digit percentage royalties based on any future net sales of products developed based on the in-licensed technology.

Intellectual property

Our success depends in part on our ability to obtain and maintain proprietary protection for our product candidates, manufacturing and process discoveries and other know-how, to operate without infringing the proprietary rights of others, and to prevent others from infringing our proprietary rights. We plan to protect our proprietary position using a variety of methods, which include pursuit of U.S. and foreign patent applications related to proprietary technology, inventions and improvements, such as compositions of matter and methods-of-use, that we determine are important to the development and execution of our business. For example, we, our licensors, or our collaborators currently have, or are pursuing, patents covering the composition of matter for our product candidates and we plan to generally pursue patent protection covering methods-of-use for one or more clinical programs. We also rely on trade secrets, trademarks, know-how, continuing technological innovation and potential in-licensing opportunities to develop and maintain our proprietary position.

Patents

At the time we were formed in August 2017, we entered into license agreements with Pfizer for our lead product candidates, pursuant to which we acquired exclusive worldwide rights under Pfizer patents and know-how to develop, manufacture and commercialize our lead product candidates.

We have exclusive licenses under the Nirogacestat License Agreement to patent rights in the United States and numerous foreign jurisdictions relating to nirogacestat. In addition, we have developed and exclusively own a portfolio of granted and pending patents in the United States and foreign jurisdictions. In the United States, we have numerous issued patents protecting nirogacestat with the latest expiring in 2043. Orphan drug exclusivity has been granted by the FDA and provides seven years of marketing exclusivity in the United States. If we are successful in obtaining regulatory approval of nirogacestat for the treatment of desmoid tumors in Europe we expect to rely on orphan drug exclusivity, which grants 10 years of marketing exclusivity. See “License and collaboration agreements—Pfizer license agreements” above for additional information on our rights under the Nirogacestat License Agreement. Nirogacestat was granted Orphan drug exclusivity in the United States for the treatment of desmoid tumors and received Orphan designation from the EC for the treatment of soft tissue sarcoma.

We have exclusive licenses under the Mirdametinib License Agreement to patent rights in the United States and numerous foreign jurisdictions relating to mirdametinib. In addition, we have developed and exclusively own a portfolio of granted and pending patents in the United States and foreign jurisdictions. In the United States, we have several issued patents protecting mirdametinib with the latest expiring in 2044. If we are successful in obtaining regulatory approval of mirdametinib for the treatment of NF1, we expect to rely on orphan drug exclusivity, which grants seven years of marketing exclusivity in the United States and 10 years of marketing exclusivity in Europe. See “License and collaboration agreements—Pfizer license agreements” above for additional information on our rights under the Mirdametinib License Agreement. The FDA has granted mirdametinib Orphan Drug designation for NF1-PN, and the EC has granted mirdametinib Orphan designation for NF1.

For combination therapeutics involving nirogacestat or mirdametinib, there may be opportunities to enhance our patent estate, which we will explore. There can be no assurance that patents will issue from any of these efforts.

Trade secrets

In addition to patents, we rely on trade secrets and know-how to develop and maintain our competitive position. We typically rely on trade secrets to protect aspects of our business that are not amenable to, or that we do not consider appropriate for, patent protection. We protect trade secrets and know-how by establishing confidentiality agreements and invention assignment agreements with our employees, consultants, scientific advisors, contractors and partners. These agreements generally provide that all confidential information developed or made known during the course of an individual or entity’s relationship with us must be kept confidential during and after the relationship. These agreements also generally provide that all inventions resulting from work performed for us or relating to our business and conceived or completed during the period of employment or

assignment, as applicable, shall be our exclusive property. In addition, we take other appropriate precautions, such as physical and technological security measures, to guard against misappropriation of our proprietary information by third parties.

Manufacturing

We rely on third parties to manufacture all of our requirements of drug substance and drug product. We have entered into agreements with contract manufacturing organizations, or CMOs, to produce drug substance and drug product for the nirogacestat, mirdametinib and TEAD programs. We require all of our CMOs to conduct manufacturing activities in compliance with current good manufacturing practice, or cGMP, requirements. We currently rely on these CMOs for scale-up and process development work and to produce sufficient quantities of our product candidates for use in preclinical studies, clinical trials and commercial distribution requirements. We anticipate that these CMOs will have the capacity to support both clinical supply and commercial-scale production. We have entered into agreements for the commercial supply of drug substance and finished product for both nirogacestat and mirdametinib. We will seek to enter into additional CMO arrangements, including potentially for back-up sources of supply, as needed.

Commercial operations

To support commercialization of OGSIVEO, we maintain a U.S. commercial sales team of 34 territory business managers as well as regional business directors.

To support commercialization of GOMEKLI, we have assembled a U.S. commercial sales team of 35 territory business managers as well as regional business directors.

Many desmoid tumor and NF1-PN patients in the United States are managed by specialist physicians, including oncologists, medical geneticists and neurologists, and therefore we believe these care teams can be reached with targeted sales forces.

Customers

We are currently approved to sell OGSIVEO for the treatment of progressing desmoid tumors in adult patients who require systemic treatment and GOMEKLI for the treatment of adult and pediatric patients two years of age and older with NF1 who have symptomatic PN not amenable to complete resection in the U.S. market. We distribute OGSIVEO and GOMEKLI principally through third party specialty drug distributors and specialty pharmacies. We currently do not have and do not expect to have a disproportionate concentration with any one of these distributors and we expect our sales volume to be relatively evenly distributed across these distributors.

Competition

The pharmaceutical industry is characterized by rapid evolution of technologies and intense competition. While we believe that our approved products, product candidates, technology, knowledge, experience and scientific resources provide us with competitive advantages, we face competition from major pharmaceutical and biotechnology companies, academic institutions, governmental agencies and public and private research institutions, among others.

OGSIVEO, GOMEKLI and any other product candidates that we successfully develop and commercialize will compete with approved treatment options, including off-label therapies, and new therapies that may become available in the future. Key considerations that would impact our ability to effectively compete with other therapies include the efficacy, safety, method of administration, cost, level of promotional activity and intellectual property protection of our products. Many of the companies against which we may compete have significantly greater financial resources and expertise than we do in research and development, manufacturing, preclinical testing, conducting clinical trials, obtaining regulatory approvals and marketing approved products.

OGSIVEO in desmoid tumors

OGSIVEO is the first and currently only FDA-approved therapy for desmoid tumors, with approval received on November 27, 2023. We are aware that other companies are, or may be, developing products for this indication, including, but not limited to, Bayer Corporation, Eisai Co., LTD., Immunome, Inc., Iterion Therapeutics, Inc, MedPacto, Inc., and Parabilis Medicines, Inc. We are also aware of several therapies, some of which are generic, that are used off-label for the treatment of desmoid tumors. These therapies include chemotherapeutic agents, such as liposomal doxorubicin and vinblastine/methotrexate, non-steroidal anti-inflammatory drugs, anti-hormonal therapies and tyrosine kinase inhibitors, such as sorafenib, imatinib and pazopanib.

Mirdametinib in NF1-PN

GOMEKLI is the first and currently only FDA-approved therapy for adult patients with NF1-PN, with approval received on February 11, 2025. GOMEKLI was also approved for pediatric NF1-PN; AstraZeneca PLC's Koselugo is currently the only other therapy approved by the FDA in this patient population. We are aware that other companies are, or may be, developing products for NF1-PN, including, but not limited to, Array BioPharma Inc. (a subsidiary of Pfizer), Chia Tai Tianqing Pharmaceutical Group Co., LTD, Healx Ltd., Infixion Bioscience, Inc., NFlection Therapeutics, Inc., Novartis International AG, Pasithea Therapeutics Corp., Shanghai Fosun Pharmaceutical (Group) Co., Ltd, and Shanghai Kechow Pharma, Inc. We are also aware of several therapies, some of which are generic, that are used off-label for the treatment of NF1-PN. These therapies include radiotherapy and various systemic treatments, such as chemotherapy and immunotherapy.

Mirdametinib and brimarafenib in MAPK-aberrant cancers

We are aware that other companies are or may be developing products targeting MAPK aberrations for the treatment of solid tumors, including, but not limited to, those from Amgen Inc., AstraZeneca PLC, Black Diamond Therapeutics, Inc., Boehringer Ingelheim International GmbH, Chugai Pharmaceutical Co Ltd, Day One Biopharmaceuticals, Inc., Eli Lilly and Company, Erasca, Inc., F. Hoffmann-La Roche Ltd., Fore Biotherapeutics Inc., Hanmi Pharmaceutical Co., Ltd., Ikena Oncology, Inc. Merck & Co., Inc., Mirati Therapeutics, Inc. (a subsidiary of Bristol-Myers Squibb Company), Moderna Inc., Novartis International AG, Pfizer, Pierre-Fabre Laboratories, Revolution Medicines, Inc., TheRas, Inc., and Verastem, Inc. There may be additional companies with programs suitable for addressing these patient populations that could be competitive with our efforts but that have not yet disclosed specific clinical development plans.

TEAD inhibitor program

We are aware of other TEAD palmitoylation inhibitors in early-stage development, including, but not limited to, product candidates from AstraZeneca PLC, Bayer Corporation, Beactica Therapeutics AB, Betta Pharmaceuticals Co., Ltd., Dong-A ST Co., Ltd., ETERN Therapeutics Co., Ltd., Genentech, Inc., Hanmi Pharmaceutical Co., Ltd., Insilico Medicine, Inventiva S.A., Novartis International AG, Opna Bio SA, Orion Pharma Ltd., Sporos BioDiscovery, Inc., and Vivace Therapeutics, Inc.

Smaller or early-stage companies, including oncology-focused therapeutics companies, may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These companies may also compete with us in recruiting and retaining qualified scientific and management personnel, establishing clinical trial sites, enrolling patients in clinical trials and acquiring technologies complementary to, or necessary for, our programs.

The availability of reimbursement from government and private payors will also significantly impact the pricing and competitiveness of our products. Our competitors may obtain FDA or other regulatory approvals for their products more rapidly than we may obtain approvals for our product candidates, which could result in our competitors establishing a strong market position before we are able to commercialize our product candidates.

Coverage, pricing and reimbursement

Successful commercialization of new drug products depends in part on the extent to which reimbursement for those drug products will be available from government health administration authorities, private health insurers and other organizations. Government authorities and other third-party payors, such as private health insurers and health maintenance organizations, decide which drug products they will pay for and establish reimbursement levels. The availability and extent of reimbursement by governmental and private payors is essential for most patients to be able to afford a drug product. Sales of drug products depend substantially, both domestically and abroad, on the extent to which the costs of drug products are paid for by health maintenance, managed care, pharmacy benefit and similar healthcare management organizations, or reimbursed by government health administration authorities, private health coverage insurers and other third-party payors.

A primary trend in the U.S. healthcare industry and elsewhere is cost containment. Government authorities and other third-party payors have attempted to control costs by limiting coverage and the amount of reimbursement for particular drug products. In many countries, the prices of drug products are subject to varying price control mechanisms as part of national health systems. In general, the prices of drug products under such systems are substantially lower than in the United States. Other countries allow companies to fix their own prices for drug products, but monitor and control company profits. Accordingly, in markets outside the United States the reimbursement for drug products may be reduced compared with the United States.

In the United States, the principal decisions about reimbursement for new drug products are typically made by the Centers for Medicare & Medicaid Services, or CMS, an agency within the Department of Health and Human Services, or HHS. CMS

decides whether and to what extent a new drug product will be covered and reimbursed under certain federal governmental healthcare programs, such as Medicare, and private payors tend to follow CMS to a substantial degree. However, no uniform policy of coverage and reimbursement for drug products exists among third-party payors and coverage and reimbursement levels for drug products can differ significantly from payor to payor. In the United States, the process for determining whether a third-party payor will provide coverage for a biological product typically is separate from the process for setting the price of such product or for establishing the reimbursement rate that the payor will pay for the product once coverage is approved. With respect to biologics, third-party payors may limit coverage to specific products on an approved list, also known as a formulary, which might not include all of the FDA-approved products for a particular indication, or place products at certain formulary levels that result in lower reimbursement levels and higher cost sharing obligation imposed on patients. A decision by a third-party payor not to cover our product candidates could reduce physician utilization of a product.

Moreover, a third-party payor's decision to provide coverage for a product does not imply that an adequate reimbursement rate will be approved. Adequate third-party reimbursement may not be available to enable a manufacturer to maintain price levels sufficient to realize an appropriate return on its investment in product development. Additionally, coverage and reimbursement for products can differ significantly from payor to payor. One third-party payor's decision to cover a particular medical product does not ensure that other payors will also provide coverage for the medical product, or will provide coverage at an adequate reimbursement rate. As a result, the coverage determination process usually requires manufacturers to provide scientific and clinical support for the use of their products to each payor separately and is a time-consuming process. Factors payors consider in determining reimbursement are based on whether the product is:

- a covered benefit under its health plan;
- safe, effective and medically necessary;
- appropriate for the specific patient;
- cost-effective; and
- neither experimental nor investigational.

Coverage policies and third-party reimbursement rates may change at any time. Even if favorable coverage and reimbursement status is attained for one or more products for which we receive regulatory approval, less favorable coverage policies and reimbursement rates may be implemented in the future. Third-party payors are increasingly challenging the prices charged for medical products and services, examining the medical necessity and reviewing the cost-effectiveness of pharmaceutical products, in addition to questioning safety and efficacy. If third-party payors do not consider a product to be cost-effective compared to other available therapies, they may not cover that product after FDA approval or, if they do, the level of payment may not be sufficient to allow a manufacturer to sell its product at a profit.

In addition, in many foreign countries, the proposed pricing for a drug must be approved before it may be lawfully marketed. The requirements governing drug pricing and reimbursement vary widely from country to country. In the European Union, or EU, governments influence the price of products through their pricing and reimbursement rules and control of national healthcare systems that fund a large part of the cost of those products to consumers. Some jurisdictions operate positive and negative list systems under which products may only be marketed once a reimbursement price has been agreed to by the government. To obtain reimbursement or pricing approval, some of these countries may require the completion of clinical trials that compare the cost effectiveness of a particular product to currently available therapies. Other member states allow companies to fix their own prices for medicines, but monitor and control company profits. There can be no assurance that any country that has price controls or reimbursement limitations for pharmaceutical products will allow favorable reimbursement and pricing arrangements for any of our products. The downward pressure on healthcare costs in general, particularly prescription products, has become very intense. As a result, increasingly high barriers are being erected to the entry of new products. In addition, in some countries, cross border imports from low-priced markets exert a commercial pressure on pricing within a country.

Government regulation

Government authorities in the United States at the federal, state and local level and in other countries and jurisdictions, including the EU, extensively regulate, among other things, the research, development, testing, manufacture, quality control, approval, labeling, packaging, storage, record-keeping, promotion, advertising, distribution, post-approval monitoring and reporting, marketing and export and import of drug products, such as nirogacestat, mirdametinib and our other product candidates. Generally, before a new drug can be marketed, considerable data demonstrating its quality, safety and efficacy must

be obtained, organized into a format specific for each regulatory authority and submitted for review and approved by the regulatory authority.

Clinical trials

The clinical stage of development involves the administration of the investigational product to healthy volunteers or patients under the supervision of qualified investigators, generally physicians not employed by, or under control of, the trial sponsor, in accordance with Good Clinical Practices, or GCPs, which include the requirement that all research subjects provide their informed consent for their participation in any clinical trial. Clinical trials are conducted under protocols detailing, among other things, the objectives of the clinical trial, dosing procedures, subject selection and exclusion criteria and the parameters to be used to monitor subject safety and assess efficacy. Each protocol, and any subsequent amendments to the protocol, must be submitted to the FDA as part of the IND. Furthermore, each clinical trial must be reviewed and approved by an Institutional Review Board, or IRB, for each institution at which the clinical trial will be conducted to ensure that the risks to individuals participating in the clinical trials are minimized and are reasonable in relation to anticipated benefits. The IRB also approves the informed consent form that must be provided to each clinical trial subject or their legal representative, and must monitor the clinical trial until completed. There also are requirements governing the reporting of ongoing clinical trials and completed clinical trial results to public registries. Information about most clinical trials must be submitted within specific timeframes for publication on the www.clinicaltrials.gov website. Information related to the product, patient population, phase of investigation, trial sites and investigators and other aspects of the clinical trial is made public as part of the registration of the clinical trial. Sponsors are also obligated to discuss the results of their clinical trials after completion. Disclosure of the results of these trials can be delayed in some cases for up to two years after the date of completion of the trial. Competitors may use this publicly available information to gain knowledge regarding the progress of development programs. Human clinical trials are typically conducted in three sequential phases, which may overlap or be combined:

- Phase 1 clinical trials generally involve a small number of healthy volunteers or disease-affected patients who are initially exposed to a single dose and then multiple doses of the product candidate. The primary purpose of these clinical trials is to assess the metabolism, pharmacologic action, side effect tolerability and safety of the drug.

- Phase 2 clinical trials involve studies in disease-affected patients to determine the dose required to produce the desired benefits. At the same time, safety and further pharmacokinetic and pharmacodynamic information is collected, possible adverse effects and safety risks are identified, and a preliminary evaluation of efficacy is conducted.

- Phase 3 clinical trials generally involve a larger number of patients at multiple sites and are designed to provide the data necessary to demonstrate the effectiveness of the product for its intended use, its safety in use and to establish the overall benefit/risk relationship of the product and provide an adequate basis for product approval. These trials may include comparisons with placebo and/or other comparator treatments. The duration of treatment is often extended to mimic the actual use of a product during marketing.

A registrational trial is a clinical trial that adequately meets regulatory agency requirements for the evaluation of a drug candidate's efficacy and safety such that it can be used to justify the approval of the drug. Generally, registrational trials are Phase 3 trials but may be Phase 2 trials if the trial design provides a reliable assessment of clinical benefit, particularly in situations where there is an unmet medical need.

Post-approval trials, sometimes referred to as Phase 4 clinical trials, may be conducted after initial marketing approval. These trials are used to gain additional experience from the treatment of patients in the intended therapeutic indication, particularly for long-term safety follow up. In certain instances, the FDA may mandate the performance of Phase 4 clinical trials as a condition of approval of a Biologics License Application, or BLA.

Progress reports detailing the results of the clinical trials must be submitted at least annually to the FDA and more frequently if serious adverse events occur. The FDA or the sponsor may suspend or terminate a clinical trial at any time, or the FDA may impose other sanctions on various grounds, including a finding that the research patients are being exposed to an unacceptable health risk. Similarly, an IRB can suspend or terminate approval of a clinical trial at its institution if the clinical trial is not being conducted in accordance with the requirements of the IRB or if the drug has been associated with unexpected serious harm to patients. There are also requirements related to registration and reporting of certain clinical trials and completed clinical trial results to public registries.

U.S.—FDA regulation

Approval process

In the United States, pharmaceutical products are subject to extensive regulation by the FDA. The Federal Food, Drug, and Cosmetic Act, or the FDCA, and other federal and state statutes and regulations, govern, among other things, the research, development, testing, manufacture, storage, recordkeeping, approval, labeling, promotion and marketing, distribution, post-approval monitoring and reporting, sampling, and import and export of pharmaceutical products. Failure to comply with applicable U.S. requirements may subject a company to a variety of administrative or judicial sanctions, such as FDA refusal to approve pending New Drug Applications, or NDAs, warning or untitled letters, product recalls, product seizures, total or partial suspension of production or distribution, injunctions, fines, civil penalties and criminal prosecution.

Pharmaceutical product development for a new product or certain changes to an approved product in the United States typically involves preclinical laboratory and animal tests, the submission to the FDA of an IND, which must become effective before clinical testing may commence, and adequate and well-controlled clinical trials to establish the safety and effectiveness of the drug for each indication for which FDA approval is sought. Satisfaction of FDA pre-market approval requirements typically takes many years and the actual time required may vary substantially based upon the type, complexity and novelty of the product or disease.

Preclinical tests include laboratory evaluation of product chemistry, formulation and toxicity, as well as animal studies to assess the characteristics and potential safety and efficacy of the product. The conduct of the preclinical tests must comply with federal regulations and requirements, including good laboratory practices. The results of preclinical testing are submitted to the FDA as part of an IND along with other information, including information about product chemistry, manufacturing and controls and a proposed clinical trial protocol. Long term preclinical tests, such as animal tests of reproductive toxicity and carcinogenicity, may continue after the IND is submitted.

A 30-day waiting period after the submission of each IND is required prior to the commencement of clinical testing in humans. If the FDA has neither commented on nor questioned the IND within this 30-day period, the clinical trial proposed in the IND may begin.

Clinical trials involve the administration of the investigational new drug to healthy volunteers or patients under the supervision of a qualified investigator. Clinical trials must be conducted: (i) in compliance with federal regulations; (ii) in compliance with GCP, an international standard meant to protect the rights and health of patients and to define the roles of clinical trial sponsors, administrators, and monitors; as well as (iii) under protocols detailing the objectives of the trial, the parameters to be used in monitoring safety, and the effectiveness criteria to be evaluated. Each protocol involving testing on U.S. patients and subsequent protocol amendments must be submitted to the FDA as part of the IND.

The FDA may order the temporary, or permanent, discontinuation of a clinical trial at any time, or impose other sanctions, if it believes that the clinical trial either is not being conducted in accordance with FDA requirements or presents an unacceptable risk to the clinical trial patients. The trial protocol and informed consent information for patients in clinical trials must also be submitted to an IRB for approval. An IRB may also require the clinical trial at the site to be halted, either temporarily or permanently, for failure to comply with the IRB's requirements, or may impose other conditions. Clinical trials to support NDAs for marketing approval are typically conducted in three sequential phases, but the phases may overlap. In Phase 1, the initial introduction of the drug into healthy human subjects or patients, the drug is tested to assess metabolism, pharmacokinetics, pharmacological actions, side effects associated with increasing doses, and, if possible, early evidence on effectiveness. Phase 2 usually involves trials in a limited patient population to determine the effectiveness of the drug for a particular indication, dosage tolerance and optimum dosage, and to identify common adverse effects and safety risks. If a compound demonstrates evidence of effectiveness and an acceptable safety profile in Phase 2 evaluations, Phase 3 trials are undertaken to obtain the additional information about clinical efficacy and safety in a larger number of patients, typically at geographically dispersed clinical trial sites, to permit the FDA to evaluate the overall benefit-risk relationship of the drug and to provide adequate information for the labeling of the drug. In most cases, the FDA requires two adequate and well-controlled Phase 3 clinical trials to demonstrate the efficacy of the drug. A single Phase 3 trial with other confirmatory evidence may be sufficient in rare instances where the trial is a large multi-center trial demonstrating internal consistency and a statistically very persuasive finding of a clinically meaningful effect on mortality, irreversible morbidity or prevention of a disease with a potentially serious outcome and confirmation of the result in a second trial would be practically or ethically impossible.

Pursuant to the 21st Century Cures Act, the manufacturer of an investigational drug for a serious or life-threatening disease is required to make available, such as by posting on its website, its policy on evaluating and responding to requests for expanded access. This requirement applies on the later of 60 days after the date of enactment or the first initiation of a Phase 2 or Phase 3 trial of the investigational drug. After completion of the required clinical testing, an NDA is prepared and submitted to the FDA. FDA approval of the NDA is required before marketing of the product may begin in the United States. The NDA must include the results of all preclinical, clinical and other testing and a compilation of data relating to the product's pharmacology,

chemistry, manufacture and controls. The cost of preparing and submitting an NDA is substantial. The submission of most NDAs is additionally subject to a substantial application user fee, currently $4,310,002 for fiscal year 2025, and the manufacturer and/or sponsor under an approved NDA are also subject to annual program fees for eligible products, which are currently $403,889, per eligible product for fiscal year 2025.

The FDA has 60 days from its receipt of an NDA to determine whether the application will be accepted for filing based on the agency's threshold determination that it is sufficiently complete to permit substantive review. Once the submission is accepted for filing, the FDA begins an in-depth review. The FDA has agreed to certain performance goals in the review of new drug applications. Most such applications for standard review drug products are reviewed within ten to twelve months; most applications for priority review drugs are reviewed in six to eight months. Priority review can be applied to drugs that the FDA determines offer major advances in treatment or provide a treatment where no adequate therapy exists. The review process for both standard and priority review may be extended by the FDA for three additional months to consider certain late-submitted information, or information intended to clarify information already provided in the submission.

The FDA may also refer applications for novel drug products, or drug products that present difficult questions of safety or efficacy, to an advisory committee—typically a panel that includes clinicians and other experts—for review, evaluation and a recommendation as to whether the application should be approved. The FDA is not bound by the recommendation of an advisory committee, but it generally follows such recommendations. Before approving an NDA, the FDA will typically inspect one or more clinical sites to assure compliance with GCP. Additionally, the FDA will inspect the facility or the facilities at which the drug is manufactured. The FDA will not approve the product unless compliance with cGMP is satisfactory and the NDA contains data that provide substantial evidence that the drug is safe and effective in the indication studied.

After the FDA evaluates the NDA and the manufacturing facilities, it issues either an approval letter or a complete response letter. A complete response letter generally outlines the deficiencies in the submission and may require substantial additional testing, or information, in order for the FDA to reconsider the application. If, or when, those deficiencies have been addressed to the FDA's satisfaction in a resubmission of the NDA, the FDA will issue an approval letter. The FDA has committed to reviewing such resubmissions in two or six months depending on the type of information included.

An approval letter authorizes commercial marketing of the drug with specific prescribing information for specific indications. As a condition of NDA approval, the FDA may require a risk evaluation and mitigation strategy, or REMS, to help ensure that the benefits of the drug outweigh the potential risks. REMS can include medication guides, communication plans for healthcare professionals and elements to assure safe use, or ETASU. ETASU can include, but are not limited to, special training or certification for prescribing or dispensing, dispensing only under certain circumstances, special monitoring and the use of patient registries. The requirement for a REMS can materially affect the potential market and profitability of the drug. Moreover, product approval may require substantial post-approval testing and surveillance to monitor the drug's safety or efficacy. Once granted, product approvals may be withdrawn if compliance with regulatory standards is not maintained or problems are identified following initial marketing.

Changes to some of the conditions established in an approved application, including changes in indications, labeling or manufacturing processes or facilities, require submission and FDA approval of a new NDA or NDA supplement before the change can be implemented. An NDA supplement for a new indication typically requires clinical data similar to that in the original application, and the FDA uses the same procedures and actions in reviewing NDA supplements as it does in reviewing NDAs.

Exclusivity

Upon NDA approval of a new chemical entity, or NCE, which is a drug that contains no active moiety that has been approved by FDA in any other NDA, that drug receives five years of marketing exclusivity. Except in the circumstances described in the following paragraph, an Abbreviated New Drug Application, or ANDA, seeking approval of a generic version of that drug may not be submitted to the FDA during the five-year market exclusivity period. Certain changes to a drug, such as the addition of a new indication to the package insert, are associated with a three-year period of exclusivity during which FDA cannot approve an ANDA for a generic drug that includes the change.

An ANDA may be submitted one year before NCE exclusivity expires if a Paragraph IV certification is filed. If there is no listed patent in the Orange Book, there may not be a Paragraph IV certification, and, thus, no ANDA may be filed before the expiration of the exclusivity period.

Patent term extension

After NDA approval, owners of relevant drug patents may apply for up to a five-year patent extension for one patent. The allowable patent term extension is calculated as half of the drug's testing phase—the time between IND and NDA submission—and all of the review phase—the time between NDA submission and approval up to a maximum of five years. The time can be shortened if FDA determines that the applicant did not pursue approval with due diligence. The total patent term after the extension may not exceed 14 years from approval.

For patents that might expire during the application phase, the patent owner may request an interim patent extension. An interim patent extension increases the patent term by one year and may be renewed up to four times. For each interim patent extension granted, the post-approval patent extension is reduced by one year. The director of the U.S. Patent and Trademark Office must determine that approval of the drug covered by the patent for which a patent extension is being sought is likely. Interim patent extensions are not available for a drug for which an NDA has not been submitted.

Orphan drugs

Under the Orphan Drug Act, the FDA may grant Orphan Drug designation to drugs or biologics intended to treat a rare disease or condition—generally a disease or condition that affects fewer than 200,000 individuals in the United States or affects more than 200,000 individuals in the United States where there is no reasonable expectation that the cost of developing the drug or therapeutic biologic will be recovered from sales in the U.S. Orphan Drug designation must be requested before submitting an NDA. Among the other benefits of Orphan Drug designation are tax credits for certain research and a waiver of the NDA application user fee. After the FDA grants Orphan Drug designation, the generic identity of the drug and its potential orphan use are disclosed publicly by the FDA. Orphan Drug designation does not convey any advantage in, or shorten the duration of, the regulatory review and approval process. The first NDA applicant to receive FDA approval for a particular active ingredient to treat a particular disease with FDA Orphan Drug designation is entitled to a seven-year exclusive marketing period in the United States for that product, for that indication. During the seven-year exclusivity period, the FDA may not approve any other applications to market the same drug for the same disease, except in limited circumstances, such as a showing of clinical superiority to the product with orphan drug exclusivity or if the FDA finds that the holder of the orphan exclusivity has not shown that it can assure the availability of sufficient quantities of the orphan product to meet the needs of patients with the disease or condition for which the drug was designated. Orphan drug exclusivity does not prevent the FDA from approving a different drug for the same disease or condition, or the same drug for a different disease or condition. Such a designation, may also be revoked by the FDA in certain circumstances, such as if the agency finds that the applicant's request for designation request omitted material information required under the Orphan Drug Act and its implementing regulations.

Fast Track Designation and accelerated approval

The FDA is required to facilitate the development, and expedite the review, of drugs that are intended for the treatment of a serious or life-threatening disease or condition for which there is no effective treatment, and which demonstrate the potential to address unmet medical needs for the condition. Under the Fast Track program, the sponsor of a new drug candidate may request that the FDA designate the drug candidate for a specific indication as a Fast Track drug concurrent with, or after, the filing of the IND for the drug candidate. The FDA must determine if the drug candidate qualifies for Fast Track Designation within 60 days of receipt of the sponsor's request.

In addition to other benefits such as the ability to engage in more frequent interactions with the FDA, the FDA may initiate review of sections of a Fast Track drug's NDA before the application is complete. This rolling review is available if the applicant provides, and the FDA approves, a schedule for the submission of the remaining information and the applicant pays applicable user fees. However, the FDA's time period goal for reviewing an application does not begin until the last section of the NDA is submitted. Additionally, the Fast Track Designation may be withdrawn by the FDA if the FDA believes that the designation is no longer supported by data emerging in the clinical trial process.

Under the FDA's accelerated approval regulations, the FDA may approve a drug for a serious or life-threatening illness that provides meaningful therapeutic benefit to patients over existing treatments based upon a surrogate endpoint that is reasonably likely to predict clinical benefit, or on a clinical endpoint that can be measured earlier than irreversible morbidity or mortality, that is reasonably likely to predict an effect on irreversible morbidity or mortality or other clinical benefit, taking into account the severity, rarity or prevalence of the condition and the availability or lack of alternative treatments.

In clinical trials, a surrogate endpoint is a measurement of laboratory or clinical signs of a disease or condition that substitutes for a direct measurement of how a patient feels, functions or survives. Surrogate endpoints can often be measured more easily or more rapidly than clinical endpoints. A drug candidate approved on this basis is subject to rigorous post-marketing compliance requirements, including the completion of Phase 4 or post-approval clinical trials to confirm the effect on the clinical endpoint and, under the Food and Drug Omnibus Reform Act of 2022, or FDORA, the FDA is now permitted to

require, as appropriate, that such trials be underway prior to approval or within a specific time period after the date of approval for a product granted accelerated approval. Failure to conduct required post-approval studies, or confirm a clinical benefit during post-marketing studies, will allow the FDA to withdraw the drug from the market on an expedited basis, and under FDORA, the FDA has increased authority for expedited procedures to do so. In addition, for products being considered for accelerated approval, the FDA generally requires, unless otherwise informed by the agency, that all advertising and promotional materials intended for dissemination or publication within 120 days of marketing approval be submitted to the agency for review during the pre-approval review period.

Breakthrough Therapy designation

Breakthrough Therapy Designation by the FDA provides more extensive development consultation opportunities with FDA senior staff, allows for the rolling review of the drug's application for approval and indicates that the product could be eligible for priority review, if supported by clinical data at the time of application submission for drugs that are intended to treat a serious or life-threatening disease or condition where preliminary clinical evidence indicates that the drug may demonstrate substantial improvement over existing therapies on one or more clinically significant endpoints. Under the Breakthrough Therapy Program, the sponsor of a new drug candidate may request that the FDA designate the drug candidate for a specific indication as a breakthrough therapy concurrent with, or after, the filing of the IND for the drug candidate. The FDA must determine if the drug candidate qualifies for Breakthrough Therapy Designation within 60 days of receipt of the sponsor's request.

Rare Pediatric Disease designation and priority review vouchers

Under the FDCA, as amended, the FDA incentivizes the development of drugs and biologics for the prevention and treatment of rare pediatric diseases. A "rare pediatric disease" is defined to include a serious or life-threatening disease in which the serious of life-threatening manifestations primarily affect individuals aged from birth to 18 years and the disease affects fewer than 200,000 individuals in the United States, or affects more than 200,000 individuals in the United States and for which there is no reasonable expectation that the cost of developing and making available in the United States a drug for such disease or condition will be recovered from sales in the United States of such drug. The sponsor of a product candidate for a rare pediatric disease may be eligible for a voucher that can be used to obtain a priority review for a subsequent human drug application after the date of approval of the rare pediatric disease drug product, referred to as a priority review voucher, or PRV. A sponsor may request rare pediatric disease designation from the FDA prior to the submission of its NDA. A rare pediatric disease designation does not guarantee that a sponsor will receive a PRV upon approval of its NDA. If a PRV is received, it may be sold or transferred an unlimited number of times. The FDA's rare pediatric disease priority voucher program began to sunset on December 20, 2024, on failure to pass a continuing resolution package that included its reauthorization. Under the amended statutory sunset provisions, after December 20, 2024, the FDA may award a PRV for an approved rare pediatric disease product application only if the sponsor has rare pediatric disease designation for the drug and if that designation was granted by December 20, 2024. After September 30, 2026, the FDA may not award any rare pediatric disease PRVs. Congress may vote to reauthorize this program, but its future remains unknown at this time.

Disclosure of clinical trial information

Sponsors of clinical trials of FDA regulated products, including drugs, are required to register and disclose certain clinical trial information. Information related to the product, patient population, phase of investigation, trial sites and investigators and other aspects of the clinical trial is then made public as part of the registration of the trial on clinicaltrials.gov. Sponsors are also obligated to disclose the results of their clinical trials after completion. Disclosure of the results of these trials can be delayed in certain circumstances for up to two years after the date of completion of the trial. Competitors may use this publicly available information to gain knowledge regarding the progress of development programs.

Post-approval requirements

Drugs manufactured or distributed pursuant to FDA approvals are subject to pervasive and continuing regulation by the FDA, including, among other things, requirements relating to recordkeeping, periodic reporting, product sampling and distribution, advertising and promotion, reporting of adverse experiences with the product, and compliance with applicable tracking and tracing requirements. After approval, most changes to the approved product, such as adding new indications or other labeling claims are subject to prior FDA review and approval. There are continuing, annual user fee requirements for any marketed products.

The FDA may impose a number of post-approval requirements as a condition of approval of an NDA. For example, the FDA may require post-marketing testing, including Phase 4 clinical trials, and surveillance to further assess and monitor the product's safety and effectiveness after commercialization.

FDA regulations require that products be manufactured in specific facilities and in accordance with cGMP regulations which require, among other things, quality control and quality assurance, the maintenance of records and documentation and the obligation to investigate and correct any deviations from cGMP. In addition, drug manufacturers and other entities involved in the manufacture and distribution of approved drugs, and those supplying products, ingredients and components of them, are required to register their establishments with the FDA and state agencies, and are subject to periodic unannounced inspections by the FDA and these state agencies for compliance with cGMP requirements. Changes to the manufacturing process are strictly regulated and often require prior FDA approval before being implemented. FDA regulations also require investigation and correction of any deviations from cGMP requirements and impose reporting and documentation requirements upon the sponsor and any third-party manufacturers that the sponsor may decide to use. Accordingly, manufacturers must continue to expend time, money, and effort in the area of production and quality control to maintain cGMP compliance.

In addition, the Drug Supply Chain Security Act, or DSCSA, was enacted in 2013 with the aim of building an electronic system to identify and trace certain prescription drugs and biologics distributed in the United States. The law's requirements include the quarantine and prompt investigation of a suspect product, to determine if it is illegitimate, notifying trading partners and the FDA of any illegitimate product, and compliance with product tracking and tracing requirements. The DSCSA mandates phased-in and resource-intensive obligations for pharmaceutical manufacturers, wholesale distributors, and dispensers over a 10-year period that culminated in November 2023. The FDA established a one-year stabilization period until November 2024 for trading partners to continue to build and validate interoperable systems and processes to meet certain requirements of the DSCSA. In late 2024, the FDA announced it is allowing a further exemption period for eligible trading partners who have successfully completed or made documented efforts to complete data connections with their immediate trading partners, but still face challenges exchanging data. The exemption period for eligible manufacturers and repackagers now extends until May 27, 2025.

Once an approval of a drug is granted, the FDA may withdraw the approval if compliance with regulatory requirements and standards is not maintained or if problems occur after the product reaches the market. Later discovery of previously unknown problems with a product, including adverse events of unanticipated severity or frequency, or with manufacturing processes, or failure to comply with regulatory requirements, may result in mandatory revisions to the approved labeling to add new safety information; imposition of post-market studies or clinical trials to assess new safety risks; or imposition of distribution or other restrictions under a REMS program. Any of these limitations on approval or marketing could restrict the commercial promotion, distribution, prescription or dispensing of products. Other potential consequences include, among other things:

- Restrictions on the marketing or manufacturing of the product, complete withdrawal of the product from the market or product recalls;
- Fines, warning letters or holds on post-approval clinical trials;
- Refusal of the FDA to approve pending NDAs or supplements to approved NDAs, or suspension or withdrawal of product approvals;
- Product seizure or detention, or refusal to permit the import or export of products; and
- Injunctions or the imposition of civil or criminal penalties.

The FDA strictly regulates marketing, labeling, advertising and promotion of products that are placed on the market. Drugs may be promoted by a manufacturer and any third parties acting on behalf of a manufacturer only for the approved indications and in a manner consistent with the approved label for the product. The FDA and other agencies actively enforce the laws and regulations prohibiting the promotion of off-label uses, and a company that is found to have improperly promoted off-label uses may be subject to significant liability.

From time to time, legislation is drafted, introduced, passed in Congress and signed into law that could significantly change the statutory provisions governing the approval, manufacturing, and marketing of products regulated by the FDA. In addition to new legislation, FDA regulations, guidances, and policies are often revised or reinterpreted by the agency in ways that may significantly affect the manner in which pharmaceutical products are regulated and marketed.

EU regulation

In the EU, our product candidates also may be subject to extensive regulatory requirements. As in the United States, medicinal products can be marketed only if a marketing authorization from the competent regulatory agencies has been obtained.

Similar to the United States, the various phases of preclinical and clinical research in the EU are subject to significant regulatory controls.

In April 2014, the Clinical Trials Regulation, (EU) No 536/2014 was adopted, and it came into effect on January 31, 2022, repealing the Clinical Trials Directive 2001/20/EC. The Clinical Trials Regulation is directly applicable in all the EU Member States meaning no national implementing legislation in each EU Member State is required. The transitory provisions of the Clinical Trials Regulation provide that all ongoing clinical trials previously authorized under the Directive must have transitioned to the Clinical Trials Regulation by January 31, 2025.

The Clinical Trials Regulation aims to simplify and streamline the approval of clinical trials in the EU. The main characteristics of such Regulation include: a streamlined application procedure via a single-entry point through the Clinical Trials Information System, or CTIS; a single set of documents to be prepared and submitted for the application as well as simplified reporting procedures for clinical trial sponsors; and a harmonized procedure for the assessment of applications for clinical trials, which is divided in two parts (Part I contains scientific and medicinal product documentation and Part II contains the national and patient-level documentation). Part I is assessed by a coordinated review by the competent authorities of all EU Member States in which an application for authorization of a clinical trial has been submitted (Member States concerned) of a draft report prepared by a Reference Member State. Part II is assessed separately by each Member State concerned. Strict deadlines have been established for the assessment of clinical trial applications. The role of the relevant ethics committees in the assessment procedure continues to be governed by the national law of the concerned EU Member State, however, overall related timelines are defined by the Clinical Trials Regulation.

To obtain a marketing authorization of a product in the EU, we may submit MAAs, either under the centralized procedure or a national authorization procedure.

Centralized procedure

The centralized procedure provides for the grant of a single marketing authorization by the EC following a favorable opinion by the EMA that is valid in all EU Member States, as well as in the additional Member States of the European Economic Area (Iceland, Liechtenstein and Norway). The centralized procedure is compulsory for medicines produced by specified biotechnological processes, products designated as orphan medicinal products, advanced therapy medicines (such as gene-therapy, somatic cell-therapy or tissue-engineered medicines) and products with a new active substance indicated for the treatment of specified diseases, such as HIV/AIDS, cancer, diabetes, neurodegenerative disorders or autoimmune diseases and other immune dysfunctions and viral diseases. The centralized procedure is optional for products with a new active substance indicted for other diseases, or products that represent a significant therapeutic, scientific or technical innovation, or whose authorization would be in the interest of public health. Under the centralized procedure the maximum timeframe for the evaluation of an MAA by the EMA, is 210 days, excluding clock stops, when additional written or oral information is to be provided by the applicant in response to questions asked by the Committee of Medicinal Products for Human Use, or the CHMP. Accelerated assessment might be granted by the CHMP in exceptional cases, when a medicinal product is expected to be of a major public health interest, particularly from the point of view of therapeutic innovation. The timeframe for the evaluation of an MAA under the accelerated assessment procedure is 150 days, excluding clock stops.

National authorization procedures

There are also two other possible routes to authorize medicinal products in several EU Member States, which are available for investigational medicinal products that fall outside the scope of the centralized procedure:

- Decentralized procedure. Using the decentralized procedure, an applicant may apply for simultaneous authorization in more than one EU Member State of medicinal products that have not yet been authorized in any EU Member State and that do not fall within the mandatory scope of the centralized procedure.

- Mutual recognition procedure. In the mutual recognition procedure, a medicine is first authorized in one EU Member State, in accordance with the national procedures of that country. Following this, further marketing authorizations can be sought from other EU Member States in a procedure whereby the countries concerned agree to recognize the validity of the original, national marketing authorization.

Under the above described procedures, before granting a marketing authorization, the EMA or the competent authorities of the EU Member States make an assessment of the risk-benefit balance of the product on the basis of scientific criteria concerning its quality, safety and efficacy.

EU regulatory exclusivity

In the EU, new products authorized for marketing (i.e., reference products) on the basis of a complete independent data package may qualify for eight years of data exclusivity and an additional two years of market exclusivity upon marketing authorization. The data exclusivity period prevents generic applicants from relying on the preclinical and clinical trial data contained in the dossier of the reference product when applying for a generic marketing authorization in the EU for a period of eight years from the date on which the reference product was first authorized in the EU. The market exclusivity period prevents a successful generic applicant from commercializing its product in the EU until ten years have elapsed from the initial authorization of the reference product in the EU. The ten-year market exclusivity period can be extended to a maximum of eleven years if, during the first eight years of those ten years, the marketing authorization holder obtains an authorization for one or more new therapeutic indications which, during the scientific evaluation prior to their authorization, are held to bring a significant clinical benefit in comparison with existing therapies in such indication(s).

EU orphan designation and exclusivity

The criteria for designating an orphan medicinal product in the EU, are similar in principle to those in the United States. Under Article 3 of Regulation (EC) 141/2000, a medicinal product may be designated as an orphan product if (i) it is intended for the diagnosis, prevention or treatment of a life-threatening or chronically debilitating condition; (ii) either (a) such condition affects no more than five in 10,000 persons in the EU when the application is made, or (b) the product, without the benefits derived from orphan status, is unlikely to generate sufficient return in the EU to justify the necessary investment in its development; and (iii) there exists no satisfactory method of diagnosis, prevention or treatment of such condition authorized for marketing in the EU, or if such a method exists, the product will be of significant benefit to those affected by the condition, as defined in Regulation (EC) 847/2000. Orphan medicinal products are eligible for financial incentives such as reduction of fees or fee waivers and are, upon grant of a marketing authorization, entitled to ten years of market exclusivity for the approved orphan indication. The application for orphan designation must be submitted before the application for marketing authorization. The applicant will receive a fee reduction for the MAA if the orphan designation has been granted, but not if the designation is still pending at the time the MAA is submitted. Orphan designation does not convey any advantage in, or shorten the duration of, the regulatory review and approval process.

In the EU, orphan designation entitles a party to financial incentives such as reduction of fees or fee waivers and ten years of market exclusivity is granted following the grant of a marketing authorization. During this market exclusivity period, neither the EMA nor the EC nor any of the competent authorities in the EU Members States can accept an application or grant a marketing authorization for a "similar medicinal product" for the same therapeutic indication. A "similar medicinal product" is defined as a medicinal product containing a similar active substance or substances as contained in an authorized orphan medicinal product, and which is intended for the same therapeutic indication. This period may be reduced to six years if, at the end of the fifth year, it is established that the product no longer meets the criteria for orphan designation, for example, if the product is sufficiently profitable not to justify maintenance of market exclusivity. Additionally, marketing authorization may be granted to a similar medicinal product for the same indication as an authorized orphan product at any time if:

- the second applicant can establish that its product, although similar, is safer, more effective or otherwise clinically superior than the authorized orphan product;
- the marketing authorization holder for the authorized orphan product consents to a second medicinal product application; or
- the marketing authorization holder for the authorized orphan product cannot supply enough orphan medicinal product.

EU pediatric investigation plan

In the EU, companies developing a new medicinal product must agree upon a pediatric investigation plan, or PIP, with the EMA's Pediatric Committee, or the PDCO, and must conduct pediatric clinical trials in accordance with that PIP, unless the EMA has granted a product-specific waiver, a class waiver, or a deferral for one or more of the measures included in the PIP. This requirement also applies when a company wants to add a new indication, pharmaceutical form or route of administration for a medicine that is already authorized. The PIP sets out the timing and measures proposed to generate data to support a pediatric indication of the drug for which a marketing authorization is being sought. The PDCO can grant a deferral of the

obligation to implement some or all of the measures of the PIP until there are sufficient data to demonstrate the efficacy and safety of the product in adults. Further, the obligation to provide pediatric clinical trial data can be waived by the PDCO when this data is not needed or appropriate because the product is likely to be ineffective or unsafe in children, the disease or condition for which the product is intended occurs only in adult populations, or when the product does not represent a significant therapeutic benefit over existing treatments for pediatric patients. Products that are granted a marketing authorization with the results of the pediatric clinical trials conducted in accordance with the PIP (even where such results are negative) are eligible for six months' supplementary protection certificate extension, provided an application for such extension is made at the same time as filing the SPC application for the product, or at any point up to two years before the SPC expires. In the case of orphan medicinal products, a two-year extension of the orphan market exclusivity may be available (but no extension to any SPC). This pediatric reward is subject to specific conditions and is not automatically available when data in compliance with the PIP are developed and submitted.

Post-approval controls

The holder of a marketing authorization must establish and maintain a pharmacovigilance system and appoint an individual qualified person for pharmacovigilance who is responsible for oversight of that system. Key obligations include expedited reporting of suspected serious adverse reactions and submission of periodic safety update reports, or PSURs.

All new MAAs must include a risk management plan, or RMP, describing the risk management system that the company will put in place and documenting measures to prevent or minimize the risks associated with the product. The regulatory authorities may also impose specific obligations as a condition of the marketing authorization. Such risk-minimization measures or post-authorization obligations may include additional safety monitoring, more frequent submission of PSURs, or the conduct of additional clinical trials or post-authorization safety studies. RMPs and PSURs are routinely available to third parties requesting access, subject to limited redactions.

All advertising and promotional activities for the product must be consistent with the approved summary of product characteristics, and therefore all off-label promotion is prohibited. Direct-to-consumer advertising of prescription medicines is also prohibited in the EU. Although general requirements for advertising and promotion of medicinal products are established under EU directives, the details are governed by regulations in each Member State and can differ from one country to another.

The aforementioned EU rules are generally applicable in the European Economic Area.

Reform of the regulatory framework in the European Union

The EC introduced legislative proposals in April 2023 that, if implemented, will replace the current regulatory framework in the EU for all medicines (including those for rare diseases and for children). The EC has provided the legislative proposals to the European Parliament and the European Council for their review and approval, and, in April 2024, the European Parliament proposed amendments to the legislative proposals. Once the EC's legislative proposals are approved (with or without amendment), they will be adopted into EU law.

Other regulations – rest of the world

For other countries outside of the EU and the United States, such as countries in Eastern Europe, Latin America or Asia, the requirements governing the conduct of clinical trials, product licensing, pricing and reimbursement vary from jurisdiction to jurisdiction. Additionally, the clinical trials must be conducted in accordance with cGCP requirements and the applicable regulatory requirements and the ethical principles that have their origin in the Declaration of Helsinki.

If we fail to comply with applicable foreign regulatory requirements, we may be subject to, among other things, fines, suspension or withdrawal of regulatory approvals, product recalls, seizure of products, operating restrictions and criminal prosecution.

Other healthcare laws

Pharmaceutical companies are subject to additional healthcare regulation and enforcement by the federal government and by authorities in the states and foreign jurisdictions in which they conduct their business that may constrain the financial arrangements and relationships through which we research, as well as sell, market and distribute any products for which we obtain marketing authorization. Such laws include, without limitation, state and federal anti-kickback, fraud and abuse, false claims, and transparency laws and regulations related to drug pricing and payments and other transfers of value made to physicians and other healthcare providers. If our operations are found to be in violation of any of such laws or any other governmental regulations that apply, we may be subject to penalties, including, without limitation, administrative, civil and

criminal penalties, damages, fines, disgorgement, the curtailment or restructuring of operations, integrity oversight and reporting obligations, exclusion from participation in federal and state healthcare programs and responsible individuals may be subject to imprisonment.

Manufacturing, sales, promotion and other activities following product approval are also subject to regulation by numerous regulatory authorities in the United States in addition to the FDA, including CMS, the HHS Office of Inspector General and HHS Office for Civil Rights, other divisions of the HHS and the Department of Justice.

Healthcare providers, physicians, and third-party payors will play a primary role in the recommendation and prescription of any products for which we obtain marketing approval. Our current and future arrangements with third-party payors, healthcare providers and physicians may expose us to broadly applicable fraud and abuse and other healthcare laws and regulations that may constrain the business or financial arrangements and relationships through which we market, sell and distribute any drugs for which we obtain marketing approval. In the United States, these laws include, without limitation, state and federal anti-kickback, false claims, physician transparency, and patient data privacy and security laws and regulations, including but not limited to those described below.

The U.S. federal Anti-Kickback Statute, or AKS, prohibits, among other things, any person or entity from knowingly and willfully offering, paying, soliciting, receiving or providing any remuneration, directly or indirectly, overtly or covertly, to induce or in return for purchasing, leasing, ordering or arranging for or recommending the purchase, lease or order of any good, facility, item or service reimbursable, in whole or in part, under Medicare, Medicaid or other federal healthcare programs. The term "remuneration" has been broadly interpreted to include anything of value. The AKS has been interpreted to apply to arrangements between pharmaceutical and medical device manufacturers on the one hand and prescribers, purchasers, formulary managers and beneficiaries on the other hand. Although there are a number of statutory exceptions and regulatory safe harbors protecting some common activities from prosecution, the exceptions and safe harbors are drawn narrowly. Failure to meet all of the requirements of a particular applicable statutory exception or regulatory safe harbor does not make the conduct per se illegal under the AKS. Instead, the legality of the arrangement will be evaluated on a case-by-case basis based on a cumulative review of all its facts and circumstances. Several courts have interpreted the statute's intent requirement to mean that if any one purpose of an arrangement involving remuneration is to induce referrals of federal healthcare covered business, the statute has been violated. In addition, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation. Moreover, a claim including items or services resulting from a violation of the AKS constitutes a false or fraudulent claim for purposes of the federal civil False Claims Act.

Although we would not submit claims directly to payors, drug manufacturers can be held liable under the federal False Claims Act, which imposes civil penalties, including through civil whistleblower or qui tam actions, against individuals or entities (including manufacturers) for, among other things, knowingly presenting, or causing to be presented to federal programs (including Medicare and Medicaid) claims for items or services, including drugs, that are false or fraudulent, claims for items or services not provided as claimed, or claims for medically unnecessary items or services. The government may deem manufacturers to have "caused" the submission of false or fraudulent claims by, for example, providing inaccurate billing or coding information to customers or promoting a product off-label. Several biopharmaceutical, medical device and other healthcare companies have been prosecuted under federal false claims and civil monetary penalty laws for, among other things, allegedly providing free product to customers with the expectation that the customers would bill federal programs for the product. Other companies have been prosecuted for causing false claims to be submitted because of the companies' marketing of products for unapproved (e.g., or off-label), and thus non-covered, uses. In addition, the civil monetary penalties statute imposes penalties against any person who is determined to have presented or caused to be presented a claim to a federal health program that the person knows or should know is for an item or service that was not provided as claimed or is false or fraudulent. The federal False Claims Act also permits a private individual acting as a "whistleblower" to bring actions on behalf of the federal government alleging violations of the federal False Claims Act and to share in any monetary recovery.

Our future marketing and activities relating to the reporting of wholesaler or estimated retail prices for our products, the reporting of prices used to calculate Medicaid rebate information and other information affecting federal, state and third-party reimbursement for our products, and the sale and marketing of our product candidates, are subject to scrutiny under these laws. Additionally, we will comply with federal and state consumer protection laws, which broadly regulate marketplace activities and activities that potentially harm consumers.

The federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, created additional federal criminal statutes that prohibit, among other actions, knowingly and willfully executing, or attempting to execute, a scheme to defraud or to obtain, by means of false or fraudulent pretenses, representations or promises, any money or property owned by, or under the control or custody of, any healthcare benefit program, including private third-party payors, knowingly and willfully embezzling or stealing from a healthcare benefit program, willfully obstructing a criminal investigation of a healthcare offense and

knowingly and willfully falsifying, concealing or covering up a material fact or making any materially false, fictitious or fraudulent statement in connection with the delivery of or payment for healthcare benefits, items or services. Similar to the AKS, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation.

In addition, there has been a recent trend of increased federal and state regulation of payments made to physicians and certain other healthcare providers. The Affordable Care Act, or the ACA, imposed, among other things, new annual reporting requirements through the Physician Payments Sunshine Act for covered manufacturers for certain payments and "transfers of value" provided to physicians (defined to include doctors, dentists, optometrists, podiatrists and chiropractors), certain other licensed health care practitioners and teaching hospitals, as well as ownership and investment interests held by physicians and their immediate family members. Failure to submit timely, accurately and completely the required information for all payments, transfers of value and ownership or investment interests may result in civil monetary penalties. Covered manufacturers must submit reports by the 90th day of each subsequent calendar year and the reported information is publicly made available on a searchable website.

Similar state and foreign fraud and abuse laws and regulations, such as state anti-kickback and false claims laws, may apply to sales or marketing arrangements and claims involving healthcare items or services. Such laws are generally broad and are enforced by various state agencies and private actions. Also, many states have similar fraud and abuse statutes or regulations that may be broader in scope and may apply regardless of payor, in addition to items and services reimbursed under Medicaid and other state programs. Some state laws require pharmaceutical companies to comply with the pharmaceutical industry's voluntary compliance guidelines and the relevant federal government compliance guidance, and require drug manufacturers to report information related to payments and other transfers of value to physicians and other healthcare providers, marketing expenditures or drug pricing.

In order to distribute products commercially, we must comply with state laws that require the registration of manufacturers and wholesale distributors of drug and biological products in a state, including, in certain states, manufacturers and distributors who ship products into the state even if such manufacturers or distributors have no place of business within the state. Some states also impose requirements on manufacturers and distributors to establish the pedigree of product in the chain of distribution, including some states that require manufacturers and others to adopt new technology capable of tracking and tracing product as it moves through the distribution chain. Several states have enacted legislation requiring pharmaceutical and biotechnology companies to establish marketing compliance programs, file periodic reports with the state, make periodic public disclosures on sales, marketing, pricing, clinical trials and other activities, and/or register their sales representatives, as well as to prohibit pharmacies and other healthcare entities from providing certain physician prescribing data to pharmaceutical and biotechnology companies for use in sales and marketing, and to prohibit certain other sales and marketing practices. All of our activities are potentially subject to federal and state consumer protection and unfair competition laws.

In the United States, to help patients afford our approved product, we may utilize programs to assist them, including patient assistance programs and co-pay coupon programs for eligible patients. Government enforcement agencies have shown increased interest in pharmaceutical companies' product and patient assistance programs, including reimbursement support services, and a number of investigations into these programs have resulted in significant civil and criminal settlements. In addition, at least one insurer has directed its network pharmacies to no longer accept co-pay coupons for certain specialty drugs the insurer identified. Our co-pay coupon programs could become the target of similar insurer actions. In addition, in November 2013, CMS issued guidance to the issuers of qualified health plans sold through the ACA's marketplaces encouraging such plans to reject patient cost-sharing support from third parties and indicating that CMS intends to monitor the provision of such support and may take regulatory action to limit it in the future. CMS subsequently issued a rule requiring individual market qualified health plans to accept third-party premium and cost-sharing payments from certain government-related entities. In September 2014, the OIG of the HHS issued a Special Advisory Bulletin warning manufacturers that they may be subject to sanctions under the federal anti-kickback statute and/or civil monetary penalty laws if they do not take appropriate steps to exclude Part D beneficiaries from using co-pay coupons. Accordingly, companies exclude these Part D beneficiaries from using co-pay coupons. It is possible that changes in insurer policies regarding co-pay coupons and/or the introduction and enactment of new legislation or regulatory action could restrict or otherwise negatively affect these patient support programs, which could result in fewer patients using affected products, and therefore could have a material adverse effect on our sales, business, and financial condition.

Third party patient assistance programs that receive financial support from companies have become the subject of enhanced government and regulatory scrutiny. The OIG has established guidelines that suggest that it is lawful for pharmaceutical manufacturers to make donations to charitable organizations who provide co-pay assistance to Medicare patients, provided that such organizations, among other things, are bona fide charities, are entirely independent of and not controlled by the manufacturer, provide aid to applicants on a first-come basis according to consistent financial criteria and do not link aid to use

of a donor's product. However, donations to patient assistance programs have received some negative publicity and have been the subject of multiple government enforcement actions, related to allegations regarding their use to promote branded pharmaceutical products over other less costly alternatives. Specifically, in recent years, there have been multiple settlements resulting out of government claims challenging the legality of their patient assistance programs under a variety of federal and state laws. It is possible that we may make grants to independent charitable foundations that help financially needy patients with their premium, co-pay, and co-insurance obligations. If we choose to do so, and if we or our vendors or donation recipients are deemed to fail to comply with relevant laws, regulations or evolving government guidance in the operation of these programs, we could be subject to damages, fines, penalties, or other criminal, civil, or administrative sanctions or enforcement actions. We cannot ensure that our compliance controls, policies, and procedures will be sufficient to protect against acts of our employees, business partners, or vendors that may violate the laws or regulations of the jurisdictions in which we operate. Regardless of whether we have complied with the law, a government investigation could impact our business practices, harm our reputation, divert the attention of management, increase our expenses, and reduce the availability of foundation support for our patients who need assistance.

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. It is possible that governmental authorities will conclude that our business practices may not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations are found to be in violation of any of these laws or any other governmental regulations that may apply to us, we may be subject to significant civil, criminal and administrative penalties, damages, fines, disgorgement, contractual damages, reputational harm, diminished profits and future earnings, imprisonment, exclusion of drugs from government funded healthcare programs, such as Medicare and Medicaid, and the curtailment or restructuring 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 adversely affect our ability to operate our business and our financial results. If any of the physicians or other healthcare providers or entities with whom we expect to do business is found to be not in compliance with applicable laws, they may be subject to significant criminal, civil or administrative sanctions, including exclusions from government funded healthcare programs. Ensuring business arrangements comply with applicable healthcare laws, as well as responding to possible investigations by government authorities, can be time- and resource consuming and can divert a company’s attention from the business.

United States data collection

We may also be subject to data privacy and security regulation by both the federal government and the states in which we conduct our business. HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act, or HITECH, and their respective implementing regulations, including the Final HIPAA Omnibus Rule published on January 25, 2013, impose specified requirements relating to the privacy, security and transmission of individually identifiable health information held by covered entities and their business associates. Among other things, HITECH made HIPAA’s security standards directly applicable to “business associates,” defined as independent contractors or agents of covered entities that create, receive, maintain or transmit protected health information in connection with providing a service for or on behalf of a covered entity, although it is unclear that we would be considered a “business associate” in the normal course of our business. HITECH also increased the civil and criminal penalties that may be imposed against covered entities, business associates and possibly other persons, and gave state attorneys general new authority to file civil actions for damages or injunctions in federal courts to enforce the federal HIPAA laws and seek attorney’s fees and costs associated with pursuing federal civil actions. In addition, state laws govern the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways and may not have the same requirements, thus complicating compliance efforts. See “European data collection” below for a discussion of data privacy and security enactments of the EU.

For example, California’s Consumer Privacy Act, or CCPA, which went into effect in January 2020, provided broad rights to California consumers with respect to the collection and use of their personal information and imposed data protection obligations on certain businesses. While the CCPA does not apply to protected health information that is subject to HIPAA or personal information collected, used or disclosed in research, as defined by federal law, the CCPA may still affect our business activities. Moreover, the California Privacy Rights Act, or CPRA, went into effect in January 2023 and amended the CCPA to include new consumer rights and additional data protection obligations. With the promulgation of final regulations, the California State Attorney General has commenced enforcement actions against CCPA violators. Moreover, similar laws have been passed and proposed in numerous other states. Such legislation, both current and proposed, will add additional complexity, variation in requirements, restrictions and potential legal risk, require additional investment of resources in compliance

programs, impact strategies and the availability of previously useful data and could result in increased compliance costs and/or changes in business practices and policies.

There are also states that are specifically regulating health information. For example, Washington's My Health My Data Act went into effect on March 31, 2024 and regulates the collection and sharing of health information. The Washington law also includes a private right of action, which further increases relevant compliance risk. Connecticut and Nevada have also passed similar laws regulating consumer health data. In addition, other states have proposed and/or passed legislation that regulates the privacy and/or security of certain specific types of information. For example, a small number of states have passed laws that regulate biometric data specifically.

Similar state and foreign fraud and abuse laws and regulations, such as state anti-kickback and false claims laws, may apply to sales or marketing arrangements and claims involving healthcare items or services. Such laws are generally broad and are enforced by various state agencies and private actions. Also, many states have similar fraud and abuse statutes or regulations that may be broader in scope and may apply regardless of payor, in addition to items and services reimbursed under Medicaid and other state programs. Some state laws require pharmaceutical companies to comply with the pharmaceutical industry's voluntary compliance guidelines and the relevant federal government compliance guidance, and require drug manufacturers to report information related to payments and other transfers of value to physicians and other healthcare providers, marketing expenditures or drug pricing.

In order to distribute products commercially, we must comply with state laws that require the registration of manufacturers and wholesale distributors of drug and biological products in a state, including, in certain states, manufacturers and distributors who ship products into the state even if such manufacturers or distributors have no place of business within the state. Some states also impose requirements on manufacturers and distributors to establish the pedigree of product in the chain of distribution, including some states that require manufacturers and others to adopt new technology capable of tracking and tracing product as it moves through the distribution chain. Several states have enacted legislation requiring pharmaceutical and biotechnology companies to establish marketing compliance programs, file periodic reports with the state, make periodic public disclosures on sales, marketing, pricing, clinical trials and other activities, and/or register their sales representatives, as well as to prohibit pharmacies and other healthcare entities from providing certain physician prescribing data to pharmaceutical and biotechnology companies for use in sales and marketing, and to prohibit certain other sales and marketing practices. All of our activities are potentially subject to federal and state consumer protection and unfair competition laws.

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. It is possible that governmental authorities will conclude that our business practices may not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations are found to be in violation of any of these laws or any other governmental regulations that may apply to us, we may be subject to significant civil, criminal and administrative penalties, damages, fines, disgorgement, contractual damages, reputational harm, diminished profits and future earnings, imprisonment, exclusion of drugs from government funded healthcare programs, such as Medicare and Medicaid, and the curtailment or restructuring 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 adversely affect our ability to operate our business and our financial results. If any of the physicians or other healthcare providers or entities with whom we expect to do business is found to be not in compliance with applicable laws, they may be subject to significant criminal, civil or administrative sanctions, including exclusions from government funded healthcare programs. Ensuring business arrangements comply with applicable healthcare laws, as well as responding to possible investigations by government authorities, can be time- and resource consuming and can divert a company's attention from the business.

European data collection

The collection and use of personal health data in or arising from the EU are governed by the provisions of the General Data Protection Regulation, or EU GDPR and in the UK is governed by the EU GDPR in such form as incorporated into the laws of the United Kingdom ("UK GDPR", collectively with EU GDPR referred to as "GDPR"). GDPR imposes a broad range of strict requirements on companies subject to the GDPR, including requirements relating to having legal bases for processing personal data relating to identifiable individuals and transferring such information outside the EEA or the UK, including to the United States, providing details to those individuals regarding the processing of their personal data, keeping personal data secure, having data processing agreements with third parties who process personal data, strict rules on transfers of personal data outside the EEA to countries like the US, responding to individuals' requests to exercise their rights in respect of their personal data,

where required reporting security breaches involving personal data to the competent national data protection authority and affected individuals, where required, appointing data protection officers, where required conducting data protection impact assessments, and record-keeping. Failure to comply with the requirements of the GDPR and the related national data protection laws of the EU Member States may result in fines (of up to 20,000,000 Euros (£17.5 million for UK) or up to 4% of total worldwide annual turnover, whichever is greater) and other administrative penalties. The GDPR regulations may impose additional responsibility and liability in relation to personal data that we process, including in respect of clinical trials, and we may be required to put in place additional mechanisms ensuring compliance with the new data protection rules. This may be onerous and adversely affect our business, financial condition, results of operations and prospects.

Current and future legislation

In the United States and other jurisdictions, there have been a number of legislative and regulatory changes and proposed changes regarding the healthcare system that could prevent or delay marketing approval of our product candidates, restrict or regulate post-approval activities and affect our ability to profitably sell any product candidates for which we obtain marketing approval. We expect that current laws, as well as other healthcare reform measures that may be adopted in the future, may result in more rigorous coverage criteria and additional downward pressure on the price that we, or any collaborators, may receive for any approved products.

Payors, whether domestic or foreign, or governmental or private, are developing increasingly sophisticated methods of controlling healthcare costs and those methods are not always specifically adapted for new technologies such as gene therapy and therapies addressing rare diseases such as those we are developing. In both the United States and certain foreign jurisdictions, there have been a number of legislative and regulatory changes to the health care system that could impact our ability to sell our products profitably. In particular, in 2010, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010, or collectively, the ACA, was enacted, which, among other things, subjected biologic products to potential competition by lower-cost biosimilars; increased the minimum Medicaid rebates owed by most manufacturers under the Medicaid Drug Rebate Program; extended the Medicaid Drug Rebate program to utilization of prescriptions of individuals enrolled in Medicaid managed care organizations; subjected manufacturers to annual fees and taxes for certain branded prescription drugs; created a Medicare Part D coverage gap discount program, in which manufacturers must agree to offer 70% point-of-sale discounts off negotiated prices of applicable brand drugs to eligible beneficiaries during their coverage gap period, as a condition for the manufacturer's outpatient drugs to be covered under Medicare Part D; and provided incentives to programs that increase the federal government's comparative effectiveness research.

Additionally, other federal health reform measures have been proposed and adopted in the United States since the ACA was enacted:

- The Budget Control Act of 2011, among other things, included aggregate reductions of Medicare payments to providers of 2% per fiscal year. These reductions went into effect on April 1, 2013 and, due to subsequent legislative amendments to the statute, will remain in effect through 2031.
- The American Taxpayer Relief Act of 2012, among other things, reduced Medicare payments to several providers, and increased the statute of limitations period for the government to recover overpayments to providers from three to five years.
- On April 13, 2017, CMS published a final rule that gives states greater flexibility in setting benchmarks for insurers in the individual and small group marketplaces, which may have the effect of relaxing the essential health benefits required under the ACA for plans sold through such marketplaces.
- On May 23, 2019, CMS published a final rule to allow Medicare Advantage Plans the option of using step therapy for Part B drugs beginning January 1, 2020.
- On March 11, 2021, President Biden signed the American Rescue Plan Act of 2021 into law, which eliminates the statutory Medicaid drug rebate cap, currently set at 100% of a drug's average manufacturer price, for single source and innovator multiple source drugs, beginning January 1, 2024. Due to the Statutory Pay-As-You-Go Act of 2010, estimated budget deficit increases resulting from the American Rescue Plan Act of 2021, and subsequent legislation, Medicare payments to providers will be further reduced starting in 2025 absent further legislation.
- On August 16, 2022, President Biden signed the Inflation Reduction Act of 2022, or the Inflation Act, into law, which, among other provisions, includes several measures intended to lower the cost of prescription drugs and related healthcare reforms. These proposals, recommendations and enactments include changes to the existing framework in

respect of income taxes, as well as new types of non-income taxes (such as taxes based on a percentage of revenue or taxes applicable to digital services). The IRA includes several provisions that may impact our business, depending on how various aspects of the IRA are implemented. Provisions that may impact our business include a $2,000 out-of-pocket cap for Medicare Part D beneficiaries, the imposition of new manufacturer financial liability on most drugs in Medicare Part D, permitting the U.S. government to negotiate Medicare Part B and Part D pricing for certain high-cost drugs and biologics without generic or biosimilar competition, requiring companies to pay rebates to Medicare for drug prices that increase faster than inflation, and delay until January 1, 2032 the implementation of the HHS rebate rule that would have limited the fees that pharmacy benefit managers can charge. Further, under the IRA, orphan drugs are exempted from the Medicare drug price negotiation program, but only if they have one orphan designation and for which the only approved indication is for that disease or condition. If a product receives multiple orphan designations or has multiple approved indications, it may not qualify for the orphan drug exemption. The implementation of the IRA is currently subject to ongoing litigation challenging the constitutionality of the IRA's Medicare drug price negotiation program. The effects of the IRA on our business and the healthcare industry in general is not yet known.

Additionally, there has been increasing legislative and enforcement interest in the United States with respect to drug pricing practices. Specifically, there has been heightened governmental scrutiny over the manner in which manufacturers set prices for their marketed products, which has resulted in several U.S. Congressional inquiries and proposed and enacted federal and state legislation designed to, among other things, bring more transparency to drug pricing, reduce the cost of prescription drugs under Medicare, and review the relationship between pricing and manufacturer patient programs. President Biden issued multiple executive orders that sought to reduce prescription drug costs. In February 2023, HHS also issued a proposal in response to an October 2022 executive order from President Biden that included a proposed prescription drug pricing model that would test whether targeted Medicare payment adjustments will sufficiently incentivize manufacturers to complete confirmatory trials for drugs approved through FDA's accelerated approval pathway. Although a number of these and other proposed measures may require authorization through additional legislation to become effective, and the Trump administration may reverse or otherwise change these measures, Congress has indicated that they will continue to seek new legislative measures to control drug costs.

We expect that additional U.S. federal healthcare reform measures will be adopted in the future, any of which could limit the amounts that the U.S. Federal Government will pay for healthcare drugs and services, which could result in reduced demand for our drug candidates or additional pricing pressures.

In addition, there have been several changes to the 340B drug pricing program, which imposes ceilings on prices that drug manufacturers can charge for medications sold to certain health care facilities. On November 3, 2023, the U.S. District Court of South Carolina issued an opinion in Genesis Healthcare Inc. v. Becerra et al. that may lead to an expansion of the scope of patients eligible to access prescriptions at 340B pricing. The outcome of this judicial proceeding is uncertain. We continue to review developments impacting the 340B program. Individual states in the United States have also increasingly passed legislation and implemented regulations designed to control pharmaceutical product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. Legally mandated price controls on payment amounts by third-party payors or other restrictions could harm our business, financial condition, results of operations and prospects. In addition, regional healthcare authorities and individual hospitals are increasingly using bidding procedures to determine what pharmaceutical products and which suppliers will be included in their prescription drug and other healthcare programs. This could reduce the ultimate demand for our drugs or put pressure on our drug pricing, which could negatively affect our business, financial condition, results of operations and prospects.

Human capital

As of December 31, 2024, we had 368 full-time employees, of whom, 140 focus on driving forward research and development programs, 133 focus on commercial operations and 95 provide strategic business development, finance and other technical expertise, as well as general and administrative services. None of our employees are represented by a labor union or covered by a collective bargaining agreement. We expect moderate headcount growth to continue for the foreseeable future, particularly as we continue to develop our products and commercialization capabilities.

We believe our employees are among the most important assets to our company and are key to achieving our goals and expectations. Accordingly, we focus significant attention on attracting and retaining talented individuals. Our management teams and function leaders regularly review employee engagement and satisfaction surveys and monitor employee turnover rates.

Compensation and benefits

We offer competitive compensation to attract and retain the best people. Our total compensation package includes market-competitive salary, bonuses, and equity. We offer full-time employees equity at the time of hire and through discretionary

annual equity grants because we want them to have an ownership stake in the company and to be committed to our long-term success. We offer a wide range of benefits across areas such as health, family, finance, community, and paid time off, including healthcare and wellness benefits, a 401(k) plan, access to legal services, and parental leave.

Diversity and inclusion

Diversity and inclusion are important parts of our culture. We are focused on understanding our diversity and inclusion strengths and opportunities and executing on a strategy to support further progress. We created a number of employee resource groups to foster dialogue and engagement around dimensions of diversity, such as gender, ethnicity, sexual orientation, or other shared attributes, which we believe help build community and enable opportunities for development. We continue to focus on building a pipeline for talent to create more opportunities for workplace diversity and to support greater representation within the company.

Corporate history and information

We were originally formed in Delaware in August 2017 and until March 29, 2019, we conducted our business through SpringWorks Therapeutics, LLC, a Delaware limited liability company. Pursuant to the terms of a corporate reorganization and merger that was completed on March 29, 2019, or the Reorganization, all of the equity interests in SpringWorks Therapeutics, LLC were exchanged for the same number and class of newly issued securities of SpringWorks Therapeutics, Inc. and, as a result, SpringWorks Therapeutics, LLC became a wholly owned subsidiary of SpringWorks Therapeutics, Inc.

On September 17, 2019, we completed our initial public offering, or IPO, pursuant to which we issued and sold 10,350,000 shares of our common stock, including the exercise in full by the underwriters of their option to purchase 1,350,000 additional shares of our common stock, at the public offering price of $18.00 per share, resulting in net proceeds of $169.7 million, after deducting underwriting discounts and commissions and other offering expenses. Upon the closing of the IPO, our outstanding convertible preferred stock automatically converted into shares of common stock.

We own various U.S. federal trademark applications and unregistered trademarks, including our company name and our logo. All other trademarks or trade names referred to in this Annual Report are the property of their respective owners. Solely for convenience, the trademarks and trade names in this prospectus supplement are referred to without the symbols ® and ™, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto.

Our principal executive offices are located at 100 Washington Blvd, Stamford, CT 06902, and our phone number is (203) 883-9490. Our website address is http://www.springworkstx.com. The information contained in or accessible from our website is not incorporated into this Annual Report, and you should not consider it part of this Annual Report.

Available information

Our Internet address is www.springworkstx.com. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, including exhibits, proxy and information statements and amendments to those reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Exchange Act are available through the “Investors” portion of our website free of charge as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Information on our website is not part of this Annual Report on Form 10-K or any of our other securities filings unless specifically incorporated herein by reference. In addition, our filings with the SEC may be accessed through the SEC’s Interactive Data Electronic Applications system at *http://www.sec.gov*. All statements made in any of our securities filings, including all forward-looking statements or information, are made as of the date of the document in which the statement is included, and we do not assume or undertake any obligation to update any of those statements or documents unless we are required to do so by law.

Item 1A. Risk Factors

Careful consideration should be given to the following risk factors, in addition to the other information set forth in this Annual Report on Form 10-K and in other documents that we file with the Securities and Exchange Commission, or the SEC, in evaluating the Company and our business. Investing in our common stock involves a high degree of risk. If any of the following risks and uncertainties actually occurs, our business, prospects, financial condition and results of operations could be materially and adversely affected. The risks described below are not intended to be exhaustive and are not the only risks facing the company. New risk factors can emerge from time to time, and it is not possible to predict the impact that any factor or combination of factors may have on our business, prospects, financial condition and results of operations.

Summary of company-specific material risk factors

We have included a summary of the material risks that we believe are specific to SpringWorks. The summary does not include all material risks associated with our business and is not a conclusive ranking or prioritization of our risk factors. Further, placement of certain of these risks in the summary section as opposed to others does not constitute guidance that the risk factors included in the summary are the only material risks to consider when considering an investment in our securities. We believe that all risk factors presented in this Annual Report on Form 10-K are important to an understanding of our company and should be given careful consideration. In addition, the summary of company-specific material risks does not include the appropriate level of detail necessary to fully understand these risks, and the corresponding risk factors that follow provide essential detail and context necessary to fully understand and appreciate these company-specific risks associated with our business.

Risks related to our research and development and commercialization

- *Our business depends heavily on our ability to successfully commercialize OGSIVEO and GOMEKLI in the United States and in other jurisdictions where we may obtain marketing approval, including Europe. There is no assurance that our commercialization efforts with respect to OGSIVEO or GOMEKLI will be successful or that we will be able to generate revenues at the levels or on the timing we expect, or at levels or on the timing necessary to support our goals.*
- *We have limited experience as a commercial company and the sales, marketing, and distribution of OGSIVEO, GOMEKLI, or any future approved products may be unsuccessful or less successful than anticipated.*
- *Our business is highly dependent on the successful commercialization of OGSIVEO and GOMEKLI and development of our current product candidates. If we are unable to successfully commercialize OGSIVEO or GOMEKLI or successfully complete clinical development of, obtain regulatory approval for, or commercialize, our product candidates, or if we experience delays in doing so, our business will be materially harmed.*
- *We were not involved in the early development of our lead products or in the development of third-party agents being developed in combination with our product candidates; therefore, we are dependent on third parties having accurately generated, collected, interpreted and reported data from certain preclinical and clinical trials for our products and product candidates.*
- *If our clinical trials fail to replicate positive results from earlier preclinical studies or clinical trials conducted by us or third parties, we may be unable to successfully develop, obtain regulatory approval for or commercialize our product candidates.*
- *Interim "topline" and preliminary data from our clinical trials that we announce or publish from time to time may change as more data become available, are not necessarily predictive of the final results of the completed study or the results of other ongoing or future studies and are subject to audit and verification procedures that could result in material changes.*
- *We expect to develop nirogacestat and mirdametinib, and potentially future product candidates, in combination with other therapies, and safety or supply issues with combination use products may delay or prevent development and approval of such product candidates.*
- *If we encounter difficulties enrolling patients in any of our clinical trials, our clinical development activities could be delayed or otherwise adversely affected.*
- *The target patient populations of OGSIVEO for the treatment of desmoid tumors and GOMEKLI for the treatment of NF1-PN are small and have not been definitively determined, and if our estimates of the number of treatable patients is lower than expected, our potential revenues from sales of OGSIVEO or of GOMEKLI and our ability to achieve profitability would be compromised.*
- *Even if our product candidates receive marketing approval, they may fail to achieve market acceptance by physicians, patients, third-party payers, or others in the medical community necessary for commercial success.*

Risks related to our reliance on third parties

- *We rely on third parties to conduct certain aspects of our preclinical studies and clinical trials. If these third parties do not successfully carry out their contractual duties, meet expected deadlines or comply with regulatory requirements, we may not be able to obtain regulatory approval for, or commercialize, any potential product candidates.*
- *Because we rely on third-party manufacturing and supply partners, our supply of preclinical and clinical development materials and commercial product may become limited or interrupted or may not be of satisfactory quantity or quality, which could delay, prevent or impair our development or commercialization efforts.*
- *Despite having entered into commercial manufacturing and supply agreements related to the supply of active pharmaceutical ingredient and finished drug product for both nirogacestat and mirdametinib, we have limited experience manufacturing on a commercial scale, and we have not yet entered into commercial supply arrangements with respect to our other product candidates, and we rely on third parties to produce and process quantities of our FDA-approved products, OGSIVEO and GOMEKLI, and we expect to rely on third parties to produce and process commercial quantities of OGSIVEO and GOMEKLI and our product candidates, if approved.*

- *We are dependent on a small number of suppliers for some of the materials used to manufacture our product candidates, and on a limited number of qualified active ingredient manufacturers for the commercial supply of OGSIVEO, GOMEKLI and each of our other product candidates.*
- *Our existing and future collaborations are important to our business. If we are unable to maintain our existing collaborations or enter into new collaborations, or if these collaborations are not successful, our business could be adversely affected. In addition, our collaborators have broad discretion in many aspects of their performance of collaboration activities and they may take actions with which we do not agree.*

Risks related to our intellectual property

- *We depend on intellectual property licensed from third parties, including from Pfizer for our lead product candidates, and termination of any of these licenses could result in the loss of significant rights, which would harm our business.*
- *If we fail to comply with our obligations under our patent licenses with third parties, we could lose license rights that are important to our business.*

Risks related to government regulation

- *We have been granted Orphan Drug designation for nirogacestat and mirdametinib and may seek Orphan Drug designation for other product candidates, but we may be unable to obtain or maintain such designation, or the benefits associated with such designation, including the potential for market exclusivity, which may negatively impact our financial performance.*
- *A portion of our manufacturing of our lead products takes place in China, with additional capacity sourced from India, through third-party manufacturers. A significant disruption in the operation of those manufacturers, a trade war or political unrest could materially adversely affect our business, financial condition and results of operations.*
- *The U.S. Congress, the Trump administration, or any new administration may make substantial changes to fiscal, tax, and other federal policies that may adversely affect our business.*

Risks related to managing our business and operations

- *We will need to grow the size of our organization, and we may experience difficulties in managing this growth.*
- *We are still developing the internal research capabilities required to independently discover new product candidates, and we plan to execute our growth strategy, in part by identifying and in-licensing or acquiring additional product candidates that have been discovered and initially developed by others. We may not be successful in executing our growth strategy or such growth strategy may not deliver the anticipated results.*
- *Our current operations are concentrated in two locations, and we or the third parties upon whom we depend may be adversely affected by natural disasters, including those that may be related to climate change, or other unforeseeable or uncontrollable events, and our business continuity and disaster recovery plans may not adequately protect us from a serious disaster.*

Risks related to our financial position and need for additional capital

- *We have incurred significant net losses since our inception and anticipate that we will continue to incur net losses until we reach profitability, which we currently anticipate to be in the first half of 2026. We may not be able to reach profitability in the first half of 2026 if we cannot continue to effectively commercialize OGSIVEO or effectively commercialize GOMEKLI.*
- *We have a limited operating history, which may make it difficult to evaluate our prospects and likelihood of success.*
- *We may require additional capital to fund our operations and if we fail to obtain necessary capital, we will not be able to complete the development and commercialization of our product candidates.*
- *Raising additional capital may cause dilution to our existing stockholders, restrict our operations or require us to relinquish rights to our technologies or product candidates.*

Risks related to our common stock

- *We do not intend to pay dividends on our common stock so any returns will be limited to the value of our stock.*
- *Our principal stockholders and management own a significant percentage of our stock and will be able to exert significant control over matters subject to stockholder approval.*
- *Anti-takeover provisions under our charter documents and Delaware law could delay or prevent a change of control which could limit the market price of our common stock and may prevent or frustrate attempts by our stockholders to replace or remove our current management.*
- *Our bylaws designate certain specified courts as the sole and exclusive forums 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.*

Company-specific material risk factors

Risks related to our research and development and commercialization

Our business depends heavily on our ability to successfully commercialize OGSIVEO and GOMEKLI in the United States and in other jurisdictions where we may obtain marketing approval, including Europe. There is no assurance that our commercialization efforts with respect to OGSIVEO or GOMEKLI will be successful or that we will be able to generate revenues at the levels or on the timing we expect, or at levels or on the timing necessary to support our goals.

In November 2023, OGSIVEO (nirogacestat) was approved by the FDA for the treatment of adult patients with progressing desmoid tumors who require systemic treatment, and in February 2025, GOMEKLI (mirdametinib) was approved by the FDA for the treatment of adult and pediatric patients two years of age and older with neurofibromatosis type 1, or NF1, who have symptomatic plexiform neurofibromas, or PN, not amenable to complete resection. Our business currently depends heavily on our ability to successfully commercialize OGSIVEO and GOMEKLI in the United States and in other jurisdictions where we may obtain marketing approval, including Europe. We may never be able to successfully commercialize our products or meet our expectations with respect to revenues. We have limited commercialization experience with OGSIVEO and we are only now commencing our commercialization of GOMEKLI. We have never marketed, sold, or distributed for commercial use any other products, nor have we marketed, sold or distributed for commercial use any product in any other market outside of the United States. There is no guarantee that the infrastructure, systems, processes, policies, relationships, and materials we have built for the launch and commercialization of OGSIVEO or GOMEKLI in the United States, or that we have begun building in Europe, will be sufficient for us to achieve success at the levels we expect.

We may encounter issues and challenges in commercializing OGSIVEO and GOMEKLI and generating substantial revenues. We may also encounter challenges related to reimbursement of OGSIVEO or GOMEKLI, including potential limitations in the scope, breadth, availability, or amount of reimbursement covering OGSIVEO or GOMEKLI, respectively. Similarly, healthcare settings or patients may determine that the financial burdens of treatment are not acceptable. We may face other limitations or issues related to the price of OGSIVEO or GOMEKLI. Our results may also be negatively impacted if we have not adequately sized our field teams or our physician segmentation and targeting strategy is inadequate or if we encounter deficiencies or inefficiencies in our infrastructure or processes. Other factors that may hinder our ability to successfully commercialize OGSIVEO, GOMEKLI, or any of our future approved drugs, and generate substantial revenues, include:

- the acceptance of OGSIVEO and GOMEKLI by patients and the medical community;
- the ability of our third-party manufacturer(s) to manufacture commercial supplies of OGSIVEO and GOMEKLI at acceptable costs, to remain in good standing with regulatory agencies, and to maintain commercially viable manufacturing processes that are, to the extent required, compliant with cGMP regulations;
- our ability to remain compliant with laws and regulations that apply to us and our commercial activities;
- FDA-mandated package insert requirements and successful completion of any related FDA post-marketing requirements;
- the actual market size for OGSIVEO or GOMEKLI, respectively, which may be different than expected;
- the length of time that patients who are prescribed our drug remain on treatment;
- our ability to obtain marketing approval for OGSIVEO and GOMEKLI in Europe;
- the sufficiency of our drug supply to meet commercial and clinical demands which could be negatively impacted if our projections regarding the potential number of patients are inaccurate, we are subject to unanticipated regulatory requirements, or our current drug supply is destroyed, or negatively impacted at our manufacturing sites, storage sites, or in transit;
- our ability to effectively compete with other therapies that may emerge for desmoid tumors; and
- our ability to maintain, enforce, and defend third party challenges to our intellectual property rights in and to OGSIVEO and GOMEKLI.

Any of these issues could impair our ability to successfully commercialize our product or to generate substantial revenues or profits or to meet our expectations with respect to the amount or timing of revenues or profits. Any issues or hurdles related to our commercialization efforts may materially adversely affect our business, results of operations, financial condition, and prospects. There is no guarantee that we will be successful in our commercialization efforts with respect to OGSIVEO or our launch or commercialization efforts with respect to GOMEKLI. We may also experience significant fluctuations in sales of OGSIVEO or GOMEKLI from period to period and, ultimately, we may never generate sufficient revenues from OGSIVEO and GOMEKLI to reach or maintain profitability or sustain our anticipated levels of operations. Any inability on our part to successfully commercialize OGSIVEO or GOMEKLI in the United States, and any other international markets where it may subsequently be approved, including Europe, or any significant delay, could have a material adverse impact on our ability to execute upon our business strategy.

We have limited experience as a commercial company and the sales, marketing, and distribution of OGSIVEO, GOMEKLI, or any future approved products may be unsuccessful or less successful than anticipated.

We began commercialization of OGSIVEO in November 2023 and have just commenced the commercial launch of GOMEKLI in February 2025. As a company, we had no prior experience commercializing a product. The success of our commercialization efforts for GOMEKLI and any future approved products is difficult to predict and subject to the effective execution of our business plan, including, among other things, the continued development of our internal sales, marketing, and distribution capabilities and our ability to navigate the significant expenses and risks involved with the development and management of such capabilities.

For example, we have expanded in areas to support commercialization, including in sales management, sales representatives, marketing, access and reimbursement, sales support, and distribution. There are significant expenses and risks involved with establishing our own sales, marketing, and distribution capabilities, including our ability to hire, retain, and appropriately incentivize qualified individuals, provide adequate training to sales and marketing personnel, and effectively manage geographically dispersed sales and marketing teams to generate sufficient demand. Any failure or delay in the development of these capabilities could delay or negatively affect the success of our commercialization efforts and our business. For example, the commercialization of OGSIVEO and GOMEKLI may not develop as planned or anticipated, which may require us to, among others, adjust or amend our business plan and incur significant expenses.

Further, given our lack of experience commercializing products, we do not have a track record of successfully executing on the commercialization of an approved product. If we are unsuccessful in accomplishing our objectives and executing on our business plan, or if the commercialization of OGSIVEO and GOMEKLI or any future approved products does not develop as planned, we may require significant additional capital and financial resources, we may not become profitable, and we may not be able to compete against more established companies in our industry.

Our business is highly dependent on the successful commercialization of OGSIVEO and GOMEKLI and development of our current product candidates. If we are unable to successfully commercialize OGSIVEO or GOMEKLI or successfully complete clinical development of, obtain regulatory approval for, or commercialize, our product candidates, or if we experience delays in doing so, our business will be materially harmed.

Our future success and ability to generate revenue from our product candidates is dependent on our ability to successfully develop, obtain regulatory approval for and commercialize one or more product candidates. We currently have two products approved for commercial sale and a portfolio of product candidates in various stages of development. Our product candidates that are in earlier stages of development and will require substantial additional investment for preclinical development, clinical development, regulatory review and approval in one or more jurisdictions.

In November 2023, the FDA approved OGSIVEO (nirogacestat) for the treatment of adult patients with progressing desmoid tumors who require systemic treatment. In February 2025, the FDA approved GOMEKLI (mirdametinib) for the treatment of adults and pediatric patients two years of age and older with neurofibromatosis type 1, or NF1, who have symptomatic plexiform neurofibromas, or PN, not amenable to complete resection. We are also exploring nirogacestat and mirdametinib in additional indications. If nirogacestat or mirdametinib for additional indications, or any of our other product candidates encounter safety or efficacy problems, development delays or regulatory issues or other problems, our development plans and ability to obtain regulatory approval for, or commercialize, additional indications or product candidates would be significantly harmed.

We may not have the financial resources to continue the development of, or to modify existing or enter into new collaborations for, a product candidate if we experience any issues that delay or prevent regulatory approval of, or our ability to commercialize, our product candidates, including:

- our inability to demonstrate to the satisfaction of the FDA, or comparable foreign regulatory authorities that our product candidates are safe and effective;
- our ability to establish commercial manufacturing processes and product supply arrangements;
- insufficiency of our financial and other resources to complete the necessary preclinical studies and clinical trials;
- negative or inconclusive results from our preclinical studies, clinical trials or the clinical trials of others for product candidates similar to ours, leading to a decision or requirement to conduct additional preclinical studies or clinical trials or abandon a program;
- product-related adverse events experienced by subjects in our clinical trials or by individuals using drugs or therapeutic biologics similar to our product candidates;
- delays in submitting an IND or comparable foreign applications, or delays or failure in obtaining the necessary approvals from regulators to commence a clinical trial or a suspension or termination of a clinical trial once commenced;

- conditions imposed by the FDA, EMA, or comparable foreign regulatory authorities regarding the scope or design of our clinical trials;
- poor effectiveness of our product candidates during clinical trials;
- better than expected performance of control arms, such as placebo groups, which could lead to negative or inconclusive results from our clinical trials;
- delays in enrolling subjects in clinical trials;
- high drop-out rates of subjects from clinical trials;
- inadequate supply or quality of product candidates or other materials necessary for the conduct of our clinical trials;
- greater than anticipated clinical trial or manufacturing costs;
- unfavorable FDA, EMA, or comparable regulatory authority inspection and review of a clinical trial site;
- failure of our third-party contractors or investigators to comply with regulatory requirements or otherwise meet their contractual obligations in a timely manner, or at all;
- delays and changes in regulatory requirements, policy and guidelines, including the imposition of additional regulatory oversight around clinical testing generally or with respect to our therapies in particular; or varying interpretations of data by the FDA, EMA, and comparable foreign regulatory authorities.

We were not involved in the early development of our lead products or in the development of third-party agents being developed in combination with our product candidates; therefore, we are dependent on third parties having accurately generated, collected, interpreted and reported data from certain preclinical and clinical trials for our products and product candidates.

We had no involvement with or control over the initial preclinical and clinical development of any of our lead products or third-party agents being developed in combination with our product candidates. We are dependent on third parties having conducted their research and development in accordance with the applicable protocols and legal, regulatory and scientific standards; having accurately reported the results of all preclinical studies and clinical trials conducted with respect to such products and product candidates; and having correctly collected and interpreted the data from these trials. If these activities were not compliant, accurate or correct, the clinical development, regulatory approval or commercialization of our products and product candidates will be adversely affected.

If our clinical trials fail to replicate positive results from earlier preclinical studies or clinical trials conducted by us or third parties, we may be unable to successfully develop, obtain regulatory approval for or commercialize our product candidates.

Our preclinical studies or early clinical trials of our product candidates, whether conducted by us or third parties, may not necessarily be predictive of the results of later clinical trials that we conduct. Similarly, even if we are able to complete our planned clinical trials of our product candidates, positive results from such clinical trials may not be replicated in our subsequent preclinical studies or clinical trials.

Many companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in late-stage clinical trials after achieving positive results in early-stage development, and we cannot be certain that we will not face similar setbacks. These setbacks have been caused by, among other things, preclinical findings made while clinical trials were underway or safety or efficacy observations made in preclinical studies and clinical trials, including previously unreported adverse events. Moreover, preclinical and clinical data are often susceptible to varying interpretations and analyses and many companies that believed their product candidates performed satisfactorily in preclinical studies and clinical trials nonetheless failed to obtain FDA, EMA or comparable foreign regulatory authority approval. Furthermore, the approval policies or regulations of the FDA, EMA or comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval, which may lead to the FDA, EMA or comparable foreign regulatory authorities delaying, limiting or denying approval of our product candidates.

Interim "topline" and preliminary data from our clinical trials that we announce or publish from time to time may change as more data become available, are not necessarily predictive of the final results of the completed study or the results of other ongoing or future studies and are subject to audit and verification procedures that could result in material changes.

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

preliminary data should be viewed with caution until the final data are available. In addition, we may report interim analyses of only certain endpoints rather than all endpoints. Interim data from clinical trials that we may complete are subject to the risk that one or more of the clinical outcomes may materially change as patient enrollment continues and more patient data become available. As a result, interim data may not be predictive of the final results of the same study or the results of ongoing or future studies. Differences between preliminary or interim data and final data could significantly harm our business prospects and may cause the trading price of our common stock to fluctuate significantly.

Furthermore, 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 our company in general. In addition, the information we choose to publicly disclose regarding a particular study or clinical trial is typically selected from a more extensive amount of available information. You or others may not agree with what we determine is the material or otherwise appropriate information to include in our disclosure, and 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 interim topline or preliminary data that we report differ from late, final or actual results, or if others, including regulatory authorities, disagree with the conclusions reached, our ability to obtain approval for, and commercialize, the product candidate being studied or any of our other product candidates may be harmed, which could harm our business, financial condition, results of operations and prospects.

We expect to develop nirogacestat and mirdametinib, and potentially future product candidates, in combination with other therapies, and safety or supply issues with combination use products may delay or prevent development and approval of such product candidates.

We intend to develop nirogacestat and mirdametinib, and likely other future product candidates, in combination with one or more other approved or unapproved rational therapies to treat cancer or other diseases. For example, we are currently evaluating nirogacestat in combination with several BCMA-directed therapies across modalities through our collaborations with industry leaders developing such therapies.

We will not be able to market and sell nirogacestat, mirdametinib or any product candidate we develop in combination with an unapproved rational therapy to treat cancer for a combination indication if that unapproved cancer therapy does not ultimately obtain marketing approval either alone or in combination with our product. In addition, unapproved cancer therapies face the same risks described herein elsewhere with respect to our product candidates currently in development and clinical trials, including the potential for serious adverse effects, delay in the clinical trials and lack of FDA approval.

Even if any product candidate we develop were to receive marketing approval or be commercialized for use in combination with other existing therapies, we would continue to be subject to the risks that the FDA, EMA or comparable foreign regulatory authorities outside of the United States could revoke approval of the therapy used in combination with our product or that safety, efficacy, manufacturing or supply issues could arise with any of those existing therapies. If the therapies we use in combination with our product candidates are replaced as the standard of care for the indications we choose for any of our product candidates, the FDA, EMA or comparable foreign regulatory authorities may require us to conduct additional clinical trials. The occurrence of any of these risks could result in our own products, if approved, being removed from the market or being less successful commercially.

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

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

The timely completion of clinical trials in accordance with their protocols depends, among other things, on our ability to enroll a sufficient number of patients who remain in the trial until its conclusion. We may experience difficulties in patient enrollment in our clinical trials for a variety of reasons, including:

- the patient eligibility and exclusion criteria defined in the protocol;
- the size of the patient population required for analysis of the clinical trial's primary endpoints;
- the proximity of patients to clinical trial sites;
- the design of the clinical trial;
- our ability to recruit clinical trial investigators with the appropriate competencies and experience, and the ability of these investigators to identify and enroll suitable patients;

- perception of the safety profile of our product candidates;
- our ability to obtain and maintain patient consents; and
- the risk that patients enrolled in clinical trials will drop out of the trials before completion.

We may encounter difficulties enrolling subjects in our clinical trials for our product candidates due, in part, to the small size of rare disease patient populations. In addition, our clinical trials will compete with other clinical trials for product candidates that are in the same therapeutic areas as our product candidates, and this competition will reduce the number and types of patients available to us, because some patients who might have opted to enroll in our trials may instead opt to enroll in a clinical trial being conducted by one of our competitors. Since the number of qualified clinical investigators is limited, we expect to 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 in such clinical trial site. In addition, we may face difficulty with enrollment due to physician or patient perception of an adverse tolerability profile.

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

The target patient populations of OGSIVEO for the treatment of desmoid tumors and GOMEKLI for the treatment of NF1-PN are small and have not been definitively determined, and if our estimates of the number of treatable patients is lower than expected, our potential revenues from sales of OGSIVEO or of GOMEKLI and our ability to achieve profitability would be compromised.

Our estimates of both the number of patients who have the diseases we are targeting, as well as the subset of patients with these diseases in a position to receive our product candidates, if approved, are based on our beliefs and estimates, and these estimates may prove to be incorrect. These estimates have been derived from a variety of sources, including scientific literature, input from physicians that treat patients with the diseases we are targeting, patient foundations and secondary market research databases. Further, new studies may change the estimated incidence or prevalence of these diseases, and any regulatory approvals that we may receive for a product candidate may include limitations for use or contraindications that decrease the addressable patient population. Accordingly, the target patient populations may turn out to be lower than expected, in which case the potential revenues from sales of our product candidates, if approved, would be lower than expected.

Even if our product candidates receive marketing approval, they may fail to achieve market acceptance by physicians, patients, third-party payers, or others in the medical community necessary for commercial success.

Notwithstanding the marketing approval of OGSIVEO, GOMEKLI, and any other product candidates, such products may fail to gain sufficient market acceptance by physicians, patients, third-party payers, and others in the medical community. If OGSIVEO, GOMEKLI, or our other product candidates do not achieve an adequate level of acceptance, we may not generate adequate product revenue or become profitable. The degree of market acceptance will depend on a number of factors, including but not limited to:

- the safety, efficacy, risk-benefit profile, and potential advantages compared to alternative or existing treatments, which physicians may perceive to be adequately effective for some or all patients;
- the prevalence and severity of any side effects and the difficulty of, or costs associated with, resolving such side effects;
- the content of the approved product label, including any limitations or warnings contained in the labeling approved by FDA or other applicable foreign regulatory authorities;
- any restrictions on the use of our products;
- the effectiveness of our sales and marketing efforts;
- the strength of our marketing and distribution support;
- our ability to offer our products for sale at competitive prices; and
- the convenience and ease of administration compared to alternative treatments.

We cannot assure you that OGSIVEO, GOMEKLI, or our current or future product candidates, if approved, will achieve market acceptance among physicians, patients, third-party payers, or others in the medical community necessary for commercial success. Any failure by OGSIVEO, GOMEKLI, or such other product candidates that obtain regulatory approval to achieve market acceptance or commercial success would harm our results of operations.

Risks related to our reliance on third parties

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

We depend upon third parties to conduct certain aspects of our preclinical studies and depend on third parties, including independent investigators, to conduct our clinical trials under agreements with universities, medical institutions, contract research organizations, or CROs, strategic partners and others. We expect to negotiate budgets and contracts with such third parties, which may result in delays to our development timelines and increased costs.

We commenced operations in August 2017, and we continue to build our infrastructure and hire personnel necessary to execute our operational plans. We rely especially heavily on third parties over the course of our clinical trials, and, as a result, may have limited control over the clinical investigators and limited visibility into their day-to-day activities, including with respect to their compliance with the approved clinical protocol. 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 our regulatory responsibilities. We and these third parties are required to comply with good clinical practice, or GCP, requirements, which are regulations and guidelines enforced by the FDA and comparable foreign regulatory authorities for product candidates in clinical development. Regulatory authorities enforce these GCP requirements through periodic inspections of clinical trial sponsors, clinical investigators and clinical trial sites. If we or any of these third parties fail to comply with applicable GCP requirements, the clinical data generated in our clinical trials may be deemed unreliable and the FDA or comparable foreign regulatory authorities may require us to suspend or terminate these trials or perform additional preclinical studies or clinical trials before approving our marketing applications. We cannot be certain that, upon inspection, such regulatory authorities will determine that any of our clinical trials comply with GCP requirements. In addition, our clinical trials must be conducted with product produced under current good manufacturing practice, or cGMP, requirements and may require a large number of patients.

Our failure or any failure by these third parties to comply with these regulations may require us to repeat clinical trials, which would delay the regulatory approval process. Moreover, our business may be adversely affected if any of these third parties violates federal or state fraud and abuse or false claims laws and regulations or healthcare privacy and security laws.

Any third parties conducting aspects of our preclinical studies or our clinical trials will not be our employees and, except for remedies that may be available to us under our agreements with such third parties, we cannot control whether or not they devote sufficient time and resources to our preclinical studies and clinical programs. These third parties may also have relationships with other commercial entities, including our competitors, for whom they may also be conducting clinical trials or other product development activities, which could affect their performance on our behalf. If these 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 preclinical or clinical data they obtain is compromised due to the failure to adhere to our protocols or regulatory requirements or for other reasons, our development timelines, including clinical development timelines, may be extended, delayed or terminated and we may not be able to complete development of, obtain regulatory approval of or successfully commercialize our product candidates. As a result, our financial results and the commercial prospects for our product candidates would be harmed, our costs could increase and our ability to generate revenue could be delayed or precluded entirely.

If any of our relationships with these third-party contract research organizations, or CROs, or others terminate, we may not be able to enter into arrangements with alternative CROs or other third parties or to do so on commercially reasonable terms.

Switching or adding additional CROs involves additional cost and requires management's time and focus. In addition, there is a natural transition period when a new CRO begins work. As a result, delays may occur, which can materially impact our ability to meet our desired development timelines. Though we carefully manage our relationships with our CROs, investigators and other third parties, there can be no assurance that we will not encounter challenges or delays in the future or that these delays or challenges will not have a material adverse impact on our business, financial condition and prospects.

Because we rely on third-party manufacturing and supply partners, our supply of preclinical and clinical development materials and commercial product may become limited or interrupted or may not be of satisfactory quantity or quality, which could delay, prevent or impair our development or commercialization efforts.

We rely on third-party contract manufacturers to manufacture all of our preclinical and clinical trial product supplies. We do not own manufacturing facilities for producing any product supplies. There can be no assurance that our preclinical and clinical development product supplies will not be limited, interrupted, of satisfactory quality or continue to be available at acceptable prices. In particular, any replacement of our manufacturers could require significant effort and expertise because there may be a limited number of qualified replacements.

The manufacturing process for a product candidate is subject to FDA, EMA and comparable foreign regulatory authority review. Suppliers and manufacturers must meet applicable manufacturing requirements and undergo rigorous facility and process validation tests required by regulatory authorities in order to comply with regulatory standards, such as cGMPs. In the event that any of our manufacturers fails to comply with such requirements or to perform its obligations to us in relation to quality, timing or otherwise, or if our supply of components or other materials becomes limited or interrupted for other reasons, we may be forced to manufacture the materials ourselves, for which we currently do not have the capabilities or resources, or enter into an agreement with another third party, which we may not be able to do on reasonable terms, if at all. In either scenario, our clinical trials supply could be delayed significantly as we establish alternative supply sources. In some cases, the technical skills or technology required to manufacture our product candidates may be unique or proprietary to the original manufacturer and we may have difficulty, or there may be contractual restrictions prohibiting us from, transferring such skills or technology to another third party and a feasible alternative may not exist. These factors would increase our reliance on such manufacturer or require us to obtain a license from such manufacturer in order to have another third-party manufacture our product candidates. If we are required to change manufacturers for any reason, we will be required to verify that the new manufacturer maintains facilities and procedures that comply with quality standards and with all applicable regulations and guidelines. The delays associated with the verification of a new manufacturer could negatively affect our ability to develop product candidates in a timely manner or within budget. Furthermore, a manufacturer may possess technology related to the manufacture of our product candidate that such manufacturer owns independently. This would increase our reliance on such manufacturer or require us to obtain a license from such manufacturer in order to have another manufacturer manufacture our product candidates. In addition, changes in manufacturers often involve changes in manufacturing procedures and processes, which could require that we conduct bridging studies between our prior clinical supply and that of any new manufacturer. We may be unsuccessful in demonstrating the comparability of clinical supplies, which could require the conduct of additional clinical trials.

Our or a third party's failure to execute on our manufacturing requirements and comply with cGMP could adversely affect our business in a number of ways, including:

- an inability to initiate or continue clinical trials of product candidates under development;
- delay in submitting regulatory applications, or receiving regulatory approvals, for product candidates;
- loss of the cooperation of an existing or future collaborator;
- subjecting third-party manufacturing facilities to additional inspections by regulatory authorities;
- requirements to cease distribution or to recall batches of our product candidates; and
- in the event of approval to market and commercialize a product candidate, an inability to meet commercial demands for our products.

In addition, we contract with packaging providers with the appropriate expertise, facilities and scale to meet our needs. Failure to maintain cGMP can result in a contractor receiving FDA sanctions, which can impact our ability to operate or lead to delays in clinical development programs. We believe that our current packaging contractors operate in accordance with cGMP, but we can give no assurance that FDA, EMA or comparable foreign regulatory authorities will not conclude that a lack of compliance exists. In addition, any delay in contracting for packaging services, or failure of the contract manufacturer to perform the services as needed, may delay clinical trials, registration and launches, which could negatively affect our business. If our current third-party contract manufacturers cannot perform as agreed, we may be required to replace such manufacturers and we may be unable to replace them on a timely basis or at all. Our current and anticipated future dependence upon others for the manufacture of our product candidates or products may adversely affect our future profit margins and our ability to commercialize any products that receive marketing approval on a timely and competitive basis.

Our product candidates and any drugs that we may develop may compete with other product candidates and drugs for access to manufacturing facilities. There is no assurance we would be able to enter into similar commercial arrangements with other manufacturers that operate under cGMP regulations and that might be capable of manufacturing for us. Any performance failure on the part of our existing or future manufacturers could delay clinical development or marketing approval.

Despite having entered into commercial manufacturing and supply agreements related to the supply of active pharmaceutical ingredient and finished drug product for both nirogacestat and mirdametinib, we have limited experience manufacturing on a commercial scale, and we have not yet entered into commercial supply arrangements with respect to our other product candidates, and we rely on third parties to produce and process quantities of our FDA-approved products, OGSIVEO and GOMEKLI, and we expect to rely on third parties to produce and process commercial quantities of OGSIVEO and GOMEKLI and our product candidates, if approved.

We expect to continue to rely on third-party manufacturers for our commercial requirements of OGSIVEO and GOMEKLI, and if we receive regulatory approval for other product candidates. We have only limited manufacturing and supply agreements in

place with respect to our product candidates. Although we have agreements for the commercial supply of active pharmaceutical ingredient and finished products for nirogacestat and mirdametinib, our supply arrangements for our other product candidates are limited to non-commercial, development-stage manufacturing and supply. As a result, we do not yet have long-term supply arrangements with respect to such other product candidates. To the extent that we enter into future manufacturing arrangements with third parties for commercial supply of our product candidates, if approved, we will depend on these third parties to perform their obligations in a timely manner consistent with contractual and regulatory requirements, including those related to quality control and assurance.

Any performance failure on the part of our existing or future third-party manufacturers could delay clinical development, marketing approval, or commercial supply, including with respect to nirogacestat. If our current suppliers, or future third-party manufacturers, cannot perform as agreed, or if such contract manufacturers choose to terminate their agreements with us, we will be required to replace such manufacturers. We may incur added costs, delays, and difficulties in identifying and qualifying any such replacement manufacturer or in reaching an agreement with any such alternative manufacturers. We will also need to verify, such as through a manufacturing comparability study, that any new supplier will produce our product candidate or product according to the specifications previously submitted to the FDA, EMA or another comparable regulatory authority. In addition, changes in suppliers often involve changes in manufacturing procedures and processes, which could require that we conduct bridging studies between our prior clinical supply used in our clinical trials and that of any new supplier. The delays associated with the verification of a new supplier or comparability of new manufacturing processes could negatively affect our ability to develop product candidates or commercialize our product in a timely manner or within budget.

The facilities used by our contract manufacturers to manufacture our product candidates must also be approved by the FDA, EMA or comparable foreign regulatory authorities following inspections that will be conducted after we submit an application to the FDA, EMA or comparable foreign regulatory authorities. We do not directly control the manufacturing process of, and will be completely dependent on, our contract manufacturing partners for compliance with cGMP requirements for the manufacture of our product candidates. If our contract manufacturers cannot successfully manufacture material that conforms to our specifications and the strict regulatory requirements of the FDA, EMA or comparable foreign regulatory authorities, they will not be able to secure and/or maintain regulatory approval for their manufacturing facilities. In addition, we have no direct control over the ability of our contract manufacturers to maintain adequate quality control, quality assurance and qualified personnel. If the FDA, EMA or a comparable foreign regulatory authority does not approve these facilities for the manufacture of our product candidates or if it withdraws any approval in the future, we may need to find alternative manufacturing facilities, which would significantly impact our ability to develop, obtain regulatory approval for or market our product candidates, if approved.

We are dependent on a small number of suppliers for some of the materials used to manufacture our product candidates, and on a limited number of qualified active ingredient manufacturers for the commercial supply of OGSIVEO, GOMEKLI and each of our lead product candidates.

We currently depend on a small number of suppliers for some of the materials used in, and processes required to develop, our product candidates. We cannot ensure that these suppliers or service providers will remain in business or have sufficient capacity or supply to meet our needs, or that they will not be purchased by one of our competitors or another company that is not interested in continuing to work with us. Our use of a small number of suppliers exposes us to several risks, including disruptions in supply, price increases or late deliveries. There are, in general, relatively few alternative sources of supply for substitute materials. Our current vendors may be unable or unwilling to meet our future demands for our clinical trials or commercial sale. Finding suitable replacement suppliers, materials and processes could take a substantial amount of time and it may be difficult to establish replacement suppliers who meet regulatory requirements. Any disruption or delay in supply could compromise our ability to pursue development and eventual commercialization of our product candidates.

Our existing and future collaborations are important to our business. If we are unable to maintain our existing collaborations or enter into new collaborations, or if these collaborations are not successful, our business could be adversely affected. In addition, our collaborators have broad discretion in many aspects of their performance of collaboration activities and they may take actions with which we do not agree.

An important part of our strategy is to evaluate and, as deemed appropriate, extend our current, or enter into additional, partnerships in the future, including potentially with major biopharmaceutical companies. We have limited capabilities for product development and are currently in the process of building our preclinical research and development and commercial capabilities. Accordingly, we have entered into collaborations with other companies to provide us with important technologies in order to more fully develop our product candidates and we may enter into collaborations with other companies to provide us with important technologies or funding for our programs.

Any current or future collaborations we may extend or enter into may pose a number of risks, including the following:

- collaborators have significant discretion in determining the efforts and resources that they will apply;
- collaborators may not perform their obligations as expected;
- collaborators may not pursue development and commercialization of any product candidates that achieve regulatory approval or may elect not to continue or renew development or commercialization programs or license arrangements based on clinical trial results, changes in the collaborators' strategic focus or available funding, or external factors, such as a strategic transaction that may divert resources or create competing priorities;
- collaborators may delay clinical trials, provide insufficient funding for a clinical trial program, stop a clinical trial or 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 and product candidates if the collaborators believe that the competitive products are more likely to be successfully developed or can be commercialized under terms that are more economically attractive than ours;
- for collaborations involving combination therapies that have not yet been tested together, treatment-emergent adverse events may be unforeseen and may negatively impact the monotherapy development of our product candidates;
- product candidates discovered in collaboration with us may be viewed by our collaborators as competitive with their own product candidates or products, which may cause collaborators to cease to devote resources to the commercialization of our product candidates;
- collaborators may fail to comply with applicable regulatory requirements regarding the development, manufacture, distribution or marketing of a product candidate or product;
- collaborators with marketing and distribution rights to one or more of our product candidates that achieve regulatory approval may not commit sufficient resources to the marketing and distribution of such product or products;
- disagreements with collaborators, including disagreements over proprietary rights, contract interpretation or the preferred course of development, might cause delays or terminations of the research, development or commercialization of product candidates, might lead to additional responsibilities for us with respect to product candidates, or might result in litigation or arbitration, any of which would be time-consuming and expensive;
- collaborators may not properly maintain or defend our intellectual property rights or may use our proprietary information in such a way as to invite litigation that could jeopardize or invalidate our intellectual property or proprietary information or expose us to potential litigation;
- collaborators may infringe the intellectual property rights of third parties, which may expose us to litigation and potential liability; and
- collaborations may be terminated by the collaborator, and, if terminated, we could lose license rights to the applicable product candidates or could be required to raise additional capital to pursue further development or commercialization of the applicable product candidates.

Additionally, under our various collaboration agreements with industry leading BCMA-directed therapy developers, the combination of nirogacestat and the BCMA-directed therapy of each such developer is being evaluated in relapsed or refractory MM patients. Under these existing collaboration arrangements, upon completion of the relevant clinical trials, we and our collaboration partners will have the opportunity to negotiate in good faith to provide for the expansion of the respective clinical collaboration and the potential establishment of a commercial relationship. However, our partners have no obligation to continue development of the combination products, regardless of the applicable clinical trial results. We also jointly formed MapKure, LLC, or MapKure, with BeiGene for the development of brimarafenib, and although we contribute to clinical development and other operational activities and have representation on MapKure's board of directors and joint steering committee, we do not control the development process. MapKure may pursue a development plan that differs from our expectations, which may or may not be successful.

If our collaborations do not result in the successful discovery, development and commercialization of product candidates, or if one of our collaborators elects not to enter into collaboration agreements to pursue future development, we may not receive any future funding or milestone or royalty payments under such collaborations. Risks relating to product development, regulatory approval and commercialization described in this report may also apply to the activities of our collaborators.

Additionally, if one of our collaborators terminates its agreement with us, we may find it more difficult to attract new collaborators and our perception in the business and financial communities could be adversely affected.

Furthermore, we face significant competition in seeking appropriate partners for our product candidates and the negotiation process is time-consuming and complex. In order for us to successfully partner our product candidates, potential partners must view our product candidates as economically valuable in markets they determine to be attractive in light of the terms that we are seeking and other available products for licensing by other companies. In addition, there have been a significant number of recent business combinations among large biopharmaceutical companies that have resulted in a reduced number of potential future collaborators. Our ability to reach a definitive agreement for a collaboration will depend, among other things, upon our

assessment of the collaborator's resources and expertise, the terms and conditions of the proposed collaboration and the proposed collaborator's evaluation of a number of factors. If we are unable to reach agreements with suitable collaborators on a timely basis, on acceptable terms, or at all, we may have to curtail the development of a product candidate, 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 planning, 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 expertise or capital, which may not be available to us on acceptable terms, or at all. If we fail to enter into collaborations or do not have sufficient funds or expertise to undertake the necessary development and commercialization activities, we may not be able to further develop our product candidates, bring them to market and generate revenue from sales of drugs or continue to develop our technology, and our business may be materially and adversely affected. Even if we are successful in our efforts to establish new strategic partnerships, the terms that we agree upon may not be favorable to us, and we may not be able to maintain such strategic partnerships if, for example, development or approval of a product candidate is delayed or sales of an approved product are disappointing. Any delay in entering into new strategic partnership agreements related to our product candidates could delay the development and commercialization of our product candidates and reduce their competitiveness even if they reach the market.

Risks related to our intellectual property

We depend on intellectual property licensed from third parties, including from Pfizer for our lead product candidates, and termination of any of these licenses could result in the loss of significant rights, which would harm our business.

We are dependent on patents, know-how and proprietary technology, both our own and licensed from others. Any termination of a product license could result in the loss of significant rights and would cause material adverse harm to our ability to commercialize our product candidates.

Disputes may also arise between us and our licensors 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 our technology and processes infringe on intellectual property of the licensor that is not subject to the licensing agreement;
- our right to sublicense patent and other rights to third parties under collaborative development relationships;
- our diligence obligations with respect to the use of licensed technology in relation to our development and commercialization of our product candidates and what activities satisfy those diligence obligations; and
- the ownership of inventions and know-how resulting from the joint creation or use of intellectual property by our licensors and us and our partners.

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.

We are generally also subject to all of the same risks with respect to protection of intellectual property that we own, as we are for intellectual property that we license, which are described below. If we or our licensors fail to adequately protect this intellectual property, our ability to commercialize products could materially suffer.

If we fail to comply with our obligations under our patent licenses with third parties, we could lose license rights that are important to our business.

We are a party to license agreements pursuant to which we in-license key patents for our product candidates. At the time we began our operations in August 2017, we entered into four license agreements with Pfizer, three of which remain in effect, including a license agreement for each of our lead product candidates, nirogacestat and mirdametinib, both of which agreements were amended and restated in 2019. In addition, in 2021, we entered into a license for our TEAD inhibitor program with Katholieke Universiteit Leuven and the Flanders Institute for Biotechnology, as well as an in-licensed portfolio of novel small molecule activators of protein phosphatase 2a, or PP2A, complexes with Rappta Therapeutics Oy. Each of our existing licenses imposes various diligence, milestone payment, royalty, insurance and other obligations on us. If we fail to comply with these obligations, our licensors may have the right to terminate the license, in which event we would not be able to develop or market the products covered by such licensed intellectual property. While we assigned the Pfizer license agreement covering our FAAH inhibitor program in connection with the sale of that program to Jazz Pharmaceuticals Ireland Limited, or Jazz, in October 2020, there can be no assurance that Jazz will comply with the terms of such license, which could result in its

termination and our inability to recover that asset as a remedy for a potential material breach of Jazz's obligations to us in connection with such sale.

We may have limited control over the maintenance and prosecution of these in-licensed rights, activities or any other intellectual property that may be related to our in-licensed intellectual property. For example, we cannot be certain that such activities by these licensors have been or will be conducted in compliance with applicable laws and regulations or will result in valid and enforceable patents and other intellectual property rights. We have limited control over the manner in which our licensors initiate an infringement proceeding against a third-party infringer of the intellectual property rights or defend certain of the intellectual property that is licensed to us. It is possible that the licensors' infringement proceeding or defense activities may be less vigorous than they would have been had we conducted them ourselves.

Risks related to government regulation

We have been granted Orphan Drug designation for nirogacestat and mirdametinib and may seek Orphan Drug designation for other product candidates, but we may be unable to obtain or maintain such designation, or the benefits associated with such designation, including the potential for market exclusivity, which may negatively impact our financial performance.

Regulatory authorities in some jurisdictions, including the United States and Europe, may designate drugs and therapeutic biologics for relatively small patient populations as orphan drugs. Under the Orphan Drug Act, the FDA may designate a drug or therapeutic biologic as an orphan drug if it is a drug or therapeutic biologic 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 or therapeutic biologic 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 toward clinical trial costs, tax advantages and user-fee waivers. Such a designation, however, may be revoked by the FDA in certain circumstances, such as if the agency finds that the applicant's request for designation request omitted material information required under the Orphan Drug Act and its implementing regulations. If a product that has Orphan Drug designation subsequently receives the first FDA approval for the disease for which it has such designation, the product is entitled to orphan drug exclusivity, which means that the FDA may not approve any other applications, including a full NDA, or Biologics License Application, or BLA, to market the same product for the same indication for seven years, except in limited circumstances, such as a showing of clinical superiority to the product with orphan drug exclusivity or where the manufacturer is unable to assure sufficient product quantity.

In January 2024, the FDA granted Orphan Exclusivity to nirogacestat for the treatment of desmoid tumors and in September 2019, the European Commission, or EC, granted nirogacestat Orphan designation for the treatment of soft tissue sarcoma. In October 2018, the FDA granted Orphan Drug designation to mirdametinib for the treatment of NF1 and in July 2019 the EC granted mirdametinib Orphan designation for the treatment of NF1. We may seek Orphan Drug designations for nirogacestat and mirdametinib for other indications or for our other product candidates. There can be no assurances that we will be able to obtain such designations.

Even if we obtain Orphan Drug designation for any of our future product candidates in specific indications, we may not be the first to obtain marketing approval of nirogacestat, mirdametinib or any other such product candidates for the orphan-designated indication due to the uncertainties associated with developing pharmaceutical products. In addition, exclusive marketing rights in the United States may be limited if we seek approval for an indication broader than the orphan-designated indication or 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 quantities of the product to meet the needs of patients with the rare disease or condition.

Further, even if we obtain orphan drug exclusivity in the United States for a product, that exclusivity may not effectively protect the product from competition because different drugs or therapeutic biologics with different active moieties can be approved for the same condition. Even after an orphan product is approved, the FDA can subsequently approve the same drug or therapeutic biologic with the same active moiety for the same condition if the FDA concludes that the later drug or therapeutic biologic is safer, more effective or makes a major contribution to patient care. In the EU, we could be prevented from marketing our products if a similar medicinal product is granted Orphan designation for the same indications that we are pursuing and obtains a marketing authorization before us. Once an orphan medicinal product is authorized, with a limited number of exceptions, neither the competent authorities of the EU member states or the EC are permitted to accept applications or grant marketing authorization for similar medicinal products to such orphan product with the same therapeutic indication. Marketing authorization could, however, be granted to a similar medicinal product with the same orphan indication if the latter product is safer, more effective or otherwise clinically superior to the original orphan medicinal product.

We have exclusive licenses under the Nirogacestat License Agreement to patent rights in the United States and numerous foreign jurisdictions relating to nirogacestat. In addition, we have developed and exclusively own a portfolio of granted and pending patents in the United States and foreign jurisdictions. In the United States, we have numerous issued patents protecting nirogacestat with the latest expiring in 2043. We have exclusive licenses under the Mirdametinib License Agreement to patent rights in the United States and numerous foreign jurisdictions relating to mirdametinib. In addition, we have developed and exclusively own a portfolio of granted and pending patents in the United States and foreign jurisdictions. In the United States, we have several issued patents protecting mirdametinib with the latest expiring in 2044. Notwithstanding the expected patent life, if orphan drug exclusivity does not protect these products from competition, our business and financial condition could be materially adversely affected. Orphan Drug designation neither shortens the development time or regulatory review time of a drug or therapeutic biologic nor gives the drug or therapeutic biologic any advantage in the regulatory review or approval process. In addition, while we may seek Orphan Drug designation for our future product candidates, we may never receive such designations.

A portion of our manufacturing of our lead products takes place in China, with additional capacity sourced from India, through third-party manufacturers. A significant disruption in the operation of those manufacturers, a trade war or political unrest could materially adversely affect our business, financial condition and results of operations.

We currently contract manufacturing operations to third parties, and commercial quantities of OGSIVEO and GOMEKLI and clinical quantities of our product candidates are manufactured by these third parties outside the United States, including in China, with additional capacity sourced from India. We expect to continue to use such third-party manufacturers for such product candidates. Any disruption in production or inability of our manufacturers in those countries to produce adequate quantities to meet our needs, whether as a result of a natural disaster or other causes, could impair our ability to operate our business on a day-to-day basis and to continue our development of our product candidates. Furthermore, since certain of these manufacturers are located in China, we are exposed to the possibility of product supply disruption and increased costs in the event of changes in the policies of the United States or Chinese governments, political unrest or unstable economic conditions in China. For example, a trade war could lead to tariffs on the chemical intermediates we use that are manufactured in China. Any of these matters could materially and adversely affect our business and results of operations. Legislative proposals have been previously introduced that, if enacted, would limit government contracting or renewals, loans, or grants with certain biotechnology service providers in China which, if extended more broadly to industry members, could create supply interruptions and require identification of new suppliers. Any recall of the manufacturing lots or similar action regarding our product candidates used in clinical trials could delay the trials or detract from the integrity of the trial data and its potential use in future regulatory filings. In addition, manufacturing interruptions or failure to comply with regulatory requirements by any of these manufacturers could significantly delay clinical development of potential products and reduce third-party or clinical researcher interest and support of proposed trials. These interruptions or failures could also impede commercialization of our product candidates and impair our competitive position. Further, we may be exposed to fluctuations in the value of the local currencies in China and India. Future appreciation of the local currencies could increase our costs. In addition, our labor costs could continue to rise as wage rates increase due to increased demand for skilled laborers and the availability of skilled labor declines in such countries.

The U.S. Congress, the Trump administration, or any new administration may make substantial changes to fiscal, tax, and other federal policies that may adversely affect our business.

In 2017, the U.S. Congress and the Trump administration made substantial changes to U.S. policies, which included comprehensive corporate and individual tax reform. In addition, the Trump administration called for significant changes to U.S. trade, healthcare, immigration and government regulatory policy. With the transition to the Biden administration in early 2021, changes to U. S. policy occurred and since the start of the Trump Administration in 2025, U.S. policy changes have been implemented at a rapid pace and additional changes are likely. Changes to U.S. policy implemented by the U.S. Congress, the Trump administration or any new administration have impacted and may in the future impact, among other things, the U.S. and global economy, international trade relations, unemployment, immigration, healthcare, taxation, the U.S. regulatory environment, inflation and other areas. Although we cannot predict the impact, if any, of these changes to our business, they could adversely affect our business. Until we know what policy changes are made, whether those policy changes are challenged and subsequently upheld by the court system and how those changes impact our business and the business of our competitors over the long term, we will not know if, overall, we will benefit from them or be negatively affected by them.

Risks related to managing our business and operations

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

As of December 31, 2024, we had 368 full-time employees. As our clinical development and commercialization plans and strategies develop, we expect we will need additional managerial, clinical, manufacturing, medical, regulatory, sales, marketing, financial, legal and other personnel. Future growth would impose significant added responsibilities on members of management, including:

- recruiting, integrating, retaining and motivating additional employees;
- managing our development efforts effectively, including the clinical, manufacturing and quality review process for our product candidates, while complying with our contractual obligations to contractors, collaboration partners and other third parties; and
- improving our operational, financial and management controls, reporting systems and procedures.

Our future financial performance and our ability to commercialize our product candidates, if approved, 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 third parties, including independent organizations, advisors and consultants, to provide certain services to support and perform our operations. There can be no assurance that the services of these third parties will continue to be available to us on a timely basis when needed, or that we can find qualified replacements. In addition, if we are unable to effectively manage our outsourced activities or if the quality, accuracy or quantity of the services provided is compromised for any reason, our clinical trials may be delayed or terminated, and we may not be able to obtain, or may be substantially delayed in obtaining, regulatory approval of our product candidates or otherwise advance our business. There can be no assurance that we will be able to manage our existing consultants or find other suitable outside contractors and consultants on economically reasonable terms, or at all.

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 execute the tasks necessary to further develop and commercialize our product candidates and, accordingly, may not achieve our development and commercialization goals.

We are still developing the internal research capabilities required to independently discover new product candidates, and we plan to execute our growth strategy, in part by identifying and in-licensing or acquiring additional product candidates that have been discovered and initially developed by others. We may not be successful in executing our growth strategy or such growth strategy may not deliver the anticipated results.

While we are currently building out internal discovery and preclinical research and development capabilities, there can be no assurance that we will successfully achieve the capacity to independently discover and initially develop new product candidates. We also plan to source new product candidates, including those that may be complementary to our existing product candidates, by in-licensing or acquiring them from other companies, academic institutions or other asset originators. If we are unable to identify, in-license or acquire and integrate product candidates, our ability to pursue our growth strategy would be limited.

Research programs and business development efforts to identify new product candidates require substantial technical, financial and human resources, and we currently have limited internal drug discovery and preclinical research and development capabilities. In-licensing and acquiring product candidates or development programs often requires significant payments and expenses and may consume valuable resources. We will need to devote a substantial amount of time and personnel to develop and commercialize any in-licensed or acquired technology or product candidate, in addition to doing so for our existing product candidates. Our business development efforts or acquisition or licensing attempts may fail to yield additional complementary or successful product candidates for clinical development and commercialization for a number of reasons, including the following:

- our identification or business development methodology or search criteria and process may be unsuccessful in identifying potential product candidates with a high probability of success for development progression;
- we may not be able or willing to assemble sufficient resources or expertise to identify and in-license or acquire additional product candidates;
- for product candidates we seek to in-license or acquire, we may not be able to agree to acceptable terms with the licensor or owner of those product candidates;
- any product candidates that we do in-license or acquire may not succeed in preclinical studies or clinical trials;
- we may not succeed in formulation or process development of such in-licensed or acquired product candidates;
- such in-licensed or acquired product candidates may be shown to have harmful side effects or may have other characteristics that may make the products unlikely to receive regulatory approval or be unmarketable if approved;
- competitors may develop alternatives that render such in-licensed product candidates obsolete or less attractive;
- in-licensed or acquired product candidates may be covered by third parties' patents or other exclusive rights that we may not be able to access;
- in-licensed or acquired product candidates that we develop may not allow us to best make use of our expertise and our development and commercial infrastructure as currently expected;
- the market for a product candidate that we in-license or acquire may change during the course of our development of the product candidate so that such product candidate may become unreasonable to continue to develop;

- a product candidate that we in-license or acquire may not be capable of being produced in commercial quantities at an acceptable cost, or at all; and
- a product candidate that we in-license or acquire may not be accepted as safe and effective by patients, the medical community or third-party payors.

If any of these events occur, we may not be successful in executing our growth strategy or our growth strategy may not deliver the anticipated results.

Our current operations are concentrated in two locations, and we or the third parties upon whom we depend may be adversely affected by natural disasters, including those that may be related to climate change, or other unforeseeable or uncontrollable events, and our business continuity and disaster recovery plans may not adequately protect us from a serious disaster.

Our current headquarters are located in Stamford, Connecticut. Our development operations are currently located at two facilities in Research Triangle Park, North Carolina. We currently outsource our manufacturing operations to third parties, and clinical and commercial quantities of our approved products and product candidates are manufactured by these third parties outside the United States, including in Canada, China, France, Germany and India. Any unplanned event, such as flood, fire, explosion, earthquake, extreme weather condition, medical epidemics, power shortage, telecommunication failure or other natural or man-made accidents or incidents that result in us being unable to fully utilize our facilities, or the manufacturing facilities of our third-party contract manufacturers, may have a material and adverse effect on our ability to operate our business, particularly on a daily basis, and have significant negative consequences on our financial and operating conditions.

Loss of access to these facilities may result in increased costs, delays in the development of our product candidates or interruption of our business operations. Earthquakes or other natural disasters could further disrupt our operations and have a material and adverse effect on our business, financial condition, results of operations and prospects. If a natural disaster, power outage or other event occurred that prevented us from using all or a significant portion of our headquarters or our development operations, that damaged critical infrastructure, such as the manufacturing facilities of our third-party contract manufacturers, or that otherwise disrupted operations, it may be difficult or, in certain cases, impossible, for us to continue our business for a substantial period of time. Disaster recovery and business continuity plans may prove inadequate in the event of a serious disaster or similar event. We may incur substantial expenses as a result of the limited nature of our disaster recovery and business continuity plans, which could have a material adverse effect on our business. As part of our risk management approach, we maintain insurance coverage at levels that we believe are appropriate for our business. However, in the event of an accident or incident at these facilities, we cannot assure you that the amounts of insurance will be sufficient to satisfy any damages and losses. If our facilities, or the manufacturing facilities of our third-party contract manufacturers, are unable to operate because of an accident or incident or for any other reason, even for a short period of time, any or all of our research and development programs may be harmed. Any business interruption may have a material and adverse effect on our business, financial condition, results of operations and prospects.

Risks related to our financial position and need for additional capital

We have incurred significant net losses since our inception and anticipate that we will continue to incur net losses until we reach profitability, which we currently anticipate to be in the first half of 2026. We may not be able to reach profitability in the first half of 2026 if we cannot continue to effectively commercialize OGSIVEO or effectively commercialize GOMEKLI.

We have incurred significant net losses in each reporting period since our inception. To date, we have financed our operations principally through equity financings. We have derived license and collaboration revenue from the nonrefundable upfront payment we received under the Jazz asset purchase and license agreement and limited deferred revenue from the non-exclusive license and collaboration agreement with GlaxoSmithKline. In November 2023, the FDA approved OGSIVEO (nirogacestat) for the treatment of adult patients with desmoid tumors and in February 2025, the FDA approved GOMEKLI (mirdametinib) for the treatment of adult and pediatric patients two years of age and older with NF1 who have symptomatic PN not amenable to complete resection. In December 2023, we began to generate revenue from sales of OGSIVEO in the United States and in February 2025, we began to generate revenue from sales of GOMEKLI in the United States. We continue to incur significant research and development and selling, general and administrative expenses related to our ongoing operations, including expenses incurred in connection with the commercialization of OGSIVEO and the launch and commercialization of GOMEKLI. As a result, we are not profitable and have incurred losses in each annual period since our inception. Our net losses were $258.1 million, $325.1 million and $277.4 million for the fiscal years ended December 31, 2024, December 31, 2023 and December 31, 2022, respectively. As of December 31, 2024 and December 31, 2023, we had an accumulated deficit of $1.2 billion and $895.0 million, respectively. We expect to continue to incur net losses in the near future, and we expect to continue to incur significant expenses for the foreseeable future as we continue our research and development of, seek regulatory

approvals for, and prepare for commercialization of, our product candidates, including our lead product candidates, nirogacestat and mirdametinib, and any future product candidates.

We anticipate that our expenses will increase substantially if, and as, we:

- launch, promote and support commercialization of OGSIVEO and GOMEKLI;
- advance the development of our other product candidates, including nirogacestat and mirdametinib, through late-stage clinical trials, including registrational clinical trials and potentially for other indications;
- advance our development programs for our other product candidates through clinical development and into later-stage clinical development;
- seek marketing approvals for any product candidates that successfully complete clinical trials;
- invest in or in-license other technologies or product candidates for further preclinical and clinical development;
- hire additional personnel, including clinical, quality control, scientific, medical, business development and finance personnel, and continue to build our infrastructure;
- expand our operational, financial and management systems and increase personnel, including personnel to support our clinical development, manufacturing and commercialization efforts and our operations as a public company;
- maintain, expand and protect our intellectual property portfolio; and
- establish a sales, marketing and distribution infrastructure to commercialize any products for which we may obtain marketing approval and intend to commercialize on our own or jointly with third parties.

To become and remain profitable, we or any potential future collaborators must develop and eventually commercialize products with significant market potential. This will require us to be successful in a range of challenging activities, including completing preclinical studies and clinical trials, obtaining marketing approval for product candidates, manufacturing, obtaining reimbursement approval, marketing and selling products for which we may obtain marketing approval and satisfying any post-marketing requirements. We may never succeed in any or all of these activities and, even if we do, we may never generate revenue that is significant or large enough to achieve profitability. If we do not continue to effectively commercialize OGSIVEO or effectively commercialize GOMEKLI, we will not be able to execute our business plan and may not be able to achieve profitability. If we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis. Our failure to become and remain profitable would decrease the value of our company and could impair our ability to raise capital, maintain our research and development efforts, expand our business or continue our operations. Additionally, our revenues, market share and/or other indicators of market acceptance of OGSIVEO or GOMEKLI do not meet the expectations of investors or public market analysts, the market price of our common stock would likely decline. A decline in the value of our company also could cause stockholders to lose all or part of their investment.

Even if we succeed in commercializing our product candidates, we will continue to incur substantial research and development and other expenditures to develop, register and market additional product candidates. We may encounter unforeseen expenses, difficulties, complications, delays and other unknown factors that may adversely affect our business. The size of our future net losses will depend, in part, on the rate of future growth of our expenses and our ability to generate revenue. Our prior losses and expected future losses have had and will continue to have an adverse effect on our stockholders' equity and working capital.

We have a limited operating history, which may make it difficult to evaluate our prospects and likelihood of success.

We are a commercial-stage biopharmaceutical company with a limited operating history. We were formed in August 2017 and our operations to date have been focused on preparing and executing our clinical trials for our product candidates, building our infrastructure, raising capital and executing partnerships. Consequently, we have limited operations upon which to evaluate our business, and predictions about our future success or viability may not be as accurate as they could be if we had a longer operating history or a history of successfully developing and commercializing drug products. Investment in biopharmaceutical product development is highly speculative because it entails substantial upfront capital expenditures and significant risk that any potential product candidate will fail to demonstrate adequate activity or an acceptable safety profile, gain regulatory approval, secure market access and reimbursement and become commercially viable.

Although we received FDA approval for OGSIVEO for the treatment of adult patients with progressing desmoid tumors who require systemic treatment in November 2023 and recently received FDA approval of GOMEKLI for the treatment of adult and pediatric patients two years of age and older with NF1 who have symptomatic PN not amenable to complete resection, these are our only products approved for commercial sale. In addition, as a business with a limited operating history, we may encounter unforeseen expenses, difficulties, complications, delays and other known and unknown factors and risks frequently experienced by early-stage biopharmaceutical companies in rapidly evolving fields, or other known or unknown factors and risks that may be infrequent or unique.

In addition, we are transitioning from a company with a development focus to a company supporting commercial activities and may not be successful in such a transition.

We may require additional capital to fund our operations and if we fail to obtain necessary capital, we will not be able to complete the development and commercialization of our product candidates.

Our operations have consumed substantial amounts of cash since inception. We expect to continue to spend substantial amounts of cash to launch, promote and support commercialization of OGSIVEO, support the launch and commercialization of GOMEKLI, to conduct further research and development and clinical trials of our product candidates, to seek regulatory approvals for our product candidates and to launch and commercialize any additional products for which we receive regulatory approval. As of December 31, 2024, we had $461.9 million in cash, cash equivalents and marketable securities. Based on our current operating plan, we believe that our cash, cash equivalents and marketable securities will be sufficient to fund our operating expenses and capital expenditure requirements for at least the next 12 months from the date of issuance of this Annual Report. However, our future capital requirements and the period for which our existing resources will support our operations may vary significantly from what we expect, and we will in any event require additional capital in order to complete clinical development and obtain regulatory approval of our product candidates, particularly if our expectation to achieve profitability in the first half of 2026 is incorrect. Our monthly spending levels will vary based on new and ongoing development and corporate activities. Because the length of time and activities associated with development of our product candidates is highly uncertain, we are unable to estimate the actual funds we will require for development and any approved marketing and commercialization activities.

Our future funding requirements will depend on many factors, including, but not limited to:

- costs to launch, promote and support commercialization of OGSIVEO and GOMEKLI, and the level of commercial success achieved by OGSIVEO and GOMEKLI;
- the initiation, progress, timing, costs and results of clinical trials for our product candidates; including any unforeseen costs we may incur as a result of clinical trial delays due to ongoing global and regional conflicts, or other causes;
- the clinical and preclinical development and manufacturing plans we establish for these product candidates;
- the number and characteristics of product candidates that we develop or in-license;
- the cost of identifying and evaluating potential product candidates for acquisition or license, including the cost of preclinical activities or clinical activities;
- the terms of any collaboration or licensing agreements we may choose to enter into;
- the outcome, timing and cost of meeting regulatory requirements established by the FDA, the EMA, and other comparable foreign regulatory authorities;
- the cost of filing, prosecuting, defending and enforcing our patent claims and other intellectual property rights;
- the cost of defending intellectual property disputes, including patent infringement actions brought by third parties against us or our product candidates;
- the effect of competing technological and market developments;
- the cost and timing of completion of commercial-scale outsourced manufacturing activities;
- the establishment of sales, marketing and distribution capabilities for any product candidates for which we may receive regulatory approval in regions where we choose to commercialize our products on our own or jointly with third parties; and
- the degree of commercial success achieved following the successful completion of development and regulatory approval activities for a product candidate.

If we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we may have to significantly delay, scale back or discontinue the development or commercialization of one or more of our product candidates or one or more of our other research and development initiatives. Any of the foregoing events could significantly harm our business, prospects, financial condition and results of operations and cause the price of our common stock to decline.

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

We do not have any committed external source of funds or other support for our development efforts, and we cannot be certain that additional funding will be available on acceptable terms, or at all. Until we can generate sufficient product or royalty revenue to finance our cash requirements, which we may never do, we expect to finance our future cash needs through a combination of public or private equity offerings, debt financings, collaborations, strategic alliances, licensing arrangements and other marketing or distribution arrangements. If we raise additional funds through public or private equity offerings, the terms of these securities may include liquidation or other preferences that adversely affect our stockholders' rights. Further, to

the extent that we raise additional capital through the sale of common stock or securities convertible or exchangeable into common stock, existing stockholder ownership interest may be diluted. In addition, any debt financing may subject us to fixed payment obligations and covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. 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. We also could be required to seek commercial or development partners for our lead products or any future product candidate at an earlier stage than otherwise would be desirable or relinquish our rights to product candidates or technologies that we otherwise would seek to develop or commercialize ourselves.

Risks related to our common stock

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

We currently anticipate that we will retain future earnings for the development, operation and expansion of our business and do not anticipate declaring or paying any cash dividends for the foreseeable future. Furthermore, future debt or other financing arrangements may contain terms prohibiting or limiting the amount of dividends that may be declared or paid on our common stock. Any return to stockholders will therefore be limited to the appreciation of their stock.

Our principal stockholders and management own a significant percentage of our stock and will be able to exert significant control over matters subject to stockholder approval.

Our executive officers, directors and their affiliates and holders of more than 5% of our common stock beneficially hold, in the aggregate, as of December 31, 2024, approximately 38.0% of our outstanding voting stock. Therefore, these stockholders will have the ability to influence us through this ownership position. These stockholders may be able to determine all matters requiring stockholder approval. For example, these stockholders may be able to control elections of directors, amendments of our organizational documents, or approval of any merger, sale of assets, or other major corporate transaction. This may prevent or discourage unsolicited acquisition proposals or offers for our common stock that stockholders may feel are in their best interest as one of our stockholders.

Anti-takeover provisions under our charter documents and Delaware law could delay or prevent a change of control which could limit the market price of our common stock and may prevent or frustrate attempts by our stockholders to replace or remove our current management.

Our amended and restated certificate of incorporation, or the certificate of incorporation, and amended and restated bylaws, as further amended, or the bylaws, contain provisions that could delay or prevent a change of control of our company or changes in our board of directors that our stockholders might consider favorable. Some of these provisions include:

- a board of directors divided into three classes serving staggered three-year terms, such that not all members of the board will be elected at one time;
- a prohibition on stockholder action through written consent, which requires that all stockholder actions be taken at a meeting of our stockholders;
- a requirement that special meetings of stockholders be called only by the chairman of the board of directors, the chief executive officer or by a majority of the total number of authorized directors;
- advance notice requirements for stockholder proposals and nominations for election to our board of directors;
- a requirement that no member of our board of directors may be removed from office by our stockholders except for cause and, in addition to any other vote required by law, upon the approval of not less than two-thirds of all outstanding shares of our voting stock then entitled to vote in the election of directors; and
- a requirement of approval of not less than two-thirds of all outstanding shares of our voting stock to amend any bylaws by stockholder action or to amend specific provisions of our certificate of incorporation; and the authority of the board of directors to issue convertible preferred stock on terms determined by the board of directors without stockholder approval and which convertible preferred stock may include rights superior to the rights of the holders of common stock.

In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which may prohibit certain business combinations with stockholders owning 15% or more of our outstanding voting stock. These anti-takeover provisions and other provisions in our certificate of incorporation and bylaws could make it more difficult for stockholders or potential acquirers to obtain control of our board of directors or initiate actions that are opposed by the then-current board of directors and could also delay or impede a merger, tender offer or proxy contest

involving our company. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect directors of their choosing or cause us to take other corporate actions they desire. Any delay or prevention of a change of control transaction or changes in our board of directors could cause the market price of our common stock to decline.

Our bylaws designate certain specified courts as the sole and exclusive forums 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 bylaws provide that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware, or the Chancery Court, will be the sole and exclusive forum for state law claims for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders, (iii) any action asserting a claim pursuant to any provision of the General Corporation Law of the State of Delaware, our certificate of incorporation or our bylaws, (iv) any action to interpret, apply, enforce or determine the validity of our certificate of incorporation or bylaws, or (v) any action asserting a claim governed by the internal affairs doctrine, or the Delaware Forum Provision. The Delaware Forum Provision does not apply to any causes of action arising under the Securities Act of 1933, as amended, or the Securities Act, or the Securities Exchange Act of 1934, as amended, or the Exchange Act. Our bylaws further provide that, unless we consent in writing to the selection of an alternative forum, the U.S. District Court for the District of Connecticut will be the sole and exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act or the Federal Forum Provision. Our bylaws provide that any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock is deemed to have notice of and consented to the foregoing Delaware Forum Provision and the Federal Forum Provision; provided, however, that stockholders cannot and will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder.

The Delaware Forum Provision and the Federal Forum Provision may impose additional litigation costs on stockholders in pursuing the claims identified above, particularly if the stockholders do not reside in or near the State of Delaware or the State of Connecticut. Additionally, the Delaware Forum Provision and the Federal 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 our directors, officers or other employees, which may discourage such lawsuits. In addition, while the Delaware Supreme Court ruled in March 2020 that federal forum selection provisions purporting to require claims under the Securities Act be brought in federal court are "facially valid" under Delaware law, there is uncertainty as to whether other courts will enforce our Federal Forum Provision. If the Federal Forum Provision is found to be unenforceable in an action, we may incur additional costs associated with resolving such an action. The Federal Forum Provision may also impose additional litigation costs on stockholders who assert that the provision is not enforceable or invalid. The Chancery Court or the U.S. District Court for the District of Connecticut may also reach different judgments or results than would other courts, including courts where a stockholder considering an action may be located or would otherwise choose to bring the action, and such judgments may be more, or less, favorable to us than our stockholders.

General risk factors

Risks related to research and development and the biopharmaceutical industry

Clinical development involves a lengthy and expensive process, with an uncertain outcome. We may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of our product candidates.

To obtain the requisite regulatory approvals to commercialize any product candidate, we must demonstrate through extensive preclinical studies and clinical trials that such product candidate is safe and effective in humans. Clinical testing is expensive and can take many years to complete, and its outcome is inherently uncertain. We may be unable to establish clinical endpoints that applicable regulatory authorities would consider clinically meaningful, and a clinical trial can fail at any stage of testing.

Differences in trial design between early-stage clinical trials and later-stage clinical trials make it difficult to extrapolate the results of earlier clinical trials to later clinical trials. Moreover, clinical data are often susceptible to varying interpretations and analyses, and many companies that have believed their product candidates performed satisfactorily in clinical trials have nonetheless failed to obtain marketing approval of their products. Additionally, we are conducting and plan to conduct some open-label trials, where both the patient and investigator know whether the patient is receiving the investigational product candidate or either an existing approved drug or placebo. Most typically, open-label clinical trials test only the investigational product candidate and sometimes may do so at different dose levels. Open-label clinical trials are subject to various limitations that may exaggerate any therapeutic effect as patients in those trials are aware when they are receiving treatment. Open-label clinical trials may be subject to a "patient bias" where patients perceive their symptoms to have improved merely due to their awareness of receiving an experimental treatment. In addition, open-label clinical trials may be subject to an "investigator bias"

where those assessing and reviewing the outcomes of the clinical trials are aware of which patients have received treatment and may interpret the information of the treated group more favorably given this knowledge. Where a randomized, placebo-controlled clinical trial is designed to allow enrolled subjects to cross-over to the treatment arm, there may be a risk of inadvertent unblinding of subjects prior to cross-over, which may limit the clinical meaningfulness of those data and may require the conduct of additional clinical trials. As such, the results from an open-label trial may not be predictive of future clinical trial results with any of our product candidates for which we include an open-label clinical trial when studied in a controlled environment with a placebo or active control.

Successful completion of clinical trials is a prerequisite to submitting an NDA to the FDA, a Marketing Authorization Application, or MAA, to the EMA and similar marketing applications to comparable foreign regulatory authorities for each product candidate and, consequently, the ultimate approval and commercial marketing of any product candidates.

We do not know whether any of our ongoing or planned clinical trials, including trials for our combination therapies using nirogacestat, will be completed on schedule, if at all, or, in some cases, whether such clinical trials will begin.

We may experience delays in initiating or completing clinical trials and preparing for regulatory submissions. We also may experience numerous unforeseen events during, or as a result of, any future clinical trials that we could conduct that could delay or prevent our ability to receive marketing approval or commercialize our current product candidates or any future product candidates, including:

- the potential impact that sanctions and other measures being imposed in response to the Russia-Ukraine conflict, or the global business disruption caused by the conflict, may have on revenue and supply chain;
- regulators, Institutional Review Boards, or IRBs, or ethics committees may not authorize us or our investigators to commence a clinical trial or conduct a clinical trial at a prospective trial site;
- we may experience delays in reaching, or fail to reach, agreement on acceptable terms with prospective clinical trial sites and prospective CROs, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and clinical trial sites;
- clinical trials of any product candidates may fail to show acceptable safety or efficacy, or produce negative or inconclusive results and we may decide, or regulators may require us, to conduct additional preclinical studies or clinical trials or we may decide to abandon product development programs;
- the number of subjects required for clinical trials of any product candidates may be larger than we anticipate, enrollment in these clinical trials may be slower than we anticipate or subjects may drop out of these clinical trials or fail to return for post-treatment follow-up at a higher rate than we anticipate;
- our third-party contractors may fail to comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all, 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;
- we may elect to, or regulators, IRBs or ethics committees may require, that we or our investigators suspend or terminate clinical research or trials for various reasons, including non-compliance with regulatory requirements or a finding that the participants are being exposed to unacceptable health risks;
- the cost of clinical trials of any product candidates may be greater than we anticipate;
- the supply or quality of our product candidates or other materials necessary to conduct clinical trials of our product candidates may be inadequate to initiate or complete a given clinical trial;
- our product candidates may have undesirable side effects or other unexpected characteristics, causing us or our investigators, regulators, IRBs or ethics committees to suspend or terminate the clinical trials;
- reports from clinical testing of other therapies may raise safety or efficacy concerns about our product candidates; and
- the FDA, EMA or comparable regulatory authorities may require us to submit additional data, such as long-term toxicology studies, or impose other requirements before permitting us to initiate a clinical trial.

We could also encounter delays if a clinical trial is suspended or terminated by us, the IRBs of the institutions in which such clinical trials are being conducted, or the FDA, EMA or comparable regulatory authorities, or recommended for suspension or termination by the Data Safety Monitoring Board, or the DSMB, for such clinical trial. A suspension or termination may be imposed 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 clinical trial site by the FDA, EMA or comparable foreign 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 or treatment, failure to establish or achieve clinically meaningful trial endpoints, changes in governmental 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 regulatory approval of our product candidates. Further, the FDA, EMA or comparable foreign regulatory authorities

may disagree with our clinical trial design and our interpretation of data from clinical trials or may change the requirements for approval even after they have reviewed and commented on the design for our clinical trials.

Our costs will increase if we experience delays in clinical testing or marketing approvals. We do not know whether any of our clinical trials will begin as planned, will need to be reassigned or will be completed on schedule, or at all. Significant clinical trial delays also could shorten any periods during which we may have the exclusive right to commercialize our product candidates and may allow our competitors to bring products to market before we do, potentially impairing our ability to successfully commercialize our product candidates and harming our business and results of operations. Any delays in our clinical development programs may harm our business, financial condition and results of operations significantly. The clinical trials sponsored by our partners with our product candidates in combination with our partners' therapies pose the same development risks.

The successful development of biopharmaceuticals is highly uncertain.

Successful development of biopharmaceuticals is highly uncertain and is dependent on numerous factors, many of which are beyond our control. Product candidates that appear promising in the early phases of development may fail to reach the market for several reasons including:

- clinical trial results may show the product candidates to be less effective than expected (for example, a clinical trial could fail to meet its primary or key secondary endpoint(s)) or to have unacceptable side effects or toxicities;
- failure to receive the necessary regulatory approvals or a delay in receiving such approvals. Among other things, such delays may be caused by patients who fail the trial screening process, slow enrollment in clinical trials, patients dropping out of trials, patients lost to follow-up;
- length of time to achieve trial endpoints, additional time requirements for data analysis or NDA preparation, discussions with the FDA, an FDA request for additional preclinical or clinical data (such as long-term toxicology studies) or unexpected safety or manufacturing issues;
- preclinical study results may show the product candidate to be less effective than desired or to have harmful side effects;
- supply issues, manufacturing costs and formulation issues, including our inability to successfully combine our product candidates with other therapies;
- post-marketing approval requirements; and
- the proprietary rights of others and their competing products and technologies that may prevent our product candidates from being commercialized.

The length of time necessary to complete clinical trials and to submit an application for marketing approval for a final decision by a regulatory authority varies significantly from one product candidate to the next and from one country to the next and may be difficult to predict.

Even if we are successful in obtaining marketing approval, commercial success of any approved products will also depend in large part on the availability of coverage and adequate reimbursement from third-party payors, including government payors such as the Medicare and Medicaid programs, and managed care organizations in the United States or country specific governmental organizations in foreign countries, which may be affected by existing and future healthcare reform measures designed to reduce the cost of healthcare. Third-party payors could require us to conduct additional studies, including post-marketing studies related to the cost effectiveness of a product, to qualify for reimbursement, which could be costly and divert our resources. If government and other healthcare payors were not to provide coverage and adequate reimbursement for our products once approved, market acceptance and commercial success would be reduced.

In addition, if any of our product candidates receive marketing approval, we will be subject to significant regulatory obligations regarding the submission of safety and other post-marketing information and reports and registration and will need to continue to comply (or ensure that our third-party providers comply) with cGMPs and GCPs for any clinical trials that we conduct post-approval. In addition, there is always the risk that we, a regulatory authority or a third party might identify previously unknown problems with a product post-approval, such as adverse events of unanticipated severity or frequency. Compliance with these requirements is costly, and any failure to comply or other issues with our product candidates post-approval could adversely affect our business, financial condition and results of operations.

Due to our limited resources and access to additional capital, we must prioritize development of certain programs and product candidates; these decisions may prove to be wrong and may adversely affect our business.

We may fail to identify and acquire, through purchase or license, viable new product candidates for clinical development for a number of reasons. If we fail to identify and acquire additional product candidates, our business could be materially harmed.

Efforts to identify and pursue new product candidates and disease targets require substantial technical, financial and human resources, regardless of whether they are ultimately successful. We currently rely on third parties, including current and future collaborators, to perform all of our research and preclinical activities. Programs may initially show promise in preclinical studies, yet fail to yield positive results during clinical development for a number of reasons, including:

- the methodology used may not be successful in identifying potential indications and/or product candidates; or
- product candidates may, after further study, be shown to have harmful adverse effects or other characteristics that indicate they are unlikely to be effective products.

Because we have limited financial and human resources, we intend to initially focus on programs and product candidates for a limited set of indications. As a result, we may forego or delay pursuit of opportunities with other product candidates or for other indications with our existing product candidates that may later prove to have greater commercial potential or a greater likelihood of success. We may focus our efforts and resources on potential product candidates or other potential programs that ultimately prove to be unsuccessful.

Our future clinical trials or those of our future collaborators may reveal significant adverse events not seen in prior preclinical studies or clinical trials and may result in a safety profile that could inhibit regulatory approval or market acceptance of any of our product candidates.

If significant adverse events or other side effects are observed in any of our clinical trials, we may have difficulty recruiting patients to our clinical trials, patients may drop out of our trials or we may be required to abandon the trials or our development efforts of one or more product candidates altogether.

If we elect or are required to delay, suspend or terminate any clinical trial of any product candidates that we develop, the commercial prospects of such product candidates will be harmed and our ability to generate product revenues from any of these product candidates will be delayed or eliminated. Serious adverse events or other adverse events, as well as tolerability issues, observed in clinical trials could hinder or prevent market acceptance of the product candidate at issue.

We, the FDA, EMA or comparable foreign regulatory authorities or an IRB may suspend clinical trials of a product candidate at any time for various reasons, including a belief that subjects in such trials are being exposed to unacceptable health risks or adverse side effects. Some potential therapeutics developed in the biotechnology industry that initially showed therapeutic promise in early-stage trials have later been found to cause side effects that prevented their further development. Even if the side effects do not preclude the product candidate from obtaining or maintaining marketing approval, restrictions could be imposed on the approval or an approved product could be subject to a boxed warning, which is the FDA's most prominent warning regarding safety concerns, and undesirable side effects may inhibit market acceptance of the approved product due to its tolerability versus other therapies.

Increasing demand for compassionate use of our product candidates could negatively affect our reputation and harm our business.

We are developing product candidates for the treatment of indications for which there are currently limited or no available therapeutic options. It is possible for individuals or groups to target companies with disruptive social media campaigns related to a request for access to unapproved drugs for patients with significant unmet medical need. If we experience a similar social media campaign regarding our decision to provide or not provide access to any of our current or future product candidates under an expanded access policy, our reputation may be negatively affected and our business may be harmed.

Recent media attention to individual patients' expanded access requests has resulted in the introduction and enactment of legislation at the local and national level referred to as "Right to Try" laws, such as the federal Right to Try Act of 2017 signed into law on May 30, 2018, which are intended to allow patients access to unapproved therapies earlier than traditional expanded access programs. A possible consequence of both activism and legislation in this area may be the need for us to initiate an unanticipated expanded access program or to make our product candidates more widely available sooner than anticipated.

In addition, some patients who receive access to drugs prior to their commercial approval through compassionate use, expanded access programs or right to try access have life-threatening illnesses and have exhausted all other available therapies. The risk for serious adverse events in this patient population is high, which could have a negative impact on the safety profile of our product candidates if we were to provide them to these patients, which could cause significant delays or an inability to

successfully commercialize our product candidates, which could materially harm our business. If we were to provide patients with any of our product candidates under an expanded access program, we may in the future need to restructure or pause any compassionate use and/or expanded access programs for a variety of reasons, which could prompt adverse publicity or other disruptions related to current or potential participants in such programs.

We face significant competition from other biopharmaceutical companies, and our operating results will suffer if we fail to compete effectively.

The biopharmaceutical industry is characterized by intense competition and rapid innovation. Our competitors may be able to develop other compounds or drugs that are able to achieve similar or better results. Our potential competitors include major multinational pharmaceutical companies, established biotechnology companies, specialty pharmaceutical companies and universities and other research institutions. Many of our competitors have substantially greater financial, technical and other resources, such as larger research and development staff and experienced marketing and manufacturing organizations and well-established sales forces. Smaller or early-stage companies may also prove to be significant competitors, particularly as they develop novel approaches to treating disease indications that our product candidates are also focused on treating. Established pharmaceutical companies may also invest heavily to accelerate discovery and development of novel therapeutics or to in-license novel therapeutics that could make the product candidates that we develop obsolete. Mergers and acquisitions in the biotechnology and pharmaceutical industries may result in even more resources being concentrated in our competitors. Competition may increase further as a result of advances in the commercial applicability of technologies and greater availability of capital for investment in these industries. Our competitors, either alone or with collaboration partners, may succeed in developing, acquiring or licensing on an exclusive basis drug or biologic products that are more effective, safer, more easily commercialized or less costly than our product candidates or may develop proprietary technologies or secure patent protection that we may need for the development of our technologies and products. We believe the key competitive factors that will affect the development and commercial success of our product candidates are efficacy, safety, tolerability, reliability, convenience of use, price and reimbursement.

Even if we obtain regulatory approval of our product candidates, the availability and price of our competitors' products could limit the demand and the price we are able to charge for our product candidates. We may not be able to implement our business plan if the acceptance of our product candidates is inhibited by price competition or the reluctance of physicians to switch from existing methods of treatment to our product candidates, or if physicians switch to other new drug or biologic products or choose to reserve our product candidates for use in limited circumstances.

Changes in methods of product candidate manufacturing or formulation may result in additional costs or delay.

As product candidates proceed through preclinical studies to late-stage clinical trials towards potential approval and commercialization, it is common that various aspects of the development program, such as manufacturing methods and formulation, are altered along the way in an effort to optimize processes and results. Such changes carry the risk that they will not achieve these intended objectives. Any of these changes could cause our product candidates to perform differently and affect the results of planned clinical trials or other future clinical trials conducted with the materials manufactured using altered processes. Such changes may also require additional testing, including bridging or comparability testing to demonstrate the validity of clinical data obtained in clinical trials following manufacturing changes, FDA notification or FDA approval.

For any product candidates we develop where earlier clinical trials were conducted by third parties, we will need to perform analytical and other tests to demonstrate that any new drug product material is comparable in all respects, including potency, to the product used in such earlier clinical trials. There is no assurance that any such product will pass the required comparability testing, that any other future third-party manufacturer that we engage will be successful in producing our product candidates or that any materials produced by any third-party manufacturer that we engage will have the same effect in patients that we have observed to date with respect to materials used in prior clinical trials.

All of the above could delay completion of clinical trials, require the conduct of bridging clinical trials or the repetition of one or more clinical trials, increase clinical trial costs, delay approval of our product candidates and jeopardize our ability to commence sales and generate revenue.

Although we were successfully able to launch our first product, there is no guarantee an attempt to launch a second product will be as successful and we may not be able to successfully launch GOMEKLI, or any of our product candidates if approved. We may make changes as we work to optimize our manufacturing processes, but we cannot be sure that even minor changes in our processes will result in therapies that are safe, effective and approved for commercial sale.

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

We face an inherent risk of product liability as a result of testing our product candidates in clinical trials and face an even greater risk of product liability with the launch of our approved products, OGSIVEO and GOMEKLI. For example, we may be sued if OGSIVEO, GOMEKLI or any of our products or product candidates cause or are perceived to cause injury or are found to be otherwise unsuitable during clinical trials, manufacturing, marketing or sale. Any such product liability claim 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 OGSIVEO, GOMEKLI or our product candidates. Even a successful defense would require significant financial and management resources. Regardless of the merits or eventual outcome, liability claims may result in:

- inability to bring a product candidate to the market;
- decreased demand for our products;
- harm to our reputation;
- withdrawal of clinical trial participants and inability to continue clinical trials;
- initiation of investigations by regulators;
- costs to defend the related litigation;
- diversion of management's time and our resources;
- substantial monetary awards to clinical trial participants or patients who receive an approved product;
- product recalls, withdrawals or labeling, marketing or promotional restrictions;
- loss of revenue;
- exhaustion of any available insurance and of our capital resources;
- inability to commercialize any product candidate, if approved; and
- a decline in our stock price.

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 collaborators. Even if our agreements with any current or future corporate collaborators entitle us to indemnification against losses, that indemnification may not be available or adequate should any claim arise. Although we currently carry commercial product liability and clinical trial insurance, the amount of insurance coverage we carry may not be adequate, and, in the future, we may be unable to maintain this insurance coverage, or we may not be able to obtain additional or replacement insurance at a reasonable cost, if at all. Our insurance policies also have 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 those amounts.

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

Actual events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. For example, in 2023, the closures of Silicon Valley Bank, or SVB, and Signature Bank were placed into receivership with the Federal Deposit Insurance Corporation, or FDIC. Although a statement by the Department of the Treasury, the Federal Reserve, and the FDIC indicated that all depositors at Silicon Valley Bank and Signature Bank would have access to their funds, borrowers under credit agreements, letters of credit and certain other financial instruments with SVB, Signature Bank or any other financial institution that is placed into receivership by the FDIC may be unable to access undrawn amounts thereunder or obtain such access in a timely manner. If any of our counterparties to any such instruments were to be placed into receivership, we may be unable to access such funds. In addition, if any of our customers, suppliers or other parties with whom we conduct business are unable to access funds pursuant to such instruments or lending arrangements with such a financial institution, such parties' ability to pay their obligations to us or to enter into new commercial arrangements requiring additional payments to us could be adversely affected.

Inflation and rapid increases in interest rates have led to a decline in the trading value of previously issued government securities with interest rates below current market interest rates. Although the U.S. Department of Treasury, FDIC and Federal Reserve Board have announced a program to provide up to $25 billion of loans to financial institutions secured by certain of such government securities held by financial institutions to mitigate the risk of potential losses on the sale of such instruments,

widespread demands for customer withdrawals or other liquidity needs of financial institutions for immediately liquidity may exceed the capacity of such program. Additionally, there is no guarantee that the U.S. Department of Treasury, FDIC and Federal Reserve Board will provide access to uninsured funds in the future in the event of the closure of other banks or financial institutions, or that they would do so in a timely fashion.

Although we assess our banking and customer relationships as we believe necessary or appropriate, our access to funding sources and other credit arrangements in amounts adequate to finance or capitalize our current and projected future business operations could be significantly impaired by factors that affect the Company, the financial institutions with which the Company may have credit agreements or arrangements directly, or the financial services industry or economy in general. These factors could include, among others, events such as liquidity constraints or failures, the ability to perform obligations under various types of financial, credit or liquidity agreements or arrangements, 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. These factors could involve financial institutions or financial services industry companies with which the Company has financial or business relationships, but could also include factors involving financial markets or the financial services industry generally.

The results of events or concerns that involve one or more of these factors could include a variety of material and adverse impacts on our current and projected business operations and our financial condition and results of operations. These could include, but may not be limited to, the following:

- Delayed access to deposits or other financial assets or the uninsured loss of deposits or other financial assets; or
- Termination of cash management arrangements and/or delays in accessing or actual loss of funds subject to cash management arrangements.

In addition, investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us to acquire financing on acceptable terms or at all. Any decline in available funding or access to our cash and liquidity resources could, among other risks, adversely impact our ability to meet our operating expenses, financial obligations or fulfill our other obligations, result in breaches of our financial and/or contractual obligations or result in violations of federal or state wage and hour laws. Any of these impacts, or any other impacts resulting from the factors described above or other related or similar factors not described above, could have material adverse impacts on our liquidity and our current and/or projected business operations and financial condition and results of operations.

In addition, any further deterioration in the macroeconomic economy or financial services industry could lead to losses or defaults by our customers or suppliers, which in turn, could have a material adverse effect on our current and/or projected business operations and results of operations and financial condition. For example, a customer may fail to make payments when due, default under their agreements with us, become insolvent or declare bankruptcy, or a supplier may determine that it will no longer deal with us as a customer. In addition, a customer or supplier could be adversely affected by any of the liquidity or other risks that are described above as factors that could result in material adverse impacts on the Company, including but not limited to delayed access or loss of access to uninsured deposits or loss of the ability to draw on existing credit facilities involving a troubled or failed financial institution. Any customer or supplier bankruptcy or insolvency, or the failure of any customer to make payments when due, or any breach or default by a customer or supplier, or the loss of any significant supplier relationships, could result in material losses to the Company and may have a material adverse impact on our business.

Risks related to intellectual property

Our success depends in part on our ability to protect our intellectual property, and patent terms may be inadequate to protect our competitive position. It is difficult and costly to protect our proprietary rights and technology, and we may not be able to ensure their protection.

Our commercial success will depend in large part on obtaining and maintaining patent, trademark and trade secret protection of our proprietary technologies and our product candidates, their respective components, formulations, combination therapies, methods used to manufacture them and methods of treatment, as well as successfully defending these patents against third-party challenges. Our ability to stop unauthorized third parties from making, using, selling, offering to sell or importing our product candidates is affected by the extent to which we have rights under valid and enforceable patents that cover these activities. If our patents expire, or we are unable to secure and maintain patent protection for any product or technology we develop, or if the scope of the patent protection secured is not sufficiently broad, our competitors could develop and commercialize products and technology similar or identical to ours, and our ability to commercialize any product candidates we may develop may be adversely affected. Patents have a limited lifespan. In the United States, 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 such as patent term adjustments and/or extensions, may be available, but the life of a patent, and the protection it affords, is limited. We have

exclusive licenses under the Nirogacestat License Agreement to patent rights in the United States and numerous foreign jurisdictions relating to nirogacestat. In addition, we have developed and exclusively own a portfolio of granted and pending patents in the United States and foreign jurisdictions. In the United States, we have numerous issued patents protecting nirogacestat with the latest expiring in 2043. We have exclusive licenses under the Mirdametinib License Agreement to patent rights in the United States and numerous foreign jurisdictions relating to mirdametinib. In addition, we have developed and exclusively own a portfolio of granted and pending patents in the United States and foreign jurisdictions. In the United States, we have several issued patents protecting mirdametinib with the latest expiring in 2044. Our earliest patents may expire before, or soon after, either product candidate achieves marketing approval in the United States or foreign jurisdictions. We also intend to rely on orphan drug exclusivity to market our lead products. Once the patent life has expired, we may be open to competition from competitive products, including generics. As a result, our patent portfolio may not provide us with sufficient rights to exclude others from commercializing products similar or identical to ours. The expiration of the patents covering our lead product candidates, and our inability to secure additional patent protection, could also have a material adverse effect on our business, results of operations, financial condition and prospects.

The patenting process is expensive and time-consuming, and we may not be able to file and prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. In addition, we may not pursue or obtain patent protection in all relevant markets. It is also possible that we will fail to identify patentable aspects of our research and development output before it is too late to obtain patent protection. Moreover, in some circumstances, we may not have the right to control the preparation, filing and prosecution of patent applications, or to maintain the patents, covering technology that we license from or license to third parties and are reliant on our licensors or licensees.

The strength of patents in the biopharmaceutical field involves complex legal and scientific questions and can be uncertain. The patent applications that we own or in-license now or in the future may fail to result in issued patents with claims that cover our product candidates or uses thereof in the United States or in other foreign countries. Even if the patents do successfully issue, third parties may challenge the validity, enforceability or scope thereof, which may result in such patents being narrowed, invalidated or held unenforceable. Furthermore, even if they are unchallenged, the patents and patent applications covering our product candidates may not adequately protect our intellectual property or prevent others from designing around our claims. If the breadth or strength of protection provided by the patents we hold with respect to our product candidates is threatened, it could dissuade companies from collaborating with us to develop, and threaten our ability to commercialize, our product candidates. Further, if we encounter delays in our clinical trials, the period of time during which we could market our product candidates under patent protection would be reduced.

Since patent applications in the United States and most other countries are confidential for a period of time after filing, there is no certainty that any patent application related to a product candidate was the first to be filed. Furthermore, for U.S. applications in which at least one claim is entitled to a priority date before March 16, 2013, an interference proceeding can be provoked by a third party or instituted by the U.S. Patent and Trademark Office, or USPTO, to determine who was the first to invent any of the subject matter covered by the patent claims of an application.

We cannot be certain that we are the first to invent any inventions covered by a pending patent application and, if we are not, we could be subject to priority disputes. We may be required to disclaim part or all of the term of certain patents or all of the term of certain patent applications. There may be prior art of which we are not aware that may affect the validity or enforceability of a patent claim. There also may be prior art of which we are aware, but which we do not believe affects the validity or enforceability of a claim, which may, nonetheless, ultimately be found to affect the validity or enforceability of a claim. No assurance can be given that if challenged, our patents would be declared by a court to be valid or enforceable or that even if found valid and enforceable, a competitor's technology or product would be found by a court to infringe our patents. We may analyze patents or patent applications of our competitors that we believe are relevant to our activities and consider that we are free to operate in relation to our product candidates, but our competitors may achieve issued claims, including in patents we consider to be unrelated, which block our efforts or may potentially result in our product candidates or our activities infringing such claims. The possibility exists that others will develop products which have the same effect as our products on an independent basis which do not infringe our patents or other intellectual property rights or will design around the claims of patents that we have had issued that cover our products. In addition, some of our patent applications and patents may cover inventions owned jointly by us and our collaborators. There can be no assurance that we and our collaborators will agree upon matters related to patent filing and prosecution strategy required to execute an effective patent strategy or that decisions made by our collaborators will be consistent with our goals for protecting our solely owned intellectual property.

Recent or future patent reform legislation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents. Under the enacted Leahy-Smith America Invents Act, or America Invents Act, enacted in 2013, the United States moved from a "first-to-invent" to a "first-to-file" system. Under a "first-to-file" system, assuming the other requirements for patentability are met, the first inventor to file a patent application

generally will be entitled to a patent on the invention regardless of whether another inventor had made the invention earlier. The America Invents Act includes a number of other significant changes to U.S. patent law, including provisions that affect the way patent applications are prosecuted, redefine prior art and establish a new post-grant review system. The effects of these changes are currently unclear as the USPTO only recently developed new regulations and procedures in connection with the America Invents Act and many of the substantive changes to patent law, including the "first-to-file" provisions, only became effective in March 2013. In addition, the courts have yet to address many of these provisions and the applicability of the act and new regulations on specific patents discussed herein have not been determined and would need to be reviewed. However, the America Invents Act and its implementation could increase the uncertainties and costs surrounding the prosecution of any patent applications and the enforcement or defense of our issued patents, all of which could have a material adverse effect on our business and financial condition.

The degree of future protection for our proprietary rights is uncertain because legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep our competitive advantage. For example:

- others may be able to make or use compounds that are similar to the compositions of our product candidates but that are not covered by the claims of our patents;
- the active ingredients in our current product candidates will eventually become commercially available in generic drug products, and no patent protection may be available with regard to formulation or method of use;
- a company or its licensor, as the case may be, may fail to meet its obligations to the U.S. government in regard to any in-licensed patents and patent applications funded by U.S. government grants, leading to the loss of patent rights;
- such company or its licensors, as the case may be, might not have been the first to file patent applications for these inventions;
- others may independently develop similar or alternative technologies or duplicate any of our technologies;
- it is possible that a pending patent applications will not result in issued patents;
- it is possible that there are prior public disclosures that could invalidate our or our licensors' patents, as the case may be, or parts of our or their patents;
- it is possible that others may circumvent our owned or in-licensed patents;
- it is possible that there are unpublished applications or patent applications maintained in secrecy that may later issue with claims covering our products or technology similar to ours;
- the laws of foreign countries may not protect our or our licensors', as the case may be, proprietary rights to the same extent as the laws of the United States;
- the claims of our owned or in-licensed issued patents or patent applications, if and when issued, may not cover our product candidates;
- our owned or in-licensed issued patents may not provide us with any competitive advantages, may be narrowed in scope, or be held invalid or unenforceable as a result of legal challenges by third parties;
- the inventors of owned or in-licensed patents or patent applications may become involved with competitors, develop products or processes which design around our patents, or become hostile to us or the patents or patent applications on which they are named as inventors;
- it is possible that owned or in-licensed patents or patent applications omit individual(s) that should be listed as inventor(s) or include individual(s) that should not be listed as inventor(s), which may cause these patents or patents issuing from these patent applications to be held invalid or unenforceable;
- we have engaged in scientific collaborations in the past, and will continue to do so in the future. Such collaborators may develop adjacent or competing products to ours that are outside the scope of our patents;
- we may not develop additional proprietary technologies for which we can obtain patent protection;
- it is possible that product candidates we develop may be covered by third parties' patents or other exclusive rights; or
- the patents of others may have an adverse effect on our business.

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

In addition to patent protection, we rely heavily upon know-how and trade secret protection, as well as non-disclosure agreements and invention assignment agreements with our employees, consultants and third parties, to protect our confidential and proprietary information, especially where we do not believe patent protection is appropriate or obtainable. In addition to contractual measures, we try to protect the confidential nature of our proprietary information using physical and technological security measures. Such measures may not, for example, in the case of misappropriation of a trade secret by an employee or third party with authorized access, provide adequate protection for our proprietary information. Our security measures may not prevent an employee or consultant from misappropriating our trade secrets and providing them to a competitor, and recourse we take against such misconduct may not provide an adequate remedy to protect our interests fully. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret can be difficult, expensive and time-consuming, and the outcome is unpredictable. In addition, trade secrets may be independently developed by others in a manner that could prevent legal

recourse by us. If any of our confidential or proprietary information, such as our trade secrets, were to be disclosed or misappropriated, or if any such information was independently developed by a competitor, our competitive position could be harmed.

In addition, courts outside the United States are sometimes less willing to protect trade secrets. If we choose to go to court to stop a third party from using any of our trade secrets, we may incur substantial costs. These lawsuits may consume our time and other resources even if we are successful. Although we take steps to protect our proprietary information and trade secrets, including through contractual means with our employees and consultants, third parties may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets or disclose our technology.

Thus, we may not be able to meaningfully protect our trade secrets. It is our policy to require our employees, consultants, outside scientific collaborators, sponsored researchers and other advisors to execute confidentiality agreements upon the commencement of employment or consulting relationships with us. These agreements provide that all confidential information concerning our business or financial affairs developed or made known to the individual or entity during the course of the party's relationship with us is to be kept confidential and not disclosed to third parties except in specific circumstances. In the case of employees, the agreements provide that all inventions conceived by the individual, and which are related to our current or planned business or research and development or made during normal working hours, on our premises or using our equipment or proprietary information, are our exclusive property. In addition, we take other appropriate precautions, such as physical and technological security measures, to guard against misappropriation of our proprietary technology by third parties.

Third-party claims of intellectual property infringement may prevent or delay our product discovery and development efforts.

Our commercial success depends in part on our ability to develop, manufacture, market and sell our product candidates and use our proprietary technologies without infringing the proprietary rights of third parties. There is a substantial amount of litigation involving patents and other intellectual property rights in the biotechnology and pharmaceutical industries, as well as administrative proceedings for challenging patents, including interference, derivation, inter partes review, post grant review, and reexamination proceedings before the USPTO or oppositions and other comparable proceedings in foreign jurisdictions. We may be exposed to, or threatened with, future litigation by third parties having patent or other intellectual property rights alleging that our product candidates and/or proprietary technologies infringe their intellectual property rights. Numerous U.S. and foreign issued patents and pending patent applications, which are owned by third parties, exist in the fields in which we are developing our product candidates. As the biotechnology and pharmaceutical industries expand and more patents are issued, the risk increases that our product candidates may give rise to claims of infringement of the patent rights of others. Moreover, it is not always clear to industry participants, including us, which patents cover various types of drugs, products or their methods of use or manufacture. Thus, because of the large number of patents issued and patent applications filed in our fields, there may be a risk that third parties may allege they have patent rights encompassing our product candidates, technologies or methods.

If a third party claims that we infringe its intellectual property rights, we may face a number of issues, including, but not limited to:

- infringement and other intellectual property claims which, regardless of merit, may be expensive and time-consuming to litigate and may divert our management's attention from our core business;
- substantial damages for infringement, which we may have to pay if a court decides that the product candidate or technology at issue infringes on or violates the third party's rights, and, if the court finds that the infringement was willful, we could be ordered to pay treble damages and the patent owner's attorneys' fees;
- a court prohibiting us from developing, manufacturing, marketing or selling our product candidates, or from using our proprietary technologies, unless the third party licenses its product rights to us, which it is not required to do;
- if a license is available from a third party, we may have to pay substantial royalties, upfront fees and other amounts, and/or grant cross-licenses to intellectual property rights for our products; and
- redesigning our product candidates or processes so they do not infringe, which may not be possible or may require substantial monetary expenditures and time.

Some of our competitors may be able to sustain the costs of complex patent litigation more effectively than we can because they have substantially greater resources. In addition, any uncertainties resulting from the initiation and continuation of any litigation could have a material adverse effect on our ability to raise the funds necessary to continue our operations or could otherwise have a material adverse effect on our business, results of operations, financial condition and prospects.

Third parties may assert that we are employing their proprietary technology without authorization. Generally, conducting clinical trials and other development activities in the United States is protected under the Safe Harbor exemption as set forth in

35 U.S.C. §271. If any of our product candidates are approved by the FDA, third parties may then seek to enforce their patent by filing a patent infringement lawsuit against us. While we do not believe that any claims of such patent that could otherwise materially adversely affect commercialization of our product candidates, if approved, are valid and enforceable, we may be incorrect in this belief, or we may not be able to prove it in a litigation. In this regard, patents issued in the United States by law enjoy a presumption of validity that can be rebutted only with evidence that is "clear and convincing," a heightened standard of proof. There may be third-party patents of which we are currently unaware with claims to materials, formulations, methods of manufacture or methods for treatment related to the use or manufacture of our product candidates. Because patent applications can take many years to issue, there may be currently pending patent applications which may later result in issued patents that our product candidates may infringe. In addition, third parties may obtain patents in the future and claim that use of our technologies infringes upon these patents. If any third-party patents were held by a court of competent jurisdiction to cover the manufacturing process of our product candidates, constructs or molecules used in or formed during the manufacturing process, or any final product itself, the holders of any such patents may be able to block our ability to commercialize the product candidate unless we obtained a license under the applicable patents, or until such patents expire or they are finally determined to be held invalid or unenforceable. Similarly, if any third-party patent were held by a court of competent jurisdiction to cover aspects of our formulations, processes for manufacture or methods of use, the holders of any such patent may be able to block our ability to develop and commercialize the product candidate unless we obtained a license or until such patent expires or is finally determined to be held invalid or unenforceable. In either case, such a license may not be available on commercially reasonable terms or at all. If we are unable to obtain a necessary license to a third-party patent on commercially reasonable terms, or at all, our ability to commercialize our product candidates may be impaired or delayed, which could in turn significantly harm our business. Even if we obtain a license, it may be non-exclusive, thereby giving our competitors access to the same technologies licensed to us. In addition, if the breadth or strength of protection provided by our patents and any patent applications is threatened, it could dissuade companies from collaborating with us to license, develop or commercialize current or future product candidates.

Parties making claims against us may seek and obtain injunctive or other equitable relief, which could effectively block our ability to further develop and commercialize our product candidates. Defense of these claims, regardless of their merit, would involve substantial litigation expense and would be a substantial diversion of employee resources from our business. In the event of a successful claim of infringement against us, we or our licensors may have to pay substantial damages, including treble damages and attorneys' fees for willful infringement, obtain one or more licenses from third parties, pay royalties or redesign our infringing products, which may be impossible or require substantial time and monetary expenditure. We cannot predict whether any such license would be available at all or whether it would be available on commercially reasonable terms. Furthermore, even in the absence of litigation, we may need to obtain licenses from third parties to advance our research or allow commercialization of our product candidates. We may fail to obtain any of these licenses at a reasonable cost or on reasonable terms, if at all. In that event, we would be unable to further develop and commercialize our product candidates, which could harm our business significantly.

Third parties may assert that our employees, consultants, collaborators or partners have wrongfully used or disclosed confidential information or misappropriated trade secrets.

As is common in the biotechnology and pharmaceutical industries, we employ individuals who were previously employed at universities or other biopharmaceutical or pharmaceutical companies, including our competitors or potential competitors. Although no claims against us are currently pending, and although we try to ensure that our employees and consultants 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 our employees, consultants or independent contractors have inadvertently or otherwise used or disclosed intellectual property, including trade secrets or other proprietary information, of a former employer or other third parties. Litigation may be necessary to defend against these claims. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Even if we are successful in defending against such claims, litigation or other legal proceedings relating to intellectual property claims may cause us to incur significant expenses and could distract our technical and management personnel from their normal responsibilities. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments, 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. This type of litigation or proceeding could substantially increase our operating losses and reduce our resources available for development activities. We may not have sufficient financial or other resources to adequately conduct such litigation or proceedings. Some of our competitors may be able to sustain the costs of such litigation or proceedings more effectively than we can because of their substantially greater financial resources. Uncertainties resulting from the initiation and continuation of patent litigation or other intellectual property related proceedings could adversely affect our ability to compete in the marketplace.

We may not be successful in obtaining or maintaining necessary rights to develop any future product candidates on acceptable terms.

Because our programs may involve additional product candidates that may require the use of proprietary rights held by third parties, the growth of our business may depend in part on our ability to acquire, in-license or use these proprietary rights.

Our product candidates may also require specific formulations to work effectively and these rights may be held by others. We may develop products containing our compounds and pre-existing pharmaceutical compounds. We may be unable to acquire or in-license any compositions, methods of use, processes or other third-party intellectual property rights from third parties that we identify as necessary or important to our business operations. We may fail to obtain any of these licenses at a reasonable cost or on reasonable terms, if at all, which could harm our business. We may need to cease use of the compositions or methods covered by such third-party intellectual property rights and may need to seek to develop alternative approaches that do not infringe on such intellectual property rights which may entail additional costs and development delays, even if we were able to develop such alternatives, which may not be feasible. 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. In that event, we may be required to expend significant time and resources to develop or license replacement technology.

Additionally, we sometimes collaborate with academic institutions to accelerate our preclinical research or development under written agreements with these institutions. In certain cases, these institutions may provide us with an option to negotiate a license to any of the institution's rights in technology resulting from the collaboration. Regardless of such option, we may be unable to negotiate a license within the specified timeframe or under terms that are acceptable to us. If we are unable to do so, the institution may offer the intellectual property rights to others, potentially blocking our ability to pursue our program. If we are unable to successfully obtain rights to required third-party intellectual property or to maintain the existing intellectual property rights we have, we may have to abandon development of such program and our business and financial condition could suffer.

The licensing and acquisition of third-party intellectual property rights is a competitive area, and companies, which may be more established, or have greater resources than we do, may also be pursuing strategies to license or acquire third-party intellectual property rights that we may consider necessary or attractive in order to commercialize our product candidates. More established companies may have a competitive advantage over us due to their size, cash resources and greater clinical development and commercialization capabilities. There can be no assurance that we will be able to successfully complete such negotiations and ultimately acquire the rights to the intellectual property surrounding the additional product candidates that we may seek to acquire.

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

Competitors may infringe our patents or the patents of our licensors. To counter infringement or unauthorized use, we may be required to file infringement claims, which can be expensive and time-consuming. In addition, in an infringement proceeding, a court may decide that one or more of our patents is not valid or is unenforceable or may refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover the technology in question. An adverse result in any litigation or defense proceedings could put one or more of our patents at risk of being invalidated, held unenforceable or interpreted narrowly and could put any patent applications at risk of not issuing. Defense of these claims, regardless of their merit, would involve substantial litigation expense and would be a substantial diversion of employee resources from our business.

We may choose to challenge the patentability of claims in a third party's U.S. patent by requesting that the USPTO review the patent claims in an ex-parte re-exam, inter partes review or post-grant review proceedings. These proceedings are expensive and may consume our time or other resources. We may choose to challenge a third party's patent in patent opposition proceedings in the European Patent Office, or EPO, or other foreign patent offices. The costs of these opposition proceedings could be substantial and may consume our time or other resources. If we fail to obtain a favorable result at the USPTO, EPO or other foreign patent offices, then we may be exposed to litigation by a third party alleging that the patent may be infringed by our product candidates or proprietary technologies.

In addition, because some patent applications in the United States may be maintained in secrecy until the patents are issued, patent applications in the United States and in many foreign jurisdictions are typically not published until 18 months after filing, and publications in the scientific literature often lag behind actual discoveries, we cannot be certain that others have not filed patent applications for technology covered by issued patents or any pending applications, or that we or, if applicable, a licensor were the first to invent the technology. Our competitors also may have filed, and may in the future file, patent applications covering our products or technology similar to ours. Any such patent application may have priority over our patents or any patent applications, which could require us to obtain rights to issued patents covering such technologies. If another party has filed a U.S. patent application on inventions similar to those owned by or in-licensed to us, we or, in the case of in-licensed

technology, the licensor may have to participate in an interference proceeding declared by the USPTO to determine priority of invention in the United States. If we or one of our licensors is a party to an interference proceeding involving a U.S. patent application on inventions owned by or in-licensed to us, we may incur substantial costs, divert management's time and expend other resources, even if we are successful.

Interference proceedings provoked by third parties or brought by the USPTO may be necessary to determine the priority of inventions with respect to our patents or any patent applications or those of our licensors. An unfavorable outcome could result in a loss of our current patent rights and 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 harmed if the prevailing party does not offer us a license on commercially reasonable terms. Litigation or interference proceedings may result in a decision adverse to our interests and, even if we are successful, may result in substantial costs and distract our management and other employees. We may not be able to prevent, alone or with our licensors, misappropriation of our trade secrets or confidential information, particularly in countries where the laws may not protect those rights as fully as in the United States.

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 such litigation. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock.

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

Periodic maintenance fees on any issued patent are due to be paid to the USPTO and foreign patent agencies in several stages over the lifetime of the patent. The USPTO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other provisions during the patent application process and following the issuance of a patent. While an inadvertent lapse can in many 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 abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. Non-compliance events that could result in abandonment or lapse of a patent or patent application include, but are not limited to, failure to respond to official actions within prescribed time limits, non-payment of fees and failure to properly legalize and submit formal documents. In such an event, our competitors might be able to enter the market, which would have a material adverse effect on our business.

Issued patents covering our product candidates could be found invalid or unenforceable if challenged in court or the USPTO.

If we or one of our licensing partners initiate legal proceedings against a third party to enforce a patent covering one of our product candidates, the defendant could counterclaim that the patent covering our product candidate, as applicable, is invalid and/or unenforceable. In patent litigation in the United States, defendant counterclaims alleging invalidity and/or unenforceability are commonplace, and there are numerous grounds upon which a third party can assert invalidity or unenforceability of a patent. Third parties may also raise similar claims before administrative bodies in the United States or abroad, even outside the context of litigation. Such mechanisms include re-examination, post grant review, and equivalent proceedings in foreign jurisdictions (e.g., opposition proceedings). Such proceedings could result in revocation or amendment to our patents in such a way that they no longer cover our product candidates. The outcome following legal assertions of invalidity and unenforceability is unpredictable. With respect to validity, for example, we cannot be certain that there is no invalidating prior art, of which we, our patent counsel and the patent examiner were unaware during prosecution. If a defendant were to prevail on a legal assertion of invalidity and/or unenforceability, or if we are otherwise unable to adequately protect our rights, we would lose at least part, and perhaps all, of the patent protection on our product candidates. Such a loss of patent protection could have a material adverse impact on our business and our ability to commercialize or license our technology and product candidates.

Changes in patent law in the United States and in ex-U.S. jurisdictions could diminish the value of patents in general, thereby impairing our ability to protect our products.

As is the case with other biopharmaceutical companies, our success is heavily dependent on intellectual property, particularly patents. Obtaining and enforcing patents in the biopharmaceutical industry involve both technological and legal complexity, and is therefore costly, time-consuming and inherently uncertain. In addition, the United States has recently enacted, and is

currently implementing, wide-ranging patent reform legislation. Recent U.S. Supreme Court rulings have narrowed the scope of patent protection available in certain circumstances and weakened the rights of patent owners in certain situations. In addition to increasing uncertainty with regard to our ability to obtain patents in the future, this combination of events has created uncertainty with respect to the value of patents, once obtained. Depending on decisions by the U.S. Congress, the federal courts and the USPTO, the laws and regulations governing patents could change in unpredictable ways that would weaken our ability to obtain new patents or to enforce our existing patents and patents that we might obtain in the future. We cannot predict how these decisions or any future decisions by the courts, the U.S. Congress or the USPTO may impact the value of our patents. Similarly, any adverse changes in the patent laws of other jurisdictions could have a material adverse effect on our business and financial condition.

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

Filing, prosecuting and defending patents on product candidates in all countries throughout the world is expensive. While certain of our licensed patents, including patents covering our lead product candidates, have been issued in major markets and other countries, our intellectual property rights in some countries outside the United States can be less extensive than those in the United States. In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as federal and state laws in the United States. Consequently, we may not be able to prevent third parties from practicing our inventions in all countries outside the United States, or from selling or importing products made using our inventions in and into the United States or other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own products and, further, may export otherwise infringing products to territories where we have patent protection but where enforcement is not as strong as that in the United States. These products may compete with our products in jurisdictions where we do not have any issued patents and our patent claims or other intellectual property rights may not be effective or sufficient to prevent them from competing.

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

If we do not obtain patent term extension and data exclusivity for any product candidates we may develop, our business may be materially harmed.

Depending upon the timing, duration and specifics of any FDA marketing approval of any product candidates we may develop, one or more of our U.S. patents may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Action of 1984, or Hatch-Waxman Amendments. The Hatch-Waxman Amendments permit a patent extension term of up to five years as compensation for patent term lost during the FDA regulatory review process. A patent term extension cannot extend the remaining term of a patent beyond a total of 14 years from the date of product approval, only one patent may be extended and only those claims covering the approved drug, a method for using it or a method for manufacturing it may be extended. However, we may not be granted an extension because of, for example, failing to exercise due diligence during the testing phase or regulatory review process, failing to apply within applicable deadlines, failing to apply prior to expiration of relevant patents or otherwise failing to satisfy applicable requirements. Moreover, the applicable time period or the scope of patent protection afforded could be less than we request. If we are unable to obtain patent term extension or term of any such extension is less than we request, our competitors may obtain approval of competing products following our patent expiration, and our business, financial condition, results of operations and prospects could be materially 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 trademarks or 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 or may be forced to stop using these names, which we need for name recognition by potential partners or customers in our markets of interest. If we are unable

to establish name recognition based on our trademarks and trade names, we may not be able to compete effectively and our business may be adversely affected.

Risks related to government regulation

The regulatory approval process for our product candidates in the United States, the European Union, and other jurisdictions is currently uncertain and will be lengthy, time-consuming and inherently unpredictable and we may experience significant delays in the clinical development and regulatory approval, if any, of our product candidates.

The research, testing, manufacturing, labeling, approval, selling, import, export, marketing and distribution of drug products are subject to extensive regulation by the FDA in the United States, the EMA in the European Union, or EU, and comparable foreign regulatory authorities. We are not permitted to market any product in any jurisdiction until we receive marketing approval from the appropriate regulatory authority. In the United States, an NDA must include extensive preclinical and clinical data and supporting information to establish that the product candidate is safe, pure and potent for each desired indication. An NDA must also include significant information regarding the chemistry, manufacturing and controls for the product, and the manufacturing facilities must complete a successful pre-approval inspection.

The FDA may also require a panel of experts, referred to as an Advisory Committee, to deliberate on the adequacy of the safety and efficacy data to support approval. The opinion of the Advisory Committee, although not binding, may have a significant impact on our ability to obtain approval of any product candidates that we develop based on the completed clinical trials.

In addition, clinical trials can be delayed or terminated for a variety of reasons, including delays or failures related to:

- obtaining regulatory authorization to begin a clinical trial, if applicable;
- the availability of financial resources to begin and complete the planned trials;
- reaching agreement on acceptable terms with prospective CROs and clinical trial sites, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and clinical trial sites;
- obtaining approval at each clinical trial site by an independent IRB or ethics committee;
- recruiting suitable patients to participate in a clinical trial in a timely manner;
- having patients complete a clinical trial or return for post-treatment follow-up;
- clinical trial sites deviating from clinical trial protocol, not complying with GCP requirements or dropping out of a trial;
- the availability of materials or manufacturing slots for the products needed for our clinical trials, as a result of the ongoing global and regional conflicts and resulting heightened economic sanctions from the United States, which could lead to delays in these trials; We could face higher costs or reduced availability of supplies, materials, components, or services for product candidates in the United States, the European Union, and other jurisdictions;
- addressing any patient safety concerns that arise during the course of a clinical trial;
- addressing any conflicts with new or existing laws or regulations;
- adding new clinical trial sites; or
- manufacturing qualified materials under cGMP regulations for use in clinical trials.

Patient enrollment is a significant factor in the timing of clinical trials and is affected by many factors. Further, a clinical trial may be suspended or terminated by us, the IRBs for the institutions in which such clinical trials are being conducted, or the FDA, EMA or comparable foreign regulatory authorities, or recommended for suspension or termination by the DSMB for such clinical trial, 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 clinical trial sites by the FDA, EMA or comparable foreign regulatory authorities resulting in the imposition of a clinical hold, unforeseen safety issues or adverse side effects, failure to demonstrate a benefit from using a product candidate, changes in governmental regulations or administrative actions or lack of adequate funding to continue the clinical trial. If we experience termination of, or delays in the completion of, any clinical trial of our product candidates, the commercial prospects for our product candidates will be harmed, and our ability to generate product revenue will be delayed. In addition, any delays in completing any clinical trials will increase our costs, slow down our product development and approval process and jeopardize our ability to commence product sales and generate revenue.

The FDA, EMA or comparable foreign regulatory authorities may disagree with our regulatory plan for our product candidates.

The general approach for FDA approval of a new drug is dispositive data from one or more well-controlled Phase 3 clinical trials of the product candidate in the relevant patient population. Phase 3 clinical trials typically involve a large number of patients, have significant costs and take years to complete.

Our clinical trial results may not support approval of our product candidates. In addition, our product candidates could fail to receive regulatory approval, or regulatory approval could be delayed, for many reasons, including the following:

- the FDA, EMA or comparable foreign regulatory authorities may disagree with the dosing regimen, design or implementation of our clinical trials;
- we may be unable to demonstrate to the satisfaction of the FDA, EMA or comparable foreign regulatory authorities that our product candidates are safe and effective for any of their proposed indications;
- the results of clinical trials may not meet the level of statistical significance required by the FDA, EMA or comparable foreign regulatory authorities for approval;
- we may be unable to demonstrate that our product candidates' clinical and other benefits outweigh their safety risks;
- the FDA, EMA or comparable foreign regulatory authorities may disagree with our interpretation of data from preclinical studies or clinical trials;
- the data collected from clinical trials of our product candidates may not be sufficient to the satisfaction of the FDA, EMA or comparable foreign regulatory authorities to support the submission of an NDA or other comparable submission in foreign jurisdictions or to obtain regulatory approval in the United States or elsewhere;
- the FDA, EMA or comparable foreign regulatory authorities may 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, EMA or comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval.

We may seek regulatory approval of our product candidates based on an interim analysis conducted of a registrational trial, particularly if the interim analysis is statistically significant for the primary endpoint and the safety data demonstrate an acceptable safety and tolerability profile. The results of any such interim analysis would be discussed with the FDA at a pre-NDA meeting to assess the adequacy of the data to support the submission of an NDA; however, if the FDA does not agree that the interim analysis provides a sufficient basis for regulatory approval, we would not submit an NDA until the conclusion of such registrational trial.

Breakthrough Therapy Designation or Fast Track Designation from the FDA may not actually lead to a faster development or regulatory review or approval process.

The FDA has granted Fast Track Designation and Breakthrough Therapy Designation for nirogacestat for the treatment of adult patients with progressive, unresectable, recurrent or refractory desmoid tumors or deep fibromatosis, and has granted Fast Track Designation for mirdametinib for the treatment of patients at least two years of age with NF1-associated inoperable PN that are progressing or causing significant morbidity. We may seek Breakthrough Therapy Designation or Fast Track Designation for our other product candidates.

If a product is intended for the treatment of a serious or life-threatening condition and the product demonstrates the potential to address unmet medical needs for this condition, the product sponsor may apply for Fast Track Designation. The FDA has broad discretion whether or not to grant this designation, so even if we believe one of our product candidates is eligible for this designation, we cannot assure you that the FDA would decide to 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 withdraw Fast Track Designation if it believes that the designation is no longer supported by data from our clinical development program.

A breakthrough therapy is defined as a product that is intended, alone or in combination with one or more other products, to treat a serious or life-threatening disease or condition, and preliminary clinical evidence indicates that the product may demonstrate substantial improvement over existing therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development. For products that have been designated as breakthrough therapies, 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.

Designation as a breakthrough therapy 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. In any event, the receipt of a Breakthrough Therapy Designation may not result in a faster development process, review or approval compared to products 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 product no longer meets the conditions for qualification and rescind the Breakthrough Therapy Designation.

The results of clinical trials conducted at clinical trial sites outside the United States might not be accepted by the FDA, and data developed outside of a foreign jurisdiction similarly might not be accepted by such foreign regulatory authority.

Some of the prior clinical trials for our product candidates were conducted outside the United States, and we intend to conduct additional clinical trials outside the United States. Although the FDA, EMA or comparable foreign regulatory authorities may accept data from clinical trials conducted outside the relevant jurisdiction, acceptance of these data is subject to certain conditions. For example, the FDA requires that the clinical trial must be well designed and conducted and performed by qualified investigators in accordance with ethical principles such as IRB or ethics committee approval and informed consent, the trial population must adequately represent the U.S. population, and the data must be applicable to the U.S. population and U.S. medical practice in ways that the FDA deems clinically meaningful. In addition, while these clinical trials are subject to the applicable local laws, acceptance of the data by the FDA will be dependent upon its determination that the trials were conducted consistent with all applicable U.S. laws and regulations. There can be no assurance that the FDA will accept data from trials conducted outside of the United States as adequate support of a marketing application. Similarly, we must also ensure that any data submitted to foreign regulatory authorities adheres to their standards and requirements for clinical trials and there can be no assurance a comparable foreign regulatory authority would accept data from trials conducted outside of its jurisdiction.

Our relationships with healthcare providers and physicians and third-party payors will be subject to applicable anti-kickback, fraud and abuse and other healthcare laws and regulations, which could expose us to criminal sanctions, civil penalties, contractual damages, reputational harm and diminished profits and future earnings.

Healthcare providers, physicians and third-party payors in the United States and elsewhere play a primary role in the recommendation and prescription of pharmaceutical products. Arrangements with third-party payors and customers can expose pharmaceutical manufacturers to broadly applicable fraud and abuse and other healthcare laws and regulations, including, without limitation, the federal Anti-Kickback Statute, or AKS, and the federal False Claims Act, or FCA, which may constrain the business or financial arrangements and relationships through which such companies sell, market and distribute pharmaceutical products. In particular, the research of our product candidates, as well as the promotion, sales and marketing of healthcare items and services, as well as certain business arrangements in the healthcare industry, are subject to extensive laws designed to prevent fraud, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, structuring and commission(s), certain customer incentive programs and other business arrangements generally. Activities subject to these laws also involve the improper use of information obtained in the course of patient recruitment for clinical trials. For more information, see the section titled “Business – Other healthcare laws” in this Form 10-K.

The distribution of pharmaceutical products is subject to additional requirements and regulations, including extensive record-keeping, licensing, storage and security requirements intended to prevent the unauthorized sale of pharmaceutical products. Pharmaceutical companies may also be subject to federal consumer protection and unfair competition laws, which broadly regulate marketplace activities and activities that potentially harm consumers.

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 continue to closely scrutinize interactions between healthcare companies and healthcare providers, which has led to a number of investigations, prosecutions, convictions and settlements in the healthcare industry. Ensuring business arrangements comply with applicable healthcare laws, as well as responding to possible investigations by government authorities, can be time and resource-consuming and can divert a company’s attention from the business.

It is possible that governmental and enforcement authorities will conclude that our business practices may not comply with current or future statutes, regulations or case law interpreting applicable fraud and abuse or other healthcare laws and regulations. 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, fines, disgorgement, imprisonment, 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. Further, if any of the physicians or other healthcare providers or entities with whom we expect to do business is found to be not in compliance with applicable laws, they may be subject to significant criminal, civil or

administrative sanctions, including exclusions from government funded healthcare programs. Any action for violation of these laws, even if successfully defended, could cause a biopharmaceutical manufacturer to incur significant legal expenses and divert management's attention from the operation of the business. Prohibitions or restrictions on sales or withdrawal of future marketed products could materially affect business in an adverse way.

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

Obtaining and maintaining regulatory approval of our product candidates in one jurisdiction does not guarantee that we will be able to obtain or maintain regulatory approval in any other jurisdiction, while a failure or delay in obtaining regulatory approval in one jurisdiction may have a negative effect on the regulatory approval process in others. For example, even though the FDA granted marketing approval of OGSIVEO for the treatment of adults with progressing desmoid tumors requiring systemic therapy and marketing approval of GOMEKLI for the treatment of adult and pediatric patients two years of age and older with NF1 who have symptomatic PN not amenable to complete resection, the EMA or comparable foreign regulatory authorities must also approve the manufacturing, marketing and promotion of the product candidate in those countries, and we may be unable to obtain such additional approvals. 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 trials conducted in one jurisdiction may not be accepted by regulatory authorities in other jurisdictions. In many jurisdictions outside the United States, a product candidate must be approved for reimbursement before it can be approved for sale in that jurisdiction. In some cases, the price that we intend to charge for our products is also subject to approval.

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

Even if we receive regulatory approval of any product candidates, 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 product candidates.

Our approved products and any product candidates which receive approval in the future are and will be subject to ongoing regulatory requirements for manufacturing, labeling, packaging, storage, advertising, promotion, sampling, record-keeping, conduct of post-marketing studies and submission of safety, efficacy and other post-marketing information, including both federal and state requirements in the United States and requirements of comparable foreign regulatory authorities. In addition, we will be subject to continued compliance with cGMP and GCP requirements for any clinical trials that we conduct post-approval.

Manufacturers and manufacturers' facilities are required to comply with extensive FDA, EMA and comparable foreign regulatory authority requirements, including ensuring that quality control and manufacturing procedures conform to cGMP regulations and applicable product tracking and tracing requirements. As such, we and our contract manufacturers will be subject to continual review and inspections to assess compliance with cGMP and adherence to commitments made in any NDA, BLA, or other marketing application and previous responses to inspection observations. Accordingly, we and others with whom we work must continue to expend time, money and effort in all areas of regulatory compliance, including manufacturing, production and quality control.

Any regulatory approvals that we receive for our product candidates may be subject to limitations on the approved indicated uses for which the product may be marketed or to the conditions of approval, or contain requirements for potentially costly post-marketing testing, including Phase 4 clinical trials and surveillance to monitor the safety and efficacy of the product candidate. Additionally, under FDORA, sponsors of approved drugs and biologics must provide 6 months' notice to the FDA of any changes in marketing status, such as the withdrawal of a drug, and failure to do so could result in the FDA placing the product on a list of discontinued products, which would revoke the product's ability to be marketed. The FDA may also require a risk evaluation and mitigation strategies, or REMS, program as a condition of approval of our product candidates, which could entail requirements for long-term patient follow-up, a medication guide, physician communication plans or additional elements to ensure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. In addition, if the FDA, EMA or a comparable foreign regulatory authority approves our product candidates, we will have to comply with requirements including submissions of safety and other post-marketing information and reports and registration.

The FDA may impose consent decrees or withdraw approval if compliance with regulatory requirements and standards is not maintained or if problems occur after the product reaches the market. Later discovery of previously unknown problems with our product candidates, including adverse events of unanticipated severity or frequency, or with our third-party manufacturers or manufacturing processes, or failure to comply with regulatory requirements, may result in revisions to the approved labeling to add new safety information, imposition of post-marketing studies or clinical trials to assess new safety risks or imposition of distribution restrictions or other restrictions under a REMS program. Other potential consequences include, among other things:

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

The FDA strictly regulates marketing, labeling, advertising and promotion of products that are placed on the market. Products may be promoted only for the approved indications and in accordance with the provisions of the approved label. Certain endpoint data we hope to include in any approved product labeling also may not make it into such labeling, including exploratory or secondary endpoint data such as patient-reported outcome measures, which could impact our ability to promote products for which we obtain approval. The policies of the FDA, EMA and comparable foreign regulatory authorities may change and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of our product candidates. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the United States or abroad. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose any marketing approval that we may have obtained and we may not achieve or sustain profitability.

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

The success of our approved products and product candidates, if approved, depends on the availability of coverage and adequate reimbursement from third-party payors. We cannot be sure that coverage and reimbursement will be available for, or accurately estimate the potential revenue from, our product candidates or assure that coverage and reimbursement will be available for any product that we may develop. For more information, see the section titled "*Business – Coverage, pricing and reimbursement*" in this Form 10-K.

Patients who are provided medical treatment for their conditions generally rely on third-party payors to reimburse all or part of the costs associated with their treatment. Coverage and adequate reimbursement from governmental healthcare programs, such as Medicare and Medicaid, and commercial payors is critical to new product acceptance.

Government authorities and other third-party payors, such as private health insurers and health maintenance organizations, decide which drugs and treatments they will cover and the amount of reimbursement.

In the United States, no uniform policy of coverage and reimbursement for products exists among third-party payors. As a result, obtaining coverage and reimbursement approval of a product from a government or other third-party payor is a time-consuming and costly process that could require us to provide to each payor supporting scientific, clinical and cost-effectiveness data for the use of our products on a payor-by-payor basis, with no assurance that coverage and adequate reimbursement will be obtained. Even if we obtain coverage for a given product, the resulting reimbursement payment rates might not be adequate for us to achieve or sustain profitability or may require co-payments that patients find unacceptably high. Additionally, third-party payors may not cover, or provide adequate reimbursement for, long-term follow-up evaluations required following the use of product candidates, once approved. Patients are unlikely to use our product candidates, once approved, unless coverage is provided and reimbursement is adequate to cover a significant portion of their cost. There is significant uncertainty related to insurance coverage and reimbursement of newly approved products. It is difficult to predict at this time what third-party payors will decide with respect to the coverage and reimbursement for our product candidates.

Net prices for drugs may be reduced by mandatory discounts or rebates required by government healthcare programs or private payors and by any future relaxation of laws that presently restrict imports of drugs from countries where they may be sold at lower prices than in the United States. Increasingly, third-party payors are requiring that drug companies provide them with predetermined discounts from list prices and are challenging the prices charged for medical products. We cannot be sure that reimbursement will be available for any product candidate that we commercialize and, if reimbursement is available, the level of reimbursement. In addition, many pharmaceutical manufacturers must calculate and report certain price reporting metrics to

the government, such as average manufacturer price, average sales price and best price. Penalties may apply in some cases when such metrics are not submitted accurately and timely. Further, these prices for drugs may be reduced by mandatory discounts or rebates required by government healthcare programs. Payment methodologies may be subject to changes in healthcare legislation and regulatory initiatives.

Moreover, increasing efforts by governmental and other third-party payors in the United States and abroad to cap or reduce healthcare costs may cause such organizations to limit both coverage and the level of reimbursement for newly approved products and, as a result, they may not cover or provide adequate payment for our product candidates. There has been increasing legislative and enforcement interest in the United States with respect to specialty drug pricing practices.

Ongoing healthcare legislative and regulatory reform measures may have a material adverse effect on our business and results of operations.

Changes in regulations, statutes or the interpretation of existing regulations could impact our business in the future by requiring, for example: (i) changes to our manufacturing arrangements; (ii) additions or modifications to product labeling; (iii) the recall or discontinuation of our products; or (iv) additional record-keeping requirements. If any such changes were to be imposed, they could adversely affect the operation of our business. For more information, see the section titled "*Business – Current and future legislation*" in this Form 10-K.

We cannot predict the initiatives that may be adopted in the future. The continuing efforts of the government, insurance companies, managed care organizations and other payors of healthcare services to contain or reduce costs of healthcare and/or impose price controls may adversely affect:

- the demand for our product candidates, if we obtain regulatory approval;
- our ability to set a price that we believe is fair for our approved products;
- our ability to generate revenue and achieve or maintain profitability;
- the level of taxes that we are required to pay; and
- the availability of capital.

Any reduction in reimbursement from Medicare or other government programs may result in a similar reduction in payments from private payors, which may adversely affect our future profitability.

Individual states in the United States have also increasingly passed legislation and implemented regulations designed to control pharmaceutical product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. See "—Coverage and reimbursement may be limited or unavailable in certain market segments for our approved products and product candidates, if approved, which could make it difficult for us to sell any product candidates profitably."

These laws, and future state and federal healthcare reform measures may be adopted in the future, any of which may result in additional reductions in Medicare and other healthcare funding and otherwise affect the prices we may obtain for any of our product candidates for which we may obtain regulatory approval or the frequency with which any such product candidate is prescribed or used.

Existing regulatory policies may change, and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of our product candidates.

In June 2024, the U.S. Supreme Court overruled the Chevron doctrine, which gives deference to regulatory agencies' statutory interpretations in litigation against federal government agencies, such as the FDA, where the law is ambiguous. This decision may result in more lawsuits against the FDA to challenge longstanding decisions and policies of the FDA, which could undermine the FDA's authority, lead to uncertainties in the industry, and disrupt the FDA's normal operations, any of which could delay the FDA's review of our regulatory submissions. We cannot predict the full impact of this decision, future judicial challenges brought against the FDA, or the nature or extent of government regulation that may arise from future legislation or administrative action. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, our business, financial condition and results of operations could be negatively affected.

If we fail to comply with our reporting and payment obligations under the Medicaid Drug Rebate program or other governmental pricing programs, 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.

We participate in the Medicaid Drug Rebate program, the 340B drug pricing program, and the VA's FSS pricing program. Under the Medicaid Drug Rebate program, we are required to pay a rebate to each state Medicaid program for our covered outpatient drugs that are dispensed to Medicaid beneficiaries and paid for by a state Medicaid program as a condition of having federal funds being made available to the states for our drugs under Medicaid and Medicare Part B. Those rebates are based on pricing data reported by us on a monthly and quarterly basis to CMS, the federal agency that administers the Medicaid Drug Rebate program. These data include the average manufacturer price and, in the case of innovator products, the best price for each drug which, in general, represents the lowest price available from the manufacturer to any entity in the United States in any pricing structure, calculated to include all sales and associated rebates, discounts and other price concessions. Our failure to comply with these price reporting and rebate payment obligations could negatively impact our financial results.

The ACA made significant changes to the Medicaid Drug Rebate program. CMS issued a final regulation, which became effective on April 1, 2016, to implement the changes to the Medicaid Drug Rebate program under the ACA. The issuance of the final regulation has increased and will continue to increase our costs and the complexity of compliance, has been and will continue to be time-consuming to implement, and could have a material adverse effect on our results of operations, particularly if CMS challenges the approach we take in our implementation of the final regulation.

Federal law requires that any company that participates in the Medicaid Drug Rebate program 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 and Medicare Part B. The 340B program requires participating manufacturers to agree to charge statutorily defined covered entities no more than the 340B "ceiling price" for the manufacturer's covered outpatient drugs. 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 average manufacturer price and Medicaid rebate amount for the covered outpatient drug as calculated under the Medicaid Drug Rebate program, and in general, products subject to Medicaid price reporting and rebate liability are also subject to the 340B ceiling price calculation and discount requirement. Any additional future changes to the definition of average manufacturer price and the Medicaid rebate amount under the ACA, other legislation, or in regulation could affect our 340B ceiling price calculations and negatively impact our results of operations.

The Health Resources and Services Administration, or HRSA, which administers the 340B program, issued a final regulation regarding the calculation of the 340B ceiling price and the imposition of civil monetary penalties on manufacturers that knowingly and intentionally overcharge covered entities, which became effective on January 1, 2019. We also are required to report our 340B ceiling prices to HRSA on a quarterly basis. Implementation of the civil monetary penalties regulation and the issuance of any other final regulations and guidance could affect our obligations under the 340B program in ways we cannot anticipate. In addition, legislation may be introduced that, if passed, would further expand the 340B program to additional covered entities or would require participating manufacturers to agree to provide 340B discounted pricing on drugs used in the inpatient setting.

Pricing and rebate calculations vary across products and programs, are complex, and are often subject to interpretation by us, governmental or regulatory agencies and the courts. In the case of our Medicaid pricing data, if we become aware that our reporting for a prior quarter was incorrect, or has changed as a result of recalculation of the pricing data, we are obligated to resubmit the corrected data for up to three years after those data originally were due. Such restatements and recalculations increase our costs for complying with the laws and regulations governing the Medicaid Drug Rebate program and could result in an overage or underage in our rebate liability for past quarters. Price recalculations also may affect the ceiling price at which we are required to offer our products under the 340B program or could require us to issue refunds to 340B covered entities.

Significant civil monetary penalties can be applied if we are found to have knowingly submitted any false pricing information to CMS, or if we fail to submit the required price data on a timely basis. Such conduct also could be grounds for CMS to terminate our Medicaid drug rebate agreement, in which case federal payments may not be available under Medicaid or Medicare Part B for our covered outpatient drugs. Significant civil monetary penalties also can be applied if we are found to have knowingly and intentionally charged 340B covered entities more than the statutorily mandated ceiling price. We cannot assure you that our submissions will not be found by CMS or HRSA to be incomplete or incorrect.

In order to be eligible to have our products paid for with federal funds under the Medicaid and Medicare Part B programs and purchased by certain federal agencies and grantees, as noted above, we participate in the VA's FSS pricing program. As part of this program, we are obligated 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 (the VA, U.S. Department of Defense, or DOD, Public Health Service, and the U.S. Coast Guard). The FCP is based on the Non-Federal Average Manufacturer Price, or Non-FAMP, which we 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 penalties for each item of false information. These obligations also contain extensive disclosure and certification requirements.

We also participate in the Tricare Retail Pharmacy program, under which we pay quarterly rebates on utilization of innovator products 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 are required to list our covered products on a Tricare Agreement in order for these products to be eligible for DOD formulary inclusion. If we overcharge the government in connection with our FSS contract or Tricare Agreement, whether due to a misstated FCP or otherwise, we are required to refund the difference to the government. Failure to make necessary disclosures and/or to identify contract overcharges can result in allegations against us under the FCA 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.

Off-label use or misuse of our products may harm our reputation in the marketplace or result in injuries that lead to costly product liability suits.

We have received regulatory approval to market OGSIVEO for the treatment of adults with progressing desmoid tumors in adults requiring systemic therapy and regulatory approval to market GOMEKLI for the treatment of adult and pediatric patients two years of age and older with NF1 who have symptomatic PN not amenable to complete resection. We may only promote or market OSGIVEO, GOMEKLI, and our other product candidates, if approved by the FDA, for their specifically approved indications and in a manner consistent with the approved labeling. We will train our marketing and sales force against promoting our product candidates for uses outside of the approved indications for use, known as "off-label uses." We cannot, however, prevent a physician from using our products off-label, when in the physician's independent professional medical judgment, he or she deems it appropriate. Furthermore, the use of our products for indications other than those approved by the FDA may not effectively treat such conditions. Any such off-label use of our product candidates could harm our reputation in the marketplace among physicians and patients. There may also be increased risk of injury to patients if physicians attempt to use our products for any off-label uses, which could lead to product liability suits that that might require significant financial and management resources and that could harm our reputation. Additionally, the FDA imposes stringent restrictions on manufacturers' communications regarding off-label uses and if we, or our collaborators, do not promote our products, if approved, in a manner consistent with the approved labeling, we, or they, may be subject to warnings or enforcement action for off-label marketing. Violation of the Federal Food, Drug, and Cosmetic Act and other statutes, including the FCA, relating to the promotion and advertising of prescription drugs may lead to investigations or allegations of violations of federal and state healthcare fraud and abuse laws and state consumer protection laws.

Disruptions at the FDA, the SEC and other government agencies caused by funding shortages, global health concerns or significant leadership, personnel and policy changes, could hinder their ability to hire and retain key leadership and other personnel, or otherwise prevent new or modified products from being developed, approved or commercialized in a timely manner or at all, 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.

Currently, federal agencies in the United States are operating under a continuing resolution that is set to expire on March 14, 2025. Without appropriation of additional funding to federal agencies, our business operations related to our product development activities for the U.S. market could be impacted. The ability of the FDA to review and approve new products can be affected by a variety of factors, including government budget and funding levels, ability to hire and retain key personnel and accept the payment of user fees, and statutory, regulatory, and policy changes, and other events that may otherwise affect the FDA's ability to perform routine functions. Average review times at the agency have fluctuated in recent years as a result. In addition, government funding of the SEC and other government agencies on which our operations may rely, including those that fund research and development activities, is subject to the political process, which is inherently fluid and unpredictable.

Disruptions at the FDA and other agencies may also slow the time necessary for new drugs to be reviewed and/or approved by necessary government agencies, which would adversely affect our business. For example, in recent years, including in 2018 and 2019, the U.S. government shut down several times and certain regulatory agencies, such as the FDA and the SEC, had to furlough critical employees and stop critical activities. During the COVID-19 public health emergency, a number of companies announced receipt of complete response letters due to the FDA's inability to complete required inspections for their applications. Currently, federal agencies in the U.S. are operating under a continuing resolution that is set to expire on March 14, 2025. A prolonged government shutdown, significant leadership, personnel, and/or policy changes, or other substantial modification in agency activities (including due to global health concerns or geopolitical factors) could significantly impact the ability of the FDA to timely review and process our regulatory submissions, which could have a material adverse effect on our business. Further, in our operations as a public company, future government shutdowns or delays could impact our ability to access the public markets and obtain necessary capital in order to properly capitalize and continue our operations.

EU drug marketing and reimbursement regulations may materially affect our ability to market and receive coverage for our products in the European member states.

We intend to seek approval to market our product candidates in both the United States and in selected foreign jurisdictions. If we obtain approval in one or more foreign jurisdictions for our product candidates, we will be subject to rules and regulations in those jurisdictions. In some foreign countries, particularly those in the EU, the pricing of drugs is subject to governmental control and other market regulations which could put pressure on the pricing and usage of our product candidates. In these countries, pricing negotiations with governmental authorities can take considerable time after obtaining marketing approval of a product candidate. In addition, market acceptance and sales of our product candidates will depend significantly on the availability of adequate coverage and reimbursement from third-party payors for our product candidates and may be affected by existing and future healthcare reform measures.

Much like the AKS prohibition in the United States, the provision of benefits or advantages to physicians to induce or encourage the prescription, recommendation, endorsement, purchase, supply, order or use of medicinal products is also prohibited in the EU. The provision of benefits or advantages to physicians is governed by the national anti-bribery and other laws of EU Member States, and operations in the United Kingdom would be subject to relevant United Kingdom laws, including the United Kingdom Bribery Act 2010. Infringement of these laws could result in substantial fines and imprisonment.

Payments made to physicians in certain EU Member States must be publicly disclosed. Moreover, agreements with physicians often must be the subject of prior notification and approval by the physician's employer, his or her competent professional organization and/or the regulatory authorities of the individual EU Member States. These requirements are provided in the national laws, industry codes or professional codes of conduct, applicable in the EU Member States. Failure to comply with these requirements could result in reputational risk, public reprimands, administrative penalties, fines or imprisonment.

In addition, in most foreign countries, including the European Economic Area, or EEA, the proposed pricing for a drug must be approved before it may be lawfully marketed. The requirements governing drug pricing and reimbursement vary widely from country to country. For example, the EU provides options for its member states to restrict the range of medicinal products for which their national health insurance systems provide reimbursement and to control the prices of medicinal products for human use. Reference pricing used by various EU member states and parallel distribution, or arbitrage between low-priced and high-priced member states, can further reduce prices. A member state may approve a specific price for the medicinal product or it may instead adopt a system of direct or indirect controls on the profitability of the company placing the medicinal product on the market. In some countries, we may be required to conduct a clinical study or other studies that compare the cost-effectiveness of any of our product candidates to other available therapies in order to obtain or maintain reimbursement or pricing approval. There can be no assurance that any country that has price controls or reimbursement limitations for biopharmaceutical products will allow favorable reimbursement and pricing arrangements for any of our products. Historically, products launched in the EU do not follow price structures of the United States and generally prices tend to be significantly lower. Publication of discounts by third-party payors or authorities may lead to further pressure on the prices or reimbursement levels within the country of publication and other countries. If pricing is set at unsatisfactory levels or if reimbursement of our products is unavailable or limited in scope or amount, our revenues from sales and the potential profitability of any of our product candidates in those countries would be negatively affected. Moreover, if the current conflict between Russia and Ukraine expands into the region, there is the potential for us to face higher costs or reduced availability of materials or manufacturing slots for product candidates in the EU and other jurisdictions.

We may incur substantial costs in our efforts to comply with evolving global data protection laws and regulations, and any failure or perceived failure by us to comply with such laws and regulations may harm our business and operations.

We collect, store, process and transmit sensitive data, including legally protected health information, or PHI, personally identifiable information, intellectual property and proprietary business information. As we seek to expand our business, we are, and will increasingly become, subject to numerous state, federal and foreign laws, regulations and standards, as well as contractual obligations, relating to the collection, use, retention, security, disclosure, transfer and other processing of sensitive and personal information in the jurisdictions in which we operate. In many cases, these laws, regulations and standards apply not only to third-party transactions, but also to transfers of information between or among us, our subsidiaries and other parties with which we have commercial relationships. These laws, regulations and standards may be interpreted and applied differently over time and from jurisdiction to jurisdiction, and it is possible that they will be interpreted and applied in ways that will materially and adversely affect our business, financial condition and results of operations. The regulatory framework for data privacy, data security and data transfers worldwide is rapidly evolving, and there has been an increasing focus on privacy and data protection issues with the potential to affect our business, and as a result, interpretation and implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future. Any failure or perceived failure by us to comply with any of these laws and regulations could result in enforcement actions against us, including fines, imprisonment of company officials and public censure, claims for damages by affected individuals, damage to our reputation and loss of

goodwill, any of which could have a material adverse effect on our business, financial condition, results of operations and prospects.

In addition, many states in which we operate have laws that protect the privacy and security of sensitive and personal information. Certain state laws may be more stringent or broader in scope, or offer greater individual rights, with respect to sensitive and personal information than federal, international or other state laws, and such laws may differ from each other, which may complicate compliance efforts. Where state laws are more protective than HIPAA, we must comply with the state laws we are subject to, in addition to HIPAA. In certain cases, it may be necessary for us to modify our planned operations and procedures to comply with these more stringent state laws. Further, in some cases where we process sensitive and personal information of individuals from numerous states, we may find it necessary to comply with the most stringent state laws applicable to any of the information. The California Consumer Privacy Act, or CCPA, created individual privacy rights for California consumers (as defined in the law) and places increased privacy and security obligations on entities handling personal data of consumers or households. The CCPA requires covered companies to provide certain disclosures to consumers about its data collection, use and sharing practices, and to provide affected California residents with ways to opt-out of certain sales or transfers of personal information. Further, the California Privacy Rights Act, or CPRA amended the CCPA and created additional obligations with respect to processing and storing personal information. Similar laws have been passed and proposed in numerous other states and certain states have also passed laws specifically regulating health information (such as Washington's My Health My Data Act) or other specific categories of personal information, such as biometric information. We will continue to monitor developments related to the CPRA and anticipate additional costs and expenses associated with compliance.

In addition to our operations in the United States, which may be subject to healthcare and other laws relating to the privacy and security of health information and other personal information, we may seek to conduct clinical trials in EEA/UK and may become subject to additional European data privacy laws, regulations and guidelines. Where we conduct clinical trials and enroll subjects in our ongoing or future clinical trials in the European Economic Area, or EEA or in the United Kingdom, or UK, we may be subject to European data protection regulations which include additional privacy restrictions. The collection, use, storage, disclosure, transfer, or other processing of personal data regarding individuals in the EEA and UK, including personal health data, is subject to the EU General Data Protection Regulation, or EU GDPR, with respect to the EEA and the UK General Data Protection Regulation and UK Data Protection Act 2018 with respect to the UK, or UK GDPR, and collectively with the EU GDPR referred to as the "GDPR" in this document unless specified otherwise. The GDPR is wide-ranging in scope and imposes numerous requirements on companies that process personal data, including requirements relating to processing of special categories of personal data (such as health data), relying on a legal basis or condition for processing personal data, where required obtaining consent of the individuals to whom the personal data relates, providing information to individuals regarding data processing activities, conducting privacy impact assessments for "high risk" processing, implementing safeguards to protect the security and confidentiality of personal data, implementing limitations on the retention of personal data, providing mandatory notification of data breaches, and taking certain measures when engaging third-party processors. The GDPR also imposes strict rules on the transfer of personal data to countries outside the EEA and UK to non-adequate territories, including the United States in certain circumstances unless derogation exists or a valid GDPR transfer mechanism (for example, the EC approved Standard Contractual Clauses, or SCCs, and the UK International Data Transfer Agreement/Addendum, or UK IDTA) have been put in place. Where relying on the SCCs /UK IDTA for data transfers, we may also be required to carry out transfer impact assessments to assess whether the recipient is subject to local laws which allow public authority access to personal data. Failure to comply with the GDPR, and any supplemental EEA Member State or UK national data protection laws which may apply by virtue of the location of the individuals whose personal data we collect, may result in substantial penalties, including potential fines of up to €20 million (£17.5 million for the UK GDPR) or 4% of annual global revenues for the preceding financial year, whichever is greater. The GDPR also confers a private right of action on data subjects and consumer associations to lodge complaints with supervisory authorities, seek judicial remedies, and obtain compensation for damages resulting from violations of the GDPR. The GDPR increases our responsibility and liability in relation to personal data that we process where such processing is subject to the GDPR, and requires us to put in place additional mechanisms to ensure compliance with the GDPR, including as implemented by individual countries. Compliance with the GDPR will be a rigorous and time-intensive process that may increase our cost of doing business or require us to change our business practices, and despite those efforts, there is a risk that we may be subject to fines and penalties, litigation, and reputational harm in connection with our European activities.

Although the EU GDPR and the UK GDPR currently impose substantially similar obligations, it is possible that over time the UK GDPR could become less aligned with the EU GDPR. The UK Government has introduced a Data Protection and Digital Information Bill to reform the UK data protection legal framework which failed in the UK legislative process. A new Data (Use and Access) Bill ("UK Bill") has been introduced into parliament. If passed, the final version of the UK Bill may have the effect of further altering the similarities between the UK and EEA data protection regime and threaten the UK Adequacy Decision from the EC. Further, this may lead to additional compliance costs and could increase our overall risk. In addition, EEA Member States have adopted national laws which may partially deviate from the EU GDPR, and the competent authorities in the EEA Member States may interpret EU GDPR obligations slightly differently from country to country, such that we do not expect to operate in a uniform legal landscape in the EEA. Also, as it relates to processing and transfer of genetic data, the GDPR specifically allows national laws to impose additional and more specific requirements or restrictions, and European laws

have historically differed quite substantially in this field, leading to additional uncertainty. The possible divergence in the future creates additional regulatory challenges and uncertainties for us. The lack of clarity on future UK laws and regulations and their interaction with EU laws and regulations could add legal risk, uncertainty, complexity and compliance cost to the handling of European personal data and our privacy and data security compliance.

We expect that we will continue to face uncertainty as to whether our efforts to comply with any obligations under European privacy laws will be sufficient. If we are investigated by a European data protection authority, we may face fines and other penalties. Any such investigation or charges by European data protection authorities could have a negative effect on our existing business and on our ability to attract and retain new clients or biopharmaceutical partners. We may also experience hesitancy, reluctance or refusal by European or multi-national clients or biopharmaceutical partners to continue to use our products and solutions due to the potential risk exposure as a result of the current (and, in particular, future) data protection obligations imposed on them by certain data protection authorities in interpretation of current law, including the GDPR. Such clients or biopharmaceutical partners may also view any alternative approaches to compliance as being too costly, too burdensome, too legally uncertain or otherwise objectionable and therefore decide not to do business with us. Any of the forgoing could materially harm our business, prospects, financial condition and results of operations.

All of these evolving compliance and operational requirements impose significant costs, such as costs related to organizational changes, implementing additional protection technologies, training employees and engaging consultants and legal advisors, which are likely to increase over time. In addition, such requirements may require us to modify our data processing practices and policies, utilize management's time and/or divert resources from other initiatives and projects.

The use of new and evolving technologies, such as artificial intelligence, in our business may result in spending material resources and presents risks and challenges that can impact our business including by posing security and other risks to our confidential and/or proprietary information, including personal information, and as a result we may be exposed to reputational harm and liability.

We may use and integrate artificial intelligence into our business processes, and this innovation presents risks and challenges that could affect its adoption, and therefore our business. If we enable or offer solutions that draw controversy due to perceived or actual negative societal impact, we may experience brand or reputational harm, competitive harm or legal liability. The use of certain artificial intelligence technology can give rise to intellectual property risks, including compromises to proprietary intellectual property and intellectual property infringement. Additionally, we expect to see increasing government and supranational regulation related to artificial intelligence use and ethics, which may also significantly increase the burden and cost of research, development and compliance in this area. For example, the EU's Artificial Intelligence Act ("AI Act") — the world's first comprehensive AI law — which has entered into force on August 1, 2024 and most provisions of which will become effective on August 2, 2026. This legislation imposes significant obligations on providers and deployers of high-risk artificial intelligence systems, and encourages providers and deployers of artificial intelligence systems to account for EU ethical principles in their development and use of these systems. If we develop or use AI systems that are governed by the AI Act, it may necessitate ensuring higher standards of data quality, transparency, and human oversight, as well as adhering to specific and potentially burdensome and costly ethical, accountability, and administrative requirements. The rapid evolution of artificial intelligence will require the application of significant resources to design, develop, test and maintain our products and services to help ensure that artificial intelligence is implemented in accordance with applicable law and regulation and in a socially responsible manner and to minimize any real or perceived unintended harmful impacts. Our vendors may in turn incorporate artificial intelligence tools into their offerings, and the providers of these artificial intelligence tools may not meet existing or rapidly evolving regulatory or industry standards, including with respect to privacy and data security. Further, bad actors around the world use increasingly sophisticated methods, including the use of artificial intelligence, to engage in illegal activities involving the theft and misuse of personal information, confidential information and intellectual property. Any of these effects could damage our reputation, result in the loss of valuable property and information, cause us to breach applicable laws and regulations, and adversely impact our business.

Additional laws and regulations governing international operations could negatively impact or restrict our operations.

As we further expand our operations outside of the United States, we must dedicate additional resources to comply with numerous laws and regulations in each jurisdiction in which we plan to operate. The U.S. Foreign Corrupt Practices Act, or FCPA, prohibits any U.S. individual or business from paying, offering, authorizing payment or offering anything of value, directly or indirectly, to any foreign official, political party or candidate for the purpose of influencing any act or decision of any foreign entity in order to assist the individual or business in obtaining or retaining business. The FCPA also obligates companies whose securities are listed in the United States to comply with certain accounting provisions requiring us to maintain books and records that accurately and fairly reflect all transactions of the company, including international subsidiaries, and to devise and maintain an adequate system of internal accounting controls for international operations.

Compliance with the FCPA is expensive and difficult, particularly in countries in which corruption is a recognized problem. In addition, the FCPA presents particular challenges in the pharmaceutical industry, because in many countries hospitals are operated by the government, and doctors and other hospital employees are considered foreign officials. Certain payments to hospitals in connection with clinical trials and other work have been deemed to be improper payments to government officials and have led to FCPA enforcement actions.

Various laws, regulations and executive orders also restrict the use and dissemination outside of the United States, or the sharing with certain non-U.S. nationals, of information classified for national security purposes, as well as certain products and technical data relating to those products. If we expand our presence outside of the United States, it will require us to dedicate additional resources to comply with these laws, and these laws may preclude us from developing, manufacturing or selling certain products and product candidates outside of the United States, which could limit our growth potential and increase our development costs.

The failure to comply with laws governing international business practices may result in substantial civil and criminal penalties and suspension or debarment from government contracting. The SEC also may suspend or bar issuers from trading securities on U.S. exchanges for violations of the FCPA's accounting provisions.

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 of any such laws and regulations.

Among other matters, U.S. and foreign anti-corruption, anti-money laundering, export control, sanctions and other trade laws and regulations, which are collectively referred to as 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, and 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.

Risks related to managing business and operations

Public health outbreaks, epidemics and pandemics, such as the COVID-19 pandemic, could adversely impact our business, including our preclinical studies and clinical trials.

Public health outbreaks, epidemics and pandemics could adversely impact our business. For example, the novel strain of coronavirus, severe acute respiratory syndrome coronavirus 2, or SARS-CoV-2, identified in Wuhan, China in December 2019, and the resulting disease from SARS-CoV-2, or COVID-19, became a global pandemic. While we did not experience any material disruptions to the execution of the research and development activities that we currently have underway as a result of the pandemic, however with respect to any future epidemics, all of which remain uncertain and difficult to predict, we may continue to experience disruptions that could severely impact research and development, and commercialization timelines and outcomes, including, but not limited to:

- delays or difficulties in enrolling patients in our clinical trials;
- delays or difficulties in clinical site initiation, including difficulties in recruiting clinical site investigators and clinical site staff;
- diversion of healthcare resources away from the conduct of clinical trials, including the diversion of hospitals serving as our clinical trial sites and hospital staff supporting the conduct of our clinical trials;
- interruption of key clinical trial activities, such as clinical trial site data monitoring, due to limitations on travel imposed or recommended by federal, state or foreign governments, employers and others or interruption of clinical trial subject visits and study procedures (such as procedures that are deemed non-essential under law, regulation or institutional policies), which may impact the integrity of subject data and clinical study endpoints and the inability of patients to travel to trial sites or complete scheduled study visits;
- interruption or delays in the operations of the FDA or other regulatory authorities, which may impact review and approval timelines;
- interruption of, or delays in receiving, supplies of our product candidates from our contract manufacturing organizations due to staffing shortages, production slowdowns or stoppages and disruptions in delivery systems;

- interruptions in preclinical studies due to restricted or limited operations at our contracted research facilities;
- deterioration of worldwide credit and financial markets that could limit our ability to obtain external financing to fund our operations and capital expenditures;
- investment-related risks, including difficulties in liquidating investments due to current market conditions and adverse investment performance;
- limitations on employee resources that would otherwise be focused on the conduct of our research and development activities, including because of sickness of employees or their families or the desire of employees to avoid contact with large groups of people; and
- interruptions or limitations of the types described affecting our service providers and collaboration partners, including contract research organizations running clinical trials and collaboration partners sponsoring clinical trials in which we are supplying our product candidates or otherwise participating.

If we lose key management personnel, or if we fail to recruit additional highly skilled personnel, our ability to pursue our business strategy will be impaired, could result in loss of markets or market share and could make us less competitive.

Our ability to compete in the highly competitive biopharmaceutical industries depends upon our ability to attract and retain highly qualified managerial, scientific and medical personnel. We are highly dependent on our management, scientific and medical personnel, including Saqib Islam, our Chief Executive Officer, Frank Perier, our Chief Financial Officer, Bhavesh Ashar, our Chief Commercial Officer, Badreddin Edris, our Chief Operating Officer, James Cassidy, our Chief Medical Officer, Kristin Patterson, our Chief People Officer, Daniel Pichl, our General Counsel and Secretary, Herschel Weinstein, our Chief Technical Officer, Tai-An Lin, our Chief Scientific Officer, and Joe Zimmerman, our Chief Compliance and Privacy Officer. The loss of the services of any of our executive officers, other key employees, and other scientific and medical advisors, and our inability to find suitable replacements for these individuals, could harm our business.

Competition for skilled personnel in our industry is intense and may limit our ability to hire and retain highly qualified personnel on acceptable terms, in a timely manner or at all. To induce valuable employees to remain at our company, in addition to salary and cash incentives, we have provided equity incentive awards that vest over time, and from time to time we will consider additional forms of incentives given then-prevailing company circumstances and market conditions. The value to employees of restricted stock units and awards and stock options that vest over time may be significantly affected by movements in our stock price that are beyond our control, and may at any time be insufficient to counteract more lucrative offers from other companies. Despite our efforts to retain valuable employees, members of our management, scientific and development teams are at-will employees and may terminate their employment with us on short notice. We do not maintain "key man" insurance policies on the lives of these individuals or the lives of any of our other employees. Given the stage of our programs and our plans to expand operations, our success also depends on our ability to continue to attract, retain and motivate highly skilled junior, mid-level and senior personnel across our organization.

Our business could be negatively affected by cyber security threats.

A cyberattack or similar incident could occur and result in information theft, data corruption, operational disruption, damage to our reputation, or financial loss. We are increasingly dependent on information technology systems and infrastructure, including mobile technologies, to operate our business. Our technologies, systems, networks, or other proprietary information, and those of our vendors, suppliers and other business partners, may become the target of cyberattacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss, or destruction of proprietary and other information, or could otherwise lead to the disruption of our business operations. Cyberattacks are becoming more sophisticated and certain cyber incidents, such as surveillance, may remain undetected for an extended period and could lead to disruptions in critical systems or the unauthorized release of confidential or otherwise protected information. These events could lead to financial loss due to remedial actions, loss of business, disruption of operations, damage to our reputation, or potential liability. Our systems and insurance coverage for protecting against cybersecurity risks may not be sufficient. Furthermore, as cyberattacks continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any vulnerability to cyberattacks.

We are increasingly dependent on critical, complex, and interdependent information technology (IT) systems and data to operate our business. Any failure, inadequacy, interruption, or security lapse of that technology, including security attacks, incidents, and/or breaches, could harm our ability to operate our business effectively.

We have outsourced significant parts of our IT and business infrastructure to third-party providers, and we currently use these providers to perform critical IT and business services for us. We are therefore vulnerable to cybersecurity attacks and incidents on the associated networks and systems, whether they are managed by us directly or by the third parties with whom we contract, and we have experienced and may in the future experience such cybersecurity threats and attacks. The way we work continues to have and will likely continue to contain a significant remote component in most aspects of the business and we will

continue to factor this into our cybersecurity risk management strategy. In addition, due to our reliance on third-party providers, we have experienced and may in the future experience interruptions, delays, or outages related to IT service availability due to a variety of factors outside of our control, including technical failures, natural disasters, fraud, or security attacks experienced by or caused by these third-party providers. Interruptions in the service provided by these third-party providers could affect our ability to perform critical tasks.

As a global pharmaceutical company, our systems are subject to frequent cyber-attacks. Due to the nature of some of these attacks, there is a risk that they may remain undetected for a period of time. While we have invested in the protection of data and information technology, our efforts may not prevent service interruptions or security breaches (e.g., ransomware attacks). Any such interruption or breach of our systems could adversely affect our business operations and/or result in the loss of critical or sensitive confidential information or intellectual property, and could result in financial, legal, business, and reputational harm to us. We maintain cyber liability insurance; however, this insurance may not be sufficient to cover the financial, legal, business, or reputational losses that may result from an interruption or breach of our systems.

Despite the implementation of security technical and organizational measures, our internal computer systems, and those of third parties with which we contract, are vulnerable to damage from security incidents, breaches, and/or attacks (e.g., ransomware, computer viruses, worms, and other destructive or disruptive software), unauthorized access, natural disasters, terrorism, war, and telecommunication and electrical failures. System failures, accidents, or security attacks and/or breaches of our systems could result in operational interruptions and/or a material disruption of our clinical and commercialization activities and business operations, in addition to possibly requiring substantial expenditures of resources to remedy. The loss or compromised integrity of clinical trial data could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. To the extent that any systems disruptions, security incidents, or security breaches were to result in a loss of, damage to, or compromised integrity of our data or applications, or inappropriate disclosure of confidential or proprietary information, we could incur liability and our product research, development, and commercialization efforts could be disrupted or delayed. In addition, we may not have adequate insurance coverage to provide compensation for any losses associated with such events.

We could be subject to risks caused by misappropriation, misuse, leakage, falsification, or intentional or accidental disclosure or loss of information maintained in the information systems and networks of our company, including personal information of our personnel. In addition, outside parties may attempt to penetrate our systems or those of our vendors or fraudulently induce our personnel or personnel of our vendors to disclose sensitive information to gain access to our data. Like other companies, we have on occasion, and will continue to experience, threats to our data and systems, including malicious codes and viruses, and other security incidents, breaches, and attacks. The number and complexity of these threats continue to increase over time. Although we have experienced some of the events described above, to date, they have not had a material impact on our operations. Still, the occurrence of any of the events described above in the future could disrupt our business operations and result in enforcement actions or liability, including potential fines and penalties, claims for damages, and shareholder litigation.

Security incidents could also include supply chain attacks which, if successful, could cause a delay in the manufacturing of our product or drug candidates. Our key business partners face similar risks, and any security breach of their systems could adversely affect our security posture. In addition, our increased use of cloud technologies could heighten these and other operational risks, and any failure by cloud technology service providers to adequately safeguard their systems and prevent cyber-attacks, could disrupt our operations and result in misappropriation, corruption, or loss of confidential or proprietary information.

Finally, as we increase our commercial activities and our brand becomes more widely known and recognized, we may become a more attractive target for malicious third parties. If a material breach of our security or that of our third-party providers occurs, the market perception of the effectiveness of our security measures could be harmed, we could lose business and our reputation and credibility could be damaged. We could be required to expend significant amounts of money and other resources to repair or replace information assets and/or information systems. We could also be required to change third-party providers and/or products at significant cost. Although we develop and maintain systems and controls designed to prevent these events from occurring, and we have a process to identify and mitigate threats, the development and maintenance of these systems, controls and processes are costly and require ongoing monitoring and updating as technologies change and efforts to overcome security measures become more sophisticated. Moreover, despite our efforts, the possibility of these events occurring cannot be eliminated entirely. Any breach of our security measures by third-party actions, employee negligence and/or error, malfeasance, defects, or compromise of the confidentiality, integrity or availability of our data could result in:

- severe harm to our reputation or brand, or a material and adverse effect on the overall market perception of our technical and organizational measures to protect the confidentiality, integrity, and availability of our information;

- individual and/or class action lawsuits, which could result in financial judgments against us potentially causing us to incur legal fees and costs;
- legal or regulatory enforcement action, which could result in fines and/or penalties and which would cause us to incur legal fees and costs; and/or
- additional costs associated with responding to business interruption or security incidents and/or breaches, such as investigative and remediation costs, the costs of providing individuals and/or data owners with notice of the breach, legal fees, the costs of any additional fraud or cyber detection activities, or the costs of prolonged system disruptions or shutdowns.

Any of these events could materially adversely impact our business and results of operations.

Our employees, independent contractors, consultants, academic collaborators, partners and vendors may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements.

We are exposed to the risk of employee fraud or other illegal activity by our employees, independent contractors, consultants, academic collaborators, partners and vendors. Misconduct by these parties could include intentional, reckless and/or negligent conduct that fails to comply with the laws of the FDA, EMA and comparable foreign regulatory authorities, provide true, complete and accurate information to the FDA, EMA and comparable foreign regulatory authorities, comply with manufacturing standards we have established, comply with healthcare fraud and abuse laws in the United States and similar foreign fraudulent misconduct laws, or report financial information or data accurately or to disclose unauthorized activities to us. If we obtain FDA approval of any of our product candidates and begin commercializing those products in the United States, our potential exposure under such laws will increase significantly, and our costs associated with compliance with such laws are also likely to increase. These laws may impact, among other things, our current activities with principal investigators and research patients, as well as proposed and future sales, marketing and education programs. We have adopted a code of business conduct and ethics, but it is not always possible to identify and deter misconduct by our employees, independent contractors, consultants, academic collaborators, partners and vendors, and the precautions we take to detect and prevent such activities may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to comply with these laws or regulations. If any actions are instituted against us and we are not successful in defending ourselves or asserting our rights, those actions could result in the imposition of civil, criminal and administrative penalties, damages, monetary fines, imprisonment, disgorgement, possible exclusion from participation in government healthcare programs, 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, contractual damages, reputational harm, diminished profits and future earnings and the curtailment of our operations.

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

We are subject to numerous environmental, health and safety laws and regulations, including those governing the handling, use, storage, treatment and disposal of hazardous materials and wastes. Our development activities involve the use of biological and hazardous materials and can produce hazardous waste products. We cannot eliminate the risk of contamination or injury from these materials, which could cause an interruption of our commercialization efforts, research and development efforts and business operations, environmental damage resulting in costly clean-up and liabilities under applicable laws and regulations governing the use, storage, handling and disposal of these materials and specified waste products. Although we believe that the safety procedures utilized by our third-party manufacturers for handling and disposing of these materials generally comply with the standards prescribed by these laws and regulations, we cannot guarantee that this is the case or eliminate the risk of accidental contamination or injury from these materials. In such an event, we may be held liable for any resulting damages and such liability could exceed our resources and state or federal or other applicable authorities may curtail our use of certain materials and/or interrupt our business operations.

Furthermore, environmental laws and regulations are complex, change frequently and have tended to become more stringent. We cannot predict the impact of such changes and cannot be certain of our future compliance. In addition, we may incur substantial costs in order to comply with current or future environmental, health and safety laws and regulations. These current or future laws and regulations may impair our research, development or production efforts. Failure to comply with these laws and regulations also may result in substantial fines, penalties or other sanctions.

Although we maintain workers' compensation insurance to cover us for costs and expenses we may incur due to injuries resulting from the use of hazardous materials or other work-related injuries, this insurance may not provide adequate coverage against potential liabilities. We do not carry specific biological waste or hazardous waste insurance coverage, workers

compensation or property and casualty and general liability insurance policies that include coverage for damages and fines arising from biological or hazardous waste exposure or contamination.

Changes in tax law could adversely affect our business and financial condition.

The rules dealing with U.S. federal, state, and local income taxation are constantly under review by persons involved in the legislative process and by the Internal Revenue Service and the U.S. Treasury Department. Changes to tax laws (which changes may have retroactive application) could adversely affect us or holders of our common stock. In recent years, many such changes have been made and changes are likely to continue to occur in the future. Future changes in tax laws could have a material adverse effect on our business, cash flow, financial condition or results of operations. Shareholders should consult with their legal and tax advisers regarding the implications of potential changes in tax laws on an investment in our common stock.

Our ability to use our net operating loss carryforwards and certain tax credit carryforwards may be subject to limitation.

As of December 31, 2024, we had federal, state and city net operating loss carryforwards of $581.2 million, $425.7 million and $3.8 million, respectively, which are available to reduce future taxable income. Federal net operating loss carryforwards generated 2018 through 2024 of $576.9 million will be limited to offset 80% of taxable income for an indefinite period of time, until fully utilized. Federal net operating loss carryforwards of $4.3 million reported in 2017, and the state and city net operating loss carryforwards expire at various dates beginning 2032. We also have federal tax credits of $36.0 million, which may be used to offset future tax liabilities. These tax credit carryforwards will expire at various dates beginning in 2038.

Under Sections 382 and 383 of the Internal Revenue Code of 1986, or the Code, as amended, changes in our ownership may limit the amount of our net operating loss carryforwards and tax credit carryforwards that could be utilized annually to offset our future taxable income, if any. This limitation would generally apply in the event of a cumulative change in ownership of our company of more than 50% within a three-year period. Any such limitation may significantly reduce our ability to utilize our net operating loss carryforwards and tax credit carryforwards before they expire. Private placements and other transactions that have occurred since our inception, as well as our initial public offering, may trigger such an ownership change pursuant to Sections 382 and 383 of the Code. Any such limitation, whether as the result of the initial public offering, prior private placements, sales of our common stock by our existing stockholders or additional sales of our common stock by us, could have a material adverse effect on our results of operations in future years. Generally, under current law, federal net operating losses generated after December 31, 2017 are not subject to expiration and may not be carried back to prior taxable years. However, the Coronavirus Aid, Relief, and Economic Security Act, or CARES Act, suspended the 80% taxable income limitation for net operating losses generated in 2018, 2019, and 2020 to the extent these losses are exhausted during the special five-year carryback period or during the 2018, 2019 or 2020 tax years. Additionally, as noted above, for taxable years beginning after December 31, 2020, the CARES Act provisions no longer apply and the deductibility of such federal net operating losses is limited to 80% of our taxable income in any future taxable year.

Unfavorable global economic conditions could adversely affect our business, financial condition or results of operations.

Our results of operations could be adversely affected by general conditions in the global economy and in the global financial markets. Portions of our future clinical trials may be conducted outside of the United States and unfavorable economic conditions resulting in the weakening of the U.S. dollar would make those clinical trials more costly to operate. In addition, regarding the current conflicts in the Ukraine and the Middle East, while we do not have any clinical trial sites or operations in the currently affected regions, if the current conflict expands further into the region or continues, resulting heightened economic sanctions from the United States and the international community, in addition to environmental regulations, could limit our ability to procure or use certain materials or manufacturing slots for the products needed for our clinical trials, which could lead to delays in these trials. Furthermore, the most recent global financial crisis caused extreme volatility and disruptions in the capital and credit markets, and we have observed increased economic uncertainty in the United States and abroad.

Significant political, trade, or regulatory developments in the jurisdictions in which we sell our products, such as those stemming from the change in U.S. federal administration, are difficult to predict and may have a material adverse effect on us. Similarly, changes in U.S. federal policy that affect the geopolitical landscape could give rise to circumstances outside our control that could have negative impacts on our business operations. For example, on February 1, 2025, the U.S. imposed a 25% tariff on imports from Canada and Mexico, which were subsequently suspended for a period of one month, and a 10% additional tariff on imports from China. Historically, tariffs have led to increased trade and political tensions. In response to tariffs, other countries have implemented retaliatory tariffs on U.S. goods. Political tensions as a result of trade policies could reduce trade volume, investment, technological exchange and other economic activities between major international economies, resulting in a material adverse effect on global economic conditions and the stability of global financial markets. Any changes in political, trade, regulatory, and economic conditions, including U.S. trade policies, could have a material adverse effect on our financial condition or results of operations.

A severe or prolonged economic downturn (including inflation or uncertainty caused by political violence and chaos) could result in a variety of risks to our business, including a reduced ability to raise additional capital when needed on acceptable terms, if at all. A weak or declining economy or international trade disputes could also strain our suppliers, some of which are located outside of the United States, possibly resulting in supply disruption, including lack of renewals. Any of the foregoing could harm our business and we cannot anticipate all of the ways in which the current economic climate and financial market conditions could adversely impact our business.

Environmental, social and governance matters may impact our business and reputation.

In addition to the changing rules and regulations related to environmental, social and governance, or ESG, matters imposed by governmental and self-regulatory organizations, a variety of third-party organizations, institutional investors and customers evaluate the performance of companies on ESG topics, and the results of these assessments are widely publicized. These changing rules, regulations and stakeholder expectations have resulted in, and are likely to continue to result in, increased general and administrative expenses and increased management time and attention spent complying with or meeting such regulations and expectations. Reduced access to or increased cost of capital may occur as financial institutions and investors increase expectations related to ESG matters.

Developing and acting on initiatives within the scope of ESG, and collecting, measuring and reporting ESG-related information and metrics can be costly, difficult and time consuming and is subject to evolving reporting standards. We may also communicate certain initiatives and goals, regarding environmental matters, diversity, social investments and other ESG-related matters, in our SEC filings or in other public disclosures. These initiatives and goals within the scope of ESG could be difficult and expensive to implement, the technologies needed to implement them may not be cost effective and may not advance at a sufficient pace, and we could be criticized for the accuracy, adequacy or completeness of the disclosure. Furthermore, statements about our ESG-related initiatives and goals, and progress against those goals, may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve and assumptions that are subject to change in the future. In addition, we could be criticized for the scope or nature of such initiatives or goals, or for any revisions to these goals. If our ESG-related data, processes and reporting are incomplete or inaccurate, or if we fail to achieve progress with respect to our goals, including our previously announced commitments to reduce greenhouse gas emissions, within the scope of ESG on a timely basis, or at all, our reputation, business, financial performance and growth could be adversely affected. In addition, in recent years "anti-ESG" sentiment has gained momentum across the U.S., with several states and Congress having proposed or enacted "anti-ESG" policies, legislation, or initiatives or issued related legal opinions, and the President having recently issued an executive order opposing diversity equity and inclusion, or DEI, initiatives in the private sector. Such anti-ESG and anti-DEI-related policies, legislation, initiatives, litigation, legal opinions, and scrutiny could result in the Company facing additional compliance obligations, becoming the subject of investigations and enforcement actions, or sustaining reputational harm.

Risks related to a company's financial position and need for additional capital

The amount of our future losses is uncertain and our quarterly and annual operating results may fluctuate significantly or may fall below the expectations of investors or securities analysts, each of which may cause our stock price to fluctuate or decline.

Our quarterly and annual operating results may fluctuate significantly in the future due to a variety of factors, many of which are outside of our control and may be difficult to predict, including the following:

- the timing and success or failure of 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 partners;
- our ability to successfully recruit and retain subjects for clinical trials, and any delays caused by difficulties in such efforts;
- our ability to obtain marketing approval for our product candidates, and the timing and scope of any such approvals we may receive;
- the timing and cost of, and level of investment in, research and development activities relating to our product candidates, which may change from time to time;
- the cost of manufacturing our product candidates, which may vary depending on the quantity of production and the terms of our agreements with manufacturers;
- our ability to attract, hire and retain qualified personnel;
- expenditures that we will or may incur to develop additional product candidates;
- the level of demand for our product candidates should they receive approval, which may vary significantly;
- the timing and level of investment in commercialization efforts to support product candidates, both before and after regulatory approval is obtained;

- the risk/benefit profile, cost and reimbursement policies with respect to our product candidates if approved, and existing and potential future therapeutics that compete with our product candidates; and
- future accounting pronouncements or changes in our accounting policies.

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. 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 guidance we may provide.

Risks related to common stock

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

Our shares of common stock began trading on The Nasdaq Global Select Market on September 13, 2019. Given the limited trading history of our common stock, there is a risk that an active trading market for our shares will not be sustained, which could put downward pressure on the market price of our common stock and thereby affect the ability of our stockholders to sell their shares. Further, an inactive market may also impair our ability to raise capital by selling shares of our common stock and may impair our ability to enter into strategic partnerships or acquire companies or products by using our shares of common stock as consideration.

The price of our stock is and may continue to be volatile, and stockholders could lose all or part of their investment.

The trading price of our common stock has been and is likely to continue to be highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control and often unrelated or disproportionate to our financial performance, including limited trading volume. In addition to the factors discussed in this "Risk factors" section and elsewhere in this report, these factors include:

- our ability to commercialize OGSIVEO and GOMEKLI, including our ability to successfully establish and maintain commercial manufacturing and supply chains for OGSIVEO and GOMEKLI, and our expectations regarding the size and growth potential of the commercial markets for OGSIVEO and GOMEKLI;
- any delay in our regulatory filings for our product candidates and any adverse development or perceived adverse development with respect to the applicable regulatory authority's review of such filings, including without limitation the FDA's issuance of a "refusal to file" letter or a request for additional information;
- adverse results from or delays in future clinical trials;
- our decision to initiate a clinical trial, not to initiate a clinical trial or to terminate an existing clinical trial;
- adverse regulatory decisions, including failure to receive regulatory approval of our product candidates or any future product candidate;
- changes in laws or regulations applicable to our product candidates or any future product candidate, including but not limited to clinical trial requirements for approvals;
- changes in the structure of healthcare payment systems;
- adverse developments concerning our manufacturers;
- our inability to obtain adequate product supply for any approved product or inability to do so at acceptable prices;
- our inability to establish collaborations or partnerships, if needed;
- our failure to commercialize our product candidates, if approved;
- additions or departures of key medical, scientific or management personnel;
- unanticipated serious safety concerns related to the use of our product candidates;
- introduction of new products or services offered by us or our competitors;
- clinical trial results for other product candidates that could compete with our product candidates;
- announcements of significant acquisitions, strategic partnerships, joint ventures or capital commitments by us or our competitors;
- our ability to effectively manage our growth;
- actual or anticipated variations in quarterly operating results;
- our cash position;
- our failure to meet the estimates and projections of the investment community or that we may otherwise provide to the public;

- publication of research reports about us or our industry, or product candidates in particular, or positive or negative recommendations or withdrawal of research coverage by securities analysts;
- changes in the market valuations of similar companies;
- overall performance of the equity markets;
- sales of our common stock by us or our stockholders in the future;
- trading volume of our common stock;
- changes in accounting practices;
- ineffectiveness of our internal controls;
- disputes or other developments relating to proprietary rights, including patents, litigation matters and our ability to obtain patent protection for our technologies;
- significant lawsuits, including patent or stockholder litigation;
- general political and economic conditions; and
- other events or factors, many of which are beyond our control.

In addition, the stock market in general, and the market for biopharmaceutical companies in particular, have experienced extreme price and volume fluctuations resulting from the COVID-19 pandemic and other macroeconomic factors (including global conflicts and political instability) and have often been unrelated or disproportionate to the operating performance of these companies. Broad market and industry factors may negatively affect the market price of our common stock, regardless of our actual operating performance. If the market price of our common stock does not exceed a stockholder's purchase price, such stockholder may not realize any return on their investment in us and may lose some or all of their investment. In the past, securities class action litigation has often been instituted against companies following periods of volatility in the market price of a company's securities. This type of litigation, if instituted, could result in substantial costs and a diversion of management's attention and resources, which would harm our business, operating results or financial condition.

We incur significant costs as a result of operating as a public company, and our management is required to devote substantial time to new and existing compliance initiatives.

As a public company, we incur significant legal, accounting and other expenses. We are subject to the reporting requirements of the Exchange Act which require, among other things, that we file, with the SEC, annual, quarterly and current reports with respect to our business and financial condition. In addition, the Sarbanes-Oxley Act, as well as rules subsequently adopted by the SEC and Nasdaq to implement provisions of the Sarbanes-Oxley Act, impose significant requirements on public companies, including requiring establishment and maintenance of effective disclosure and financial controls and changes in corporate governance practices. Further, in July 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, was enacted. There are significant corporate governance and executive compensation related provisions in the Dodd-Frank Act that require the SEC to adopt additional rules and regulations in these areas such as "say on pay" and proxy access.

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.

Sales of a substantial number of shares of our common stock by our existing stockholders 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 trading price of our common stock could decline. As of December 31, 2024, we had 74,403,278 shares of common stock outstanding, of which 11,101 shares are restricted shares subject to future vesting.

As of December 31, 2024, approximately 38.0% of our shares of common stock are beneficially held by directors, executive officers and holders of more than 5% of our common stock and will be subject to certain limitations of Rule 144 under the Securities Act.

In addition, shares of common stock that are either subject to outstanding options or reserved for future issuance under our existing equity compensation plans will 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. If these additional shares of common stock are sold, or if it is perceived that they will be sold, in the public market, the trading price of our common stock could decline. Additionally, the number of shares of our common stock reserved for issuance under the 2019 Stock Option and Equity Incentive Plan will automatically increase on January 1 of each year, with January 1, 2020 having been the first of such increases and continuing through and including January 1, 2030, by 5% of the total number of shares of our capital stock outstanding on December 31 of the preceding calendar year, or a lesser number of shares as determined by our board of

directors. Unless our board of directors elects not to increase the number of shares available for future grant each year, our stockholders may experience additional dilution.

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

The trading market for our common stock depends in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts who covers us downgrades our stock or publishes inaccurate or unfavorable research about our business, our stock price may decline. If one or more of these analysts ceases coverage of our company or fails to publish reports on us regularly, demand for our stock could decrease, which might cause our stock price and trading volume to decline.

If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results or prevent fraud. As a result, stockholders could lose confidence in our financial and other public reporting, which would harm our business and the trading price of our common stock.

Effective internal controls over financial reporting are necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation could cause us to fail to meet our reporting obligations. In addition, any testing by us conducted in connection with Section 404 of the Sarbanes-Oxley Act, or Section 404, and the related rules and regulations of the SEC and the Public Company Accounting Oversight Board (United States) or any subsequent testing by our independent registered public accounting firm, may reveal deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses or that may require prospective or retroactive changes to our financial statements or identify other areas for further attention or improvement. Inferior internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock.

We will be required to disclose changes made in our internal controls and procedures on a quarterly basis and our management will be required to assess the effectiveness of these controls annually.

Our independent registered public accounting firm is required to attest to the effectiveness of our internal controls over financial reporting pursuant to Section 404. An independent assessment of the effectiveness of our internal controls over financial reporting could detect problems that our management's assessment did not, and could lead to additional findings, potentially including material weaknesses. Material weaknesses in our internal controls over financial reporting could lead to restatements of our financial statements and require us to incur the expense of remediation.

Our disclosure controls and procedures may not prevent or detect all errors or acts of fraud.

We are subject to certain reporting requirements of the Exchange Act. Our disclosure controls and procedures are designed to reasonably assure that information required to be disclosed by us in reports we file or submit under the Exchange Act is accumulated and communicated to management, recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. We believe that any disclosure controls and procedures or internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements or insufficient disclosures due to error or fraud may occur and not be detected.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

In a highly competitive, regulated industry, where we are responsible for managing and securing confidential information, such as clinical trial results, clinical subject data, patient support program information, collaboration data, trade secrets and other confidential, non-public information, such as company plans and strategies, we recognize the importance of information security practices designed to protect the confidentiality, integrity, and availability of such information. Accordingly, the foundation of our cybersecurity program consists of appropriate governance and controls designed to assess, identify, and manage cyber risks, and is considered to be an important part of the Company's broader enterprise risk management program.

Cybersecurity Governance

Responsibility for cybersecurity risk management is driven by Company leadership who are responsible for communicating the requirements for vigilance and compliance throughout the organization. The cybersecurity program is led by our Vice President of Information Technology, or VP of IT, who reports to the Chief Financial Officer and has over 25 years of experience building, implementing and managing information systems, including the development and deployment of risk mitigation strategies for such systems. The VP of IT is a member of and works in conjunction with other leaders of the Company's Cyber Governance Committee, which is responsible for oversight of the Company's cybersecurity program. The Cyber Governance Committee comprises cross-functional members of management, and in addition to the VP of IT, includes the Company's Chief Compliance Officer, Chief of Staff, VP, Corporate Counsel, and Chief Accounting Officer. Together, these individuals meet periodically to align cybersecurity and privacy strategy with business needs and risk appetite, monitor the execution of key cybersecurity initiatives, and serve as an escalation point for any related issues.

Members of the Cyber Governance Committee provide quarterly updates to the Audit Committee of our Board of Directors, annual updates to the Board of Directors, and regular reports to the Company's executive leadership team about the cyber program, including information about the status of ongoing efforts to enhance cybersecurity effectiveness. The Board of Directors also receives cybersecurity awareness training.

Cybersecurity Risk Management and Strategy

Our cybersecurity risk management program is informed by industry standards, intended to address the fundamental principles of information security. Our program leverages the expertise of third-party information technology providers and solutions, and includes periodic simulated attacks, penetration testing, third-party risk evaluations, and threat monitoring to identify, assess, and mitigate cybersecurity risks a formalized incident response and notification plan that establishes an organizational framework and guidelines to assist us in identifying, responding to, and recovering from cybersecurity incidents.

The Company performs assessments of certain third-party vendors prior to establishing a business relationship as part of our efforts to evaluate whether such vendors demonstrate appropriate commitments related to data security, availability, and confidentiality. This process is designed to be calibrated to the identified risk level associated with each vendor.

We also educate with our employees to raise awareness of cybersecurity threats and best practices. As part of our onboarding process, we train all new employees on cybersecurity and maintain an annual retraining for all employees on cybersecurity standards and best practices, such as how to recognize and respond to phishing and social engineering schemes, which is supported by periodic phishing testing and training. We also have additional specific and regular training for our IT professionals.

Item 2. Properties

Our headquarters are located in Stamford, Connecticut, where we have leased approximately 24,000 square feet of office space under a lease that expires in April 2028, with two five-year renewal options or one ten-year renewal option. Various corporate functions including clinical development operations, our discovery lab and translational operations are based in Research Triangle Park in Durham, North Carolina, where we have leased approximately 22,352 square feet of office space under a lease that expires in 2029, with two five-year renewal options. We believe that our current and planned facilities are adequate to meet our needs for the foreseeable future, and that, should it be needed, suitable additional space will be available to accommodate any such expansion of our operations.

Item 3. Legal Proceedings

We are not currently a party to any material legal proceedings.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

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

Market Information

Our common stock has been listed on The NASDAQ Global Select Market under the symbol "SWTX" since September 13, 2019. Prior to that date, there was no public trading market for our Common Stock.

Holders of our Common Stock

As of February 14, 2025, there were approximately 10 shareholders of record of our common stock.

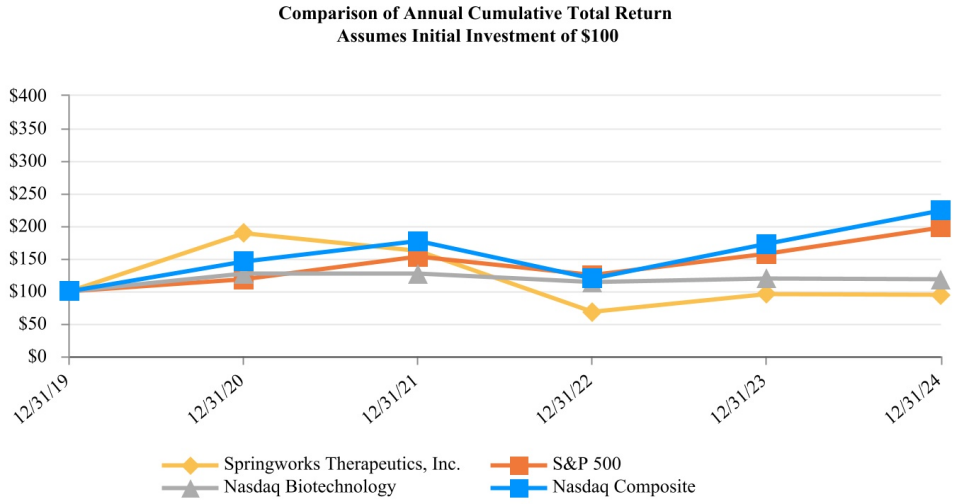
Dividend Policy

We have never paid cash dividends on our common stock and do not anticipate paying any in the foreseeable future.

Stock Performance Graph

This performance graph shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or incorporated by reference into any of our filings under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

The following graph shows the value of a $100 investment made in our common stock on December 31, 2019 through December 31, 2024, as compared to the value of $100 investments in each of the Standard & Poor's 500 Index (S&P 500), the Nasdaq Biotechnology Index, and Nasdaq Composite Index. The historical stock price performance of our common stock shown in the performance graph is not necessarily indicative of future stock price performance.



Equity Compensation Plans

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

Recent Sales of Unregistered Securities

None.

Purchase of Equity Securities

None.

Item 6. Reserved

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with the consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K, or Annual Report. Unless the context otherwise requires, all references to "we," "us," "our," "SpringWorks," or the "Company" refer to SpringWorks Therapeutics, Inc., together with its subsidiaries. This discussion and analysis contains forward-looking statements based upon current expectations that involve risks and uncertainties. We caution you that forward-looking statements are not guarantees of future performance, and that our actual results of operations, financial condition and liquidity, and the developments in our business and the industry in which we operate, may differ materially from the results discussed or projected in the forward-looking statements contained in this Annual Report. We discuss risks and other factors that we believe could cause or contribute to these potential differences elsewhere in this Annual Report, including under Item 1A. "Risk Factors" and under "Special Note Regarding Forward-Looking Statements". In addition, even if our results of operations, financial condition and liquidity, and the developments in our business and the industry in which we operate are consistent with the forward-looking statements contained in this Annual Report, they may not be predictive of results or developments in future periods. We caution readers not to place undue reliance on any forward-looking statements made by us, which speak only as of the date they are made. We disclaim any obligation, except as specifically required by law and the rules of the Securities and Exchange Commission, or SEC, to publicly update or revise any such statements to reflect any change in our expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

Overview

We are a commercial-stage biopharmaceutical company applying a precision medicine approach to developing and commercializing life-changing medicines for underserved patient populations suffering from devastating rare diseases and cancer. We have a differentiated portfolio of small molecule targeted oncology assets, including two approved products and several clinical and preclinical candidates at various stages of development, and are advancing programs in rare tumor types as well as highly prevalent, genetically defined cancers. Our strategic approach and operational excellence across research, translational science, and clinical development have enabled us to successfully launch two products, investigate additional product candidates across various clinical trials, and enter into multiple shared-value partnerships with industry leaders to expand our portfolio. From this foundation, we are continuing to build a differentiated, fully-integrated, commercial-stage biopharmaceutical company intensely focused on understanding patients and their diseases in order to develop transformative targeted medicines.

As described in Part I, Item 1. "Business," we currently have several product candidates in clinical development. Refer to Part I, Item 1. "Business" for a summary of our clinical programs.

On November 27, 2023, the United States Food and Drug Administration, or FDA, approved OGSIVEO for the treatment of adult patients with desmoid tumors who require systemic treatment. For the years ended December 31, 2024 and December 31, 2023, the Company generated $172.0 million and $5.4 million, respectively, in OGSIVEO net sales.

On February 11, 2025, the FDA approved GOMEKLI for the treatment of adult and pediatric patients two years of age and older with neurofibromatosis type 1, or NF1, who have symptomatic plexiform neurofibromas, or PN, not amenable to complete resection. We began commercializing and generating net sales from GOMEKLI in February 2025.

In February 2024, we received validation for our Marketing Authorization Application, or MAA, for nirogacestat for patients with desmoid tumors by the European Medicines Agency, or EMA. In August 2024, we received validation for our MAA for mirdametinib for patients with NF1-PN by the EMA. Regulatory reviews for each product are ongoing, with decisions and subsequent commercial launches expected in 2025.

On June 6, 2024, we received a notice of termination from GlaxoSmithKline Intellectual Property Development Ltd, or GSK, of the expanded global, non-exclusive license and collaboration agreement with GSK, or the GSK License Agreement, for nirogacestat in combination with either belantamab mafodotin (belamaf), or with any other cytotoxic antibody-drug conjugate targeting B-cell maturation antigen, or BCMA, derived from belantamab that is controlled by GSK, either alone as a combination therapy, or together with other pharmaceutical agents. In connection with such termination, we expect that GSK will continue the ongoing clinical trials under the GSK License Agreement that include nirogacestat in combination with low-dose belamaf in multiple myeloma until completed with respect to the patients currently enrolled in such trials. We will continue to support the completion of such trials with drug product supply and future publication efforts with respect to the data generated. No additional payment obligations on our part or any other material costs remain associated with the GSK License Agreement. The termination became effective on December 3, 2024.

On December 8, 2023, the Company completed the sale of 10,905,171 shares of common stock in an underwritten public offering, including 1,422,413 shares of common stock sold pursuant to the underwriter's full exercise of their option to purchase additional shares, at an offering price of $29.00 per share, resulting in net proceeds to the Company of $299.3 million.

On September 7, 2022, we and certain accredited investors, or the Investors, entered into a securities purchase agreement pursuant to which we agreed to sell and issue to the Investors in a private placement transaction, or the Private Placement, an aggregate of 8,650,520 shares of our common stock, par value $0.0001 per share, at a purchase price of $26.01 per share. Upon closing of the Private Placement, we received gross proceeds of approximately $225 million, and after deducting commissions and offering costs, net proceeds were approximately $216.8 million. In connection with the Private Placement, we and the Investors also entered into a registration rights agreement providing for the registration for resale of the shares of our common stock. The shares were registered for resale pursuant to our registration statement on Form S-3, or the Registration Statement, filed with the SEC on October 6, 2020, and the prospectus supplement relating to the shares, filed with the SEC on September 26, 2022.

On September 6, 2022, concurrent with the execution of the GSK License Agreement, we entered into a stock purchase agreement, or the Stock Purchase Agreement, with an affiliate of GSK, Glaxo Group Limited, or GGL, under which GGL purchased 2,050,819 shares of our common stock, par value $0.0001 per share, in a private placement transaction for an aggregate purchase price of approximately $75.0 million, or $36.57 per share. The shares were sold at a 25% premium to the volume-weighted average share price of Common Stock for a specified 30-day period prior to entering into the Stock Purchase Agreement.

On February 25, 2021, we entered into a sales agreement, or the Sales Agreement, with Cowen and Company, LLC, or Cowen, pursuant to which we were able to issue and sell shares of our common stock having aggregate offering proceeds of up to $200.0 million, or the Shares, from time to time through Cowen as our sales agent. In 2022, we sold 2,247,500 shares of Common Stock under this at-the-market offering program, or ATM Program, for gross proceeds of $69.7 million, less commissions of $1.9 million for net proceeds of $67.8 million.

Since our inception in August 2017, we have devoted substantially all of our resources to conducting research and development activities for our product candidates, executing our business development strategy, building our intellectual property portfolio, organizing and staffing our company, building commercialization capabilities, business planning, raising capital and providing selling, general and administrative support for these activities.

We had cash, cash equivalents and available-for-sale marketable securities of $461.9 million and $662.6 million as of December 31, 2024 and December 31, 2023, respectively. Since inception, we have funded our operations primarily with proceeds from the sale of our securities including net proceeds of $67.8 million from the ATM Program in August 2022, gross proceeds of approximately $75.0 million from the Stock Purchase Agreement entered into concurrently with the GSK License Agreement in September 2022, net proceeds of $216.8 million from the Private Placement in September 2022, net proceeds of $299.3 million from follow-on financing in December 2023. Since the fourth quarter of 2023, we have also funded our operations with revenues generated from the commercialization of OGSIVEO. We believe that our cash, cash equivalents and available-for-sale marketable securities will be sufficient to fund our operating expenses and capital expenditure requirements for at least the next 12 months from the date of issuance of this Annual Report. We expect to continue to incur net losses in the near future, and we expect to continue to incur significant expenses for the foreseeable future.

Since inception, we have incurred significant operating losses. Our net losses were $258.1 million, $325.1 million, and $277.4 million for the years ended December 31, 2024, December 31, 2023, and December 31, 2022, respectively. We had an accumulated deficit of $1.2 billion and $895.0 million as of December 31, 2024 and December 31, 2023, respectively. We expect to continue to incur net losses in the near future, and we expect to continue to incur significant expenses for the foreseeable future. In addition, we anticipate that our expenses will increase significantly in connection with our ongoing activities. In addition, we anticipate that our expenses will increase significantly in connection with our ongoing activities, as we:

- commercialize OGSIVEO for the treatment of adult desmoid tumor patients in the United States and seek regulatory approval in other jurisdictions;
- commercialize GOMEKLI for the treatment of adult and pediatric patients with neurofibromatosis type 1-associated plexiform neurofibromas, or NF1-PN, in the United States and seek regulatory approval in other jurisdictions;
- advance our development programs for our other product candidates through preclinical and clinical development and into later-stage clinical development;
- seek marketing approvals for any product candidates that successfully complete clinical trials;

- invest in or in-license other technologies or product candidates for further preclinical and clinical development;
- hire additional personnel, including clinical, quality control, scientific, medical, business development, finance and other technical personnel, and continue to build our infrastructure;
- expand our operational, financial and management systems and increase personnel, including personnel to support our clinical development, manufacturing, business development and commercialization efforts and our operations as a public company;
- maintain, expand and protect our intellectual property portfolio.

Our license and collaboration agreements

Pfizer license agreements

In August 2017, we entered into a license agreement, or the Nirogacestat License Agreement, with Pfizer pursuant to which we acquired exclusive worldwide rights to nirogacestat. We subsequently amended the Nirogacestat License Agreement in July of 2019 with regard to certain provisions relating to intellectual property. Pursuant to the Nirogacestat License Agreement, as amended, we are required to pay Pfizer payments of up to an aggregate of $232.5 million upon achievement of certain commercial milestone events, of which $16.3 million has been achieved and paid to date. We also pay Pfizer tiered royalties on sales of nirogacestat at percentages ranging from the mid-single digits to the low 20s, that may be subject to deductions for expiration of valid claims, amounts due under third-party licenses and generic competition.

In August 2017, we entered into a license agreement, or the Mirdametinib License Agreement, with Pfizer, collectively with the Nirogacestat License Agreement referred to as the "Pfizer License Agreements", pursuant to which we acquired exclusive worldwide rights to mirdametinib. We subsequently amended the Mirdametinib License Agreement in August of 2019 with regard to certain provisions relating to intellectual property. Pursuant to the Mirdametinib License Agreement, as amended, we are required to pay Pfizer up to an aggregate of $229.8 million upon achievement of certain commercial milestone events. One such milestone event was achieved upon the first commercial sale of GOMEKLI in February 2025, and the related milestone payment of $6.0 million will be due to Pfizer in the third quarter of 2025. We will pay Pfizer tiered royalties on sales of mirdametinib at percentages ranging from the mid-single digits to the low 20s, which may be subject to deductions for expiration of valid claims, amounts due under third-party licenses and generic competition.

TEAD license agreement

In May 2021, we entered into an exclusive worldwide license agreement with Katholieke Universiteit Leuven, or KU Leuven, and the Flanders Institute for Biotechnology, or VIB, pursuant to which we in-licensed a portfolio of novel small molecule inhibitors of the TEA Domain, or TEAD, family of transcription factors, designed for the potential treatment of biomarker-defined solid tumors driven by aberrant Hippo pathway signaling. Under the terms of the agreement, we made an upfront payment of $11 million to KU Leuven and VIB. Pursuant to the terms of the agreement, KU Leuven and VIB are also eligible to receive up to $285 million in development, regulatory and commercial milestones, and tiered single-digit percentage royalties based on any future net sales of products developed based on the in-licensed technology.

PP2A activator portfolio license agreement

In January 2025, we announced an exclusive worldwide license agreement with Rappta Therapeutics Oy, or Rappta, pursuant to which we in-licensed a portfolio of novel small molecule activators of protein phosphatase 2a, or PP2A, complexes with potential applications in treating rare uterine cancers, such as uterine serous carcinoma and uterine carcinosarcoma. Under the terms of the agreement, we made an upfront payment of $13 million to Rappta in January 2025. Rappta is also eligible to receive, in the aggregate, up to $75 million in development and regulatory milestones, up to $160 million in commercial milestones and tiered single-digit percentage royalties based on any future net sales of products developed based on the in-licensed technology.

BeiGene clinical collaboration agreement

In August 2018, we entered into a clinical collaboration agreement with BeiGene, Ltd., or BeiGene, to evaluate the safety, tolerability and preliminary efficacy of combining lifirafenib and mirdametinib in a Phase 1b clinical trial for patients with advanced or refractory solid tumors. Pursuant to the agreement, each party is solely responsible for its costs associated with manufacturing and supply of its compound for the clinical trial. We and BeiGene share equally the other costs associated with the clinical trial.

In the fourth quarter of 2024, following an interim analysis of the combination of lifirafenib and mirdametinib in the expansion cohort comprised of advanced solid tumor patients harboring neuroblastoma RAS viral oncogene homolog, or NRAS, mutations, it was determined that the objective response rate did not meet the pre-specified threshold for continued development. As such, we and BeiGene have mutually decided to close the study. Wind-down activities and the termination of the clinical collaboration agreement are ongoing.

GSK expanded non-exclusive license and collaboration agreement

In September 2022, the Company announced an expansion of its non-exclusive clinical collaboration with GSK plc, formerly GlaxoSmithKline plc, which originally commenced in June 2019. The announcement coincided with the entry by the Company and GlaxoSmithKline Intellectual Property Development Ltd, or GSK, into an amended and restated collaboration and license agreement, or the GSK License Agreement, for the potential continued development and commercialization of nirogacestat in combination with either belantamab mafodotin (belamaf), GSK's antibody-drug conjugate, or ADC, targeting B-cell maturation antigen, or BCMA, or any other cytotoxic ADC targeting BCMA derived from belantamab that is controlled by GSK, either alone as a combination therapy, or together with other pharmaceutical agents.

Pursuant to the terms of the GSK License Agreement and concurrent with the execution of such agreement, the Company entered into a Stock Purchase Agreement with an affiliate of GSK, Glaxo Group Limited, or GGL, under which GGL purchased 2,050,819 shares of the Company's Common Stock, par value $0.0001 per share, or Common Stock, in a private placement transaction for an aggregate purchase price of $75.0 million, or $36.57 per share. The shares were sold at a 25% premium to the volume-weighted average share price of the Common Stock for a specified 30-day period prior to entering into the Stock Purchase Agreement. The fair value of the Common Stock based on the closing price of Common Stock on the day prior to the effective date of the Stock Purchase Agreement was $55.5 million and was recorded to equity. The $19.5 million of consideration received in excess of the fair value of the Common Stock represented consideration for the license for the potential continued development and commercialization of nirogacestat in combination with GSK compounds, together with the clinical supply of nirogacestat for future belamaf clinical trials and certain research and development costs associated with nirogacestat. The Company recorded the $19.5 million as deferred revenue in September of 2022, and determined that the Company would recognize revenue as the corresponding performance obligations were satisfied in proportion to expenses incurred, including clinical supply and research and development expenses, associated with the GSK License Agreement.

On June 6, 2024, we received a notice of termination of the GSK License Agreement, which became effective on December 3, 2024. In connection with such termination, we expect that GSK will continue the ongoing clinical trials under the GSK License Agreement that include nirogacestat in combination with low-dose belamaf in multiple myeloma until completed with respect to the patients currently enrolled in such trials. We will continue to support the completion of such trials with drug product supply and future publication efforts with respect to the data generated. No additional payment obligations on our part or any other material costs remain associated with the GSK License Agreement. As a result of the termination, the Company fully recognized all previously deferred revenue associated with the GSK License Agreement during the quarter ended June 30, 2024. The $19.5 million recognized is classified as "Other Revenue" in the condensed consolidated statement of operations.

Other clinical collaboration agreements related to nirogacestat and BCMA-directed therapy combination development

In addition to the GSK Collaboration Agreement, we have entered into several other clinical trial collaboration and supply agreements with industry partners to evaluate nirogacestat in combination with BCMA-directed therapies of various modalities, including CAR T-cell therapies, bispecific antibodies and monoclonal antibodies, in patients with relapsed or refractory multiple myeloma.

Each partner is responsible for administering the clinical trial to evaluate its respective BCMA-directed therapy in combination with nirogacestat and is responsible for all costs associated with the direct conduct of the clinical trial, other than the manufacture and supply of nirogacestat and certain expenses related to intellectual property rights. Each collaboration is managed by a joint committee by us and the respective partners.

Unless earlier terminated, each collaboration agreement will expire upon completion of the analyses contemplated by the clinical trial. Either we or the respective party may terminate the collaboration agreement for other reasons specified within the collaboration agreement.

Jazz Pharmaceuticals asset purchase and exclusive license agreement

In October 2020, we and Jazz announced the Jazz Agreement, pursuant to which Jazz acquired our fatty acid amide hydrolase, or FAAH, inhibitor program including PF-04457845. Jazz made an upfront payment of $35 million to us with potential future payments of up to $375 million based upon the achievement of certain clinical development, regulatory, and commercial milestones. In addition, Jazz is obligated to pay us sales-based royalties on future net sales of PF-04457845.

Pursuant to the development plan under the Jazz Agreement, Jazz initially studied PF-04457845, now known as JZP150, as a treatment for post-traumatic stress disorder, or PTSD. On December 21, 2023, Jazz announced topline results from its Phase 2 trial of JZP150 in PTSD. The trial did not meet its primary or secondary endpoints. Jazz disclosed plans to further evaluate the data, but does not anticipate moving forward with additional JZP150 development in PTSD.

See "Business—License and collaboration agreements" for more information on our license and collaboration agreements.

Components of our results of operations

Product revenue, net

In November 2023, the FDA approved OGSIVEO for the treatment of adult patients with progressing desmoid tumors who require systemic treatment. In December 2023, we began to generate revenue from sales of OGSIVEO in the United States. We record product revenue net of estimated discounts, chargebacks, rebates, product returns, and other gross-to-net revenue deductions.

Other Revenue

On June 6, 2024, we received a notice of termination from GSK of the GSK License Agreement, which became effective on December 3, 2024. As a result of this termination, we recognized deferred revenue of $19.5 million associated with the GSK License Agreement, which is classified as "Other revenue".

Cost of Product Revenue

Our cost of product revenue includes the cost of goods sold, amortization expense for commercial milestones and royalty expense. Our cost of goods sold consists of raw materials, third-party manufacturing costs to manufacture the raw materials into finished product, freight and other costs associated with sales of commercial products.

Research and development expenses

Our research and development expenses consist of expenses incurred in connection with the development of our product candidates. These expenses include:

- employee-related expenses, which include salaries, benefits and equity-based compensation for our research and development personnel;
- fees paid to consultants for services directly related to our research and development programs;
- expenses incurred under agreements with third-party contract research organizations, investigative clinical trial sites, academic institutions and consultants that conduct research and development activities on our behalf or in collaboration with us;
- costs associated with discovery biology and medicinal chemistry efforts and with preclinical and clinical trials;
- costs associated with the manufacture of drug substance and finished drug product for preclinical testing and clinical trials;
- costs associated with technology and intellectual property licenses; and
- an allocated portion of facilities and facility-related costs, which include expenses for rent and other facility-related costs and other supplies.

External costs for research and development expenses are tracked on a program-by-program basis. Expenditures for clinical development, including upfront licensing fees and milestone payments associated with our product candidates, are charged to

research and development expense as incurred. These expenses consist of expenses incurred in performing development activities, including salaries and benefits, materials and supplies, preclinical expenses, clinical trial and related clinical manufacturing expenses, depreciation of equipment, contract services and other outside expenses. Costs for certain development activities, such as manufacturing and clinical trials, are recognized based on an evaluation of the progress to completion of specific tasks using either time-based measures or data such as information provided to us by our vendors on actual activities completed or costs incurred.

We expect our research and development expenses to increase for the foreseeable future as we continue to invest in activities related to developing our product candidates and our preclinical programs, and as certain product candidates advance into later stages of development, including nirogacestat, which is being studied in ovarian granulosa cell tumors, and SW-682, which is being studied in Hippo-mutant solid tumors in a Phase 1a trial. The process of conducting the necessary clinical trials to obtain regulatory approval 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 when and to what extent we will generate revenue from the commercialization and sale of any of our product candidates.

Selling, general and administrative expenses

Selling, general and administrative expenses consist primarily of salaries and related costs, including equity-based compensation, for personnel in executive, finance, corporate, commercial, business development and administrative functions. Selling, general and administrative expenses also include consulting services, legal fees relating to patent and corporate matters; professional fees for accounting, auditing and tax services; insurance costs; administrative travel expenses; and facility-related expenses, which include direct depreciation costs and allocated expenses for rent and maintenance of facilities and other operating costs.

We anticipate that our selling, general and administrative expenses will increase in the future as we increase our headcount to expand operations to support the organization, including commercialization efforts.

Interest and other income

Interest and other income consists primarily of interest income. Interest income consists of interest earned on our cash, cash equivalents and available-for-sale marketable securities.

Equity method investment loss

The equity method investment loss represents our share of the losses from the MapKure investment, which is accounted for using the equity method of accounting.

Income taxes

Income taxes are accounted for using the asset-and-liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in the period that includes the enactment date. Changes in deferred tax assets and liabilities are recorded in the provision for income taxes.

We recognize deferred tax assets to the extent that we believe that these assets are more likely than not to be realized. In making such a determination, management considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies and results of recent operations. Valuation allowances are provided, if based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. If management determines that we would be able to realize our deferred tax assets in the future in excess of our net recorded amount, management would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

As of December 31, 2024, we have federal, state and city net operating loss carryforwards of $581.2 million, $425.7 million and $3.8 million, respectively, which are available to reduce future taxable income. Federal net operating loss carryforwards generated 2018 through 2024 of $576.9 million, will be available to offset 80% of taxable income for an indefinite period of time, until fully utilized. Federal net operating loss carryforwards of $4.3 million reported in 2017, and the state and city net

operating loss carryforwards expire at various dates beginning 2032. We also have federal tax credits of $36.0 million, which may be used to offset future tax liabilities. These tax credit carryforwards will expire at various dates beginning in 2038.

Results of operations

Comparison of the Years Ended December 31, 2024 and December 31, 2023

The following table summarizes our results of operations for the years ended December 31, 2024 and December 31, 2023.

	Twelve Months Ended December 31,			
(in thousands)	**2024**	**2023**	**$ Change**	**% Change**
Revenue:				
Product revenue, net	$ 172,042	$ 5,447	$ 166,595	n/a %
Other revenue	19,547	—	19,547	— %
Total revenue	191,589	5,447	186,142	n/a %
Operating expenses:				
Cost of product revenue	12,550	422	12,128	n/a %
Selling, general and administrative	256,652	197,551	59,101	30 %
Research and development	200,518	150,487	50,031	33 %
Total operating expenses	469,720	348,460	121,260	35 %
Loss from operations	(278,131)	(343,013)	64,882	(19)%
Interest and other income:				
Interest and other income, net	26,000	22,947	3,053	13 %
Total interest and other income	26,000	22,947	3,053	13 %
Equity method investment loss	(6,000)	(5,038)	(962)	19 %
Net loss	$ (258,131)	$ (325,104)	$ 66,973	(21)%

Revenue

In November 2023, the FDA approved OGSIVEO for the treatment of adult patients with progressing desmoid tumors who require systemic treatment. For the twelve months ended December 31, 2024 and December 31, 2023, we recorded net product revenue of $172.0 million and $5.4 million, respectively, from sales of OGSIVEO in the United States.

Cost of Product Revenue

Our cost of product revenue includes the royalties associated with sales of OGSIVEO in the United States, amortization expense for commercial milestones and cost of goods sold.

Selling, general and administrative expenses

Selling, general and administrative expenses were $256.7 million and $197.6 million for the years ended December 31, 2024 and December 31, 2023, respectively, as follows:

	Twelve Months Ended December 31,		
(in thousands)	**2024**	**2023**	**$ Change**
Personnel-related	$ 148,452	$ 120,456	$ 27,996
Professional and consulting fees	91,287	64,137	27,150
Facility-related and other	16,913	12,958	3,955
Total selling, general and administrative expenses	$ 256,652	$ 197,551	$ 59,101

The increase in selling, general and administrative expenses included a $31.1 million increase in consulting and professional services and a $27.9 million increase in internal costs. The increase in consulting and professional services was largely attributable to commercial readiness activities to support the U.S. launch of GOMEKLI, as well as commercial activities

supporting the U.S. launch of OGSIVEO. The increase in internal costs was attributable to the growth in employee costs associated with increases in the number of personnel, including an increase in equity-based compensation expense, driven by the growth of our commercial organization, which included establishing certain sales support, marketing, and commercialization functions to support the U.S. launch of GOMEKLI.

Research and development expenses

Research and development expenses were $200.5 million and $150.5 million for the years ended December 31, 2024 and December 31, 2023, respectively.

Our research and development expenses are summarized in the table below:

	Twelve Months Ended December 31,		
(in thousands)	**2024**	**2023**	**$ Change**
Personnel-related	$ 92,444	$ 82,722	$ 9,722
Licensing, trial and drug manufacturing	86,031	57,883	28,148
Facility-related and other	22,043	9,882	12,161
Total research and development expenses	$ 200,518	$ 150,487	$ 50,031

The increase in research and development expenses was primarily attributable to an increase of $40.3 million in external costs related to licensing fees, drug manufacturing, clinical trials, other research, consulting and professional services, and an increase of $9.7 million in internal costs driven by the growth in employee costs associated with increases in the number of personnel, including an increase in equity-based compensation expense.

We track research and development expenses on a program-by-program basis to the extent such spend is attributable to a specific program. Our research and development expenses by program for the periods presented were as follows:

	Twelve Months Ended December 31,		
(in thousands)	**2024**	**2023**	**$ Change**
Program specific costs:			
Nirogacestat	$ 55,050	$ 34,812	$ 20,238
Mirdametinib	51,114	31,735	19,379
Other	37,306	7,254	30,052
Total program specific costs	143,470	73,801	69,669
Non-program specific costs	57,048	76,686	(19,638)
Total research and development expenses	$ 200,518	$ 150,487	$ 50,031

Interest and other income

The increase in interest and other income during the year ended December 31, 2024 as compared to the year ended December 31, 2023 was attributable to higher market yield.

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

The following table summarizes our results of operations for the years ended December 31, 2023 and December 31, 2022.

(in thousands)	Twelve Months Ended December 31, 2023	2022	$ Change	% Change
Revenue:				
Product revenue, net	$ 5,447	$ —	$ 5,447	— %
Total revenue	5,447	—	5,447	—
Operating expenses:				
Cost of product revenue	422	—	422	— %
Selling, general and administrative	197,551	134,552	62,999	47 %
Research and development	150,487	146,122	4,365	3 %
Total operating expenses	348,460	280,674	67,786	24 %
Loss from operations	(343,013)	(280,674)	(62,339)	22 %
Interest and other income:				
Interest and other income, net	22,947	6,147	16,800	273 %
Total interest and other income	22,947	6,147	16,800	273 %
Equity method investment loss	(5,038)	(2,890)	(2,148)	74 %
Net loss	$ (325,104)	$ (277,417)	$ (47,687)	17 %

Revenue

In November 2023, the FDA approved OGSIVEO for the treatment of adult patients with progressing desmoid tumors who require systemic treatment. In December 2023, we began to generate product revenue from sales of OGSIVEO in the United States. We record product revenue net of estimated discounts, chargebacks, rebates, product returns, and other gross-to-net revenue deductions.

Cost of Product Revenue

Our cost of product revenue includes the cost of goods sold, amortization expense for commercial milestones and royalties associated with sales of OGSIVEO in the United States.

Selling, general and administrative expenses

Selling, general and administrative expenses were $197.6 million and $134.6 million for the years ended December 31, 2023 and December 31, 2022, respectively, as follows:

(in thousands)	Twelve Months Ended December 31, 2023	2022	$ Change
Personnel-related	$ 120,456	$ 81,441	$ 39,015
Professional and consulting fees	64,137	43,996	20,141
Facility-related and other	12,958	9,115	3,843
Total selling, general and administrative expenses	$ 197,551	$ 134,552	$ 62,999

The increase in selling, general and administrative expense was largely attributable to commercial readiness activities to support the U.S. launch of OGSIVEO. The increase in selling, general and administrative expense included a $39.0 million increase in internal costs and a $24.0 million increase in consulting and professional services. The increase in internal costs was attributable to the growth in employee costs associated with increases in the number of personnel, including an increase in equity-based compensation expense, driven by the growth of our commercial organization, which included hiring our sales force, as well as establishing certain sales support, marketing, and commercialization functions. The increase in consulting and

professional services was also primarily attributable to commercial readiness activities as we expand the capabilities of the organization.

Research and development expenses

Research and development expense was relatively unchanged, with $150.5 million for the year ended December 31, 2023 as compared to $146.1 million for the year ended December 31, 2022.

Our research and development expenses are summarized in the table below:

	Twelve Months Ended December 31,		
(in thousands)	**2023**	**2022**	**$ Change**
Personnel-related	$ 82,722	$ 70,876	$ 11,846
Trial and drug manufacturing	57,883	66,447	(8,564)
Facility-related and other	9,882	8,799	1,083
Total research and development expenses	$ 150,487	$ 146,122	$ 4,365

The increase in research and development expense was primarily attributable to an increase of $11.8 million in internal costs driven by the growth in employee costs associated with increases in the number of personnel, including an increase in equity-based compensation expense, partially offset by a decrease of $7.5 million in external costs related to drug manufacturing, clinical trials and other research.

We track research and development expenses on a program-by-program basis to the extent such spend is attributable to a specific program. Our research and development expenses by program for the periods presented were as follows:

	Twelve Months Ended December 31,		
(in thousands)	**2023**	**2022**	**$ Change**
Program specific costs:			
Nirogacestat	$ 34,812	$ 48,944	$ (14,132)
Mirdametinib	31,735	23,644	8,091
Other	7,254	10,603	(3,349)
Total program specific costs	73,801	83,191	(9,390)
Non-program specific costs	76,686	62,931	13,755
Total research and development expenses	$ 150,487	$ 146,122	$ 4,365

Interest and other income

The increase in other income was driven by an increase in interest income, net, during the year ended December 31, 2023 as compared to the year ended December 31, 2022. This increase was attributable to higher market yield.

Liquidity and capital resources

Sources of Liquidity

Since our inception, we have funded our operations primarily with proceeds from the sale of our securities including net proceeds of $67.8 million from the ATM program in August 2022, gross proceeds of $75.0 million from the Stock Purchase Agreement entered into concurrently with the GSK License Agreement in September 2022, net proceeds of $216.8 million from the Private Placement in September 2022 and net proceeds of $299.3 million from the follow-on financing in December 2023. In November 2023, the FDA approved OGSIVEO for the treatment of adult patients with progressing desmoid tumors who require systemic treatment. In December 2023, we began to generate product revenue from sales of OGSIVEO in the United States.

We have incurred operating losses and experienced negative operating cash flows since our inception and anticipate that we will continue to incur losses for at least the near future, until we reach profitability, which we currently anticipate achieving in the first half of 2026. Our net loss was $258.1 million, $325.1 million and $277.4 million for the years ended December 31, 2024, December 31, 2023 and December 31, 2022, respectively. We had an accumulated deficit of $1.2 billion and $895.0 million at December 31, 2024 and December 31, 2023, respectively.

Funding requirements

Our primary use of cash is to fund operating expenses, including our research and development programs, as well as our commercialization activities and corporate operations. Cash used to fund operating expenses is impacted by the timing of when we pay these expenses, as reflected in the change in our outstanding accounts payable, accrued expenses and prepaid expenses.

We believe that our cash, cash equivalents and marketable securities balance as of December 31, 2024, will be sufficient to fund our operating expenses and capital expenditure requirements for at least the next 12 months from the date of issuance of this Annual Report. We have based this estimate on assumptions that may prove to be wrong, and we could utilize our available capital resources sooner than we currently expect. Our marketable securities consist of high-quality, highly liquid available-for-sale debt securities including corporate debt securities, U.S. government securities, and commercial paper.

Our future funding requirements will depend on many factors, including the following:

- the initiation, progress, timing, costs and results of preclinical studies and clinical trials for our product candidates;
- the cost of establishing sales, marketing and distribution capabilities for any product candidates for which we may receive regulatory approval in regions where we choose to commercialize our products on our own;
- the degree of commercial success achieved following the successful completion of development and regulatory approval activities for a product candidate;
- the clinical development plans we establish for our product candidates;
- the number and characteristics of product candidates that we develop;
- the outcome, timing and cost of meeting regulatory requirements established by the FDA, the EMA and other comparable foreign regulatory authorities;
- the terms of our existing and any future license or collaboration agreements we may choose to enter into, including the amount of upfront, milestone and royalty obligations;
- the other costs associated with in-licensing new technologies, such as any increased costs of research and development and personnel;
- the cost of filing, prosecuting, defending and enforcing our patent claims and other intellectual property rights;
- the cost of defending intellectual property disputes, including patent infringement actions brought by third parties against us or our product candidates;
- the effect of competing technological and market developments; and
- the cost and timing of completion of commercial-scale outsourced manufacturing activities.

Because of the numerous risks and uncertainties associated with the development and commercialization of our product candidates, we are unable to estimate the amounts of increased capital outlays and operating expenditures associated with our current and anticipated clinical studies.

Until such time, if ever, as we can generate sufficient product revenue, we expect to finance our operations through a combination of equity offerings, debt financings, collaborations, strategic alliances and marketing, distribution or licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, current ownership interests will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect rights of common stockholders. Debt financing and preferred equity financing, if available, may involve agreements that

include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making acquisitions or capital expenditures or declaring dividends. If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates, or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings or other arrangements when needed, we may be required to delay, limit, reduce or terminate our research, product development or future commercialization efforts, or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves.

Cash flows

The following table summarizes our sources and uses of cash for each of the periods presented:

	Twelve Months Ended December 31,		
(in thousands)	**2024**	**2023**	**2022**
Net cash used in operating activities	$ (175,599)	$ (222,795)	$ (161,563)
Net cash provided by (used in) investing activities	64,545	34,754	(215,597)
Net cash provided by financing activities	4,763	296,639	340,702
Net (decrease) increase in cash and cash equivalents	$ (106,291)	$ 108,598	$ (36,458)

Cash flows used in operating activities

Net cash used in operating activities was $175.6 million, $222.8 million, and $161.6 million for the years ended December 31, 2024, December 31, 2023, and December 31, 2022, respectively.

Net cash used in operating activities for the year ended December 31, 2024, was primarily due to our net loss for the year of $258.1 million, and a net decrease from changes in operating assets and liabilities of $37.9 million, partially offset by equity-based compensation expense of $109.1 million, equity investment loss of $6.0 million, non-cash operating lease and depreciation and amortization expense of $5.3 million.

Net cash used in operating activities for the year ended December 31, 2023, was primarily due to our net loss for the year of $325.1 million, and a net decrease from changes in operating assets and liabilities of $0.6 million, partially offset by equity-based compensation expense of $94.5 million, equity investment loss of $5.0 million, and non-cash operating lease and depreciation and amortization expense of $3.3 million. The change in our net operating assets and liabilities was primarily due to a net decrease of $6.0 million in prepaid expenses and other non-current assets, $5.9 million in accounts receivable, $3.1 million in inventory, $1.3 million in lease liability driven by cash payments for operating leases and $0.2 million in accounts payable, partially offset by a $15.9 million increase in accrued expenses.

Net cash used in operating activities for the year ended December 31, 2022, was primarily due to our net loss for the year of $277.4 million, adjusted by non-cash charges of $77.8 million and a net change of $38.1 million in our net operating assets and liabilities. The non-cash charges primarily consisted of $73.0 million for equity-based compensation expense, $1.1 million for non-cash operating lease expense amortization and $2.9 million for the equity investment loss associated with our investment in MapKure. The change in our net operating assets and liabilities was primarily due to a net increase of $17.5 million in accounts payable and accrued expenses, $19.5 million in deferred revenue, $1.9 million in prepaid expenses and other non-current assets, partially offset by a $0.9 million decrease in lease liability, driven by cash payments for operating leases.

Cash flows provided by and used in investing activities

Net cash provided by investing activities of $64.5 million for the year ended December 31, 2024 was driven by the sale and maturities of available-for-sale debt securities of $378.6 million, partially offset by purchases of available-for-sale debt securities of $285.1 million, the payment of commercial milestones of $16.3 million, an investment in MapKure of $8.2 million and capital expenditures of $4.5 million. Net cash provided by investing activities of $34.8 million for the year ended December 31, 2023 was driven by the sale and maturities of available-for-sale debt securities of $620.7 million, partially offset by purchases of available-for-sale debt securities of $575.7 million, capital expenditures of $7.4 million and our investment in MapKure of $2.8 million. Net cash used in investing activities of $215.6 million for the year ended December 31, 2022 was driven by the purchases of available-for-sale debt securities of $481.1 million, capital expenditures of $10.2 million, our June

2022 investment in MapKure of $4.2 million, offset by the proceeds from the sale and maturity of available-for-sale debt securities of $279.8 million.

Cash flows provided by financing activities

Net provided by financing activities of $4.8 million for the year ended December 31, 2024 consisted of proceeds from stock option exercises of $13.2 million, partially offset by stock repurchased to satisfy employee tax withholding obligations upon vesting of restricted stock units and awards of $8.4 million. Net cash provided by financing activities was $296.6 million for the year ended December 31, 2023 was driven by net proceeds from the issuance of common stock of $299.3 million, partially offset by stock repurchased to satisfy employee tax withholding obligations on vesting of restricted stock units and awards of $2.8 million. Net cash provided by financing activities was $340.7 million for the year ended December 31, 2022 was driven by net proceeds from the issuance of common stock of $340.1 million.

Contractual obligations and other commitments

We enter into contracts in the normal course of business for clinical trials, preclinical studies, manufacturing and other services and products for operating purposes. These contracts generally provide for termination following a certain period after notice and therefore we believe that our non-cancelable obligations under these agreements are not material.

We have not recorded any reserves for uncertain tax positions as of December 31, 2024.

Critical accounting policies and estimates

This management's discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these 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 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.

While our significant accounting policies are described in more detail in Note 3 to our consolidated financial statements appearing elsewhere in this Annual Report, we believe that the following accounting policies are those most critical to the judgments and estimates used in the preparation of our consolidated financial statements.

Revenue

Arrangements Within the Scope of ASC 606, Revenue from Contracts with Customers

We recognize revenue in accordance with ASC 606, which applies to all contracts with customers, except for contracts that are within the scope of other standards, such as collaboration arrangements and leases.

Pursuant to ASC 606, we recognize revenue when our customers obtain control of promised goods or services, in an amount that reflects the consideration which we determine we expect to receive in exchange for those goods or services. To determine revenue recognition for arrangements that we determine are within the scope of ASC 606, we perform the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligation(s) in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligation(s) in the contract; and (v) recognize revenue when (or as) we satisfy our performance obligation(s). As part of the accounting for these arrangements, we may be required to make significant judgments, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each performance obligation.

Once a contract is determined to be within the scope of ASC 606, we assess the goods or services promised within the contract and determine those that are performance obligations.

We assess whether each promised good or service is distinct for the purpose of identifying the performance obligations in the contract. This assessment involves subjective determinations and may require management to make judgments about the individual promised goods or services and whether such are separable from the other aspects of the contractual relationship. Promised goods and services are considered distinct provided that: (i) the customer can benefit from the good or service either

on its own or together with other resources that are readily available to the customer (that is, the good or service is capable of being distinct) and (ii) the entity's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (that is, the promise to transfer the good or service is distinct within the context of the contract). In assessing whether a promised good or service is distinct, we consider factors such as the research, manufacturing and commercialization capabilities of the customer and the availability of the associated expertise in the general marketplace. We also consider the intended benefit of the contract in assessing whether a promised good or service is separately identifiable from other promises in the contract. If a promised good or service is not distinct, an entity is required to combine that good or service with other promised goods or services until it identifies a bundle of goods or services that is distinct.

If the consideration promised in a contract includes a variable amount, we estimate the amount of consideration to which we will be entitled in exchange for transferring the promised goods or services to a customer. We determine the amount of variable consideration by using the most likely amount method. We include the unconstrained amount of estimated variable consideration in the transaction price. The amount included in the transaction price is constrained to the amount for which it is probable that a significant reversal of cumulative revenue recognized will not occur. At the end of each subsequent reporting period, we re-evaluate the estimated variable consideration included in the transaction price and any related constraint, and if necessary, adjust our estimate of the overall transaction price. Any such adjustments are recorded on a cumulative catch-up basis in the period of adjustment.

We then recognize as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) each performance obligation is satisfied at a point in time or over time, and if over time based on the use of an output or input method.

Product revenue, net: Revenues from product sales are recorded at the net sales price, or "transaction price," which includes estimates of variable consideration that result from (i) invoice discounts for prompt payment and specialty distributor and specialty pharmacy service fees, (ii) government and private payer rebates, chargebacks, discounts and fees, (iii) group purchasing organization, or GPO, discounts, performance rebates and administrative fees, (iv) product returns and (v) costs of co-pay assistance programs for patients. Reserves are established for variable consideration, some of which are estimates, based on the amounts we expect to be earned or to be claimed on the related sales. The reserves are classified as reductions to accounts receivable, net or accrued expenses and other current liabilities. The primary estimate included in the determination of variable consideration relates to government rebates. Where appropriate, we utilize the most likely amount method to determine the appropriate amount for estimates of variable consideration based on factors such as current contractual and statutory requirements, forecasted customer buying payment patterns and our historical experience.

Royalties: For arrangements that include sales-based royalties, including commercial milestone payments based on the level of sales, and the license is deemed to be the predominant item to which the royalties relate, we recognize revenue at the later of (i) when the related sales occur, or (ii) when the performance obligation to which some or all the royalty has been allocated has been satisfied (or partially satisfied).

Recent accounting pronouncements

See Note 3 to our consolidated financial statements "Summary of Significant Accounting Policies—Recently Issued Accounting Pronouncements" for more information.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The primary objectives of our investment activities are to ensure liquidity and to preserve capital. We are exposed to market risks in the ordinary course of our business. These risks include interest rate sensitivities. We had cash, cash equivalents and marketable securities of $461.9 million and $662.6 million as of December 31, 2024 and 2023, respectively, which consisted of bank deposits, highly liquid money market funds and investments in high-quality, highly liquid available-for-sale debt securities. Historical fluctuations in interest rates have not been significant for us. We had no outstanding debt as of December 31, 2024. Due to the short-term maturities of our cash equivalents and the high-quality, highly liquid nature of our available-for-sale debt marketable securities, an immediate one percentage point change in interest rates would not have a material effect on the fair market value of our cash equivalents. To minimize the risk in the future, we intend to maintain our portfolio of cash equivalents and marketable securities in institutional market funds that are composed of U.S. Treasury and U.S. Treasury-backed repurchase agreements, short-term U.S. Treasury securities and investments in high-quality, highly liquid available-for-sale debt securities including corporate debt securities, government-sponsored enterprise securities and commercial paper. We do not believe that inflation, interest rate changes or exchange rate fluctuations had a significant impact on our results of operations for any periods presented herein.

We are exposed to market risks in the ordinary course of business. These risks primarily include interest rate sensitivities.

Item 8. Financial Statements and Supplementary Data

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Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of SpringWorks Therapeutics, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of SpringWorks Therapeutics, Inc. (the Company) as of December 31, 2024 and 2023, the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 20, 2025 expressed an unqualified opinion thereon.

Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates.

Estimates of reserves for variable consideration for product revenue, net

Description of the Matter	As described in Note 3 to the consolidated financial statements, revenues from product sales are recorded at the net sales price, or "transaction price," which includes estimates of variable consideration. Reserves are established for variable consideration, some of which are estimates, based on the amounts the Company expects to be earned or to be claimed on the related sales. The reserves are classified as reductions to accounts receivable, net or accrued expenses and other current liabilities. The primary estimate included in the determination of variable consideration relates to government rebates. The Company utilizes the most likely amount method to determine the appropriate amount for estimates of variable consideration based on factors such as current contractual and statutory requirements, forecasted customer buying, payment patterns and the Company's historical experience. The measurement and valuation of management's estimate of variable consideration related to certain government rebates is a critical audit matter because the calculation includes subjective assumptions regarding the levels of expected future claims and forecasted purchase patterns by eligible patients and facilities from specialty pharmacies and specialty distributors.
How We Addressed the Matter in Our Audit	To test the Company's estimate of variable consideration related to government rebates, we performed audit procedures that included testing the operating effectiveness of internal controls over the measurement and valuation of the estimate including controls over management's review of the contractual and statutory requirements, forecasted customer buying patterns, payment patterns and historical experience. Our procedures also included, among others, evaluating the methodology used, testing the accuracy and completeness of the underlying data used in the calculations and evaluating the assumptions as indicated above that are used by management to estimate its variable consideration. Our testing of the assumptions included corroboration of historical data to third-party data sources. We evaluated the reasonableness of assumptions considering contractual and statutory requirements and forecasted customer buying patterns. We assessed the historical accuracy of management's estimates by comparing actual activity to previous estimates and performed analytical procedures. In addition, we involved a subject matter specialist to assist with our procedures in evaluating management's contractual and statutory pricing used to measure the estimate.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2018.

Hartford, Connecticut
February 20, 2025

SpringWorks Therapeutics, Inc.
Consolidated Balance Sheets

(in thousands, except share and per-share data)	December 31, 2024	December 31, 2023
Assets		
Current assets:		
Cash and cash equivalents	$ 69,751	$ 176,053
Marketable securities	238,234	303,149
Accounts receivable, net	46,238	5,930
Inventory	10,212	3,103
Prepaid expenses and other current assets	16,030	12,677
Total current assets	380,465	500,912
Long-term marketable securities	153,933	183,386
Property and equipment, net	19,680	17,943
Operating lease right-of-use assets	6,979	6,144
Equity method investment	4,190	1,955
Restricted cash	624	613
Other assets	21,405	14,835
Total assets	$ 587,276	$ 725,788
Liabilities and Stockholders' equity		
Current liabilities:		
Accounts payable	$ 12,248	$ 7,396
Accrued expenses	86,012	65,569
Operating lease liabilities, current	1,730	1,061
Deferred revenue, current	—	4,144
Total current liabilities	99,990	78,170
Operating lease liabilities, long-term	6,182	5,996
Deferred revenue, long-term	—	15,403
Total liabilities	106,172	99,569
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.0001 par value, 10,000,000 shares authorized, no shares issued or outstanding at December 31, 2023 and December 31, 2022.	—	—
Common stock, $0.0001 par value, 150,000,000 shares authorized, 74,747,484 and 73,620,361 shares issued and 74,403,278 and 73,486,699 shares outstanding at December 31, 2024 and December 31, 2023, respectively.	7	7
Additional paid-in capital	1,646,537	1,524,196
Accumulated deficit	(1,153,165)	(895,034)
Treasury stock, at cost (344,206 and 133,662 shares of common stock at December 31, 2024 and December 31, 2023, respectively).	(12,579)	(4,141)
Accumulated other comprehensive income (loss)	304	1,191
Total stockholders' equity	481,104	626,219
Total liabilities and stockholders' equity	$ 587,276	$ 725,788

See accompanying notes to consolidated financial statements.

SpringWorks Therapeutics, Inc.
Consolidated Statements of Operations

(in thousands, except share and per-share data)	Year Ended December 31, 2024	2023	2022
Revenue:			
Product revenue, net	$ 172,042	$ 5,447	$ —
Other revenue	19,547	—	—
Total revenue	191,589	5,447	—
Operating expenses:			
Cost of product revenue	12,550	422	—
Selling, general and administrative	256,652	197,551	134,552
Research and development	200,518	150,487	146,122
Total operating expenses	469,720	348,460	280,674
Loss from operations	(278,131)	(343,013)	(280,674)
Interest and other income:			
Interest and other income, net	26,000	22,947	6,147
Total interest and other income	26,000	22,947	6,147
Equity method investment loss	(6,000)	(5,038)	(2,890)
Net loss	$ (258,131)	$ (325,104)	$ (277,417)
Net loss per share, basic and diluted	$ (3.48)	$ (5.15)	$ (5.21)
Weighted average common shares outstanding, basic and diluted	74,132,811	63,123,936	53,290,528

See accompanying notes to consolidated financial statements.

SpringWorks Therapeutics, Inc.
Consolidated Statements of Comprehensive Loss

(in thousands)	Year Ended December 31, 2024	2023	2022
Net loss	$ (258,131)	$ (325,104)	$ (277,417)
Changes in other comprehensive income (loss):			
Unrealized gain (loss) on marketable securities, net	(887)	1,958	(455)
Total changes in other comprehensive income (loss)	$ (887)	$ 1,958	$ (455)
Comprehensive loss	$ (259,018)	$ (323,146)	$ (277,872)

See accompanying notes to consolidated financial statements.

SpringWorks Therapeutics, Inc.
Consolidated Statement of Stockholders' Equity

(in thousands, except share and unit data)	Year ended December 31, 2022, 2023 and 2024							
	Common		Treasury		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Balance at December 31, 2021	49,247,985	$ 5	—	$ —	$ 715,216	$ (312)	$ (292,513)	$ 422,396
Equity-based compensation expense					72,965			72,965
Issuance of common stock to GSK	2,050,819	—			55,454			55,454
Issuance of common stock in private placement, net of issuance costs	8,650,520	1			216,830			216,831
Issuance of common stock under at-the-market offering, net of issuance costs	2,247,500	—			67,782			67,782
Issuance of restricted stock awards	36,625	—						—
Forfeitures of restricted stock awards	(27,957)	—						—
Restricted stock units vested	24,369	—						—
Exercise of stock options	223,467	—			1,977			1,977
Shares of common stock used to satisfy tax withholding obligations			30,199	(1,341)				(1,341)
Other comprehensive loss, net of tax						(455)		(455)
Net loss							(277,417)	(277,417)
Balance at December 31, 2022	62,453,328	$ 6	30,199	$ (1,341)	$ 1,130,224	$ (767)	$ (569,930)	$ 558,192
Equity-based compensation expense					94,534			94,534
Issuance of common stock in underwritten public offering, net of issuance cost	10,905,171	1			299,299			299,300
Forfeitures of restricted stock awards	(21,113)	—						—
Restricted stock units vested	238,725	—						—
Exercise of stock options	44,250	—			139			139
Shares of common stock used to satisfy tax withholding obligations			103,463	(2,800)				(2,800)
Other comprehensive income, net of tax						1,958		1,958
Net loss							(325,104)	(325,104)
Balance at December 31, 2023	73,620,361	$ 7	133,662	$ (4,141)	$ 1,524,196	$ 1,191	$ (895,034)	$ 626,219
Equity-based compensation expense					109,140			109,140
Forfeitures of restricted stock awards	(4,815)	—						—
Restricted stock units vested	556,231	—						—
Exercise of stock options	575,707	—			13,201			13,201
Shares of common stock used to satisfy tax withholding obligations			210,544	(8,438)				(8,438)
Other comprehensive income, net of tax						(887)		(887)
Net loss							(258,131)	(258,131)
Balance at December 31, 2024	74,747,484	$ 7	344,206	$ (12,579)	$ 1,646,537	$ 304	$ (1,153,165)	$ 481,104

See accompanying notes to consolidated financial statements.

SpringWorks Therapeutics, Inc.
Consolidated Statements of Cash Flows

(in thousands)	Year Ended December 31, 2024	2023	2022
Operating activities			
Net loss	$ (258,131)	$ (325,104)	$ (277,417)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization expense	3,468	1,667	765
Non-cash operating lease expense	1,785	1,653	1,131
Equity-based compensation expense	109,140	94,534	72,965
Equity method investment loss	6,000	5,038	2,890
Changes in operating assets and liabilities			
Accounts receivable, net	(40,308)	(5,930)	—
Inventory	(7,109)	(3,103)	—
Prepaid expenses and other current assets	(3,353)	(5,129)	1,861
Other assets	(7,215)	(838)	61
Accounts payable	4,604	(196)	4,168
Accrued expenses	36,832	15,906	13,325
Lease liability	(19,547)	(1,293)	(859)
Deferred revenue	(1,765)	—	19,547
Net cash used in operating activities	$ (175,599)	$ (222,795)	$ (161,563)
Investing activities			
Capital expenditures	(4,451)	(7,385)	(10,196)
Payment for intangible asset	(16,250)	—	—
Equity method investment	(8,235)	(2,800)	(4,200)
Purchases of marketable securities	(285,101)	(575,724)	(481,050)
Proceeds from sale and maturity of marketable securities	378,582	620,663	279,849
Net cash provided by (used in) investing activities	$ 64,545	$ 34,754	$ (215,597)
Financing activities			
Proceeds from issuance of common stock in underwritten public offering, net of issuance costs	—	299,300	—
Proceeds from issuance of common stock to GSK	—	—	55,454
Proceeds from issuance of common stock in private placement, net of issuance costs	—	—	216,830
Proceeds from issuance of common stock under at-the-market offering, net of issuance costs	—	—	67,782
Treasury stock	(8,438)	(2,800)	(1,341)
Proceeds from stock option exercises	13,201	139	1,977
Net cash provided by financing activities	$ 4,763	$ 296,639	$ 340,702
Net (decrease) increase in cash and cash equivalents	(106,291)	108,598	(36,458)
Cash and cash equivalents including restricted cash, beginning of period	176,666	68,068	104,526
Cash and cash equivalents including restricted cash, end of period	$ 70,375	$ 176,666	$ 68,068
Supplemental non-cash disclosure			
Right-of-use assets obtained in exchange for operating lease obligations	$ 877	$ 2,637	$ 5,580
Milestone payment for first commercial sale of OGSIVEO included in accrued expenses as of December 31, 2023	—	11,250	—

See accompanying notes to consolidated financial statements.

SpringWorks Therapeutics, Inc.
Notes to Consolidated Financial Statements

1. Nature of Operations

SpringWorks Therapeutics, Inc., or the Company, was formed in Delaware on August 18, 2017.

The Company is a commercial-stage biopharmaceutical company applying a precision medicine approach to developing and commercializing life-changing medicines for underserved patient populations suffering from devastating rare diseases and cancer. The Company has a differentiated portfolio of small molecule targeted oncology assets, including two approved products and several clinical and preclinical candidates at various stages of development, and is advancing programs in rare tumor types as well as highly prevalent, genetically defined cancers. OGSIVEO® (nirogacestat) is the Company's first commercial product. OGSIVEO was approved by the United States Food and Drug Administration, or FDA, on November 27, 2023 for the treatment of adult patients with progressing desmoid tumors who require systemic treatment. GOMEKLI™ (mirdametinib) is the Company's second commercial product. GOMEKLI was approved by the FDA on February 11, 2025 for the treatment of adult and pediatric patients two years of age and older with neurofibromatosis type 1, or NF1, who have symptomatic plexiform neurofibromas, or PN, not amenable to complete resection.

Follow-On Offering

On December 8, 2023, the Company completed the sale of 10,905,171 shares of common stock in an underwritten public offering, including 1,422,413 shares of common stock sold pursuant to the underwriter's full exercise of their option to purchase additional shares, at an offering price of $29.00 per share, resulting in net proceeds to the Company of $299.3 million.

Private Placements

On September 7, 2022, the Company and certain accredited investors, or the Investors, entered into a securities purchase agreement pursuant to which the Company agreed to sell and issue to the Investors in a private placement transaction, or the Private Placement, an aggregate of 8,650,520 shares of Common Stock at a purchase price of $26.01 per share. In connection with the Private Placement, the Company received gross proceeds of approximately $225 million, and after deducting commissions and offering costs, net proceeds were approximately $216.8 million. In connection with the Private Placement, the Company and the Investors also entered into a registration rights agreement, dated September 7, 2022, providing for the registration for resale of the shares. The shares were registered for resale pursuant to the Registration Statement and the prospectus supplement relating to the shares filed with the SEC on September 26, 2022.

On September 6, 2022, the Company entered into an expanded global, non-exclusive license and collaboration agreement with GSK, plc, formerly GlaxoSmithKline plc, or GSK, for nirogacestat in combination with belantamab mafodotin (belamaf) and, concurrent with the execution of such agreement, the Company entered into a stock purchase agreement, or the Stock Purchase Agreement, with an affiliate of GSK, Glaxo Group Limited, or GGL, under which GGL agreed to purchase from the Company in a private placement transaction 2,050,819 shares of Common Stock for an aggregate purchase price of approximately $75.0 million, or $36.57 per share. The shares were sold at a 25% premium to the volume-weighted average share price of the Company's Common Stock for a specified 30-day period prior to entering into the Stock Purchase Agreement.

At-the-Market Offering

In August 2022, the Company sold 2,247,500 shares of Common Stock under an ATM Program, resulting in gross proceeds of $69.7 million, less commissions and other fees of $1.9 million for net proceeds of $67.8 million.

2. Risks and Liquidity

The Company has incurred losses and negative operating cash flows since inception and had an accumulated deficit of $1.2 billion and $895.0 million, and working capital of $280.5 million and $422.7 million at December 31, 2024 and December 31, 2023, respectively. For the twelve months ended December 31, 2024, the Company recorded net product revenue of $172.0 million from sales of OGSIVEO. The Company is subject to those risks associated with any biopharmaceutical company that has substantial expenditures for development. There can be no assurance that the Company's development projects will be successful, that products developed will obtain necessary regulatory approval, or that any approved product will be commercially viable. In addition, the Company operates in an environment of rapid technological change and is largely dependent on the services of its employees, advisors, consultants and vendors.

The Company had cash, cash equivalents and marketable securities of $461.9 million and $662.6 million as of December 31, 2024 and December 31, 2023, respectively. Based on the Company's cash, cash equivalents and marketable securities at December 31, 2024, management estimates that the Company's current liquidity will enable it to meet operating expenses through at least twelve months after the date that these financial statements were issued.

3. Summary of Significant Accounting Policies

Basis of Presentation

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP.

Principles of Consolidation

The consolidated financial statements include the accounts of SpringWorks Therapeutics, Inc. and its subsidiaries, collectively, the Company. All intercompany transactions and balances have been eliminated in consolidation. Investments in business entities in which the Company lacks control but does have the ability to exercise significant influence over operating and financial policies are accounted for using the equity method of accounting.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Significant estimates and assumptions reflected in these consolidated financial statements include, but are not limited to, gross to net calculations, and the valuation of equity-based compensation awards. The Company bases its estimates on historical experience, known trends and other market-specific or relevant factors that it believes to be reasonable under the circumstances. Actual results may differ from those estimates. On an ongoing basis, management evaluates its estimates and adjusts those estimates and assumptions when facts or circumstances change. Changes in estimates are recorded in the period in which they become known.

Segment Information

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision-maker, or CODM, in making decisions regarding resource allocation and assessing performance. The Company has determined that its chief executive officer is the CODM. The Company has one reportable segment relating to developing and commercializing life-changing medicines. When evaluating the Company's financial performance, the CODM reviews total revenues, total expenses and expenses by function and the CODM makes decisions using this information on a company-wide basis. See Note 17, "Segment Reporting" to the Consolidated Financial Statements included under Item 8, "Financial Statements and Supplementary Data" for further insight.

Cash and Cash Equivalents

The Company considers all highly liquid instruments that have maturities of three months or less when acquired to be cash equivalents. The Company had cash and cash equivalents as of December 31, 2024 and December 31, 2023 of $69.8 million and $176.1 million, respectively.

Marketable Securities

Marketable debt securities are reported at fair value with unrealized gains and losses included in accumulated other comprehensive income. Each reporting period, the Company evaluates whether there are declines in fair value below amortized cost and if these declines are due to credit losses, as well as the Company's ability and intent to hold the investment until a forecasted recovery occurs. If both criteria regarding the intent or ability to hold are met, any decline in fair value due to credit losses is recorded as an allowance through other income (expense); limited by the amount that the fair value is less than the amortized costs basis. If either criterion is not met, any previously recorded allowance for credit losses and any excess amortized cost basis over fair value is recorded in other income (expense). As of and for the years ended December 31, 2024 and December 31, 2023, the Company did not have any allowance for credit losses or impairments of its marketable securities.

Concentration of Credit Risk and Other Risk Uncertainties

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash, cash equivalents and available-for-sale marketable securities. The Company maintains each of its cash, cash equivalent balances and marketable securities balances with high quality, financial institutions and the Company's marketable securities are invested in high-quality, highly liquid debt securities including corporate debt securities, U.S. government securities and commercial paper.

The Company's accounts receivable balances have been highly concentrated with a select number of customers consisting primarily of large wholesale pharmaceutical distributors who, in turn, sell the medicines to their customers. As of each of December 31, 2024 and December 31, 2023, the Company's top four customers accounted for approximately 91% and 94%, respectively, of the Company's total outstanding accounts receivable balances. Given the size and creditworthiness of the customers, the Company has not experienced and does not expect to experience material credit-related losses with such customers.

The following table presents each major customer that accounted for more than 10% of its accounts receivable, net:

% of accounts receivable, net	December 31, 2024	December 31, 2023
Customer A	26 %	19 %
Customer B	23 %	32 %
Customer C	21 %	25 %
Customer D	21 %	18 %
Total accounts receivable, net from major customers	91 %	94 %

Major customers are defined as customers that individually accounted for greater than 10% of the Company's revenue. The following table presents each major customer that accounted for more than 10% of its gross product sales:

% of gross product sales	December 31, 2024	December 31, 2023
Customer A	28 %	19 %
Customer B	23 %	18 %
Customer C	20 %	32 %
Customer D	19 %	25 %
Total gross product sales from major customers	90 %	94 %

Accounts Receivable, net

Accounts receivable, net consists of trade receivables which are amounts due from customers related to product sales. The Company records trade receivables net of chargebacks, invoice discounts, distribution service fees and any allowances for potential credit losses. An allowance for credit losses is determined based on the financial condition and creditworthiness of customers and the Company considers economic factors and events or trends expected to affect future collections experience. Any allowance would reduce the net receivables to the amount that is expected to be collected. The payment history of the Company's customers will be considered in future assessments of collectibility as these patterns are established over a longer period of time. As of December 31, 2024, the Company determined an allowance for credit losses was insignificant.

Inventory and Pre-Approval Inventory

The Company began capitalizing inventory for OGSIVEO upon approval by the FDA in November 2023. OGSIVEO is approved for the treatment of adult patients with desmoid tumors. Prior to regulatory approval, all direct and indirect manufacturing costs were charged to research and development expense in the period incurred.

Inventory is comprised of raw materials, work-in-process and finished goods, and includes costs related to third-party contract manufacturing, packaging, freight-in and overhead. Inventory is stated at the lower of cost or net realizable value with cost based on the first-in-first-out method.

Property and Equipment, net

Property and equipment consist of computer equipment, software, furniture and leasehold improvements and are recorded at cost. Property and equipment are depreciated on a straight-line basis over their estimated useful lives.

Intangible Asset, net

The Company's finite-lived intangible assets resulted from the capitalization of commercial milestone payments due under a license and collaboration agreement. The intangible assets are included within other assets and are being amortized on a straight-line basis over their remaining useful life, which is estimated to be the remaining patent life of OGSIVEO. Amortization expense is recorded as cost of product revenue.

Impairment of Long-Lived Assets

The Company reviews its long-lived assets, including property and equipment and finite-lived intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. If such circumstances are determined to exist, an estimate of undiscounted future cash flows produced by the long-lived asset, including its eventual residual value, is compared to the carrying value to determine whether impairment exists. In the event that such cash flows are not expected to be sufficient to recover the carrying amount of the asset, the asset is written-down to its estimated fair value.

Revenue Recognition

Arrangements Within the Scope of ASC 606, Revenue from Contracts with Customers

The Company recognizes revenue in accordance with ASC 606, which applies to all contracts with customers, except for contracts that are within the scope of other standards, such as collaboration arrangements and leases.

Pursuant to ASC 606, the Company recognizes revenue when its customers obtain control of promised goods or services, in an amount that reflects the consideration which the Company determines it expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that the Company determines are within the scope of ASC 606, the Company performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligation(s) in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligation(s) in the contract; and (v) recognize revenue when (or as) the Company satisfies its performance obligation(s). As part of the accounting for these arrangements, the Company may be required to make significant judgments, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each performance obligation.

Once a contract is determined to be within the scope of ASC 606, the Company assesses the goods or services promised within the contract and determines those that are performance obligations.

The Company assesses whether each promised good or service is distinct for the purpose of identifying the performance obligations in the contract. This assessment involves subjective determinations and may require management to make judgments about the individual promised goods or services and whether such are separable from the other aspects of the contractual relationship. Promised goods and services are considered distinct provided that: (i) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer (that is, the good or service is capable of being distinct) and (ii) the entity's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (that is, the promise to transfer the good or service is distinct within the context of the contract). In assessing whether a promised good or service is distinct, the Company considers factors such as the research, manufacturing and commercialization capabilities of the customer and the availability of the associated expertise in the general marketplace. The Company also considers the intended benefit of the contract in assessing whether a promised good or service is separately identifiable from other promises in the contract. If a promised good or service is not distinct, an entity is required to combine that good or service with other promised goods or services until it identifies a bundle of goods or services that is distinct.

If the consideration promised in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to a customer. The Company determines the amount of variable consideration by using the most likely amount method. The Company includes the unconstrained amount of estimated variable consideration in the transaction price. The amount included in the transaction price is constrained to the amount for which it is probable that a significant reversal of cumulative revenue recognized will not occur. At the end of each subsequent reporting period, the Company re-evaluates the estimated variable consideration included in the transaction price and any related constraint, and if necessary, adjusts its estimate of the overall transaction price. Any such adjustments are recorded on a cumulative catch-up basis in the period of adjustment.

The Company then recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) each performance obligation is satisfied at a point in time or over time, and if over time based on the use of an output or input method that most faithfully depicts the transfer of goods and services to the customer.

Product revenue, net: Revenues from product sales are recorded at the net sales price, or "transaction price," which includes estimates of variable consideration that result from (i) invoice discounts for prompt payment and specialty distributor and specialty pharmacy service fees, (ii) government and private payer rebates, chargebacks, discounts and fees, (iii) group purchasing organization, or GPO, discounts, performance rebates and administrative fees, (iv) product returns and (v) costs of co-pay assistance programs for patients. Reserves are established for variable consideration, some of which are estimates, based on the amounts we expect to be earned or to be claimed on the related sales. The reserves are classified as reductions to accounts receivable, net or accrued expenses and other current liabilities. The primary estimate included in the determination of variable consideration relates to government rebates. Where appropriate, we utilize the most likely amount method to determine the appropriate amount for estimates of variable consideration based on factors such as current contractual and statutory requirements, forecasted customer buying payment patterns and our historical experience.

Royalties: For arrangements that include sales-based royalties, including commercial milestone payments based on the level of sales, and the license is deemed to be the predominant item to which the royalties relate, the Company recognizes revenue at the later of (i) when the related sales occur, or (ii) when the performance obligation to which some or all the royalty has been allocated has been satisfied (or partially satisfied).

Cost of Product Revenue

Our cost of product revenue includes the cost of goods sold, amortization expense for commercial milestones and royalty expense. Our cost of goods sold consists of raw materials, third-party manufacturing costs to manufacture the raw materials into finished product, freight and other costs associated with sales of commercial products.

Research and Development

Expenditures for clinical development, including upfront licensing fees and milestone payments associated with products that have not yet been approved by the U.S. Food and Drug Administration, are charged to research and development expense as incurred. These expenses consist of expenses incurred in performing development activities, including salaries and benefits, equity-based compensation expense, preclinical expenses, clinical trial and related clinical manufacturing expenses, contract services and other outside expenses. Expenses incurred for certain research and development activities, including expenses associated with particular activities performed by contract research organizations, investigative sites in connection with clinical trials and contract manufacturing organizations, are recognized based on an evaluation of the progress or completion of specific tasks using either time-based measures or data such as information provided to the Company by its vendors on actual activities completed or costs incurred. Payments for these activities are based on the terms of the individual arrangements, which may differ from the pattern of expense recognition. Expenses for research and development activities incurred that have yet to be invoiced by the vendors that perform the related activities are reflected in the consolidated financial statements as accrued expenses. Advance payments for goods or services to be received in the future for research and development activities are deferred and recorded as prepaid expenses. The prepaid amounts are expensed as the related goods are delivered or the services are performed.

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of salaries and related costs, including equity-based compensation for personnel in executive, finance, corporate, commercial, business development and administrative functions. Selling, general and administrative expenses also include consulting services, legal fees relating to patent and corporate matters; professional fees for accounting, auditing and tax services; insurance costs; administrative travel expenses; and facility-related expenses, which include direct depreciation costs and expenses for rent and maintenance of facilities and other operating expenses.

Equity-based compensation expense

Equity-based compensation expense is recognized using the straight-line method, based on the grant date fair value, over the requisite service period of the award, which is generally the vesting term. The Company recognizes forfeitures at the time of the actual forfeiture event.

For awards subject to performance conditions, as well as awards containing both market and performance conditions, the Company recognizes equity award compensation expense using an accelerated recognition method over the remaining service period when management determines that achievement of the milestone is probable. Management evaluates when the achievement of a performance-based milestone is probable based on the expected satisfaction of the performance conditions as of the reporting date.

The grant-date fair value of performance-based awards with market conditions is estimated using a Monte Carlo simulation method that incorporates the probability of the performance conditions being met as of the grant date.

For stock options issued, the Company estimates the grant date fair value and the resulting equity-based compensation expense using the Black-Scholes option-pricing model.

The Black-Scholes option-pricing model requires the use of certain subjective assumptions which determine the fair value of equity-based awards. Inputs used in the Black-Scholes option-pricing model are:

- Fair value of common stock, which is the trading price of the Company's common stock on the grant date of the award.
- Expected term — The expected term represents the period that the equity-based awards are expected to be outstanding. The Company uses the simplified method to calculate the expected term due to the limited Company-specific historical information available for the Company.
- Expected volatility — The Company lacks sufficient Company-specific historical and implied volatility information. Therefore, the Company includes the historical volatility of a publicly traded set of peer companies to determine its expected stock volatility and expects to continue to do so until it has adequate historical data regarding the volatility of its own traded stock.
- Risk-free interest rate — The risk-free interest rate is based on the U.S. Treasury yield in effect at the time of grant for zero-coupon U.S. Treasury notes with maturities approximately equal to the expected term of the awards.
- Expected dividend — The Company has never paid dividends on its common units or stock and has no plans to pay dividends on its common stock. Therefore, the expected dividend yield is zero.

Net Loss per Share

Basic net loss per share is computed by dividing net loss by the weighted average number of shares outstanding for the period. Diluted net loss per share excludes the potential impact of unvested restricted stock and stock options because their effect would be anti-dilutive due to the Company's net loss. Since the Company had a net loss in each of the periods presented, basic and diluted net loss per share are the same.

Income Taxes

Income taxes are accounted for using the asset-and-liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in the period that includes the enactment date. Changes in deferred tax assets and liabilities are recorded in the provision for income taxes.

The Company recognizes deferred tax assets to the extent that it believes that these assets are more likely than not to be realized. In making such a determination, management considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies and results of recent

operations. Valuation allowances are provided, if based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. If management determines that the Company would be able to realize its deferred tax assets in the future in excess of their net recorded amount, management would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process in which (1) management determines whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, management recognizes the largest amount of tax benefit that is more than 50% likely to be realized upon ultimate settlement with the related tax authority.

The Company provides reserves for potential payments of tax to various tax authorities related to uncertain tax positions. These reserves are based on a determination of whether and how much of a tax benefit taken by the Company in its filings or positions is more likely than not to be realized following resolution of any potential contingencies related to the tax benefit. Potential interest related to the underpayment of income taxes will be classified as a component of income tax expense and any related penalties will be classified as income tax expense.

Recently Adopted and Recently Issued Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, Improvements to Reportable Segment Disclosures, which requires disclosure of incremental segment information on an annual and interim basis. The effective date for the standard is for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024 on a retrospective basis. The Company adoption of ASU 2023-07 did not have a material impact on its consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, Improvements to Income Tax Disclosures, to provide more detailed income tax disclosure requirements. The guidance requires entities to disclose disaggregated information about their effective tax rate reconciliation as well as information on income taxes paid. The disclosure requirements should be applied on a prospective basis, with the option to apply it retrospectively. The effective date for the standard is for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company does not expect ASU 2023-09 to have a material impact on the Company's financial statements.

4. Marketable Securities

The following table summarizes the Company’s available-for-sale marketable securities as of December 31, 2024 and December 31, 2023:

	As of December 31, 2024			
(in thousands)	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Estimated Fair Value**
Marketable securities:				
Short-term investments:				
U.S. government securities	$ 160,565	$ 469	$ —	$ 161,034
Corporate debt securities	57,076	150	—	57,226
Commercial paper	19,974	—	—	19,974
Long-term investments:				
U.S. government securities	81,363	—	(381)	80,982
Corporate debt securities	72,885	66	—	72,951
Total	$ 391,863	$ 685	$ (381)	$ 392,167

(in thousands)	As of December 31, 2023			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Marketable securities:				
Short-term investments:				
U.S. government securities	$ 228,579	$ 212	$ —	$ 228,791
Corporate debt securities	9,629	2	—	9,631
Commercial paper	64,724	3	—	64,727
Long-term investments:				
U.S. government securities	141,102	755	—	141,857
Corporate debt securities	41,310	219	—	41,529
Total	$ 485,344	$ 1,191	$ —	$ 486,535

The Company's marketable securities are available-for-sale securities and consist of high-quality, highly liquid debt securities including corporate debt securities, U.S. government securities, non-U.S. government securities, and commercial paper.

The Company's securities classified as short-term marketable securities mature within one year or less of the balance sheet date. Marketable securities that mature greater than one year from the balance sheet date are classified as long-term. As of December 31, 2024, the Company did not hold any investments with maturity dates greater than five years.

5. Fair Value Measurements

The fair value of the Company's financial assets measured on a recurring basis are classified based upon a fair value hierarchy consisting of the following three levels:

Level 1 — Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets, or liabilities.

Level 2 — Quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the instrument.

Level 3 — Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The fair value hierarchy is based on inputs to valuation techniques used to measure fair value that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon their own market assumptions.

The following tables set forth the fair value hierarchy of the Company's financial assets and liabilities measured on a recurring basis as of December 31, 2024 and December 31, 2023:

(in thousands)	As of December 31, 2024			
		Fair Value Hierarchy		
	Total	Level 1	Level 2	Level 3
Financial instruments carried at fair value (asset position):				
Cash equivalents:				
Money market funds	$ 19,904	$ 19,904	$ —	$ —
Short-term investments:				
U.S. government securities	161,034	161,034	—	—
Corporate debt securities	57,226	—	57,226	—
Commercial paper	19,974	—	19,974	—
Long-term investments:				
U.S. government securities	80,982	80,982	—	—
Corporate debt securities	72,951	—	72,951	—
Total	$ 412,071	$ 261,920	$ 150,151	$ —

(in thousands)	As of December 31, 2023			
		Fair Value Hierarchy		
	Total	Level 1	Level 2	Level 3
Financial instruments carried at fair value (asset position):				
Cash equivalents:				
Money market funds	$ 14,434	$ 14,434	$ —	$ —
Commercial paper	49,631	—	49,631	—
Short-term investments:				
U.S. government securities	228,791	228,791	—	—
Corporate debt securities	9,631	—	9,631	—
Commercial paper	64,727	—	64,727	—
Long-term investments:				
U.S. government securities	141,857	141,857	—	—
Corporate debt securities	41,529	—	41,529	—
Total	$ 550,600	$ 385,082	$ 165,518	$ —

The Company's financial assets measured at fair value on a recurring basis using a market approach included cash equivalents, which consist of money market funds, and marketable securities, which consist of high-quality, highly liquid available-for-sale debt securities including corporate debt securities, U.S. government securities, and commercial paper.

The Company's money market funds are readily convertible into cash and the net asset value of each fund on the last day of the quarter is used to determine fair value. The U.S. government securities are classified as Level 1 and valued utilizing quoted market prices. The Company's corporate debt securities, and commercial paper are classified as Level 2 and valued utilizing various market and industry inputs.

The Company considers all highly liquid instruments that have maturities of three months or less when acquired to be cash equivalents. The carrying amounts for cash equivalents, accounts payable, and accrued expenses approximate fair value due to their short-term maturities.

6. Property and Equipment, net

Property and equipment, net consisted of the following:

(in thousands)	December 31, 2024	2023	Useful Life
Leasehold improvements	$ 3,031	$ 826	Length of lease or 5 years, whichever is shorter
Computer equipment	690	380	3-5 years
Lab equipment	4,281	2,439	5 - 15 years
Furniture	956	437	5 years
Software	14,329	12,954	3-10 years
Construction in process	1,786	3,565	
Property and equipment, gross	25,073	20,601	
Less accumulated depreciation	(5,393)	(2,658)	
Property and equipment, net	$ 19,680	$ 17,943	

Depreciation expense was $2.8 million, $1.6 million, and $0.8 million for the years ended December 31, 2024, December 31, 2023 and December 31, 2022, respectively.

7. Intangible Assets, net

Intangible assets, net, which is included in other assets, consisted of the following:

(in thousands)	December 31, 2024	2023
Definite-lived intangible assets		
License agreements	$ 16,250	$ 11,250
Intangible assets, gross	16,250	11,250
Less accumulated amortization	(694)	(50)
Intangible assets, net	$ 15,556	$ 11,200

The Company's finite-lived intangible asset results from the commercial milestone payment due under its license agreement with Pfizer, Inc., or Pfizer. For intangible assets related to products with patent exclusivity, the useful life is the remaining patent exclusivity period of approximately 19.4 years. The Company incurred amortization expense of $0.6 million for the year ended December 31, 2024.

The expected future amortization expense for amortizable finite-lived intangible assets as of December 31, 2024 is as follows:

(in thousands)	
2025	$ 845
2026	845
2027	845
2028	845
2029	845
Thereafter	11,333
Total future expected amortization expense	$ 15,556

8. Leases

Operating Leases

The company’s operating leases relate to real estate.

The components of lease cost recorded in the Company's consolidated statement of operations were as follows:

(in thousands)	Twelve Months Ended December 31, 2024	2023	2022
Operating lease cost			
Fixed	$ 1,785	$ 1,653	$ 1,131
Variable[1]	1,063	866	336
Total lease cost	$ 2,848	$ 2,519	$ 1,467

[1] Variable lease costs consist primarily of taxes, utilities and common area maintenance costs.

The Company's leases are included on its consolidated balance sheets as follows:

(in thousands)	As of December 31, 2024	As of December 31, 2023
Operating leases		
Operating lease right-of-use-assets	$ 6,979	$ 6,144
Total operating lease assets	$ 6,979	$ 6,144
Operating lease liabilities, current	$ 1,730	$ 1,061
Operating lease liabilities, long-term	6,182	5,996
Total operating lease liabilities	$ 7,912	$ 7,057

Maturities of the Company's operating lease liabilities as of December 31, 2024 were as follows:

(in thousands)	Operating Leases
2025	$ 2,254
2026	2,265
2027	2,175
2028	1,383
2029 and thereafter	988
Total lease payments	9,065
Less: imputed interest	(1,153)
Present value of lease liabilities	$ 7,912

The weighted-average remaining lease term and discount rate related to the Company's leases were as follows:

	As of December 31, 2024	As of December 31, 2023
Weighted-average remaining lease term (in years)		
Operating leases	4.1	4.2
Weighted-average discount rate		
Operating leases	5.9 %	5.8 %

Supplemental cash flow information related to the Company's leases was as follows:

(in thousands)	December 31, 2024	December 31, 2023	December 31, 2022
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	$ 1,765	$ 1,293	$ 859
Right-of-use assets obtained in exchange for new operating lease liabilities	877	2,637	5,580

9. Accrued Expenses

Accrued expenses consisted of the following:

(in thousands)	December 31, 2024	December 31, 2023
Accrued compensation and benefits	$ 31,216	$ 26,047
Accrued research and development	28,573	15,129
Accrued milestone	—	11,250
Accrued other	26,223	13,143
Total accrued expenses	$ 86,012	$ 65,569

10. Equity-Based Compensation

The Company recorded total equity-based compensation expense for the periods presented as follows:

(in thousands)	Year Ended December 31, 2024	2023	2022
Research and development	$ 38,775	$ 34,398	$ 29,373
Selling, general and administrative	70,365	60,136	43,592
Total equity-based compensation expense	$ 109,140	$ 94,534	$ 72,965

2019 Equity Incentive Plan

The 2019 Equity Incentive Plan provides for the grant of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock units, restricted stock awards, unrestricted stock awards and dividend equivalent rights to the Company's officers, employees, directors and other key persons (including consultants). The number of shares available for issuance under the 2019 Equity Incentive Plan is cumulatively increased each January 1, through and including January 1, 2030, by 5% of the number of shares of the Company's common stock outstanding on the immediately preceding December 31 or such lesser number of shares determined by the Company's compensation committee. As of December 31, 2024, there were 3,409,823 shares available for future issuance under the 2019 Equity Incentive Plan.

The terms of stock options and restricted stock awards, including vesting requirements, are determined by the Board of Directors or its delegates, subject to the provisions of the 2019 Equity Incentive Plan. Stock options and restricted stock awards granted by the Company to employees generally vest over 3 or 4 years, and stock options and restricted stock awards granted by the Company to directors generally vest over 1 or 3 years.

2019 Employee Stock Purchase Plan

On August 30, 2019, the Company's stockholders approved the 2019 Employee Stock Purchase Plan, or the ESPP, which became effective immediately preceding the effectiveness of the Company's registration statement on September 12, 2019 in connection with the IPO. A total of 442,153 shares of common stock were reserved for issuance under the ESPP. In addition, the number of shares of common stock that may be issued under the ESPP will automatically increase each January 1, through and including January 1, 2028, by the lesser of (i) 663,229 shares of common stock, (ii) 1% of the number of shares of the Company's common stock outstanding on the immediately preceding December 31 or (iii) such lesser number of shares determined by the administrator of the ESPP. As of December 31, 2024, there were 3,140,351 shares reserved for issuance under the ESPP. No offering periods under the ESPP had been initiated as of December 31, 2024.

Stock Options

A summary of the changes in the Company's stock options during the periods presented is as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Intrinsic Aggregate Value
Outstanding at December 31, 2021	6,713,413	$ 37.03	8.2	$ 196,012,147
Granted	3,207,347	43.28	—	—
Exercised	(223,467)	8.84	—	—
Forfeited/cancelled	(520,478)	68.33	—	—
Outstanding at December 31, 2022	9,176,815	38.13	8.0	53,719,297
Granted	2,994,704	27.65	—	—
Exercised	(44,250)	3.15	—	—
Forfeited/cancelled	(538,693)	44.01	—	—
Outstanding at December 31, 2023	11,588,576	35.28	7.4	117,631,827
Granted	2,623,273	38.65	—	—
Exercised	(575,707)	22.93	—	—
Forfeited/cancelled	(817,179)	45.00	—	—
Outstanding at December 31, 2024	12,818,963	35.90	6.7	105,568,481
Exercisable at December 31, 2024	8,469,350	35.53	5.9	89,250,687

Assumptions used in determining the fair value of the stock options granted in 2024 include risk-free interest rates of 3.56% – 4.64%, expected dividend yield of 0.00%, expected term in years of 5.5 years - 6.1 years and expected volatility of 73.9% - 77.4%.

At December 31, 2024, the total unrecognized compensation expense related to unvested stock options was $100.2 million, which the Company expects to recognize over a weighted-average remaining period of approximately 2.2 years. For the year ended December 31, 2024, total equity-based compensation expense for stock options was $70.8 million.

Restricted Stock Awards

A summary of the changes in the Company's restricted stock awards for the periods presented is as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested and outstanding at December 31, 2021	470,310	$ 50.76
Granted	36,625	61.74
Vested	(257,219)	32.03
Forfeited	(27,957)	79.25
Unvested and outstanding at December 31, 2022	221,759	70.71
Granted	—	—
Vested	(93,812)	71.50
Forfeited	(21,113)	63.38
Unvested and outstanding at December 31, 2023	106,834	70.48
Granted	—	—
Vested	(90,918)	71.60
Forfeited	(4,815)	70.00
Unvested and outstanding at December 31, 2024	11,101	61.28

For the year ended December 31, 2024, total restricted stock awards compensation expense was $2.2 million.

Restricted Stock Units

A summary of the changes in the Company's restricted stock units for the periods presented is as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested and outstanding at December 31, 2021	—	$ —
Granted	738,508	49.77
Vested	(24,369)	24.62
Forfeited	(42,185)	58.76
Unvested and outstanding at December 31, 2022	671,954	50.11
Granted	1,163,390	27.68
Vested	(238,725)	49.14
Forfeited	(110,079)	31.27
Unvested and outstanding at December 31, 2023	1,486,540	34.11
Granted	1,385,229	38.69
Vested	(556,231)	36.03
Forfeited	(256,290)	36.59
Unvested and outstanding at December 31, 2024	2,059,248	36.36

At December 31, 2024, the total unrecognized compensation expense related to unvested restricted stock units was $44.8 million, which the Company expects to recognize over a weighted-average remaining period of approximately 1.6 years. For the year ended December 31, 2024, total restricted stock unit compensation expense was $32.4 million.

Performance Stock Units

A summary of the changes in the Company's performance stock units for the periods presented is as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested and outstanding at December 31, 2022	—	$ —
Granted	284,362	33.33
Vested	—	—
Forfeited	—	—
Unvested and outstanding at December 31, 2023	284,362	33.33
Granted	88,000	51.37
Vested	—	—
Forfeited	—	—
Unvested and outstanding at December 31, 2024	372,362	37.59

At December 31, 2024, the total unrecognized compensation expense related to unvested performance stock units was $5.2 million, which the Company expects to recognize over a weighted-average remaining period of approximately 1.4 years. For the year ended December 31, 2024, total performance stock unit compensation expense was $3.8 million.

11. License and Collaboration Agreements

Pfizer Inc.

Pursuant to the terms of its licenses with Pfizer, the Company is required to pay Pfizer milestones payments of up to an aggregate of $232.5 million for nirogacestat and up to an aggregate of $229.8 million for mirdametinib, each upon achievement of certain commercial milestone events, of which $16.3 million has been achieved and paid to date for OGSIVEO. One such milestone event was achieved upon the first commercial sale of GOMEKLI in February 2025, and the related milestone

payment of $6.0 million will be due to Pfizer in the third quarter of 2025. Royalties are also payable under each License Agreement based on a specified percentage of net sales ranging from mid-single digit percentages to low 20s. Royalty payments under each License Agreement continue until the expiration of the last to expire licensed patent applicable to such product, but not less than ten years after the first commercial sale on a country-by-country basis.

TEAD inhibitor portfolio license agreement

In May 2021, the Company announced an exclusive worldwide license agreement with Katholieke Universiteit Leuven, or KU Leuven, and the Flanders Institute for Biotechnology, or VIB, pursuant to which the Company in-licensed a portfolio of novel small molecule inhibitors of the TEA Domain, or TEAD, family of transcription factors, designed for the potential treatment of biomarker-defined solid tumors driven by aberrant Hippo pathway signaling. Under the terms of the agreement, the Company made an upfront payment of $11 million to KU Leuven and VIB, which was recorded as research and development expense in the consolidated statement of operations. Pursuant to the terms of the agreement, KU Leuven and VIB are also eligible to receive, in the aggregate, up to $120 million in development milestones, up to $165 million in commercial milestones and tiered single-digit percentage royalties based on any future net sales of products developed based on the in-licensed technology.

PP2A activator portfolio license agreement

In January 2025, we announced an exclusive worldwide license agreement with Rappta Therapeutics Oy, or Rappta, pursuant to which we in-licensed a portfolio of novel small molecule activators of protein phosphatase 2a, or PP2A, complexes with potential applications in treating rare uterine cancers, such as uterine serous carcinoma and uterine carcinosarcoma. Under the terms of the agreement, the Company made an upfront payment of $13.0 million to Rappta in January 2025. Rappta is also eligible to receive, in the aggregate, up to $75.0 million in development and regulatory milestones, up to $160.0 million in commercial milestones and tiered single-digit percentage royalties based on any future net sales of products developed based on the in-licensed technology.

BeiGene clinical collaboration agreement

In August 2018, the Company entered into a clinical collaboration agreement with BeiGene Ltd., or BeiGene to conduct a clinical study of the combination of mirdametinib and a BeiGene compound designated as lifirafenib. In accordance with the terms of the agreement, the Company and BeiGene share equally the costs associated with the clinical study. BeiGene is required to supply the BeiGene compound and the Company is required to supply mirdametinib to conduct the clinical study. The collaboration is guided by a joint steering committee. Specified areas of development require unanimous agreement among all members of the joint steering committee.

In the fourth quarter of 2024, following an interim analysis of the combination of lifirafenib and mirdametinib in the expansion cohort comprised of advanced solid tumor patients harboring neuroblastoma RAS viral oncogene homolog, or NRAS, mutations, it was determined that the objective response rate did not meet the pre-specified threshold for continued development. As such, we and BeiGene have mutually decided to close the study. Wind-down activities and the termination of the clinical collaboration agreement are ongoing.

The Company recorded expense of $1.4 million, $1.9 million and $1.1 million, for the years ended December 31, 2024, December 31, 2023 and December 31, 2022, respectively, in connection with this collaboration agreement.

GSK expanded non-exclusive license and collaboration agreement

In September 2022, the Company announced an expansion of its non-exclusive clinical collaboration with GSK plc, formerly GlaxoSmithKline plc, which originally commenced in June 2019. The announcement coincided with the entry by the Company and GlaxoSmithKline Intellectual Property Development Ltd, or GSK, into an amended and restated collaboration and license agreement, or the GSK License Agreement, for the potential continued development and commercialization of nirogacestat in combination with either belantamab mafodotin (belamaf), GSK's antibody-drug conjugate, or ADC, targeting B-cell maturation antigen, or BCMA, or any other cytotoxic ADC targeting BCMA derived from belantamab that is controlled by GSK, either alone as a combination therapy, or together with other pharmaceutical agents.

Pursuant to the terms of the GSK License Agreement and concurrent with the execution of such agreement, the Company entered into a Stock Purchase Agreement with an affiliate of GSK, Glaxo Group Limited, or GGL, under which GGL purchased 2,050,819 shares of the Company's Common Stock, par value $0.0001 per share, or Common Stock, in a private placement transaction for an aggregate purchase price of approximately $75.0 million, or $36.57 per share. The shares were sold at a 25% premium to the volume-weighted average share price of the Common Stock for a specified 30-day period prior to entering into the Stock Purchase Agreement. The fair value of the Common Stock based on the closing price of Common Stock on the day

prior to the effective date of the Stock Purchase Agreement was $55.5 million and was recorded to equity. The $19.5 million of consideration received in excess of the fair value of the Common Stock represented consideration for the license for the potential continued development and commercialization of nirogacestat in combination with GSK compounds, together with the clinical supply of nirogacestat for future belamaf clinical trials and certain research and development costs associated with nirogacestat. The Company recorded the $19.5 million as deferred revenue in September of 2022.

On June 6, 2024, the Company received a notice of termination from GSK of the GSK License Agreement, which became effective on December 3, 2024. In connection with such termination, the Company expects that GSK will continue the ongoing clinical trials under the GSK License Agreement that include nirogacestat in combination with low-dose belamaf in multiple myeloma until completed with respect to the patients currently enrolled in such trials. The Company will continue to support the completion of such trials with drug product supply and future publication efforts with respect to the data generated. No additional payment obligations on the Company's part or any other material costs remain associated with the GSK License Agreement. As a result of the termination, the Company fully recognized all previously deferred revenue associated with the GSK License Agreement during the quarter ended June 30, 2024. The $19.5 million recognized is classified as “Other Revenue” in the condensed consolidated statement of operations.

Jazz Pharmaceuticals asset purchase and exclusive license agreement

In October 2020, the Company and Jazz announced an asset purchase and exclusive license agreement, pursuant to which Jazz acquired the Company’s fatty acid amide hydrolase, or FAAH, inhibitor program including PF-4457845. The FAAH inhibitor program was obtained by the Company as part of the License Agreements in 2018. Jazz made an upfront payment of $35 million to the Company with potential future payments of up to $375 million based upon the achievement of certain clinical development, regulatory, and commercial milestones. In addition, Jazz is obligated to pay the Company tiered sales-based royalties on future net sales of PF-4457845 in the single-digit range.

Pursuant to the Jazz Agreement, Jazz is obligated to use commercially reasonable efforts to develop and seek regulatory approval for at least one product in the United States and if regulatory approval is obtained, to commercialize such product in the United States.

Pursuant to the development plan under the Jazz Agreement, Jazz initially studied PF-04457845, now known as JZP150, as a treatment for post-traumatic stress disorder, or PTSD. On December 21, 2023, Jazz announced topline results from its Phase 2 trial of JZP150 in PTSD. The trial did not meet its primary or secondary endpoints. Jazz disclosed plans to further evaluate the data but does not anticipate moving forward with additional JZP150 development in PTSD.

12. Equity Method Investment

MapKure

In June 2019, the Company announced the formation of MapKure LLC, or MapKure, an entity jointly owned by the Company and BeiGene Ltd., or BeiGene. BeiGene licensed to MapKure exclusive rights to brimarafenib (BGB-3245), an investigational oral, small molecule selective inhibitor of specific BRAF driver mutations and genetic fusions. MapKure is advancing brimarafenib through clinical development for solid tumor patients harboring MAPK mutations that were observed to be sensitive to the compound in preclinical studies. In addition to the Company’s equity ownership in MapKure, the Company maintains a member on each of MapKure’s joint steering committee and board of directors. The Company also contributes to clinical development and other operational activities for brimarafenib through a service agreement with MapKure.

In June 2019, the Company purchased 3,500,000 Series A preferred units of MapKure for $3.5 million and in June 2020, the Company purchased an additional 3,500,000 Series A preferred units of MapKure for $3.5 million, each pursuant to the terms of the Series A preferred unit purchase agreement. In June 2022, the Company made an additional investment in MapKure and purchased 4,200,000 Series B preferred units of MapKure for $4.2 million and in January 2023, the Company purchased an additional 2,800,000 Series B preferred units of MapKure for $2.8 million, pursuant to the terms of the Series B preferred unit purchase agreement.

In January 2024, the Company made an additional investment in MapKure and purchased 8,235,200 Series C preferred units of MapKure for $8.2 million, pursuant to the terms of a Series C preferred unit purchase agreement. The Company is required to make subsequent purchases at each of the second and third closings established by such agreement, in each case for an additional 6,176,400 Series C preferred units of MapKure for $6.2 million. As of December 31, 2024, the Company’s ownership interest in MapKure was 39.7%.

The Company determined that MapKure is a variable interest entity. The Company is not the primary beneficiary, as the Company does not have the power to direct the activities that most significantly impact the economic performance of MapKure.

Accordingly, the Company does not consolidate the financial statements of this entity and accounts for this investment using the equity method of accounting based on a one quarter lag.

For the year ended December 31, 2024, the Company recognized a $6.0 million loss for its portion of MapKure's losses. The Company's investment in MapKure is included in equity method investment. As of December 31, 2024, the Company's maximum exposure to loss as a result of the Company's involvement with MapKure is $4.2 million, representing the carrying value of the investment.

13. Commitments and Contingencies

As of December 31, 2024, and December 31, 2023, the Company had obligations consisting of operating leases for facilities. Refer to Footnote 8: *Leases* for more information.

The Company enters into contracts in the normal course of business for clinical trials, preclinical studies, manufacturing and other services and products for operating purposes. These contracts generally provide for termination following a certain period after notice and therefore the Company believes that non-cancelable obligations under these agreements are not material.

Additionally, the Company has excluded milestone or royalty payments or other contractual payment obligations as the timing and amounts of such obligations are unknown or uncertain.

Contingencies

From time to time, the Company may be involved in disputes or regulatory inquiries that arise in the ordinary course of business. When the Company determines that a loss is both probable and reasonably estimable, a liability is recorded and disclosed if the amount is material to the financial statements taken as a whole. When a material loss contingency is only reasonably possible, the Company does not record a liability, but instead discloses the nature and the amount of the claim, and an estimate of the loss or range of loss, if such an estimate can reasonably be made.

As of December 31, 2024, and December 31, 2023, there was no litigation or contingency that created at least a reasonable possibility of a material loss.

14. Income Taxes

As of December 31, 2024 and December 31, 2023, the Company did not have a current or deferred income tax expense or benefit as the Company has incurred losses since inception.

As of December 31, 2024, the Company has federal, state and city net operating loss carryforwards of $581.2 million, $425.7 million and $3.8 million, respectively, which are available to reduce future taxable income. Federal net operating loss carryforwards generated 2018 through 2024 of $576.9 million, will be available to offset 80% of taxable income for an indefinite period of time, until fully utilized. Federal net operating loss carryforwards of $4.3 million reported in 2017, and the state and city net operating loss carryforwards expire at various dates beginning 2032. The Company also has federal tax credits of $36.0 million, which may be used to offset future tax liabilities. These tax credit carryforwards will expire at various dates beginning in 2038.

The net operating loss and tax credit carryforwards are subject to review and possible adjustment by the Internal Revenue Service and state tax authorities. Net operating loss and tax credit carryforwards may become subject to an annual limitation in the event of certain cumulative changes in the ownership interest of significant shareholders over a three-year period in excess of 50%, as defined under Sections 382 and 383 of the Internal Revenue Code, respectively, as well as similar state provisions and other provisions within the Internal Revenue Code. This could limit the amount of tax attributes that can be utilized annually to offset future taxable income or tax liabilities. The amount of the annual limitation is determined based on the value of the Company immediately prior to an ownership change. Subsequent ownership changes may further affect the limitation in future years.

The Company has not recorded any reserves for uncertain tax positions as of December 31, 2024 or December 31, 2023.

Interest and penalty charges, if any, related to unrecognized tax benefits will be recorded as income tax expense. As of December 31, 2024, the Company had no accrued interest or penalties related to uncertain tax positions.

Since the Company is in a loss carryforward position, it is generally subject to examination by the U.S. federal, state and local income tax authorities for all tax years in which a loss carryforward is available. The Company is not currently under examination by the Internal Revenue Service or any other jurisdictions for any tax years.

The principal components of deferred tax assets and liabilities are as follows:

	As of December 31,	
(in thousands)	2024	2023
Deferred tax assets:		
Net operating loss carryforwards	$ 147,250	$ 121,029
Research and development credits	10,527	6,069
Orphan drug credit	25,533	27,515
Capitalized research and development	63,371	41,588
Equity-based compensation	39,618	26,429
Deferred revenue	—	4,105
Other	7,065	3,031
Total deferred tax assets	293,364	229,766
Deferred tax liability:		
Operating lease right-of-use assets	(1,764)	(1,290)
Depreciation	(2,287)	(1,255)
Other	(97)	(2)
Valuation allowance	(289,216)	(227,219)
Net deferred tax assets	$ —	$ —

A valuation allowance is recorded to reduce the deferred tax assets reported if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. After consideration of all evidence, both positive and negative, the Company has recorded a full valuation allowance against its deferred tax assets at December 31, 2024 and December 31, 2023 because the Company has determined that it is more likely than not that these assets will not be realized. The increase in the valuation allowance of $62.0 million in 2024 primarily relates to the net loss incurred by the Company as well as federal research and orphan drug credits generated.

The effective tax rate for the Company for the years ended December 31, 2024, December 31, 2023 and December 31, 2022 was zero percent. A reconciliation of the income tax expense at the federal statutory tax rate to the Company's effective income tax rate follows:

	Year Ended December 31,		
	2024	2023	2022
Statutory tax rate	21.00 %	21.00 %	21.00 %
U.S. state and local income taxes, net of U.S. federal income tax benefit	8.70	2.17	2.33
Equity-based compensation	(1.33)	(1.21)	(0.77)
Research and development credit	1.78	0.81	0.27
Orphan drug credit	(0.77)	2.50	1.87
Section 162(m) limitation	(2.49)	(3.39)	—
RTP Adjustments	(2.68)	(0.33)	0.02
Other	(0.12)	(0.21)	(0.02)
Change in valuation allowance	(24.09)	(21.34)	(24.70)
Effective tax rate	— %	— %	— %

15. 401(k) Plan

The Company has a tax-qualified employee savings and retirement plan, or the 401(k) Plan, that covers all of its full-time employees who are at least 21 years of age. Pursuant to the 401(k) Plan, participants may elect to contribute up to the federally

allowed maximum limits of their pre-tax earnings to the 401(k) Plan. For the years ended December 31, 2024, December 31, 2023 and December 31, 2022, expense for matching contributions was $2.0 million, $1.3 million and $1.0 million, respectively.

16. Net Loss per Share

Basic and diluted net loss per unit and share is calculated as follows:

	Year Ended December 31,		
(in thousands, except share and per-share data)	**2024**	**2023**	**2022**
Numerator:			
Net loss	$ (258,131)	$ (325,104)	$ (277,417)
Net loss attributable to common stockholders	(258,131)	(325,104)	(277,417)
Denominator:			
Weighted average shares outstanding, basic and diluted	74,132,811	63,123,936	53,290,528
Net loss per share, basic and diluted	$ (3.48)	$ (5.15)	$ (5.21)

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

	As of December 31,	
	2024	**2023**
Common stock options issued and outstanding	12,818,963	11,588,576
Restricted stock units subject to future vesting	2,059,248	1,486,540
Performance stock units subject to future vesting	372,362	284,362
Restricted stock awards subject to future vesting	11,101	106,834
Total potentially dilutive securities	15,261,674	13,466,312

17. Segment Reporting

The Company has one reportable segment relating to developing and commercializing life-changing medicines.

The Company CODM is its chief executive officer. When evaluating the Company's financial performance, the CODM reviews total revenues, total expenses and expenses by function and the CODM makes decisions using this information on a company-wide basis.

The table below is a summary of the segment net loss, including significant segment expenses:

	Year Ended December 31,		
(in thousands)	**2024**	**2023**	**2022**
Revenue	$ 191,589	$ 5,447	$ —
Less segment expenses:			
Cost of product revenue	12,550	422	—
Commercial	129,657	84,258	44,271
General and administrative	126,995	113,293	90,281
Development and discovery	138,566	104,216	109,138
Medical	61,952	46,271	36,984
Total operating and segment expenses	469,720	348,460	280,674
Interest and other income, net	26,000	22,947	6,147
Equity method investment loss	(6,000)	(5,038)	(2,890)
Segment and consolidated net loss	$ (258,131)	$ (325,104)	$ (277,417)

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

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer (our principal executive officer and principal financial officer, respectively), conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this report.

Based on our evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2024, our disclosure controls and procedures were effective to provide reasonable assurance that the information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures.

Internal Control Over Financial Reporting

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act, as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel, 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 and includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of our company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our company's assets that could have a material effect on the financial statements.

In connection with the preparation of this Annual Report, our management, including our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2024 based on criteria established in *Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission* (2013 framework) (the "COSO criteria"). Based on its assessment, our management concluded that our internal control over financial reporting was effective as of December 31, 2024.

Attestation Report of Independent Registered Public Accounting Firm

The effectiveness of our internal control over financial reporting as of December 31, 2024 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report included elsewhere in this Annual Report on Form 10-K.

Limitations on the Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefit of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Also, 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.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 of the Exchange Act, which occurred during the fourth quarter of the year ended December 31, 2024 which has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of SpringWorks Therapeutics, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited SpringWorks Therapeutics, Inc.'s internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, SpringWorks Therapeutics, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2024 and 2023, the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2024, and the related notes and our report dated February 20, 2025 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Controls Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, 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.

/s/ Ernst & Young LLP

Hartford, Connecticut
February 20, 2025

Item 9B. Other Information

Rule 10b5-1 Trading Plans

During the three months ended December 31, 2024, none of the Company's directors or officers adopted, materially modified, or terminated any contract, instruction, or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any non-Rule 10b5-1 trading arrangement.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item will be included in our definitive proxy statement with respect to our 2025 Annual Meeting of Shareholders to be filed with the SEC, and is incorporated herein by reference.

Item 11. Executive Compensation

The information required by this item will be included in our definitive proxy statement with respect to our 2025 Annual Meeting of Shareholders (excluding the information under the subheading "Pay versus Performance Disclosure") to be filed with the SEC, and is incorporated herein by reference.

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

The information required by this item will be included in our definitive proxy statement with respect to our 2025 Annual Meeting of Shareholders to be filed with the SEC, and is incorporated herein by reference.

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

The information required by this item will be included in our definitive proxy statement with respect to our 2025 Annual Meeting of Shareholders to be filed with the SEC, and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information required by this item will be included in our definitive proxy statement with respect to our 2025 Annual Meeting of Shareholders to be filed with the SEC, and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

Financial Statements

The consolidated financial statements filed as part of this report are listed on the Index to Financial Statements on page 105.

Financial Statement Schedule

All schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and, therefore, have been omitted.

Exhibits

The exhibits required by Item 601 of Regulation S-K and Item 15(b) of this Annual Report on Form 10-K are listed in the Exhibit Index immediately preceding the signature page of this Annual Report on Form 10-K. The exhibits listed in the Exhibit Index are incorporated by reference herein.

Item 16. Form 10-K Summary

The Company has elected not to include summary information.

EXHIBIT INDEX

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation, as amended, of the Registrant, as currently in effect. (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 17, 2019).
3.2	Bylaws of the registrant, as currently in effect. (Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 17, 2019).
3.3	Amendment to Bylaws of the Registrant, as currently in effect. (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 27, 2020).
4.1	Specimen Stock Certificate evidencing shares of common stock (Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-233351) filed with the Securities and Exchange Commission on September 12, 2019).
4.2	Amended and Restated Investors' Rights Agreement among the Registrant and certain of its stockholders, dated August 30, 2018 (Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-233351) filed with the Securities and Exchange Commission on September 12, 2019).
4.3	Description of the Registrant's Securities (Incorporated by Reference to Exhibit 4.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2023 filed with the Securities and Exchange Commission on February 27, 2024).
4.4	Amendment to the Amended and Restated Investors' Rights Agreement, dated as of February 25, 2021 (Incorporated by Reference to Exhibit 4.4 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2020 filed with the Securities and Exchange Commission on February 25, 2021).
10.1	2019 Stock Option and Incentive Plan and forms of award agreements thereunder (Incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-233351) filed with the Securities and Exchange Commission on September 12, 2019).
10.2	Amended and Restated 2019 Stock Option and Equity Incentive Plan and forms of award agreements thereunder (Incorporated by Reference to Exhibit 10.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2021 filed with the Securities and Exchange Commission on February 24, 2022).
10.3	2019 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1/A (File No. 333-233351) filed with the Securities and Exchange Commission on September 12, 2019).
10.4	Senior Executive Cash Incentive Bonus Plan (Incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1/A (File No. 333-233351) filed with the Securities and Exchange Commission on September 12, 2019).
10.5	Second Amended and Restated Non-Employee Director Compensation Policy (Incorporated by Reference to Exhibit 10.5 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2021 filed with the Securities and Exchange Commission on February 24, 2022).
10.6	Form of Indemnification Agreement, by and between the Registrant and each of its Directors (Incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1/A (File No. 333-233351) filed with the Securities and Exchange Commission on September 12, 2019).
10.7	Form of Indemnification Agreement, by and between the Registrant and each of its Officers (Incorporated by reference to Exhibit 10.7 to the Registrant's Registration Statement on Form S-1/A (File No. 333-233351) filed with the Securities and Exchange Commission on September 12, 2019).
10.8§	Amended and Restated License Agreement by and among the Registrant, Pfizer Inc., SpringWorks Subsidiary 2, Inc. and Pfizer Products, Inc., dated July 31, 2019 (Incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1/A (File No. 333-233351) filed with the Securities and Exchange Commission on September 12, 2019).
10.9§	Amended and Restated License Agreement by and among the Registrant, Pfizer Inc., SpringWorks Subsidiary 3, Inc. and Warner-Lambert Company LLC, dated August 7, 2019 (Incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form S-1/A (File No. 333-233351) filed with the Securities and Exchange Commission on September 12, 2019).
10.10§	Assignment and Assumption of Lease, dated as of October 10, 2018, by and between R&D Subsidiary and Structured Portfolio Management LLC (Incorporated by reference to Exhibit 10.12 to the Registrant's Registration Statement on Form S-1/A (File No. 333-233351) filed with the Securities and Exchange Commission on September 12, 2019).
10.11#	Amended and Restated Employment Agreement, dated as of July 30, 2021, by and between the Registrant and Saqib Islam (Incorporated by Reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2021).
10.12#	Amended and Restated Employment Agreement, dated as of July 30, 2021, by and between the Registrant and Francis I. Perier, Jr. (Incorporated by Reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2021).
10.13#	Amended and Restated Employment Agreement, dated as of July 30, 2021, by and between the Registrant and Badreddin Edris (Incorporated by Reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2021).

10.14#	Amended and Restated Employment Agreement, dated as of July 30, 2021, by and between the Registrant and Bhavesh Ashar (Incorporated by Reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2021).
10.15#	Amended and Restated Employment Agreement, dated as of July 30, 2021, by and between the Registrant and Daniel J. Pichl (Incorporated by Reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2021).
10.16#	Amended and Restated Employment Agreement, dated as of July 30, 2021, by and between the Registrant and Herschel S. Weinstein (Incorporated by Reference to Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2021).
10.17#	Employment Agreement, dated as of August 16, 2021, by and between the Registrant and James Cassidy (Incorporated by Reference to Exhibit 10.20 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2022 filed with the Securities and Exchange Commission on February 28, 2022).
10.18	Second Lease Modification Agreement, dated as of January 31, 2022, by and between Two Harbor Point Square LLC and SpringWorks Therapeutics, Inc. (Incorporated by Reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 5, 2022).
10.19	Third Amended and Restated Non-Employee Director Compensation Policy (Incorporated by Reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 5, 2023).
10.20*	Fourth Amended and Restated Non-Employee Director Compensation Policy.
19.1*	Insider Trading Policy.
21.1	Subsidiaries of the Registrant (Incorporated by reference to Exhibit 21.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-233351) filed with the Securities and Exchange Commission on September 12, 2019).
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
24.1*	Power of Attorney (included on signature page to this Annual Report on Form 10-K).
31.1*	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
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.
32.2†	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to by Section 906 of the Sarbanes-Oxley Act of 2002.
97.1	Registrant's Compensation Recovery Policy (Incorporated by Reference to Exhibit 4.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2023 filed with the Securities and Exchange Commission on February 27, 2024).
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Filed herewith.

\# Indicates a management contract or any compensatory plan, contract or arrangement.

† This certification will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, except to the extent specifically incorporated by reference into such filing.

§ Confidential treatment has been granted with respect to redacted portions of this exhibit. Redacted portions of this exhibit have been filed separately with the Securities and Exchange Commission.

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.

SPRINGWORKS THERAPEUTICS, INC.

Date: February 20, 2025

By: /s/ Saqib Islam
Saqib Islam
Chief Executive Officer

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes and appoints Saqib Islam and Francis I. Perier, Jr., and each of them, with full power of substitution and resubstitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act in his or her name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments to this annual report on Form 10-K and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue thereof.

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

Signature	Title	Date
/s/ Saqib Islam Saqib Islam, J.D.	Chief Executive Officer and Director (Principal Executive Officer)	February 20, 2025
/s/ Francis I. Perier, Jr. Francis I. Perier, Jr.	Chief Financial Officer (Principal Financial Officer)	February 20, 2025
/s/ Michael P. Nofi Michael P. Nofi	Chief Accounting Officer (Principal Accounting Officer)	February 20, 2025
/s/ Daniel S. Lynch Daniel S. Lynch, M.B.A.	Chairman	February 20, 2025
/s/ Carlos Albán Carlos Albán	Director	February 20, 2025
/s/ Alan Fuhrman Alan Fuhrman	Director	February 20, 2025
/s/ Julie Hambleton Julie Hambleton, M.D.	Director	February 20, 2025
/s/ Freda Lewis-Hall Freda Lewis-Hall, M.D, DFAPA	Director	February 20, 2025
/s/ Martin Mackay Martin Mackay, Ph.D.	Director	February 20, 2025

Fourth Amended and Restated Non-Employee Director Compensation Policy

This Fourth Amended and Restated Non-Employee Director Compensation Policy (the "Policy") dated February 29, 2024 (the "Effective Date") of SpringWorks Therapeutics, Inc., a Delaware corporation (the "Company") amends and restates the previous Non-Employee Director Compensation Policy which became effective on February 23, 2023. The purpose of the Policy is to provide a total compensation package that enables the Company to attract and retain, on a long-term basis, high-caliber directors who are not employees or officers of the Company. This Policy will apply to all non-employee directors of the Board (such directors, the "Eligible Directors") of the Company (the "Board"). In furtherance of this purpose, except as otherwise provided in any written agreement between the Company and an Eligible Director, all Eligible Directors shall be paid compensation for services provided to the Company as set forth below:

Cash Retainers

Annual Retainer for Board Membership: $50,000 for general availability and participation in meetings and conference calls of our Board. No additional compensation for attending individual Board meetings.

Additional Annual Retainer for Non-Executive Chair of the Board: $35,000

Additional Annual Retainers for Committee Membership:

Audit Committee Chairperson: $20,000

Audit Committee member: $10,000

Compensation Committee Chairperson: $15,000

Compensation Committee member: $7,500

Nominating and Corporate Governance Committee Chairperson: $10,000

Nominating and Corporate Governance Committee member: $5,000

Research and Development Committee Chairperson $15,000

Research and Development Committee member $7,500

Note: Chair and committee member retainers are in addition to retainers for members of the Board of Directors.

All cash retainers will be paid quarterly, in arrears, or upon the earlier of resignation or removal of the Eligible Director. Cash retainers owing to Eligible Directors shall be annualized, meaning that with respect to Eligible Directors who join the Board during the calendar year.

For purposes of this Policy, "Value" means with respect to any award of stock options the grant date fair value of the option (i.e., Black-Scholes Value) determined in accordance with the reasonable assumptions and methodologies employed by the Company for calculating the fair value of options under ASC 718.

Equity Retainers

Initial Equity Grant: For each Eligible Director joining the Board after the Effective Date, upon his or her initial appointment to the Board, each such Eligible Director shall receive a one-time equity grant representing that number of shares of the Company's common stock, par value $0.0001 per share ("Common Stock") that has a Value equivalent to $1,100,000, with two-thirds of such value to be provided in stock options for shares of the Common Stock, which shall vest in equal monthly installments over three years starting from the Eligible Director's commencement on the Board, and one-third of such value to be provided in restricted stock awards, representing shares of Common Stock, which shall vest in equal annual installments over three years starting from the Eligible Director's commencement on the Board, subject to, in each case, the Eligible Director's continued service on the Board through each such vesting date.

Annual Equity Grant: Immediately following each annual meeting of the Company's stockholders, each continuing Eligible Director will receive an annual equity grant representing that number of shares of Common Stock that has a Value equivalent to $550,000, with two-thirds of such value to be provided in stock options for shares of Common Stock and one-third of such value to be provided in restricted stock awards, representing shares of Common Stock. Such annual equity grant shall vest on the earlier of the one-year anniversary of the grant date and the Company's next annual meeting of stockholders, subject to the Eligible Director's continued service on the Board through such date.

All of the foregoing equity grants will become immediately exercisable upon the death, disability of an Eligible Director or upon a Sale Event (as defined in the Company's Amended and Restated 2019 Stock Option and Incentive Plan). In addition, Eligible Directors will have until the earlier of one year following cessation of service as a director or the original expiration date of the option to exercise the option (to the extent vested at the date of such cessation), provided that the Eligible Director has not been removed for cause.

Any stock option granted to an Eligible Director pursuant to this Policy will be granted at an exercise price equal to the Fair Market Value of a share of Common Stock on the date of grant (as defined in the Company's Amended and Restated 2019 Stock Option and Incentive Plan).

Expenses

The Company shall reimburse all reasonable out-of-pocket expenses incurred by Eligible Directors in attending Board and committee meetings.

INSIDER TRADING POLICY

OF

SPRINGWORKS THERAPEUTICS, INC.

This document sets forth the policy of SpringWorks Therapeutics, Inc. and its subsidiaries (collectively, the "Company") regarding trading in the Company's securities as described below and the disclosure of information concerning the Company. This Insider Trading Policy (the "Insider Trading Policy") is designed to prevent insider trading or the appearance of impropriety, to satisfy the Company's obligation to reasonably supervise the activities of Company personnel, and to help Company personnel avoid the severe consequences associated with violations of insider trading laws. **It is your obligation to understand and comply with this Insider Trading Policy.** Please contact the General Counsel, who is the Compliance Officer of the Company, if you have any questions regarding the policy.

PART I. OVERVIEW

A. To Whom does this Insider Trading Policy Apply?

This Insider Trading Policy is applicable to the Company's directors, officers**,** employees, and designated consultants and contractors and applies to any and all transactions by such persons and Affiliated Persons (as defined below) in the Company's securities, including its common stock, options to purchase common stock, any other type of securities that the Company may issue (such as preferred stock, convertible debentures, warrants, exchange-traded options or other derivative securities), and any derivative securities that provide the economic equivalent of ownership of any of the Company's securities or an opportunity, direct or indirect, to profit from any change in the value of the Company's securities.

In addition, certain individuals (collectively, and solely for the purposes of this Insider Trading Policy, these persons, together with their Affiliated Persons (as defined below) are referred to as "Restricted Individuals") also must comply with the Trading Procedures set forth in Part II of this Insider Trading Policy (the "Trading Procedures"). You will be notified if you are deemed a Restricted Individual and required to comply with one or more of the Trading Procedures. All members of the Board of Directors, all officers and certain designated employees are Restricted Individuals. Generally, the Trading Procedures establish trading windows outside of which the persons covered by the Trading Procedures will be restricted from trading in the Company's securities and also require the pre-clearance of all transactions in the Company's securities by such persons.

This Insider Trading Policy, including, if applicable, the Trading Procedures contained herein, also applies to the following persons (collectively, these persons and entities are referred to as "Affiliated Persons"):

- your spouse, child, parent, significant other or other family member, in each case, living in the same household;

- all trusts, family partnerships and other types of entities formed for your benefit or for the benefit of a member of your family over which you have the ability to influence or direct investment decisions concerning securities;
- all persons who execute trades on your behalf (such as a personal investment adviser or broker); and
- all investment funds, trusts, retirement plans, partnerships, corporations and other types of entities over which you have the ability to influence or direct investment decisions concerning securities; provided, however, that the Trading Procedures shall not apply to any such entity that engages in the investment of securities in the ordinary course of its business (e.g., an investment fund or partnership) other than for your own account if such entity has established its own insider trading controls and procedures in compliance with applicable securities laws; and provided, further, that such controls and procedures have been discussed with the Compliance Officer and are reasonably acceptable to the Company.

You are responsible for ensuring compliance with this Insider Trading Policy, including the Trading Procedures contained herein, by all of your Affiliated Persons.

In the event that your employment with or service to the Company ceases for any reason, this Insider Trading Policy, including, if applicable, the Trading Procedures contained herein, will continue to apply to you and your Affiliated Persons until the later of: (1) the first trading day after any material nonpublic information known to you has become public or is no longer material, or (2) the earlier of (I) the first trading day following the public release of earnings for the fiscal quarter in which you leave the Company, or (II) the date that the Compliance Officer notifies you in writing that you are no longer subject to the Trading Procedures or the date specified in such notice.

B. What is Prohibited by this Insider Trading Policy?

It is generally illegal for you to trade in the securities of the Company or derivatives relating to the securities of the Company, whether for your account or for the account of another, while in the possession of material, nonpublic information about the Company. It is also generally illegal for you to disclose material, nonpublic information about the Company to others who may trade on the basis of that information. These illegal activities are commonly referred to as "*insider trading*."

Prohibited Activities

When you know or are in possession of material, nonpublic information about the Company, whether positive or negative, you are prohibited from the following activities:

- trading (whether for your account or for the account of another) in the Company's securities, which includes common stock, options to purchase common stock, any other type of securities that the Company may issue (such as preferred stock, convertible debentures, warrants, exchange-traded options or other derivative

securities), and any derivative securities that provide the economic equivalent of ownership of any of the Company's securities or an opportunity, direct or indirect, to profit from any change in the value of the Company's securities, except for trades made in compliance with the affirmative defense of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), such as when trades are made pursuant to a written plan that was adopted, or trading instructions that were given, before you knew or had possession of any material, nonpublic information and certain other conditions are satisfied;

- giving trading advice of any kind about the Company; and
- disclosing such material, nonpublic information about the Company, whether positive or negative, to anyone else (commonly known as "*tipping*").

This Insider Trading Policy does not apply to an exercise of an employee stock option pursuant to a company plan when payment of the exercise price is made in cash. The policy does apply, however, to the use of outstanding Company securities to constitute part or all of the exercise price of an option, any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

These prohibitions continue whenever and for as long as you know or are in possession of material, nonpublic information. Remember, anyone scrutinizing your transactions will be doing so after the fact, with the benefit of hindsight. As a practical matter, before engaging in any transaction, you should carefully consider how enforcement authorities and others might view the transaction in hindsight.

Definition of Material, Nonpublic Information

This Insider Trading Policy prohibits you from trading in the Company's securities if you are in possession of information about the Company that is both "*material*" and "*nonpublic*." If you have a question whether certain information you are aware of is material or has been made public, you are encouraged to consult with the Compliance Officer.

What is "Material" Information?

Information about the Company is "material" if it could reasonably be expected to affect the investment or voting decisions of a stockholder or investor, or if the disclosure of the information could reasonably be expected to significantly alter the total mix of information in the marketplace about the Company. In simple terms, material information is any type of information that could reasonably be expected to affect the market price of the Company's securities. Both positive and negative information may be material. While it is not possible to identify all information that would be deemed "material," the following items are types of information that should be considered carefully to determine whether they are material:

- developments regarding any programs in biotechnology, clinical development or subject to regulatory approval, including recent FDA, EMA or other regulatory

interaction, and/or data that have been recently generated from ongoing or recently completed clinical trials;

- developments regarding the Company's intellectual property and/or freedom to operate for any of the current programs or product candidates under development;
- significant developments regarding products, such as product safety issues, or manufacturing or supply issues;
- pending or proposed corporate mergers, acquisitions, joint ventures, dispositions of program assets, or business development transactions, such as collaborations, partnerships, co-promotions, license agreements or similar transactions;
- projections of future earnings or losses, and annual and/or quarterly earnings guidance;
- earnings or revenue that are inconsistent with the consensus expectations of the investment community;
- potential restatements of the Company's financial statements, changes in auditors or auditor notification that the Company may no longer rely on an auditor's audit report;
- changes in management or the Board of Directors;
- significant actual or threatened litigation or governmental investigations or major developments in such matters;
- a cybersecurity incident;
- significant developments regarding suppliers, contracts or financing sources (e.g., the acquisition or loss of a contract);
- declarations of stock splits, or public or private sales of additional securities;
- potential defaults under the Company's material contracts (e.g. collaboration agreements, credit facilities, if any, etc.), or the existence of material liquidity deficiencies; and
- bankruptcies or receiverships.

By including the list above, the Company does not mean to imply that each of these items above is per se material. The information and events on this list still require determinations as to their materiality (although some determinations will be reached more easily than others). For example, some new products or business development transactions may clearly be material to a company; yet that does not mean that all product developments or business development transactions will be material. No "bright-line" standard or list of items can adequately address the range of situations that may arise. Furthermore, the Company cannot create an exclusive list of events and information that have a higher probability of being considered material.

The Securities and Exchange Commission (the "SEC") has stated that there is no fixed quantitative threshold amount for determining materiality, and that even very small quantitative

changes can be qualitatively material if they would result in a movement in the price of the Company's securities.

What is "Nonpublic" Information?

Material information is "nonpublic" if it has not been disseminated in a manner making it available to investors generally. To show that information is public, it is necessary to point to some fact that establishes that the information has become publicly available, such as the filing of a report with the SEC, the distribution of a press release through a widely disseminated news or wire service, or by other means that are reasonably designed to provide broad public access. Before a person who possesses material, nonpublic information can trade, there also must be adequate time for the market as a whole to absorb the information that has been disclosed.

For the purposes of this Insider Trading Policy, information will be considered public after the close of trading on the first full trading day following the Company's public release of the information. For example, if the Company announces material nonpublic information of which you are aware before trading begins on a Tuesday, the first time you can buy or sell Company securities is the opening of the market on Wednesday. However, if the Company announces this material information after trading begins on that Tuesday, the first time that you can buy or sell Company securities is the opening of the market on Thursday.

Pledging, Hedging Company Securities

The following transactions are prohibited:

- ***No Short Sales***. No employee or director may at any time sell any securities of the Company that are not owned by such individual at the time of the sale (a "short sale").

- ***No Purchases or Sales of Derivative Securities or Hedging Transactions***. No employee or director may buy or sell puts, calls, other derivative securities of the Company or any derivative securities that provide the economic equivalent of ownership of any of the Company's securities or an opportunity, direct or indirect, to profit from any change in the value of the Company's securities or engage in any other hedging transaction with respect to the Company's securities, at any time.

- ***No Company Securities Subject to Margin Calls***. No employee or director may use the Company's securities as collateral in a margin account.

- ***No Pledges***. No employee or director may pledge Company securities as collateral for a loan (or modify an existing pledge).

C. What are the Penalties for Insider Trading and Noncompliance with this Insider Trading Policy?

Both the SEC and the national securities exchanges, through the Financial Industry Regulatory Authority, investigate and are very effective at detecting insider trading. The SEC, together with U.S. Attorneys, pursue insider trading violations vigorously. For instance, cases have been successfully prosecuted against trading by employees in foreign accounts, trading by family members and friends, and trading involving only a small number of shares.

The penalties for violating insider trading or tipping rules can be severe and include:

- disgorgement of the profit gained or loss avoided by the trading;
- payment of the loss suffered by the persons who, contemporaneously with the purchase or sale of securities that are subject of such violation, have purchased or sold, as applicable, securities of the same class;
- payment of criminal penalties of up to $5,000,000;
- payment of civil penalties of up to three times the profit made or loss avoided; and
- imprisonment for up to 20 years.

The Company and/or the supervisors of the person engaged in insider trading may also be required to pay civil penalties of up to the greater of $1,525,000 or three times the profit made or loss avoided, as well as criminal penalties of up to $25,000,000, and could under certain circumstances be subject to private lawsuits.

Violation of this Insider Trading Policy or any federal or state insider trading laws may subject the person violating such policy or laws to disciplinary action by the Company up to and including termination. The Company reserves the right to determine, in its own discretion and on the basis of the information available to it, whether this Insider Trading Policy has been violated. The Company may determine that specific conduct violates this Insider Trading Policy, whether or not the conduct also violates the law. It is not necessary for the Company to await the filing or conclusion of a civil or criminal action against the alleged violator before taking disciplinary action.

D. How Do You Report a Violation of this Insider Trading Policy?

If you have a question about this Insider Trading Policy, including whether certain information you are aware of is material or has been made public, you are encouraged to consult with the Compliance Officer. In addition, if you violate this Insider Trading Policy or any federal or state laws governing insider trading, or know of any such violation by any director, officer or employee of the Company, you must report the violation immediately to the Compliance Officer.

PART II. TRADING PROCEDURES

A. Special Trading Restrictions Applicable to Restricted Individuals

In addition to the restrictions on trading in Company securities set forth above, Restricted Individuals and their Affiliated Persons may be subject to one or more of the following special trading restrictions:

1. Preclearance of Trades by the Compliance Officer

Restricted Individuals subject to preclearance requirements may not trade in Company securities unless the trade has been approved by the Compliance Officer in accordance with the procedures set forth below. The Compliance Officer will review and either approve or prohibit all proposed trades by Restricted Individuals in accordance with the procedures set forth in Section B below. The Compliance Officer may consult with the Company's other officers and/or outside legal counsel and will receive approval for his or her own trades from the Company's Chief Executive Officer. If you are unable to contact the Compliance Officer, or if you do not feel you can discuss the matter with the Compliance Officer, you may contact the Chief Executive Officer, who shall be the alternate Compliance Officer (the Compliance Officer and the alternate Compliance Officer are collectively referred to as the "Compliance Officer" in these Trading Procedures).

2. Special Blackout Periods

There are times when the Company or certain members of its Board of Directors or senior management or other team members may be aware of a material, nonpublic development. Although a Restricted Individual may not know the specifics of such development, if a Restricted Individual engages in a trade before such development is disclosed to the public or resolved, such individual and the Company might be exposed to a charge of insider trading that could be costly and difficult to refute. In addition, a trade by a Restricted Individual during such period could result in adverse publicity for the Company.

Therefore, Restricted Individuals may not trade in Company securities if they are notified that the trading window is closed because of the existence of a material, nonpublic development. The Compliance Officer will subsequently notify the Restricted Individuals once the material nonpublic development is disclosed to the public or resolved and that, as a result, the trading window is again open.

While the Compliance Officer will undertake reasonable efforts to notify officers and directors that material, nonpublic events have developed, or are soon likely to develop, it is each officer's and director's individual duty to ensure that they do not make any trade in Company securities when material, nonpublic information exists, regardless of whether such individual is aware of such development.

3. Additional Quarterly Blackout Periods

Commencing at such time and from time to time as determined by the Compliance Officer, no Restricted Individual may purchase, sell or donate any securities of the Company during the period beginning after market close on the fifteenth (15th) day before the end of the then-current quarter, and ending upon the completion of the first full trading day after the time of

any public announcement made by the Company, from time to time and specifically for this purpose, of its quarterly or annual earnings (each, a "**Quarterly Blackout Period**"). "Quarterly Blackout Person" means:

- all Directors;
- all executive officers; and
- Restricted Individuals (to the extent not covered above).

4. Distributions, Gifts and Other Transfers for No Consideration are Subject to Same Restrictions as All Other Securities Trades

No Restricted Individual may give or make any other transfer of Company securities without consideration (e.g., an investment fund or partnership distribution or a gift) during a period when the individual is not permitted to trade.

B. Pre-Clearance Procedures

The Compliance Officer will review and either approve or prohibit all proposed trades by Restricted Individuals in accordance with the procedures set forth below.

Procedures. No Restricted Individual may trade in Company securities until:

- The Restricted Individual has notified the Compliance Officer of the amount and nature of the proposed trade(s) in writing (e.g. email). A trade request should, if practicable, be received by the Compliance Officer at least one (1) business day prior to the intended trade date;
- The Restricted Individual has confirmed to the Compliance Officer in writing prior to the proposed trade(s) that s/he is not in possession of material, nonpublic information concerning the Company;
- The Restricted Individual has informed the Compliance Officer if (a) s/he has (or is deemed to have) engaged in any opposite way transactions within the previous six months that were not exempt from Section 16(b) of the Exchange Act and (b) if the transaction involves a sale by an "affiliate" of the Company or of "restricted securities" (as such terms are defined under Rule 144 under the Securities Act of 1933, as amended ("Rule 144")), whether the transaction meets all of the applicable conditions of Rule 144; and
- The Compliance Officer or his or her designee has approved the trade(s) in writing.

The Compliance Officer does not assume the responsibility for, and approval from the Compliance Officer does not protect any employee from, the consequences of prohibited insider trading.

Additional Information. Restricted Individuals shall provide to the Compliance Officer any documentation reasonably requested by him or her in furtherance of the foregoing

procedures. Any failure to provide such requested information will be grounds for denial of approval by the Compliance Officer.

No Obligation to Approve Trades. The existence of the foregoing approval procedures does not in any way obligate the Compliance Officer to approve any trade requested by a Restricted Individual. The Compliance Officer may reject any trading request in his or her sole discretion and without disclosing the reason for any such rejection, which may be confidential.

Completion of Trades. After receiving written clearance to engage in a trade, a Restricted Individual must complete the proposed trade within one (1) business day or make a new trading request.

Post-Trade Reporting. Any transactions in the Company's securities by a Restricted Individual (including transactions effected pursuant to a Rule 10b5-1 Plan) must be reported to the Compliance Officer in writing on the same day in which such a transaction occurs. Each report should include the date of the transaction, quantity of shares, price and broker-dealer through which the transaction was effected. This reporting requirement may be satisfied by sending (or having such individual's broker send) duplicate confirmations of trades to the Compliance Officer if such information is received by the Compliance Officer on or before the required date. Compliance by directors and officers with this provision is imperative given the requirement of Section 16 of the Exchange Act that these persons generally must report changes in ownership of Company securities within two (2) business days. The sanctions for noncompliance with this reporting deadline may include mandatory disclosure in the Company's proxy statement for the next annual meeting of stockholders, as well as possible civil or criminal sanctions for chronic or egregious violators.

C. Exemptions

Pre-Approved Rule 10b5-1 Plan. Transactions effected pursuant to a Rule 10b5-1 Plan will not be subject to the Company's trading windows or pre-clearance procedures. No employee or director may enter into a Rule 10b5-1 Plan unless such plan is approved by the Compliance Officer. Any such plan will be required to be in compliance with any policies adopted by the Board or any of its committees.

Employee Benefit Plans.

1. **Exercise of Stock Options**. The trading prohibitions and restrictions set forth in the Trading Procedures do not apply to the exercise of an option to purchase securities of the Company when payment of the exercise price is made in cash. However, the exercise of an option to purchase securities of the Company is subject to the current reporting requirements of Section 16 of the Exchange Act and, therefore, Restricted Individuals must comply with the post-trade reporting requirement described in Section B above for any such transaction. In addition, the securities acquired upon the exercise of an option to purchase Company securities are subject to all of the requirements of this Insider Trading Policy, including the Trading Procedures contained herein. Moreover, the Trading Procedures apply to the use of outstanding Company securities to constitute part or all of the exercise price of an option, any net option exercise, any

exercise of a stock appreciation right, share withholding, any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

2. **Tax Withholding on Restricted Stock/Units**. The trading prohibitions and restrictions set forth in the Trading Procedures do not apply to the withholding by the Company of shares of stock upon vesting of restricted stock or upon settlement of restricted stock units to satisfy applicable tax withholding requirements if (a) such withholding is required by the applicable plan or award agreement or Company policy or (b) the election to exercise such tax withholding right was made by the individual in compliance with the Trading Procedures.

3. **Employee Stock Purchase Plan**. The trading prohibitions and restrictions set forth in the Trading Procedures do not apply to periodic wage withholding contributions by the Company or employees of the Company which are used to purchase the Company's securities pursuant to the employees' advance instructions under the Company's Employee Stock Purchase Plan. However, a Restricted Individual may not: (a) elect to participate in the plan or alter his or her instructions regarding the level of withholding or purchase by the employee of Company securities under such plan; or (b) make cash contributions to such plan (other than through periodic wage withholding) without complying with the Trading Procedures. Any sale of securities acquired under such plan is subject to the prohibitions and restrictions of the Trading Procedures.

D. Waivers

A waiver of any provision of this Insider Trading Policy, or the Trading Procedures contained herein, in a specific instance may be authorized in writing by the Compliance Officer.

PART III. ACKNOWLEDGMENT

This Insider Trading Policy will be delivered to all current employees and directors and to all directors, officers, employees and designated consultants at the start of their employment or relationship with the Company. Upon first receiving a copy of this Insider Trading Policy, each individual must acknowledge that s/he has received a copy and agrees to comply with the terms of this Insider Trading Policy, and, if applicable, the Trading Procedures contained herein. The acknowledgment attached hereto must be promptly returned to:

Human Resources
SpringWorks Therapeutics, Inc.
100 Washington Blvd., 5th Floor
Stamford, CT 06902

This acknowledgment will constitute consent for the Company to impose sanctions for violation of the Insider Trading Policy, including the Trading Procedures, and to issue any necessary stop-transfer orders to the Company's transfer agent to ensure compliance.

All directors, officers, employees and designated consultants will be required upon the Company's request to re-acknowledge and agree to comply with the Insider Trading Policy (including any amendments or modifications). For such purpose, an individual will be deemed to have acknowledged and agreed to comply with the Insider Trading Policy, as amended from time to time, when copies of such items have been delivered by regular or electronic mail (or other delivery option used by the Company) by the Compliance Officer or his or her designee.

Questions regarding this Insider Trading Policy are encouraged and may be directed to the Compliance Officer.

Adopted July 17, 2019, subject to effectiveness of the Company's Registration Statement on Form S-1.

ACKNOWLEDGMENT

I hereby acknowledge that I have read, that I understand, and that I agree to comply with, the Insider Trading Policy (the "**Insider Trading Policy**") of SpringWorks Therapeutics, Inc. (the "**Company**"). I further acknowledge and agree that I am responsible for ensuring compliance with the Insider Trading Policy and the Trading Procedures by all of my "Affiliated Persons" (including such persons listed below). I also understand and agree that I will be subject to sanctions, including termination of employment or of services, that may be imposed by the Company, in its sole discretion, for violation of the Insider Trading Policy, and that the Company may give stop-transfer and other instructions to the Company's transfer agent against the transfer of any Company securities in a transaction that the Company considers to be in contravention of the Insider Trading Policy.

[I hereby designate the following Affiliated Persons as entities for which the Trading Procedures shall not apply:

_____

I hereby represent to the Company that such entities: (a) engage in the investment of securities in the ordinary course of their respective businesses; (b) have established insider trading controls and procedures in compliance with applicable securities laws; and (c) are aware such securities laws prohibit any person or entity who has material, nonpublic information concerning the Company from communicating such information to any other person under circumstances in which it is reasonably foreseeable that such person is likely to purchase or sell securities.]

Date: _____ Signature: _____

Name: _____

Title: _____

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-3 333-275262) of SpringWorks Therapeutics, Inc, and

(2) Registration Statements (Form S-8 Nos. 333-277380, 333-270096, 333-262996, 333-253531, 333-237350 and 333-234365) pertaining to the 2019 Stock Option and Incentive Plan, 2019 Stock Option and Equity Incentive Plan and 2019 Employee Stock Purchase Plan of SpringWorks Therapeutics, Inc.;

of our reports dated February 20, 2025, with respect to the consolidated financial statements of SpringWorks Therapeutics, Inc and the effectiveness of internal control over financial reporting of SpringWorks Therapeutics, Inc., included in this Annual Report (Form 10-K) of SpringWorks Therapeutics, Inc. for the year ended December 31, 2024.

/s/ Ernst & Young LLP

Hartford, Connecticut
February 20, 2025

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

CERTIFICATIONS

I, Saqib Islam, certify that:

1. I have reviewed this Annual Report on Form 10-K of SpringWorks Therapeutics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

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

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

Date: February 20, 2025

By: /s/ Saqib Islam

Saqib Islam
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

CERTIFICATIONS

I, Francis I. Perier, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K of SpringWorks Therapeutics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

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

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

Date: February 20, 2025

By: /s/ Francis I. Perier, Jr.

Francis I. Perier, Jr.
Chief Financial Officer
(Principal Financial 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 Annual Report on Form 10-K of SpringWorks Therapeutics, Inc. (the "Company") for the year ended December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Saqib Islam, Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

(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 results of operations of the Company.

Date: February 20, 2025

By: /s/ Saqib Islam

Saqib Islam
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 Annual Report on Form 10-K of SpringWorks Therapeutics, Inc. (the "Company") for the year ended December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Francis I. Perier, Jr., Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

(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 results of operations of the Company.

Date: February 20, 2025

By: /s/ Francis I. Perier, Jr.

Francis I. Perier, Jr.
Chief Financial Officer
(Principal Financial Officer)