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

FORM 20-F

(Mark One)

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

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

For the fiscal year ended December 31, 2025

OR

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

For the transition period from to

OR

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

Date of event requiring this shell company report

Commission File Number 001-40488

MOLECULAR PARTNERS AG
(Exact name of registrant as specified in its charter and translation of registrant's name into English)

Switzerland
(Jurisdiction of incorporation or organization)

Wagistrasse 14
8952 Zurich-Schlieren
Switzerland
(Address of principal executive offices)

Patrick Amstutz
Chief Executive Officer
Molecular Partners AG
Wagistrasse 14
8952 Zurich-Schlieren
Switzerland
Tel: +41 44 755 77 00
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol	Name of each exchange on which registered
American depositary shares (each representing one ordinary share, CHF 0.10 nominal value per share)	**MOLN**	**The Nasdaq Stock Market LLC**
Ordinary shares, CHF 0.10 nominal value per share	*	**The Nasdaq Stock Market LLC**

* Not for trading, but only in connection with the listing on the Nasdaq Global Select Market of the American depositary shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act. None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. None

Indicate the number of outstanding shares of each of the issuer's classes of capital or ordinary shares as of the close of the period covered by the annual report.

Ordinary shares, CHF 0.10 nominal value per share: 40,374,641 ordinary shares outstanding as of December 31, 2025

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

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. ☐ 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, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Emerging growth company	☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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

Indicate by checkmark 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 which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐	International Financial Reporting Standards as issued by the International Accounting Standards Board ☒	Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. ☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

TABLE OF CONTENTS

		PAGE
INTRODUCTION		
PART I		
Item 1.	**Identity of Directors, Senior Management and Advisers**	10
Item 2.	**Offer Statistics and Expected Timetable**	10
Item 3.	**Key Information**	10
	A. [Reserved]	10
	B. Capitalization and Indebtedness	10
	C. Reasons for the Offer and Use of Proceeds	10
	D. Risk Factors	10
Item 4.	**Information on the Company**	90
	A. History and Development of the Company	90
	B. Business Overview	90
	C. Organizational Structure	125
	D. Property, Plants and Equipment	125
Item 4A.	**Unresolved Staff Comments**	125
Item 5.	**Operating and Financial Review and Prospects**	126
	A. Operating Results	131
	B. Liquidity and Capital Resources	132
	C. Research and Development, Patents and Licenses, etc.	135
	D. Trend Information	135
	E. Critical Accounting Estimates	135
Item 6.	**Directors, Senior Management and Employees**	135
	A. Directors and Senior Management	135
	B. Compensation	140
	C. Board Practices	144
	D. Employees	149
	E. Share Ownership	150
	F. Disclosure of a Registrant's Action to Recover Erroneously Awarded Compensation	149
Item 7.	**Major Shareholders and Related Party Transactions**	150
	A. Major Shareholders	150
	B. Related Party Transactions	154
	C. Interests of Experts and Counsel	155
Item 8.	**Financial Information**	155
	A. Consolidated Statements and Other Financial Information	156
	B. Significant Changes	157
Item 9.	**The Offer and Listing**	157
	A. Offer and Listing Details	157
	B. Plan of Distribution	158

	C. Markets	158
	D. Selling Shareholders	158
	E. Dilution	158
	F. Expenses of the Issue	158
Item 10.	**Additional Information**	158
	A. Share Capital	158
	B. Memorandum and Articles of Association	158
	C. Material Contracts	158
	D. Exchange Controls	159
	E. Taxation	159
	F. Dividends and Paying Agents	168
	G. Statement by Experts	168
	H. Documents on Display	168
	I. Subsidiary Information	168
	J. Annual Report to Security Holders	168
Item 11.	**Quantitative and Qualitative Disclosures About Market Risk**	169
Item 12.	**Description of Securities Other than Equity Securities**	169
	A. Debt Securities	169
	B. Warrants and Rights	169
	C. Other Securities	169
	D. American Depositary Shares	170
PART II		
Item 13.	**Defaults, Dividend Arrearages and Delinquencies**	172
Item 14.	**Material Modifications to the Rights of Security Holders**	172
Item 15.	**Controls and Procedures**	172
Item 16A.	**Audit Committee Financial Expert**	173
Item 16B.	**Code of Ethics**	173
Item 16C.	**Principal Accountant Fees and Services**	173
Item 16D.	**Exemptions from the Listing Standards for Audit Committees**	174
Item 16E.	**Purchases of Equity Securities by the Issuer and Affiliated Purchasers**	174
Item 16F.	**Change in Registrant's Certifying Accountant**	174
Item 16G.	**Corporate Governance**	175
Item 16H.	**Mine Safety Disclosure**	175
Item 16I.	**Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**	175
Item 16J.	**Insider Trading Policies**	175
Item 16K.	**Cybersecurity**	176
PART III		
Item 17.	**Financial Statements**	178
Item 18.	**Financial Statements**	178
Item 19.	**Exhibits**	179

INTRODUCTION

Unless the context requires otherwise, references in this Annual Report on Form 20-F to the "Company," "Molecular Partners," "we," "us" and "our" refer to Molecular Partners AG and its wholly-owned subsidiary.

We own trademark registrations for "Molecular Partners®" and "DARPin®" in Switzerland, the European Union, the United States and Japan. All other trade names, trademarks and service marks of other companies appearing in this Annual Report on Form 20-F are the property of their respective holders. Solely for convenience, the trademarks and trade names in this Annual Report on Form 20-F may be referred to without the ® and ™ symbols, 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. We do not intend to use or display other companies' trademarks and trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

We present our consolidated financial statements in CHF and in accordance with IFRS® Accounting Standards, or IFRS, as issued by the International Accounting and Standards Board. None of the financial statements were prepared in accordance with generally accepted accounting principles in the United States.

The terms "dollar," "USD" or "$" refer to U.S. dollars and the terms "Swiss Francs" or "CHF" refer to the legal currency of Switzerland. Unless otherwise indicated, all references to currency amounts in this Annual Report on Form 20-F are in U.S. dollars.

We have made rounding adjustments to some of the figures included in this Annual Report on Form 20-F. Accordingly, numerical figures shown as totals in some tables may not be an arithmetic aggregation of the figures that preceded them.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 20-F contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are based on our management's beliefs and assumptions and on information currently available to our management. All statements other than present and historical facts and conditions contained in this Annual Report on Form 20-F, including statements regarding our future results of operations and financial positions, business strategy, plans and our objectives for future operations, are forward-looking statements. When used in this Annual Report on Form 20-F, the words "anticipate," "believe," "can," "could," "estimate," "expect," "intend," "designed," "may," "might," "plan," "potential," "predict," "objective," "should," or the negative of these and similar expressions identify forward-looking statements. Forward-looking statements include, but are not limited to, statements about:

- the initiation, timing, progress and results of our clinical trials and preclinical studies, and our research and development programs;
- our ability to advance product candidates into, and successfully complete, clinical trials;
- the timing of regulatory filings and the likelihood of favorable regulatory outcomes and approvals;

- the regulatory treatment of our product candidates;
- regulatory developments in the European Union, United States and other countries;
- the commercialization of our product candidates, if and once approved;
- the pricing and reimbursement of our product candidates, if and once approved;
- our ability to contract on commercially reasonable terms with third-party suppliers and manufacturers;
- the implementation of our business model and strategy and the development of our product candidates and platforms;
- the scope of protection we are able to establish, obtain and maintain for intellectual property rights covering our product candidates and technology and our ability to protect and enforce such rights;
- our ability to operate our business without infringing on, misappropriating or otherwise violating the intellectual property rights of others;
- the ability of third parties with whom we contract to successfully conduct, supervise and monitor clinical trials for our product candidates;
- estimates of our expenses, future revenues, earnings, capital requirements and our needs for additional financing;
- the timing and amount of milestone and royalty payments that we may receive under our strategic collaboration agreements;
- our ability to obtain additional funding for our operations;
- the potential benefits of our strategic collaboration agreements and our ability to enter into future strategic arrangements;
- our ability to maintain and establish collaborations or obtain additional funding;
- the rate and degree of market acceptance of, and pricing for, our product candidates;
- our financial performance;
- the impact of macro-economic factors, including inflation, the U.S. Federal Reserve and other financial regulatory agencies raising interest rates, political conditions, changes in trade policies and geopolitical conflicts in Europe and the Middle East on our business, operations and prospects and on our clinical trials;
- our ability to attract and retain key scientific and management personnel;
- developments relating to our competitors and our industry, including competing therapies;
- the future trading price of the ADSs and impact of securities analysts reports on these prices; and
- other risks and uncertainties, including those listed under the caption “Risk Factors.”

You should refer to the section of this Annual Report on Form 20-F titled “Item 3.D-Risk Factors” for a discussion of important factors that may cause our actual results to differ materially from those expressed or implied by our forward-looking statements. As a result of these factors, we cannot assure you that the forward-looking statements in this Annual Report on Form 20-F will prove to be accurate. Furthermore, if

our forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame or at all. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

You should read this Annual Report on Form 20-F and the documents that we reference in this Annual Report on Form 20-F and have filed as exhibits to this Annual Report on Form 20-F completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Annual Report on Form 20-F, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

This Annual Report on Form 20-F contains market data and industry forecasts that were obtained from industry publications. These data involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. We have not independently verified any third-party information. While we believe the market position, market opportunity and market size information included in this Annual Report on Form 20-F is generally reliable, such information is inherently imprecise.

SUMMARY OF RISK FACTORS

Our business faces significant risks. If any of the following risks are realized, our business, financial condition and results of operations could be materially and adversely affected. You should carefully review and consider the full discussion of our risk factors set forth under the caption "Risk Factors" in Item 3.D. in Part I of this Annual Report on Form 20-F. An investment in our ADSs involves a high degree of risk. Any of the factors set forth under "Risk Factors" may limit our ability to successfully execute our business strategy. You should carefully consider all of the information set forth in this Annual Report on Form 20-F and, in particular, should evaluate the specific factors set forth under "Risk Factors" in deciding whether to invest in our securities. Among these risks are the following:

- We have incurred significant losses since our inception, we expect to incur losses in future periods and may not achieve profitability in the upcoming years.
- We may need substantial additional funding in order to complete the development and commercialization of our product candidates. Failure to obtain this necessary capital when needed may force us to delay, limit or terminate certain of our product development or research operations.
- Raising additional capital may cause dilution to holders of our ordinary shares or ADSs, and an inability to raise capital may restrict our operations or require us to relinquish rights to our technologies or product candidates.
- We are heavily dependent on the success of our DARPin platform to identify and develop product candidates. If we or our collaborators are unable to successfully develop and commercialize product

candidates based on our platform or experience significant delays in doing so, our business may be harmed.

- All of our product candidates are in preclinical or various stages of clinical development. Clinical drug development is a lengthy and expensive process with uncertain timelines and uncertain outcomes. If clinical trials of our product candidates, particularly MP0533, MP0317 and MP0712 and product candidates that we have licensed to our partners, are prolonged, delayed or not commercially viable, we or our collaborators may be unable to obtain required regulatory approvals, and therefore may be unable to commercialize our product candidates on a timely basis or at all, which will adversely affect our business.

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

- Positive results from early preclinical studies of our product candidates would not necessarily be predictive of the results of later preclinical studies and any ongoing or future clinical trials of our product candidates. If we were to achieve positive results from preclinical studies, but were unable to then replicate those positive results in our later preclinical studies and ongoing or future clinical trials, we might be unable to successfully develop, obtain regulatory or marketing approval and commercialize our product candidates.

- Interim, topline and preliminary data from our clinical trials that we announce or publish may change as more patient data become available and are subject to audit and verification procedures that could result in material changes in the final data.

- Because the number of patients in certain of our clinical trials may be small, the results from such trials may be less reliable than results achieve in larger clinical trials.

- If any of our product candidates has negative side effects, public perception of our DARPin platform and commercial opportunities for all of our current and future product candidates could be adversely affected.

- We face significant competition for our drug discovery and development efforts, and if we do not compete effectively, our commercial opportunities will be reduced or eliminated.

- Our financial prospects are dependent upon the research, manufacture, development and marketing efforts of our licensees. Our licensees may act in their best interest rather than in our best interest, which could materially adversely affect our business, financial condition and results of operations.
- We rely on patents and other intellectual property rights to protect our product candidates and the DARPin technology, the prosecution, grant, enforcement, defense and maintenance of which may be challenging and costly. Failure to obtain, maintain, enforce or protect these rights adequately could harm our ability to compete and impair our business.

- Third parties may initiate legal proceedings alleging that we are infringing, misappropriating, or otherwise violating their intellectual property rights, the outcome of which would be uncertain and could have a material adverse effect on the success of our business. Intellectual property litigation could cause us to spend substantial resources and distract our personnel from their normal responsibilities and negative outcomes could result in adverse effects on our business.

- The base patents relating to the DARPin base technology we use to generate our DARPin product candidates has expired, and our competitors may use the technology claimed in such patents, which may materially adversely affect our business and competitive position.

- Certain significant shareholders own a substantial number of our securities and as a result, may be able to exercise significant influence over the outcome of shareholder votes. These shareholders may have different interests from us or your interests.

- We depend on our information technology systems and those of certain third parties, and any failure of these systems could harm our business. Security incidents and other disruptions could compromise sensitive information related to our business or prevent us from accessing critical information and expose us to liability, which could adversely affect our business, results of operations and financial condition.

PART I

Item 1. Identity of Directors, Senior Management and Advisers.

Not applicable.

Item 2. Offer Statistics and Expected Timetable.

Not applicable.

Item 3. Key Information.

A. [Reserved]

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

Investing in the ADSs involves a high degree of risk. You should carefully consider the risks and uncertainties described below and the other information in this Annual Report on Form 20-F before making an investment decision. Our business, financial condition or results of operations could be adversely affected if any of these risks occurs, and as a result, the market price of the ADSs could decline and you could lose all or part of your investment. This report also contains forward-looking statements that involve risks and uncertainties. See "Special Note Regarding Forward-Looking Statements." Our

actual results could differ materially and adversely from those anticipated in these forward-looking statements as a result of certain factors.

Risks Related to Our Financial Position and Need for Additional Capital

We have incurred significant losses since our inception, we expect to incur losses in future periods and may not maintain profitability in the upcoming years. We may need substantial additional funding in order to complete the development and commercialization of our product candidates. Failure to obtain this necessary capital when needed may force us to delay, limit or terminate certain of our product development or research operations.

Since our inception, we have incurred significant operating losses, including negative net results, attributable to shareholders. As of December 31, 2025, we had cumulative losses of CHF 311.8 million. For the year ended December 31, 2025, we recorded negative net result, attributable to shareholders of CHF 61.7 million and for the year ended December 31, 2024, we incurred negative net result, attributable to shareholders of CHF 54.0 million.

Our historical losses resulted principally from costs incurred in research and development, preclinical testing, clinical development of our product candidates as well as costs incurred for research programs and from general and administrative costs associated with our operations. In the future, we intend to continue to conduct research and development, preclinical testing, clinical trials and regulatory compliance activities that, together with anticipated selling, general and administrative expenses, may result in incurring losses in future periods. Our losses, among other things, will continue to cause our working capital and shareholders' equity to decrease. We anticipate that our expenses will increase substantially if and as we:

- initiate a new clinical trial of MP0317 (in combination with other therapies), one of our product candidates in our oncology program;
- continue to prepare for and complete and potentially expand the Phase 1 clinical trial of MP0533, our CD3 T-cell engaging candidate against acute myeloid leukemia or AML;
- continue to prepare for and initiate the Phase 1 clinical trial of MP0712, our DLL3 targeting Radio DARPin Therapy, or RDT against small cell lung cancer in collaboration with subsidiaries of Orano SA, or Orano Med;
- continue to prepare for and potentially initiate a Phase 0 and Phase 1 clinical trial of MP0726, our MSLN targeting RDT against ovarian cancer in collaboration with Orano Med;
- seek to enhance our Designed Ankyrin Repeat Protein, or DARPin, technology and build on our proprietary product pipeline;
- continue our research activities for MP0712 and other suitable candidates within the Radio DARPin Therapy, or RDT, space, such as the DLL3 program in collaboration with Orano Med;
- continue the research and development of our other clinical- and preclinical-stage product candidates and discovery stage programs including within the radioligand therapeutic space;
- continue the research and development of our other product candidates;
- seek regulatory approvals for any product candidates that successfully complete clinical trials;
- establish a sales, marketing and distribution infrastructure and scale-up manufacturing capabilities to commercialize any product candidates for which we may obtain regulatory approval;

- obtain, maintain, expand, protect and enforce our intellectual property and other proprietary rights and obtain licenses to third-party intellectual property;
- add clinical, regulatory, scientific, operational, financial, legal, intellectual property, compliance and management information systems and personnel, including personnel to support our product development and potential future commercialization efforts; and
- experience any delays or encounter any issues relating to any of the above, including failed studies, ambiguous trial results, safety issues, other regulatory challenges or third party supply or manufacturing issues.

Since our inception in 2004, we have invested most of our resources in developing our product candidates, building our intellectual property portfolio, developing our supply chain, conducting business planning, raising capital and providing general and administrative support for these operations. We do not currently have any approved products and have never generated any revenue from product sales.

To become profitable, we must succeed in developing and eventually commercializing products that generate significant revenue. This will require us or our licensees to be successful in a range of challenging activities, including completing preclinical testing and clinical trials of our product candidates, discovering and developing additional product candidates, obtaining regulatory approval for any product candidates that successfully complete clinical trials, establishing manufacturing and marketing capabilities and ultimately selling any products for which we may obtain regulatory approval. We are only in the preliminary stages of most of these activities. We may never succeed in these activities and, even if we do, may never generate revenue that is significant enough to sustain or increase profitability on a quarterly or annual basis. Our failure to become 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.

If we are required by the U.S. Food and Drug Administration, or FDA, the European Medicines Agency, or EMA, or other comparable foreign authorities to perform studies in addition to those we currently anticipate, or if there are any delays in completing our clinical trials or the development of any of our product candidates, our expenses could increase and revenue could be further delayed.

Even if we do generate product royalties or product sales, we may never sustain profitability on a quarterly or annual basis. Our failure to sustain profitability would depress the market price of the ADSs and could impair our ability to raise capital, expand our business, diversify our product offerings or continue our operations. A decline in the market price of the ADSs also could cause you to lose all or a part of your investment.

We may need substantial additional funding in order to complete the development and commercialization of our product candidates. Failure to obtain this necessary capital when needed may force us to delay, limit or terminate certain of our product development or research operations.

To date, we have funded our operations through public and private placements of equity securities, upfront, milestone, option exercise, reservation fee, expense reimbursement, sponsored research payments received from our collaborators, recharging of third party costs and interest income from the investment of our cash, cash equivalents and financial assets. We expect to require additional funding in the future to sufficiently finance our operations and advance development of our product candidates. On July 1, 2022, we entered into a sales agreement with Leerink Partners LLC (previously known as SVB Securities LLC), or the Sales Agreement, to sell ordinary shares from time to time at our discretion under an “at the market” program, with aggregate gross sales proceeds of up to $100.0 million. This sales agreement was renewed in June 2025.

We expect that our existing cash, cash equivalents, together with anticipated funding through collaborations, will enable us to fund our operating expenses and capital expenditure requirements into 2028. We have based this estimate on assumptions that may prove to be wrong, and we could use our capital resources sooner than we currently expect. Our future capital requirements for our product candidates will depend on many factors, including:

- the progress, timing and completion of preclinical testing and clinical trials for our current or any future product candidates;
- the number of potential new product candidates we identify and decide to develop;
- the costs involved in growing our organization to the size needed to allow for the research, development and potential commercialization of our current or any future product candidates;
- the costs involved in filing patent applications, maintaining and enforcing patents or defending against infringement, misappropriation or other claims raised by third parties;
- the maintenance of our existing license and collaboration agreements and the entry into new license and collaboration agreements;
- the time and costs involved in obtaining regulatory approval for our product candidates and any delays we may encounter as a result of evolving regulatory requirements or adverse results with respect to any of our product candidates;
- selling and marketing activities undertaken in connection with the potential commercialization of our current or any future product candidates, if approved, and costs involved in the creation of an effective sales and marketing organization; and
- the amount of revenues, if any, we may derive either directly or in the form of milestone and royalty payments from future sales of our product candidates, if approved.

Our ability to raise additional funds will depend on financial, economic and market conditions and other factors, over which we may have no or limited control. Further, as a Swiss corporation, we have less flexibility to raise capital than U.S. companies, particularly in a quick and efficient manner. As a result, we may not be able to access the capital markets as frequently as comparable U.S. companies. See the Risk Factor entitled "Our status as a Swiss corporation means that our shareholders enjoy certain rights that may limit our flexibility to raise capital, issue dividends and otherwise manage ongoing capital needs" for additional information related to our ability to timely raise capital. If adequate funds are not available on commercially acceptable terms or at all when needed, we may be forced to delay, reduce or terminate the development or commercialization of all or part of our research programs or product candidates or we may be unable to take advantage of future business opportunities.

The effects of health epidemics in regions where we, or the third parties on which we rely, have business operations could adversely impact our business, including our preclinical studies and clinical trials, as well as the business or operations of third parties with whom we conduct business.

Our business could be adversely affected by health epidemics in regions where we have concentrations of clinical trial sites or other business operations, and could cause significant disruption in the operations of third party manufacturers and contract research organizations, or CROs, upon whom we rely.

As a result of a pandemic, we may experience disruptions that could impact our business, preclinical studies and clinical trials, including:

- delay of submissions to, and approvals of, regulatory authorities;

- interruption or delays in the operations of regulatory authorities, which may impact review and approval timelines, including delays in receiving approval from local regulatory authorities to initiate our planned clinical trials;
- interruption of, or delays in receiving, supplies of our product candidates or target material from our contract manufacturing organizations, or CMOs, and other suppliers due to staffing shortages, shortages in supply of production materials, production slowdowns or stoppages and disruptions in delivery systems;
- interruptions in preclinical studies due to restricted or limited operations at our facilities; limitations on employee resources that would otherwise be focused on the conduct of our preclinical studies and clinical trials, including because of sickness of employees or their families or the desire of employees to avoid contact with large groups of people; and
- interruption or delays to our sourced discovery and clinical activities.

The extent to which any future health epidemic outbreaks of contagious disease ultimately impacts our business, preclinical studies and clinical trials will depend on future developments, which are highly uncertain and cannot be predicted with confidence, such as the ultimate geographic spread of the disease, the duration of the pandemic, the emergence of variants, the transition to endemic status, travel restrictions and social distancing in Switzerland, the United States and other countries, business closures or business disruptions and the effectiveness of actions taken in countries around the world to contain and treat the disease.

Raising additional capital may cause dilution to holders of our ordinary shares or ADSs, and an inability to raise capital may restrict our operations or require us to relinquish rights to our technologies or product candidates.

Until such time, if ever, as we can generate substantial product revenues, we expect to finance our operations with our existing cash, cash equivalents and current financial assets, proceeds from debt or equity offerings, revenue from our collaborations and interest income from the investment of our cash, cash equivalents and financial assets. In order to further advance the development of our product candidates, discover additional product candidates and pursue our other business objectives, however, we will need to seek additional funds.

We cannot guarantee that future financing will be available in sufficient amounts or on commercially reasonable terms, if at all. Moreover, the terms of any financing may adversely affect the holdings or the rights of holders of our ordinary shares or ADSs and the issuance of additional securities, whether equity or debt, by us, or the possibility of such issuance, may cause the market price of our ADSs and our ordinary shares to decline. The sale of additional equity or convertible securities would dilute all of our existing shareholders and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our shareholders. The incurrence of indebtedness could result in increased fixed payment obligations and we may be required to agree to certain restrictive covenants, such as limitations on our ability to incur additional debt, limitations on our ability to acquire, sell or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business. We could also be required to seek funds through arrangements with collaborators or others at an earlier stage than otherwise would be desirable and we may be required to relinquish rights to some of our technologies or product candidates or otherwise agree to terms unfavorable to us, any of which may have a material adverse effect on our business, operating results and prospects. Further, any additional fundraising efforts may divert our management from its day-to-day activities, which may adversely affect our ability to develop and commercialize our product candidates.

If we are unable to obtain funding on a timely basis, we may be required to significantly curtail, delay or discontinue one or more of our research or development programs or the commercialization of any of our product candidates, or be unable to expand our operations or otherwise capitalize on our business opportunities, as desired, which could materially affect our business, financial condition and results of operations.

Risks Related to the Development and Clinical Testing of Our Product Candidates

We are heavily dependent on the success of our DARPin platform to identify and develop product candidates. If we or our collaborators are unable to successfully develop and commercialize product candidates based on our platforms or experience significant delays in doing so, our business may be harmed.

We are heavily dependent on the success of our DARPin platform technology and the product candidates currently in our core programs. Our commercial prospects will be heavily dependent on product candidates identified and developed using our DARPin platform. To date, we have invested substantially all of our efforts and financial resources to identify, acquire intellectual property for, and develop our DARPin platform technology and our programs, including conducting preclinical studies and early-stage clinical trials, and providing general and administrative support for these operations.

We may not be successful in our efforts to further develop our DARPin platform technology and current product candidates. We are not permitted to market or promote any of our product candidates before we receive regulatory approval from the FDA, European Commission (granted on the basis of a positive opinion from the Committee for Medicinal Products for Human Use of the European Medicines Agency, or EMA) or comparable foreign regulatory authorities, and we may never receive such regulatory approval for any of our product candidates. Each of our product candidates will require significant additional clinical development, management of preclinical, clinical, and manufacturing activities, regulatory approval, adequate manufacturing supply, a commercial organization, and significant marketing efforts before we generate any revenue from product sales, if at all.

All of our product candidates are in preclinical or various stages of clinical development. Clinical drug development is a lengthy and expensive process with uncertain timelines and uncertain outcomes. If clinical trials of our product candidates, particularly MP0533, MP0317, and MP0712 and product candidates that we have licensed to our partners, are prolonged, delayed or not commercially viable, we or our collaborators may be unable to obtain required regulatory approvals, and therefore may be unable to commercialize our product candidates on a timely basis or at all, which will adversely affect our business.

To obtain the requisite regulatory approvals to market and sell any of our product candidates, we or our collaborators for such candidates must demonstrate through extensive preclinical studies and clinical trials that our products are safe, pure and potent or effective in humans. Further, the process of obtaining regulatory approval is expensive, often takes many years following the commencement of clinical trials and can vary substantially based upon the type, complexity and novelty of the product candidates involved, as well as the target indications and patient population. Prior to obtaining approval to commercialize a product candidate in the United States or in other countries, we or our potential future collaborators must demonstrate with substantial evidence from adequate and well-controlled clinical trials, and to the satisfaction of the FDA or comparable foreign regulatory authorities, that such product candidates are safe and effective for their intended uses. Additionally, clinical testing is expensive and can take many years to complete, and its outcome is inherently uncertain. Failure can occur at any time during the clinical trial process and our future clinical trial results may not be successful.

We may experience delays in our ongoing clinical trials and we do not know whether planned clinical trials will begin on time, need to be redesigned, enroll patients on time or be completed on schedule, if at all.

Clinical trials can be delayed, suspended, or terminated for a variety of reasons, including the following:

- delays in or failure to obtain regulatory approval to commence a trial;
- delays in or failure to reach agreement on acceptable terms with prospective CROs and clinical trial sites, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and trial sites;
- delays in or failure to obtain institutional review board, or IRB approval or positive ethics committee opinion at each site;
- delays in or failure to recruit suitable patients to participate in a trial;
- failure to have patients complete a trial or return for post-treatment follow-up;
- clinical sites deviating from trial protocol or dropping out of a trial;
- adding new clinical trial sites;
- manufacturing sufficient quantities of product candidate for use in clinical trials;
- third-party actions claiming infringement by our product candidates in clinical trials and obtaining injunctions interfering with our progress;
- safety or tolerability concerns could cause us or our collaborators, as applicable, to suspend or terminate a trial if we or our collaborators find that the participants are being exposed to unacceptable health risks;
- changes in regulatory requirements, policies and guidelines;
- lower than anticipated retention rates of patients and volunteers in clinical trials;
- our third-party research contractors failing to comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all;
- delays in establishing the appropriate dosage levels in clinical trials;
- the difficulty in certain countries in identifying the sub-populations that we are trying to treat in a particular trial, which may delay enrollment and reduce the power of a clinical trial to detect statistically significant results; and
- the quality or stability of the product candidate falling below acceptable standards.

We could encounter delays if a clinical trial is suspended or terminated by us, by the IRBs of the institutions in which such trials are being conducted or ethics committees, by the Data Review Committee, or DRC, or Data Safety Monitoring Board, or DSMB, for such trial or by the national competent authorities of EU Member States, the FDA or other regulatory authorities. Such authorities may impose such a suspension or termination due to a number of factors, including failure to conduct the clinical trial in accordance with regulatory requirements or our clinical protocols, inspection of the clinical trial operations or trial site by the EMA, national competent authorities of EU Member States, the FDA or other regulatory authorities resulting in the imposition of a clinical hold, unforeseen safety issues or adverse side effects, including those relating to the class to which our product candidates belong,

failure to demonstrate a benefit from using a drug, changes in governmental regulations or administrative actions or lack of adequate funding to continue the clinical trial. We have faced and may face in the future bioburden during drug substance production campaigns or particles in drug product preparations at our CMOs which led or may lead to regulatory actions, including from the FDA. While we and our partners endeavor to maintain appropriate backup supply with respect to our product candidates, and not all such bioburden or particles result in regulatory action or delays, we cannot assure that any such issues would not result in delays in our clinical trials or product development or other adverse impacts on our business.

If we experience delays in the completion of, or termination of, any clinical trial of our product candidates, the commercial prospects of our product candidates will be harmed. In addition, any delays in completing our clinical trials will increase our costs, slow down our product candidate development and approval process and jeopardize our ability to commence product sales and generate revenues. Significant clinical trial delays could also allow our competitors to bring products to market before we do or shorten any periods during which we have the exclusive right to commercialize our product candidates and impair our ability to commercialize our product candidates and may harm our business and results of operations. Any of these occurrences may harm our business, financial condition and prospects significantly. In addition, 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 or result in the development of our product candidates being stopped early.

Clinical trials must be conducted in accordance with the FDA, the EMA and other applicable regulatory authorities' legal requirements and regulations, and are subject to oversight by these governmental agencies, IRBs and ethics committees at the medical institutions where the clinical trials are conducted or ethics committees. In addition, clinical trials must be conducted with supplies of our product candidates produced under cGMP requirements and other regulations. Furthermore, we rely on CROs and clinical trial sites to ensure the proper and timely conduct of our clinical trials and while we have agreements governing their committed activities, we have limited influence over their actual performance. We depend on our collaborators and on medical institutions and CROs to conduct our clinical trials in compliance with GCP requirements. To the extent our collaborators or the CROs or investigators fail to enroll participants for our clinical trials, fail to conduct the study to GCP standards or are delayed for a significant time in the execution of trials, including achieving full enrollment, we may be affected by increased costs, program delays or both, which may harm our business.

Further, conducting clinical trials in multiple countries presents additional risks that may delay completion of our clinical trials. These risks include the failure of enrolled patients in foreign countries to adhere to clinical protocol as a result of differences in healthcare services or cultural customs, managing additional administrative burdens associated with adhering to GCP, regulations and other foreign regulatory schemes, as well as political and economic risks relevant to such foreign countries.

In addition, future clinical trials that could be conducted in countries outside Switzerland, the European Union and the United States may subject us to further delays and expenses as a result of increased shipment costs, additional regulatory requirements and the engagement of non-European Union and non-U.S. CROs, as well as expose us to risks associated with clinical investigators who are unknown to the FDA or the EMA, and different standards of diagnosis, screening and medical care.

We may not be successful in our efforts to use and expand our platform to build a pipeline of product candidates with commercial value.

A key element of our strategy is to use and expand our platform to build a pipeline of product candidates and progress these product candidates through clinical development. So far none of the product

candidates originating from our platform has received marketing approval from the FDA or other regulatory authorities. The scientific discoveries that form the basis for our efforts to discover and develop targeted oncology therapeutic candidates for cancer patients are relatively new. The scientific evidence to support the feasibility of developing product candidates based on these discoveries is both preliminary and limited. There can be no assurance that any development problems we may experience in the future related to our platform will not cause significant delays or unanticipated costs or that such development problems can be solved. Even if we are successful in building our pipeline of product candidates, the potential product candidates that we identify may not be suitable for clinical development or generate acceptable clinical data, including as a result of being shown to have characteristics that indicate that they are unlikely to be products that will receive marketing approval from the FDA or other regulatory authorities or achieve market acceptance.

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

In order to obtain FDA or EMA approval to market a new pharmaceutical or biological product we must demonstrate proof of safety, purity and potency or efficacy in humans. To meet these requirements we will have to conduct adequate and well-controlled clinical trials. Before we can commence clinical trials for a product candidate, we must complete extensive preclinical testing and studies that support our planned Investigational New Drug application, or IND, in the United States, or a Clinical Trial Authorization Application, or CTA, in the European Union. We cannot be certain of the timely completion or outcome of our preclinical testing and studies and cannot predict if the FDA or EMA or national competent authorities will accept our proposed clinical programs or if the outcome of our preclinical testing and studies will ultimately support the further development of these product candidates. Thus, we cannot be sure that we will be able to submit INDs or CTAs for our preclinical programs on the timelines we expect, if at all, and we cannot be sure that submission of INDs or CTAs will result in the FDA or EMA or national competent authorities of EU Member States allowing clinical trials to begin.

Conducting preclinical testing is a lengthy, time-consuming and expensive process. The length of time may vary substantially according to the type, complexity, novelty and intended use of the product candidate, and often can be several years or more per product candidate. Delays associated with product candidates for which we are directly conducting preclinical testing and studies may cause us to incur additional operating expenses. We may encounter similar or different safety issues in this trial or our other clinical trials in the future. Moreover, we may continue to be affected by delays associated with the preclinical testing and studies of certain product candidates conducted by our potential partners over which we have no control. The commencement and rate of completion of preclinical studies and studies for a product candidate may be delayed by many factors, including, for example:

- the inability to generate sufficient preclinical or other in vivo or in vitro data to support the initiation of clinical studies;
- delays in reaching a consensus with regulatory agencies on study design; and
- the FDA or EMA or national competent authorities not allowing us to rely on previous findings of safety and efficacy for other similar but approved products and published scientific literature.

Moreover, even if clinical trials do begin for our preclinical programs, our development efforts may not be successful, and clinical trials that we conduct or that third parties conduct on our behalf may not demonstrate sufficient safety, purity and potency or efficacy to obtain the requisite regulatory approvals for any of our product candidates or product candidates employing our technology.

Positive results from early preclinical studies of our product candidates would not necessarily be predictive of the results of later preclinical studies and any ongoing or future clinical trials of our product candidates. If we were to achieve positive results from preclinical studies, but were unable to then replicate those positive results in our later preclinical studies and ongoing future clinical trials, we might be unable to successfully develop, obtain regulatory or marketing approval for and commercialize our product candidates.

Any positive results from our preclinical studies of our product candidates may not necessarily be predictive of the results from required later preclinical studies and clinical trials, and there can be no assurance that any of our clinical trials will ultimately be successful or support further clinical development of any of our product candidates. For example, even if biological activity in patient samples following administration of initial doses is observed in our clinical trials, there can be no assurance that such biological activity will be similarly observed and maintained following administration of additional doses or any drop in biological activity could be overcome with additional development regarding more frequent dosing regimens. Similarly, even if we are able to complete our planned preclinical studies or any future clinical trials of our product candidates according to our current development timeline, the positive results from such preclinical studies and clinical trials of our product candidates may not be replicated in subsequent preclinical studies or clinical trial results. In addition, positive results in later stage clinical trials of one of our product candidates in an indication may not be predictive of the safety or efficacy of our other product candidates in other indications, even if they employ a similar mechanism of action.

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. For example, our therapeutics in oncology and ophthalmology has in the past and may in the future result in the creation of anti-drug antibodies that can neutralize the effects of the therapeutic, require that higher doses be used to obtain a therapeutic effect or cause adverse events. Whether anti-drug antibodies will be created and how they react can often not be predicted from nonclinical or even clinical studies, and their detection or appearance can be delayed. These setbacks have been caused by, among other things, preclinical and other nonclinical 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, nonclinical 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 or EMA approval.

Some of our product candidates may be requested for use in compassionate care programs prior initiation of clinical trials, which may provide early in human data that may result in greater research and development expenses, regulatory issues that could delay or prevent approval, or discovery of unknown or unanticipated adverse effects.

Some of our product candidates, such as MP0712, the lead program from our RDT platform, and MP0726, may be requested by treating physicians for use in a compassionate care setting prior to initiation of clinical trial phase 0 or phase 1; and we may accept such requests. For example MP0712 has been requested and provided for imaging use in a compassionate care setting by NuMeRi in Pretoria, South Africa under Section 21 of the Medicines and Related Substances Act 1965 (Act 101 of 1965). Such compassionate care use may provide early in human data that may result in greater research and development expenses, regulatory issues that could delay or prevent approval, or discovery of unknown or unanticipated adverse effects.

Some of our product candidates utilize a novel mechanism of action which may result in greater research and development expenses, regulatory issues that could delay or prevent approval, or discovery of unknown or unanticipated adverse effects.

Some of our product candidates, such as MP0533 and MP0317, the lead product candidates from our oncology program, and also MP0712 and MP0726 and other potential future RDT product candidates, utilize novel mechanisms of action which may result in greater research and development expenses, regulatory and development or CMC and supply chain issues that could delay or prevent approval, or discovery of unknown or unanticipated adverse effects. Regulatory approval of novel product candidates such as ours can be more expensive, riskier and take longer than for other, more well-known or extensively studied pharmaceutical or biopharmaceutical product candidates due to our and regulatory agencies' lack of experience with the novel mechanisms of action. The novelty of our mechanism of action may lengthen the regulatory review process, require us to conduct additional studies or clinical trials, increase our development costs, lead to changes in regulatory positions and interpretations, delay or prevent approval and commercialization of our product candidates or lead to significant post-approval limitations or restrictions. The novel mechanisms of action also means that fewer people are trained in or experienced with product candidates of such type, which may make it more difficult to find, hire and retain personnel for research, development and manufacturing positions. Any such events could adversely impact our business prospects, financial condition and results of operations.

Failure to successfully validate, develop and obtain regulatory approval for companion diagnostics, if needed, could harm our product development strategy.

As one of the key elements of our clinical development strategy, we seek to identify patient subsets within a disease category who may derive selective and meaningful benefit from the product candidates we are developing. In collaboration with partners, we may develop companion diagnostics to help us to more accurately identify patients within a particular subset, both during our clinical trials and in connection with the commercialization of our product candidates.

Companion diagnostics are subject to regulation by the FDA and comparable foreign regulatory authorities as medical devices and require separate regulatory approval prior to commercialization. The FDA generally expects contemporaneous regulatory approvals of the companion diagnostic and the therapeutic product. We do not develop companion diagnostics internally and thus we are dependent on the sustained cooperation and effort of third-party collaborators in developing and obtaining regulatory approval for these companion diagnostics. We and our collaborators may encounter difficulties in developing and obtaining approval for the companion diagnostics, including issues relating to selectivity/specificity, analytical validation, reproducibility or clinical validation. Any delay or failure by our collaborators to develop or obtain regulatory approval of the companion diagnostics could delay or prevent approval of our product candidates.

In addition, our collaborators may encounter production difficulties that could constrain the supply of the companion diagnostics, and both they and we may have difficulties gaining acceptance of the use of the companion diagnostics in the clinical community. If such companion diagnostics fail to gain market acceptance, it would have an adverse effect on our ability to derive revenues from sales of our products. In addition, the diagnostic company with whom we contract may decide to discontinue selling or manufacturing the companion diagnostic that we anticipate using in connection with development and commercialization of our product candidates or our relationship with such diagnostic company may otherwise terminate.

We may not be able to enter into arrangements with another diagnostic company to obtain supplies of an alternative diagnostic test for use in connection with the development and commercialization of our product candidates or do so on commercially reasonable terms, which could adversely affect and/or delay the development or commercialization of our product candidates.

Interim, topline and preliminary data from our clinical trials that we announce or publish may change as more patient data become available and are subject to audit and verification procedures that could result in material changes in the final data.

From time to time, we may publish interim, topline or preliminary data from our clinical trials. Preliminary and interim data from our clinical trials may change as more patient data become available. Preliminary or interim data from our clinical trials are not necessarily predictive of final results. Preliminary and interim data are subject to the risk that one or more of the clinical outcomes may materially change as patient enrollment continues, more patient data become available and we issue our final clinical trial report. Interim, topline and 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, preliminary and interim data should be viewed with caution until the final data are available. Adverse changes in the final data compared to the interim data could significantly harm our business prospects. Moreover, caution should be exercised in drawing any conclusions from a comparison of data that does not come from head-to-head analysis.

Further, others, including regulatory agencies, may not accept or agree with our assumptions, estimates, calculations, conclusions or analyses or may interpret or weigh the importance of data differently, which could impact the value of the particular program, the approvability or commercialization of the particular product candidate or product and our company in general. In addition, the information we choose to publicly disclose regarding a particular preclinical study or clinical trial is based on what is typically extensive information, and you or others may not agree with what we determine is the material or otherwise appropriate information to include in our disclosure, 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 preliminary and interim data that we report differ from actual results, or if others, including regulatory authorities, disagree with the conclusions reached, our ability to obtain approval for, and commercialize, our product candidates may be harmed, which could harm our business, operating results, prospects or financial condition.

Because the number of patients in certain of our clinical trials may be small, the results from such trials may be less reliable than results achieved in larger clinical trials.

A study design that is considered appropriate includes a sufficiently large sample size with appropriate statistical power to allow a meaningful interpretation of the results. The preliminary results of studies with smaller sample sizes can be disproportionately influenced by the impact the treatment had on a few individuals, which limits the ability to generalize the results across a broader community, thus making the study results less reliable than studies with a larger number of subjects.

Our product candidates may have serious adverse, undesirable or unacceptable side effects which may delay or prevent marketing approval. If side effects are identified during the development of our product candidates or following approval, if any, we may need to abandon our development of such product candidates, the commercial profile of any approved label may be limited, or we may be subject to other significant negative consequences following marketing approval, if any.

Undesirable side effects that may be caused by our product candidates could cause us or regulatory authorities to interrupt, delay or halt clinical trials and could result in a more restrictive label or the delay

or denial of regulatory approval by the FDA, the EMA or other comparable foreign authorities. While our preclinical studies and clinical trials for our product candidates to date have generally been well tolerated from a risk-benefit perspective, the results from ongoing and future trials may not support this conclusion.

The results of future clinical studies may show that our product candidates cause undesirable or unacceptable side effects or even death. In such an event, our trials could be suspended or terminated and the FDA, the EMA, the national competent authorities of EU Member States or comparable foreign regulatory authorities could order us to cease further development of or deny approval of our product candidates for any or all targeted indications. The drug-related side effects could affect patient recruitment or the ability of enrolled patients to complete the trial or result in potential product liability claims. Any of these occurrences may harm our prospects significantly. Further, because all of our product candidates and preclinical programs are based on our DARPin technology, any adverse safety or efficacy findings related to any product candidate or preclinical program may adversely impact the viability of our other product candidates or preclinical programs.

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

- regulatory authorities may withdraw approvals of such products and require us to take our approved product off the market;
- regulatory authorities may require the addition of labeling statements, specific warnings, a contraindication or field alerts to physicians and pharmacies;
- regulatory authorities may require a medication guide outlining the risks of such side effects for distribution to patients, or that we implement a risk evaluation and mitigation strategy, or REMS, plan to ensure that the benefits of the product outweigh its risks;
- regulatory authorities may require additional clinical trials;
- we may be required to change the way the product is administered, conduct additional clinical trials or change the labeling of the product;
- sales of the product may decrease significantly;
- we may be subject to litigation or product liability claims; and
- our reputation may suffer.

Any of these events could prevent us, our collaborators or our potential future partners from achieving or maintaining market acceptance of the affected product or could substantially increase commercialization costs and expenses, which in turn could delay or prevent us from generating significant revenue from the sale of our products.

If any of our product candidates has negative side effects, public perception of our DARPin platform and commercial opportunities for all of our current and future product candidates could be adversely affected.

Adverse side effects that may be caused by any of our product candidates could negatively impact the public perception of and commercial opportunities for all of our product candidates. The clinical and commercial success of our product candidates will depend in part on the absence of negative side effects caused by our product candidates. Even if an adverse side effect that results from one of our product candidates is unlikely to occur in our other product candidates, all of our product candidates could be

adversely affected because the negative side effect may be perceived to be a likely side effect of all of our product candidates. Infusion-related reactions have been seen in MP0533 and MP0317, and, while manageable, such reactions may limit the tolerability profile of a product candidate or its potential for combination with other medication. These adverse events may negatively affect the perception of the DARPin platform, the commercial opportunity for our product candidates or cause us to suspend clinical trials. In addition, if public perception is influenced by claims that radioligands or specific therapies within radioligands are unsafe or less safe than available alternatives, our product candidates may not be accepted by the general public or the medical community.

We face significant competition for our drug discovery and development efforts, and if we do not compete effectively, our commercial opportunities will be reduced or eliminated.

The market for pharmaceutical products is highly competitive. Our competitors include many established pharmaceutical companies, biotechnology companies, universities and other research or commercial institutions, many of which have substantially greater financial, research and development resources than us. Large pharmaceutical companies, in particular, have extensive experience in clinical testing, obtaining regulatory approvals, recruiting patients and manufacturing pharmaceutical products. Smaller and early stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These third parties compete with us in recruiting and retaining qualified scientific and management personnel, establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, the development of our products. The fields in which we operate are characterized by rapid technological change and innovation. There can be no assurance that our competitors are not currently developing, or will not in the future develop, technologies and products that are equally or more effective or are more economically attractive as any of our current or future technology or product. Competing products or platforms may gain faster or greater market acceptance than our products or platform and medical advances or rapid technological development by competitors may result in our product candidates or platforms becoming non-competitive or obsolete before we are able to recover our research and development and commercialization expenses. Additionally, certain of our product candidates may be administered in combination with approved pharmaceutical products. Our ability to develop and ultimately commercialize our product candidates used in combination with other therapies will depend on our ability to access these drugs on commercially reasonable terms for the clinical trials and their availability for use with the commercialized product, if approved. We cannot be certain that current or potential future commercial relationships will provide us with a sufficient supply of these drugs on commercially reasonable terms or at all. If we, our product candidates or our platforms do not compete effectively, it may have an adverse effect on our business and results of operation.

We depend on enrollment of patients in our clinical trials for our product candidates. If we are unable to enroll patients in our clinical trials, our research and development efforts and business could be adversely affected.

Identifying and qualifying patients to participate in our clinical trials is critical to our success. Patient enrollment depends on many factors, including the size and nature of the patient population, eligibility criteria for the trial, the proximity of patients to clinical sites, the design of the clinical protocol, the availability of competing clinical trials, the availability of new drugs approved for the indication the clinical trial is investigating, and clinicians' and patients' perceptions as to the potential advantages of the drug being studied in relation to other available therapies. Since some of our product candidates could be focused on addressing sub-groups of cancer patients, there are limited patient pools from which to draw in order to complete our clinical trials in a timely and cost-effective manner. Furthermore, if the actual number of patients with these pathologies is smaller than we anticipate, we may encounter difficulties in enrolling patients in our clinical trials, thereby delaying or preventing development and approval of our

drug candidates. Even once enrolled we may be unable to retain a sufficient number of patients to complete any of our trials. Furthermore, our efforts to build relationships with patient communities may not succeed, which could result in delays in patient enrollment in our clinical trials. In addition, any negative results we may report in clinical trials of one of our product candidates may make it difficult or impossible to recruit and retain patients in other clinical trials of that same product candidate. Delays in the completion of any clinical trial of our product candidates will increase our costs, slow down our product candidate development and approval process and delay or potentially jeopardize our ability to commence product sales and generate revenue. In addition, some 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.

Additionally, our ability to successfully initiate, enroll and complete clinical trials in foreign countries is subject to numerous risks unique to conducting business in foreign countries, including:

- different standards for the conduct of clinical trials;
- difficulty in identifying and partnering with qualified local consultants, physicians and partners; and
- the potential burden of complying with a variety of foreign laws, medical standards and regulatory requirements, including the regulation of pharmaceutical and biotechnology research and products.

We may become exposed to costly and damaging liability claims, either when testing our product candidates in the clinic or at the commercial stage, and our product liability insurance may not cover all damages from such claims.

We are exposed to potential product liability and professional indemnity risks that are inherent in the research, development, manufacturing, marketing and use of pharmaceutical products. Currently, we have no products that have been approved for commercial sale; however, the current and future use of product candidates by us and our corporate collaborators in clinical trials, and the potential sale of any approved products in the future, may expose us to liability claims. These claims might be made by patients who use the product, healthcare providers, pharmaceutical companies, our corporate collaborators or others selling such products. Any claims against us, regardless of their merit, could be difficult and costly to defend and could adversely affect the market for our product candidates or any prospects for commercialization of our product candidates. Although the clinical trial process is designed to identify and assess potential side effects, it is always possible that a drug, even after regulatory approval, may exhibit unforeseen side effects. If any of our product candidates were to cause adverse side effects during clinical trials or after approval of the product candidate, we may be exposed to substantial liabilities. Physicians and patients may not comply with any warnings that identify known potential adverse effects and patients who should not use our product candidates. Regardless of the merits or eventual outcome, liability claims may result in:

- decreased demand for our products due to negative public perception and injury to our reputation;
- withdrawal of clinical trial participants or difficulties in recruiting new trial participants;
- initiation of investigations by regulators;
- costs to defend or settle the related litigation;
- a diversion of management's time and our resources;
- substantial monetary awards to trial participants or patients;

- product recalls, withdrawals or labeling, marketing or promotional restrictions;
- loss of revenues from product sales; and
- the inability to commercialize any of our product candidates, if approved.

Although we maintain adequate clinical trial insurance for our product candidates, it is possible that our liabilities could exceed our insurance coverage. We intend to expand our insurance coverage to include the sale of commercial products if we obtain marketing approval for any of our product candidates. However, we may not be able to maintain insurance coverage at a reasonable cost or obtain insurance coverage that will be adequate to satisfy any liability that may arise. If a successful product liability claim or series of claims is brought against us for uninsured liabilities or in excess of insured liabilities, our assets may not be sufficient to cover such claims and our business operations could be impaired. Should any of the events described above occur, this could have an adverse effect on our business and results of operations.

We conduct clinical trials for our product candidates outside the United States, and the FDA and similar foreign regulatory authorities may not accept data from such trials.

We also conduct clinical trials outside the United States, including in Europe and are likely to continue to do so in these or other foreign jurisdictions. The acceptance of trial data from clinical trials conducted outside the United States by the FDA may be subject to certain conditions. In cases where data from clinical trials conducted outside the United States are intended to serve as the sole basis for marketing approval in the United States, the FDA will generally not approve the application on the basis of foreign data alone unless (i) the data are applicable to the U.S. population and medical practice; (ii) the trials were performed by clinical investigators of recognized competence and (iii) the data may be considered valid without the need for an on-site inspection by the FDA or, if the FDA considers such an inspection to be necessary, the FDA is able to validate the data through an on-site inspection or other appropriate means. Additionally, the FDA's clinical trial requirements, including sufficient size of patient populations and statistical powering, must be met. Many foreign regulatory bodies have similar approval requirements. In addition, such foreign trials would be subject to the applicable local laws of the foreign jurisdictions where the trials are conducted. There can be no assurance that the FDA or any similar foreign regulatory authority will accept data from trials conducted outside of the United States or the applicable jurisdiction. If the FDA or any similar foreign regulatory authority does not accept such data, it would result in the need for additional trials, which would be costly and time-consuming and delay aspects of our business plan, and which may result in our product candidates not receiving approval or clearance for commercialization in the applicable jurisdiction.

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

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

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

- the FDA, the EMA or comparable foreign regulatory authorities may disagree with the design or implementation of our clinical trials, including the size of our clinical trials or the doses tested;
- we may be unable to demonstrate to the satisfaction of the FDA, the EMA or comparable foreign regulatory authorities that a product candidate is safe, pure and potent or effective for its proposed indication;
- the results of clinical trials may not meet the level of statistical significance required by the FDA, the European Commission and EMA or comparable foreign regulatory authorities for approval;
- we may be unable to demonstrate that a product candidate's clinical and other benefits outweigh its safety risks;
- the FDA, the EMA or comparable foreign regulatory authorities may disagree with our interpretation of data from preclinical studies or clinical trials or may require us to test additional dose regimens of our product candidates;
- the data collected from clinical trials of our product candidates may not be sufficient to support the submission of a Biologics License Application, or BLA, to the FDA or other submission or to obtain regulatory approval in the United States, the European Union or elsewhere;
- the FDA, the EMA or comparable foreign regulatory authorities may find deficiencies with or fail to approve the manufacturing processes or facilities of third-party manufacturers with which we contract for clinical and commercial supplies; and
- the approval policies or regulations of the FDA, the European Commission and the EMA or comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval.

This lengthy approval process as well as the unpredictability of future clinical trial results may result in our failing to obtain regulatory approval to market any of our product candidates, which would significantly harm our business. The FDA, the European Commission and the EMA and other comparable foreign authorities have substantial discretion in the approval process, and determining when or whether regulatory approval will be obtained for any of our product candidates. Even if we believe the data collected from clinical trials of our product candidates are promising, such data may not be sufficient to support approval by the FDA, the EMA or any other regulatory authority.

We or our partners may seek fast-track designation for some or all of our product candidates, but we may not receive such designation, and even if we do, it may not lead to a faster development or regulatory review or approval process, and will not increase the likelihood that such product candidates will receive marketing approval.

We or our partners may seek fast-track designation and review for some or all of our product candidates. If a drug is intended for the treatment of a serious or life-threatening condition or disease, and nonclinical or clinical data demonstrate the potential to address an unmet medical need, the product may qualify for FDA fast track designation, for which sponsors must apply. The FDA has broad discretion whether or not to grant this designation. Thus, even if we or our collaborators believe a particular product candidate is eligible for this designation, the FDA may decide not to grant it. Moreover, even if we do receive fast track designation, we or our collaborators may not experience a faster development process, review or approval compared to conventional FDA procedures. In addition, the FDA may withdraw fast track

designation if it believes that the designation is no longer supported by data from the clinical development program.

Even if our product candidates obtain regulatory approval, we will be subject to ongoing obligations and continued regulatory review, which may result in significant additional expense. Additionally, our product candidates, if approved, could be subject to labeling and other restrictions and market withdrawal and we may be subject to penalties if we fail to comply with regulatory requirements or experience unanticipated problems with our products.

If the FDA, the EMA or a comparable foreign regulatory authority approves any of our product candidates, the manufacturing processes, labeling, packaging, distribution, adverse event reporting, storage, advertising, promotion, recordkeeping, exporting and importing for the product will be subject to extensive and ongoing regulatory requirements. These requirements include submissions of safety and other post-marketing information and reports, registration, as well as continued compliance with cGMPs and GCPs for any clinical trials that we conduct post-approval, all of which may result in significant expense and limit our ability to commercialize such products. In addition, any regulatory approvals that we receive for our product candidates may also 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.

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, among other things:

- restrictions on the marketing or manufacturing of our product candidates, withdrawal of the product from the market or voluntary or mandatory product recalls;
- restrictions on product distribution or use, or requirements to conduct post-marketing studies or clinical trials;
- fines, restitutions, disgorgement of profits or revenues, warning letters, untitled letters or holds on clinical trials;
- refusal by the FDA, the EMA or comparable foreign regulatory authorities to approve pending applications or supplements to approved applications filed by us or suspension or revocation of approvals;
- product seizure or detention, or refusal to permit the import or export of our product candidates;
- negative impact to our reputation; and
- injunctions or the imposition of civil or criminal penalties.

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

In addition, if any of our product candidates is approved, our product labeling, advertising and promotion will be subject to regulatory requirements and continuing regulatory review. The FDA strictly regulates the promotional claims that may be made about drug products. In particular, a product may not be promoted for uses that are not approved by the FDA as reflected in the product's approved labeling. If we receive marketing approval for a product candidate, physicians may nevertheless prescribe it to their patients in a manner that is inconsistent with the approved label based on the physician's independent

medical judgment. If we are found to have promoted such off-label uses, we may become subject to significant liability. 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 sanctions. The federal government has levied large civil and criminal fines against companies for alleged improper promotion and has enjoined several companies from engaging in off-label promotion. The FDA has also requested that companies enter into consent decrees or permanent injunctions under which specified promotional conduct is changed or curtailed.

Our product candidates are classified as biologics in the United States and, therefore, can only be sold if we obtain a BLA from the FDA. The holder of a BLA is obligated to monitor and report adverse events and any failure of a product to meet the specifications in the BLA. The holder of a BLA must also submit new or supplemental applications and obtain FDA approval for certain changes to the approved product, product labeling or manufacturing process. Failure to comply with a BLA or any other ongoing regulatory obligation may result in suspension of approval to manufacture or distribute the relevant product, as well as fines or imprisonment for violations.

The FDA's and other regulatory authorities' policies may change and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of our product candidates. If we or one of our distributors, licensees or co-marketers 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. We also cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative or executive action, either in the United States or in other countries. It is difficult to predict how these policies and executive actions will be implemented, and the extent to which they will impact the FDA's ability to exercise its regulatory authority. If these policies or executive actions impose constraints on FDA's ability to engage in oversight and implementation activities in the normal course, our business may be negatively impacted.

Due to our limited resources and access to capital, we must, and have in the past decided to, prioritize development of certain product candidates over other potential candidates. These decisions may prove to have been wrong and may adversely affect our revenues.

Because we have limited resources and access to capital to fund our operations, we must decide which product candidates to pursue and the amount of resources to allocate to each. Our decisions concerning the allocation of research, collaboration, management and financial resources toward particular compounds, product candidates or therapeutic areas may not lead to the development of viable commercial products and may divert resources away from better opportunities. Similarly, our decisions to delay, terminate or collaborate with third parties in respect of certain product development programs may also prove not to be optimal and could cause us to miss valuable opportunities. If we make incorrect determinations regarding the market potential of our product candidates or misread trends in the biopharmaceutical industry, in particular for our lead product candidates, our business, financial condition and results of operations could be adversely affected.

Risks Related to Commercialization of Our Product Candidates

Enacted and future legislation may increase the difficulty and cost for us to obtain marketing approval of and commercialize our product candidates and may affect the prices we may set.

In the United States, the European Union and other foreign jurisdictions, there have been a number of legislative and regulatory changes to the healthcare system that could affect our future results of operations. In particular, there have been and continue to be a number of initiatives at the United States federal and state levels that seek to reduce healthcare costs and improve the quality of healthcare. For

example, in March 2010, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010, or collectively the ACA, became law. The ACA is a sweeping law intended to broaden access to health insurance, reduce or constrain the growth of healthcare spending, enhance remedies against fraud and abuse, add new transparency requirements for the healthcare and health insurance industries, impose new taxes and fees on the health industry and impose additional health policy reforms.

There have been executive, judicial and Congressional challenges and amendments to certain aspects of the ACA. For example, on July 4, 2025, the One Big Beautiful Bill Act, or the OBBBA, was signed into law, which narrowed access to ACA marketplace exchange enrollment and declined to extend the ACA enhanced advanced premium tax credits that expired at the end of 2025, which, among other provisions in the law, are anticipated to reduce the number of Americans with health insurance. The OBBBA also is expected to reduce Medicaid spending and enrollment by implementing work requirements for some beneficiaries, capping state-directed payments, reducing federal funding, and limiting provider taxes used to fund the program. Congress is considering proposed legislation intended to further reduce healthcare costs with alternatives to replace the expired ACA subsidies. It is possible that the ACA will be subject to judicial or Congressional challenges in the future. It is unclear how such challenges, and the healthcare reform measures of the new administration will impact the ACA and our business.

In addition, other legislative changes have been proposed and adopted since the ACA was enacted. For example, on August 2, 2011, the Budget Control Act of 2011, among other things, includes 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 until 2032 unless additional U.S. Congressional action is taken. Additionally, on March 11, 2021, the American Rescue Plan Act of 2021 was signed into law, which eliminated the statutory Medicaid drug rebate cap, previously set at 100% of a drug's average manufacturer price, for single source and innovator multiple source drugs, effective January 1, 2024.

The current administration is pursuing policies to reduce regulations and expenditures across government agencies including at the U.S. Department of Health and Human Services, or HHS, the FDA, the Centers for Medicare & Medicaid Services, or CMS, and related agencies. These actions, presently directed by executive orders or memoranda from the Office of Management and Budget, may propose policy changes that create additional uncertainty for our business. For example, the current administration has announced agreements with pharmaceutical companies that require the drug manufacturers to offer, through a direct-to-consumer platform (TrumpRx), U.S. patients and Medicaid programs prescription drug Most-Favored Nation pricing equal to or lower than those paid in other developed nations, with additional mandates for direct-to-patient discounts and repatriation of foreign revenues. Other recent actions, for example, include (1) directing agencies to reduce agency workforce and cut programs; (2) directing HHS and other agencies to lower prescription drug costs through a variety of initiatives; (3) imposing tariffs on imported pharmaceutical products; and (4) as part of the Make America Healthy Again Commission's Strategy Report released in September 2025, working across government agencies to increase enforcement on direct-to-consumer pharmaceutical advertising. Additionally, the current administration recently called on Congress to enact "The Great Healthcare Plan," to codify and expand Most-Favored Nation pricing, lower government subsidies to private insurance companies, increase healthcare price transparency, expand pharmaceutical drugs available for over-the-counter purchase, and enact restrictions on pharmacy benefit manager payment methodologies, among other things. These actions and policies may significantly reduce U.S. drug prices, potentially impacting manufacturers' global pricing strategies and profitability, while increasing their operational costs and compliance risks. In June 2024, in Loper Bright Enterprises v. Raimondo, the U.S. Supreme Court greatly reduced judicial deference to regulatory agencies, which could increase successful legal challenges to federal regulations affecting our operations. Congress may

introduce and ultimately pass health care related legislation that could impact the drug approval process and make changes to the Medicare Drug Price Negotiation Program.

At the state level, legislatures are increasingly passing legislation and implementing regulations designed to control pharmaceutical and biological 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, results of operations, financial condition 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 products or put pressure on our product pricing, which could negatively affect our business, results of operations, financial condition and prospects.

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

In the European Union, similar political, economic and regulatory developments may affect our ability to profitably commercialize our current or any future products. In addition to continuing pressure on prices and cost containment measures, legislative developments at the European Union or member state level may result in significant additional requirements or obstacles that may increase our operating costs. The delivery of healthcare in the European Union, including the establishment and operation of health services and the pricing and reimbursement of medicines, is almost exclusively a matter for national, rather than European Union, law and policy. National governments and health service providers have different priorities and approaches to the delivery of health care and the pricing and reimbursement of products in that context. In the EU, pricing and reimbursement schemes vary widely from country to country. Some EU Member States may approve a specific price for a product, or they may instead adopt a system of direct or indirect controls on the profitability of the company placing the product on the market. Other EU Member States allow companies to fix their own prices for products but monitor and control prescription volumes and issue guidance to physicians to limit prescriptions. In addition, some EU Member States may require the completion of additional studies that compare the cost-effectiveness of a particular medicinal product candidate to currently available therapies. This Health Technology Assessment, or HTA, process is the procedure according to which the assessment of the public health impact, therapeutic impact and the economic and societal impact of use of a given medicinal product in the national healthcare systems of the individual country is conducted. The outcome of HTA regarding specific medicinal products will often influence the pricing and reimbursement status granted to these medicinal products by the competent authorities of individual EU Member States. On January 12, 2025, Regulation (EU) 2021/2282 on Health Technology Assessment, or the HTA Regulation, entered into application through a phased implementation. It is intended to increase cooperation among EU Member States in assessing clinical aspects of health technologies, including new medicinal products. The Regulation establishes a framework for joint clinical assessments, joint scientific consultations, and the early identification of emerging health technologies. The Regulation permits EU Member States to use common tools, methodologies, and procedures and requires them to rely on EU-level joint clinical assessment reports for the clinical components of their national HTA evaluations. EU Member States, however, remain responsible for assessing non-clinical aspects, such as economic, ethical, and social considerations, and for making pricing and reimbursement decisions at the national level. In general, however, the healthcare budgetary constraints in most European Union member states have resulted in restrictions on the pricing and reimbursement of medicines by relevant health service providers. Coupled with ever-increasing European Union and national regulatory burdens on those wishing to develop and

market products, this could prevent or delay marketing approval of our product candidates, restrict or regulate post-approval activities and affect our ability to commercialize any products for which we obtain marketing approval. In international markets, reimbursement and healthcare payment systems vary significantly by country, and many countries have instituted price ceilings on specific products and therapies.

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 in other countries. If we or our collaborators are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we or our collaborators are not able to maintain regulatory compliance, our product candidates may lose any regulatory approval that may have been obtained and we may not achieve or sustain profitability, which would adversely affect our business.

We may be subject to healthcare laws, regulation and enforcement. Our failure to comply with these laws could harm our results of operations and financial conditions.

Although we do not currently have any products on the market, our current and future operations may be directly, or indirectly through our relationships with healthcare providers, healthcare institutions, patients, customers and third-party payors, subject to various U.S. federal and state healthcare laws and regulations, including, without limitation, the U.S. federal Anti-Kickback Statute. Healthcare providers, physicians and others play a primary role in the recommendation and prescription of any products for which we obtain marketing approval. These laws impact, among other things, our proposed sales, marketing and education programs and constrain our business and financial arrangements and relationships with third-party payors, healthcare professionals and healthcare institutions who participate in our clinical research programs, healthcare professionals and others who recommend, purchase, or provide our approved products, and other parties through which we market, sell and distribute our products for which we obtain marketing approval. In addition, we may be subject to patient data privacy and security regulation by both the U.S. federal government and the states in which we conduct our business. Finally, our current and future operations are subject to additional healthcare-related statutory and regulatory requirements and enforcement by regulatory authorities in jurisdictions in which we conduct our business. The laws that may affect our ability to operate include:

- the U.S. federal Anti-Kickback Statute, which prohibits, among other things, individuals or entities from knowingly and willfully soliciting, offering, receiving or paying any remuneration (including any kickback, bribe, or rebate), directly or indirectly, overtly or covertly, in cash or in kind, to induce or reward either the referral of an individual for, or the purchase, lease, order or recommendation of, any good, facility, item or service, for which payment may be made, in whole or in part, under U.S. federal and state healthcare programs such as Medicare and Medicaid;
- the U.S. federal civil and criminal false claims and civil monetary penalties laws, including, without limitation, the civil False Claims Act (which can be enforced through "qui tam," or whistleblower actions, by private citizens on behalf of the federal government), which prohibits, among other things, individuals or entities from knowingly presenting, or causing to be presented, to the U.S. federal government, claims for payment or approval that are false or fraudulent or for knowingly making a false statement to avoid, decrease or conceal an obligation to pay money to the U.S. federal government;
- the U.S. federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, which prohibits, among other things, knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program, or knowingly and willfully falsifying, concealing or

covering up a material fact or making any materially false statement, in connection with the delivery of, or payment for, healthcare benefits, items or services;

- HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act of 2009, or HITECH, and its implementing regulations, and as amended again by the Final HIPAA Omnibus Rule, published in January 2013, which imposes certain obligations, including mandatory contractual terms, with respect to safeguarding the privacy, security and transmission of individually identifiable health information without appropriate authorization by certain health plans, healthcare clearinghouses and healthcare providers, known as covered entities, as well as their business associates that perform certain services involving the use, disclosure or transmission of individually identifiable health information for or on behalf of a covered entity, and their covered subcontractors;
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- the U.S. Federal Food, Drug, and Cosmetic Act, or FDCA, which prohibits, among other things, the adulteration or misbranding of drugs, biologics and medical devices;
- the U.S. federal physician payment transparency legislation, commonly referred to as Physician Payments Sunshine Act, and its implementing regulations, which requires certain manufacturers of drugs, devices, biologics and medical supplies that are reimbursable under Medicare, Medicaid, or the Children's Health Insurance Program to report annually to CMS information related to certain payments and other transfers of value to physicians (defined to include doctors, dentists, optometrists, podiatrists and chiropractors), other healthcare professionals (such as physician assistants and nurse practitioners), and teaching hospitals, as well as ownership and investment interests held by physicians and their immediate family members;
- analogous state laws and regulations, including: state laws requiring certain regulatory licenses to manufacture or distribute our products commercially and/or the registration of pharmaceutical sales representatives in the jurisdiction; state anti-kickback and false claims laws, which may apply to our business practices, including but not limited to, research, distribution, sales and marketing arrangements and claims involving healthcare items or services reimbursed by any third-party payor, including private insurers; state laws that require pharmaceutical companies to comply with the pharmaceutical industry's voluntary compliance guidelines and the relevant compliance guidance promulgated by the U.S. federal government, or otherwise restrict payments that may be made to healthcare providers and other potential referral sources; and state laws and regulations that require drug manufacturers to file reports relating to pricing and marketing information, which requires tracking gifts and other remuneration and items of value provided to healthcare professionals and entities; and state laws governing the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways and often are not preempted by HIPAA, thus complicating compliance efforts; and
- European and other foreign law equivalents of each of the above laws, including restrictions regarding transfers of value and reporting requirements detailing interactions with and payments to healthcare professionals and other healthcare stakeholders.

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, imprisonment, exclusion from participation in government funded healthcare programs, such as Medicare and Medicaid or comparable foreign

programs, additional reporting requirements and oversight if we become subject to a corporate integrity agreement or similar agreement to resolve allegations of non-compliance with these laws, reputational harm and the curtailment or restructuring of our operations.

The risk of us being found in violation of these laws is increased by the fact that many of them have not been fully interpreted by the regulatory authorities or the courts, and their provisions are open to a variety of interpretations. For example, the definition of the "remuneration" under the U.S. federal Anti-Kickback Statute has been interpreted to include anything of value. Further, courts have found that if "one purpose" of remuneration is to induce referrals, the U.S. federal Anti-Kickback Statute is violated.

Additionally, recent healthcare reform legislation has strengthened federal and state healthcare fraud and abuse laws. For example, the ACA amends the intent requirement of the U.S. federal Anti-Kickback Statute and criminal healthcare fraud statutes to clarify that liability under these statutes does not require a person or entity to have actual knowledge of the statutes or a specific intent to violate them in order to have committed a violation. Moreover, the ACA provides that the government may assert that a claim that includes items or services resulting from a violation of the U.S. federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the civil False Claims Act. Because of the breadth of these laws and the narrowness of the statutory exceptions and regulatory safe harbors available, it is possible that some of our business activities could be subject to challenge under one or more of such laws.

Efforts to ensure that our business arrangements with third parties will comply with applicable healthcare laws and regulations will involve substantial costs. Any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management's attention from the operation of our business. The shifting compliance environment and the need to build and maintain robust and expandable systems to comply with multiple jurisdictions with different compliance or reporting requirements increases the possibility that a healthcare company may run afoul of one or more of the requirements.

The successful commercialization of our product candidates will depend in part on the extent to which governmental authorities and health insurers establish adequate reimbursement levels and pricing policies. Failure to obtain or maintain coverage and adequate reimbursement for our product candidates, if approved, could limit our ability to market those products and decrease our ability to generate revenue.

The availability of coverage and adequate reimbursement by third-party payors, including governmental healthcare programs such as Medicare and Medicaid, private health insurers and managed care organizations, is essential for most patients to be able to afford products such as our product candidates, assuming approval. Our ability to achieve acceptable levels of coverage and reimbursement for products by third-party payors will have an effect on our ability to successfully commercialize, and attract additional collaboration partners to invest in the development of our product candidates. Assuming we obtain coverage for a given product by a third-party payor, the resulting reimbursement payment rates may not be adequate or may require co-payments that patients find unacceptably high. We cannot be sure that coverage and reimbursement in the United States, the European Union or elsewhere will be available for any product that we may develop, and any reimbursement that may become available may be decreased or eliminated in the future.

Third-party payors increasingly are challenging prices charged for pharmaceutical products and services, and many third-party payors may refuse to provide coverage and reimbursement for particular drugs when an equivalent generic drug or a less expensive therapy is available. It is possible that a third-party payor may consider our product candidate and other therapies as substitutable and only offer to reimburse patients for the less expensive product. Even if we show improved efficacy or improved convenience of

administration with our product candidate, pricing of existing drugs may limit the amount we will be able to charge for our product candidate. Third-party payors may deny or revoke the reimbursement status of a given drug product or establish prices for new or existing marketed products at levels that are too low to enable us to realize an appropriate return on our investment in product development. If coverage and reimbursement is not available or is available only at limited levels, we may not be able to successfully commercialize our product candidates, and may not be able to obtain a satisfactory financial return on products that we may develop.

There is significant uncertainty related to the third-party payor coverage and reimbursement of newly approved products. In the United States, third-party payors play an important role in determining the extent to which new drugs and biologics will be covered. The Medicare and Medicaid programs increasingly are used as models for how private payors and other governmental payors develop their coverage and reimbursement policies for drugs and biologics. Some third-party payors may require pre-approval of coverage for new or innovative devices or drug therapies before they will reimburse health care providers who use such therapies. 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.

Obtaining and maintaining reimbursement status is time-consuming and costly. No uniform policy for coverage and reimbursement for drug products exists among third-party payors in the United States. Therefore, coverage and reimbursement for drug products can differ significantly from payor to payor. As a result, the coverage determination process is often a time-consuming and costly process that will require us to provide scientific and clinical support for the use of our products to each payor separately, with no assurance that coverage and adequate reimbursement will be applied consistently or obtained in the first instance. Additionally, 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 of our tests, less favorable coverage policies and reimbursement rates may be implemented in the future. Furthermore, rules and regulations regarding reimbursement change frequently, in some cases at short notice, and we believe that changes in these rules and regulations are likely.

In addition, companion diagnostic tests require coverage and reimbursement separate and apart from the coverage and reimbursement for their companion pharmaceutical or biological products. Similar challenges to obtaining coverage and reimbursement, applicable to pharmaceutical or biological products, will apply to companion diagnostics. Additionally, if any companion diagnostic provider is unable to obtain reimbursement or is inadequately reimbursed, that may limit the availability of such companion diagnostic, which would negatively impact prescriptions for our product candidates, if approved.

Outside the United States, international operations are generally subject to extensive governmental price controls and other market regulations, and we believe the increasing emphasis on cost-containment initiatives in Europe, Canada and other countries has and will continue to put pressure on the pricing and usage of our product candidates. In many countries, the prices of medical products are subject to varying price control mechanisms as part of national health systems. Other countries allow companies to fix their own prices for medical products, but monitor and control company profits. Additional foreign price controls or other changes in pricing regulation could restrict the amount that we are able to charge for our product candidates. Accordingly, in markets outside the United States, the reimbursement for our products may be reduced compared with the United States and may be insufficient to generate commercially reasonable revenue and profits.

The delivery of healthcare in the European Union, including the establishment and operation of health services and the pricing and reimbursement of medicines, is almost exclusively a matter for national, rather than European Union, law and policy. National governments and health service providers have different priorities and approaches to the delivery of healthcare and the pricing and reimbursement of

products in that context. In general, however, the healthcare budgetary constraints in most European Union member states have resulted in restrictions on the pricing and reimbursement of medicines by relevant health service providers. Coupled with ever-increasing European Union and national regulatory burdens on those wishing to develop and market products, this could prevent or delay marketing approval of our product candidates, restrict or regulate post-approval activities and affect our ability to commercialize any products for which we obtain marketing approval.

Moreover, increasing efforts by governmental and third-party payors in the European Union, 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. For example, HHS imposes rebates on many Medicare Part B and Medicare Part D products to penalize price increases that outpace inflation on an annual basis. In addition, HHS has been empowered to negotiate the price of certain single-source biologics that have been on the market for at least eleven (11) years covered under Medicare as part of the Medicare Drug Price Negotiation Program. Each year up to twenty (20) products will be selected by HHS for the Medicare Drug Price Negotiation Program. Products subject to the Medicare Drug Price Negotiation Program are expected to experience a significant reduction in reimbursement from the Medicare program on a per unit basis. If coverage and adequate reimbursement are not available, or are available only to limited levels, we may not be able to successfully commercialize our current and any future product candidates that we develop, which could have an adverse effect on our operating results and our overall financial condition. We expect to experience pricing pressures in connection with the sale of any of our product candidates due to the trend toward managed healthcare, the increasing influence of health maintenance organizations and additional legislative changes. The downward pressure on healthcare costs in general, particularly prescription drugs and surgical procedures and other treatments, has become very intense. As a result, increasingly high barriers are being erected to the entry of new products.

The future commercial success of our product candidates will depend on the degree of market acceptance of our potential products among physicians, patients, healthcare payors and the medical community.

Our product candidates are at varying stages of development and we may never have a product that is commercially successful. To date, we have no product authorized for marketing. Our lead product candidates are in the relatively early stages of clinical development. Our lead product candidates will require further clinical investigation, regulatory review, significant marketing efforts and substantial investment before they can provide us with any revenues. Furthermore, if and when available on the market, our products may not achieve an adequate level of acceptance by physicians, patients and the medical community, and we may not become profitable. If our products are not accepted, we may need to increase our efforts to educate the medical community and third-party payors on the benefits of our products, which may require significant resources and may never be successful. Market acceptance of our future products by physicians, patients and healthcare payors will depend on a number of factors, many of which are beyond our control, including:

- the wording of the product label;
- changes in the standard of care as well as recommendations from relevant national and/or international associations for the targeted indications for any product candidate;
- sales, marketing and distribution support;
- potential product liability claims;

- acceptance by physicians, patients and healthcare payors of each product as safe and effective;
- relative convenience, ease of use, ease of administration and other perceived advantages over alternative products;
- availability of coverage and adequate reimbursement from third-party payors and the willingness of patients to pay out-of-pocket in the absence of adequate reimbursement;
- prevalence and severity of adverse events or publicity;
- limitations, precautions or warnings listed in the summary of product characteristics, patient information leaflet, package labeling or instructions for use;
- the cost of treatment with our products in relation to alternative treatments;
- the extent to which products are approved for inclusion and reimbursed on formularies of hospitals and managed care organizations; and
- whether our products are designated in the label, under physician treatment guidelines or under reimbursement guidelines as a first-line, second-line, third-line or last-line therapy.

If our product candidates fail to gain market acceptance, this will have a material adverse impact on our ability to generate revenues to provide a satisfactory, or any, return on our investments. Even if a potential product displays a favorable efficacy and safety profile in preclinical studies and clinical trials, market acceptance of the product will not be fully known until after it is launched. Furthermore, even if some products achieve market acceptance, the market may prove not to be large enough to allow us to generate significant revenues.

We have never commercialized a product candidate before and may lack the necessary expertise, personnel and resources to successfully commercialize our products on our own or together with suitable collaboration partners.

We do not have a sales or marketing infrastructure and have no experience in the sale or marketing of pharmaceutical products. To achieve commercial success for any approved product, we must develop or acquire a sales and marketing organization, outsource these functions to third parties or enter into collaboration or license arrangements with third parties.

To the extent possible, we may establish our own sales and marketing capabilities and promote our product candidates if and when regulatory approval has been obtained in the major European Union countries and the United States for certain of our product candidates. There are risks involved should we decide to establish our own sales and marketing capabilities or enter into arrangements with third parties to perform these services. Even if we establish sales and marketing capabilities, we may fail to launch or market our products effectively since we have no experience in the sales and marketing of pharmaceutical products. In addition, recruiting and training a sales force is expensive and time consuming and could delay any product launch. In the event that any such launch is delayed or does not occur for any reason, we would have prematurely or unnecessarily incurred these commercialization expenses, and our investment would be lost if we cannot retain or reposition our sales and marketing personnel. Factors that may inhibit our efforts to commercialize our products on our own include:

- our inability to build a supply chain with sufficient coverage and capacity to fully support the sales and marketing efforts of any future products;
- our inability to recruit, train and retain adequate numbers of effective sales and marketing personnel;

- the inability of sales personnel to obtain access to or our failure to educate adequate numbers of physicians on the benefits of any future products;
- the lack of complementary products to be offered by sales personnel, which may put us at a competitive disadvantage relative to companies with more extensive product lines;
- unforeseen costs and expenses associated with creating an independent sales and marketing organization; and
- costs of marketing and promotion above those anticipated by us.

If we enter into arrangements with third parties to perform sales and marketing services, our product revenues or profitability could be lower than if we were to market and sell any products that we develop ourselves. Such collaborative arrangements may place the commercialization of our products outside of our control and would make us subject to a number of risks including that we may not be able to control the amount or timing of resources that our collaborative partner devotes to our products or that our collaborator's willingness or ability to complete its obligations, and our obligations under our arrangements, may be adversely affected by business combinations or significant changes in our collaborator's business strategy. In addition, we may not be successful in entering into arrangements with third parties to sell and market our products or may be unable to do so on terms that are favorable to us. Acceptable third parties may fail to devote the necessary resources and attention to sell and market our products effectively.

If we do not establish sales and marketing capabilities successfully, either on our own or in collaboration with third parties, we may not be successful in commercializing our products, which in turn would have a material adverse effect on our business, prospects, financial condition and results of operations.

Our product candidates for which we intend to seek approval as biologic products may face competition sooner than anticipated.

The Biologics Price Competition and Innovation Act of 2009, or BPCIA, created an abbreviated approval pathway for biological products that are biosimilar to or interchangeable with an FDA-licensed reference biological product. Under the BPCIA, an application for a biosimilar product may not be submitted to the FDA until four years following the date that the reference product was first licensed by the FDA. In addition, the approval of a biosimilar product may not be made effective by the FDA until 12 years from the date on which the reference product was first licensed. During this 12-year period of exclusivity, another company may still market a competing version of the reference product if the FDA approves a full BLA for the competing product containing the sponsor's own preclinical data and data from adequate and well-controlled clinical trials to demonstrate the safety, purity and potency of their product. The law is complex and is still being interpreted and implemented by the FDA. As a result, its ultimate impact, implementation and meaning are subject to uncertainty.

We believe that any of our product candidates approved as a biological product under a BLA should qualify for the 12-year period of exclusivity. However, there is a risk that this exclusivity could be shortened due to U.S. Congressional action or otherwise, or that the FDA will not consider our product candidates to be reference products for competing products, potentially creating the opportunity for generic competition sooner than anticipated. Other aspects of the BPCIA, some of which may impact the BPCIA exclusivity provisions, have also been the subject of recent litigation. Moreover, the extent to which a biosimilar, once approved, will be substituted for any one of our reference products in a way that is similar to traditional generic substitution for non-biological products is not yet clear, and will depend on a number of marketplace and regulatory factors that are still developing.

The European Union provides opportunities for data and market exclusivity related to marketing authorizations. Upon receiving a marketing authorization, innovative medicinal products are generally entitled to receive eight years of data exclusivity and 10 years of market exclusivity. Data exclusivity, if granted, prevents regulatory authorities in the European Union from referencing the innovator's data to assess a generic application or biosimilar application for eight years from the date of authorization of the innovative product, after which a generic or biosimilar marketing authorization application can be submitted, and the innovator's data may be referenced. The market exclusivity period prevents a successful generic or biosimilar applicant from commercializing its product in the European Union until 10 years have elapsed from the initial marketing authorization of the reference product in the European Union. The overall ten-year period may, occasionally, be extended for a further year to a maximum of 11 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. However, there is no guarantee that a product will be considered by the European Union's regulatory authorities to be a new chemical/biological entity, and products may not qualify for data exclusivity.

In the EU, there is a special regime for biosimilars, or biological medicinal products that are similar to a reference medicinal product but that do not meet the definition of a generic medicinal product. For such products, the results of appropriate preclinical or clinical trials must be provided in support of an application for MA. Guidelines from the EMA detail the type of quantity of supplementary data to be provided for different types of biological product.

We also believe that our product candidates in the EEA should benefit from this data and market exclusivity. As with the U.S., however, if competitors obtain marketing authorization for their biosimilar products, our products may become subject to competition from these biosimilars, with the attendant competitive pressure and consequences.

In addition, on December 11, 2025, the European Commission, the Parliament and the European Council reached a political agreement on a comprehensive overhaul of EU pharmaceutical legislation (the "Pharma Package"). The reform has been under negotiation since the European Commission submitted its proposal in April 2023. This package - comprised of a new directive and regulation to replace existing legislation – aims to modernize the EU framework. The political agreement is still subject to formal approval by the European Parliament and Council. If approved in the form proposed, the Pharma Package will, among other changes, reduce the baseline market protection period by one year, with limited opportunities for extensions; reshape the incentives regime for orphan medicinal products; and expand the Bolar exemption. A decrease in market exclusivity opportunities for our product candidates in the EU, combined with the expanded Bolar exemption, could open them to generic or biosimilar competition earlier than under the current regime, potentially impacting reimbursement status and the commercial prospects of our product candidates.

If we do not achieve our projected development and commercialization goals in the timeframes we announce and expect, the commercialization of our product candidates or any future product candidates may be delayed, and our business will be harmed.

For planning purposes, we estimate the timing of achieving various scientific, clinical, regulatory, and other product development objectives. These milestones may include our expectations regarding the commencement or completion of scientific studies and clinical trials, regulatory submissions or commercialization objectives. From time to time, we may publicly announce the expected timing of some of these milestones, such as the completion of an ongoing clinical trial, the initiation of clinical trials, receipt of regulatory approval, or the commercial launch of a product. The achievement of many of these milestones may be outside of our control. All of these milestones are based on a variety of assumptions,

which may cause the timing of achieving the milestones to vary considerably from our estimates, including:

- our available capital resources or capital constraints we experience;
- the rate of progress, costs, and results of our clinical trials and research and development activities, including the extent of scheduling conflicts with participating clinicians and collaborators;
- our ability to identify and enroll patients who meet clinical trial eligibility criteria;
- our receipt of approvals by the FDA, EMA and comparable foreign regulatory authorities, and the timing thereof;
- other actions, decisions, or rules issued by regulators;
- our ability to access sufficient, reliable, and affordable supplies of materials used in the manufacture of our product candidates;
- our ability to manufacture and supply clinical trial materials to our clinical sites on a timely basis;
- the efforts of our collaborators with respect to the commercialization of our approved products, if any; and
- the securing of, costs related to, and timing issues associated with, commercial product manufacturing, as well as sales and marketing activities.

If we fail to achieve announced milestones in the timeframes we expect, the commercialization of our current or any future product candidates may be delayed, and our business, results of operations, financial condition, and prospects may be adversely affected.

Our current and potential future use of AI may not be successful and presents new risks and challenges to our business.

We currently integrate artificial intelligence, or AI, in certain of our research and development activities, including identification of potential product candidates, and are seeking to further integrate AI throughout our business. We are exploring additional opportunities to incorporate AI into our processes for drug discovery, drug development, drug commercialization, and in connection with our enabling functions. Such efforts may not be successful. Issues relating to the use of new and evolving technologies such as AI may cause us to experience brand or reputational harm, competitive harm, legal liability, and new or enhanced governmental or regulatory scrutiny, and we may incur additional costs to resolve such issues.

As with many innovations, AI presents risks and challenges that could undermine or slow its adoption, and therefore harm our business. Developing, testing and deploying AI systems may also increase our operating costs due to the nature of the computing costs involved in such systems, which could adversely affect our business, financial condition and results of operation. The use of AI by us and our business partners may lead to novel and urgent cybersecurity risks, which could have a material adverse effect on our operations and reputation as well as the operations of any of our business partners. We may also face increased competition from other companies that are using AI, some of whom may develop more effective methods than we and any of our business partners have, which could have a material adverse effect on our business, results of operations, or financial condition. In addition, our efforts to develop, acquire or integrate these technologies will involve significant time, costs, and other resources, and may divert our management team's attention and focus from executing on other elements of our strategy. Furthermore, uncertainties regarding developing legal and regulatory requirements and standards may

require significant resources to modify and maintain business practices to comply with U.S. and foreign laws concerning the use of AI, the nature of which cannot be determined at this time.

Risks Related to Our Business and Industry

Nearly all aspects of our activities are subject to substantial regulation. No assurance can be given that any of our product candidates will fulfill regulatory compliance. Failure to comply with such regulations could result in delays, suspension, refusals and withdrawal of approvals, as well as fines.

The international biopharmaceutical and medical technology industry is highly regulated by the FDA, the EMA and other comparable foreign authorities and by other national or supra-national regulatory authorities that impose substantial requirements covering nearly all aspects of our activities notably on research and development, manufacturing, preclinical tests, clinical trials, labeling, marketing, sales, storage, record keeping, promotion and pricing of our product candidates. Such regulation is further subject to regular review by the FDA, the EMA and other comparable foreign authorities which may result in changes in applicable regulation. If we do not comply with one or more of these requirements in a timely manner, or at all, our product development could experience significant delays as a result of the FDA, the European Commission with support from the EMA or other comparable regulatory authorities recommending non-approval or restrictions on approval of a product candidate, leading to an inability to successfully commercialize any of our product candidates, which would materially harm our business. Any failure of any of our product candidates in clinical studies or to receive regulatory approval could have a material adverse effect on our business, results of operations and financial condition. If any of our product candidates fails to obtain approval on the basis of any applicable condensed regulatory approval process, this will prevent such product candidate from obtaining approval in a shortened time frame, or at all, resulting in increased expenses which would materially harm our business.
Compliance with requirements laid down by local regulatory authorities is necessary in each country where we, or any of our partners or licensees, conduct said activities in whole or in part. Local regulatory authorities notably include the European Commission with support from the EMA, national competent authorities of EU Member States and the FDA. In order to market our future products in regions such as the European Economic Area, United States of America, Asia Pacific and many other foreign jurisdictions, we must obtain separate regulatory approvals. The approval procedures vary among countries and can require additional clinical testing, and the time required to obtain approval may differ from that required to obtain for example FDA or EMA approval. Moreover, clinical studies conducted in one country may not be accepted by regulatory authorities in other countries. Approval by the FDA or European Commission does not ensure approval by the comparable foreign authorities in other countries, and approval by one or more foreign regulatory authorities does not ensure approval by regulatory authorities in other foreign countries or by the FDA or EMA.

There can be no assurance that our product candidates will fulfil the criteria required to obtain necessary regulatory approval to access the market. Also, at this time, we cannot guarantee or know the exact nature, precise timing and detailed costs of the efforts that will be necessary to complete the remainder of the development of our research programs and product candidates. Each of the FDA, the European Commission with support from the EMA and other comparable foreign authorities may impose its own requirements, may discontinue an approval or revoke a license, may refuse to grant approval, or may require additional data before granting approval, notwithstanding that approval may have been granted by the FDA, the EMA or one or more other comparable foreign authority. The FDA, the EMA or other comparable foreign authorities may also approve a product candidate for fewer or more limited indications or patient sub-segments than requested or may grant approval subject to the performance of post-marketing studies. The EMA's, the FDA's or other regulatory authority's approval may be delayed, limited or denied for a number of reasons, most of which are beyond our control. Such reasons could

include, among others, the production process or site not meeting the applicable requirements for the manufacture of regulated products, or the products not meeting applicable requirements for safety, purity or potency, or efficacy, during the clinical development stage or after marketing. No assurance can be given that clinical trials will be approved the FDA, the EMA or the national competent authorities of EU Member States or other comparable foreign authorities or that products will be approved for marketing by such competent authorities in any pre-determined indication or intended use. Any of the FDA, the European Commission with support from the EMA and other comparable foreign authorities may disagree with our interpretation of data submitted for their review.

We and our collaborative partners are, or may become subject to, numerous ongoing other regulatory obligations, such as data protection, environmental, health and safety laws and restrictions on the experimental use of animals. The costs of compliance with such applicable regulations, requirements or guidelines could be substantial, and failure to comply could result in sanctions, including fines, injunctions, civil penalties, denial of applications for marketing authorization of our products, delays, suspension or withdrawal of approvals, license revocation, seizures or recalls of products, operating restrictions and criminal prosecutions, any of which could significantly increase our or our collaborative partners' costs or delay the development and commercialization of our product candidates.

Changes in funding for the FDA and other government agencies could hinder their ability to hire and retain key leadership and other personnel, prevent new or existing product candidates from being developed or commercialized in a timely manner, or otherwise prevent those agencies from performing normal functions on which the operation of our business may rely, which could negatively impact our business.

The ability of the FDA to review and approve new products can be affected by a variety of factors, including government budget and funding levels, ability to hire and retain key personnel, and accept payment of user fees, and statutory, regulatory, and policy changes. Average review times at the agency have fluctuated in recent years as a result. In addition, government funding of 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, over the last several years, the U.S. government has shut down several times, and certain regulatory agencies, such as the FDA, have had to furlough critical FDA and other government employees and stop critical activities. If a prolonged government shutdown occurs, it could significantly impact the ability of the FDA to timely review and process our regulatory submissions, which could have a material adverse effect on our business. Further, in our operations as a public company, future government shutdowns could impact our ability to access the public markets and obtain necessary capital in order to properly capitalize and continue our operations.

Our research and development activities could be affected or delayed as a result of possible restrictions on animal testing.

Certain laws and regulations require us to test our product candidates on animals before initiating clinical trials involving humans. Animal testing activities have been the subject of controversy and adverse publicity. Animal rights groups and other organizations and individuals have attempted to stop animal testing activities by pressing for legislation and regulation in these areas and by disrupting these activities through protests and other means. To the extent the activities of these groups are successful, our research and development activities may be interrupted, delayed or become more expensive.

Because we are subject to environmental, health and safety laws and regulations, we may become exposed to liability and substantial expenses in connection with environmental compliance or remediation activities which may adversely affect our business.

Our operations, including our research, development, testing and manufacturing activities, are subject to numerous environmental, health and safety laws and regulations. These laws and regulations govern, among other things, the controlled use, handling, release and disposal of, and the maintenance of a registry for, hazardous materials and biological materials, such as radioactive compounds and byproducts, chemical solvents, human cells, carcinogenic compounds, mutagenic compounds and compounds that have a toxic effect on reproduction, laboratory procedures and exposure to blood-borne pathogens. We cannot eliminate, and we cannot guarantee that our third-party partners would eliminate the risk of contamination or injury from these materials. In the event of contamination or injury resulting from our use of hazardous materials, we could be held liable for any resulting damages, and any liability could exceed our resources. We also incur significant costs associated with civil or criminal fines and penalties for failure to comply with such laws and regulations.

Our professional liability insurance and our accident insurance, which cover for costs and expenses we may incur due to environmental liability that may be asserted against us or due to injuries to our employees resulting from the use of hazardous materials, may not provide adequate coverage against potential liabilities.

As with other companies engaged in activities similar to ours, we face a risk of environmental liability inherent in our current and historical activities, including liability relating to releases of or exposure to hazardous or biological materials. Environmental, health and safety laws and regulations are becoming more stringent. We may be required to incur substantial expenses in connection with future environmental compliance or remediation activities, in which case, our production and development efforts may be interrupted or delayed and our financial condition and results of operations may be adversely affected.

Further with respect to the operations of our third-party contract manufacturers, it is possible that if they fail to operate in compliance with applicable environmental, health and safety laws and regulations or properly dispose of wastes associated with our product candidates or products, we could be held liable for any resulting damages, suffer reputational harm or experience a disruption in the manufacture and supply of our product candidates or products, if approved.

The use of hazardous materials, including radioactive and biological materials, in our research and development efforts imposes certain compliance costs on us and may subject us to liability for claims arising from the use or misuse of these materials.

Our research, development and manufacturing activities involve the controlled use of hazardous materials, including chemicals, radioactive and biological materials, such as radioisotopes. We are subject to federal, state, local and foreign environmental laws and regulations governing, among other matters, the handling, storage, use and disposal of these materials and some waste products. In addition, we are required to obtain and maintain a hazardous materials license, pursuant to which we are required to perform annual self-audits, and that may result in random inspections by regulators. If such audit or inspection were to result in adverse findings, it may impact our ability to maintain our license, which would in turn adversely affect our ability to conduct our business. Additionally, we cannot completely eliminate the risk of contamination or injury from these materials and we could be held liable for any damages that result, which could exceed our financial resources. We currently maintain insurance coverage for injuries resulting from the hazardous materials we use; however, future claims may exceed the amount of our coverage. Also, we do not have insurance coverage for pollution cleanup and removal. Currently the costs of complying with such federal, state, local and foreign environmental regulations are

not significant, and consist primarily of waste disposal expenses. However, they could become expensive, and current or future environmental laws or regulations may impair our research, development, production and commercialization efforts.

Our employees, independent contractors, principal investigators, CROs, consultants, vendors and collaboration partners may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements, which could have a material adverse effect on our business.

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

Our high dependency on public perception of our products may negatively influence the success of these products.

If any of our product candidates are approved for commercial sale, we will be highly dependent upon consumer perceptions of the safety and quality of our products. We could be adversely affected if we were subject to negative publicity or if any of our products or any similar products distributed by other companies prove to be, or are asserted to be, harmful to patients. Because of our dependence upon consumer perception, any adverse publicity associated with illness or other adverse effects resulting from patients' use or misuse of our products or any similar products distributed by other companies could have a material adverse impact on our business and results of operations.

Future adverse events in research into the oncology fields that we focus our research efforts on, or the biopharmaceutical industry more generally, could also result in greater governmental regulation, stricter labeling requirements and potential regulatory delays in the testing or approvals of our products. Any

increased scrutiny could delay or increase the costs of obtaining regulatory approval for our product candidates.

Failure to successfully identify, develop and commercialize additional products or product candidates could impair our ability to grow.

Although a substantial amount of our efforts will focus on the continued preclinical and clinical testing and potential approval of our product candidates in our current pipeline, a key element of our long-term growth strategy is to develop and market additional product candidates. Because we have limited managerial resources, research programs to identify product candidates will require substantial additional technical, financial and human resources, whether or not any product candidates are ultimately identified. The success of this strategy depends partly upon our ability to identify, select and develop promising product candidates and products. Our DARPin platform and future platforms may fail to discover and to generate additional product candidates that are suitable for further development. All product candidates are prone to risks of failure typical of pharmaceutical product development, including the possibility that a product candidate may not be suitable for clinical development as a result of its harmful side effects, limited efficacy or other characteristics that indicate that it is unlikely to be a product that will receive approval by the FDA, the EMA and other comparable foreign regulatory authorities and achieve market acceptance. If we do not successfully develop and commercialize product candidates based upon our DARPin technology approach, we may not be able to obtain product or collaboration revenues in future periods, which would adversely affect our business and results of operations.

We may expend our limited resources to pursue a particular DARPin product candidate or indication and fail to capitalize on DARPin product candidates or indications that may be more profitable or for which there is a greater likelihood of success.

Because we have limited financial and managerial resources, we focus on research programs and DARPin product candidates for specific indications, mode of actions or targets. As a result, we may forego or delay pursuit of opportunities with other DARPin product candidates or other indications that later prove to have greater commercial potential. Our resource allocation decisions may cause us to fail to capitalize on viable commercial products or profitable market opportunities. Our spending on current and future research and development programs and DARPin product candidates for specific indications may not yield any commercially viable products.

If we do not accurately evaluate the commercial potential or target market for a particular DARPin product candidate, we may relinquish valuable rights to that product candidate through collaboration, licensing or other royalty arrangements in cases in which it would have been advantageous for us to retain sole development and commercialization rights.

Service or supply failures, or other failures, business interruptions or other disasters affecting the manufacturing facilities of any party participating in the supply chain would adversely affect our ability to supply our products, if approved.

Our product candidates are biologics and require processing steps that are more difficult than those required for most chemical pharmaceuticals. Accordingly, multiple steps are needed to control the manufacturing processes. Problems with these manufacturing processes, even minor deviations from the normal process or from the materials used in the manufacturing process, which may not be detectable by us in a timely manner, could lead to product defects or manufacturing failures, resulting in lot failures, product recalls, product liability claims and insufficient inventory.

Also, certain raw materials or other products necessary for the manufacture and formulation of our product candidates, some of which are difficult to source, are provided by single-source unaffiliated third-

party suppliers. In addition, we rely on certain third parties to perform filling, finishing, distribution, laboratory testing and other services related to the manufacture of our product candidates, and to supply various raw materials and other products, including for the RDT where we will rely on isotope providers and third-parties capabilities in radio-labelling and product supply. We would be unable to obtain these raw materials, other products, or services for an indeterminate period of time if any of these third parties were to cease or interrupt production or otherwise fail to supply these materials, products, or services to us for any reason, including due to regulatory requirements or actions (including recalls), adverse financial developments at or affecting the supplier, failure by the supplier to comply with cGMPs, contamination, business interruptions, or labor shortages or disputes. In any such circumstances, we may not be able to engage a backup or alternative supplier or service provider in a timely manner or at all. This, in turn, could materially and adversely affect our ability to supply product candidates, which could materially and adversely affect our business and future prospects.

We may develop our DARPin platform and other current or future product candidates, in combination with other therapies, which exposes us to additional risks.

We may develop our DARPin platform and other current or future product candidates in combination with one or more currently approved therapies. Even if any product candidates we develop were to receive marketing approval or be commercialized for use in combination with other existing therapies, we would continue to be subject to the risks that the FDA or comparable foreign regulatory authorities could revoke approval of the therapy used in combination with our DARPin platform or any other current or future product candidates or that safety, efficacy, manufacturing, or supply issues could arise with these existing therapies. This could result in our own product candidates being removed from the market or being less successful commercially.

We may also evaluate our DARPin platform or any other current or future product candidates in combination with one or more other therapies that have not yet been approved for marketing by the FDA or comparable foreign regulatory authorities. We will not be able to market and sell our DARPin product candidates or any product candidate we develop in combination with any such unapproved therapies that do not ultimately obtain marketing approval. These unapproved therapies may face the same risks described with respect to our product candidates, including the emergence of adverse events and delays in their clinical trials. If the FDA or comparable foreign regulatory authorities do not approve these other therapies or revoke their approval of, or if safety, efficacy, manufacturing, or supply issues arise with, the therapies we choose to evaluate in combination with our DARPin product candidates or any other product candidate we develop, we may be unable to obtain approval of or market our DARPin product candidates or any other product candidate we develop.

We and the third parties with whom we work are subject to stringent and changing U.S. and foreign laws, regulations and rules, contractual obligations, industry standards, policies and other obligations related to privacy, data protection, and security. Our actual or perceived failure to comply with such obligations could lead to government enforcement actions (which could include civil or criminal penalties), regulatory investigations or actions, litigation (including class claims), fines and penalties, disruption of our business operations, and/or adverse publicity and could negatively affect our operating results and business.

In the ordinary course of business, we collect, receive, store, process, generate, use, transfer, disclose, make accessible, protect, secure, dispose of, transmit, and share (commonly known as processing) personal data and other sensitive information, including proprietary and confidential business data, trade secrets, intellectual property, data we collect about trial participants in connection with clinical trials, and sensitive third-party data. Our data processing activities subject us to numerous data privacy and security

obligations, such as various laws, regulations, guidance, industry standards, external and internal privacy and security policies, contracts, and other obligations relating to data privacy and security.

In the United States, federal, state, and local governments have enacted numerous data privacy and security laws, including health information privacy laws, data breach notification laws, personal data privacy laws, consumer protection laws (e.g., Section 5 of the Federal Trade Commission Act), and other similar laws (e.g., wiretapping laws). For example, HIPAA, as amended by HITECH, imposes specific requirements relating to the privacy, security, and transmission of individually identifiable health information. We obtain health information from third parties (including research institutions from which we obtain clinical trial data) that are subject to privacy and security requirements under HIPAA. Depending on the facts and circumstances, we may be subject to civil, criminal, and administrative penalties if we knowingly obtain, use, or disclose individually identifiable health information in a manner that is not authorized or permitted by HIPAA.

Numerous U.S. states have enacted comprehensive privacy laws that impose certain obligations on covered businesses, including providing specific disclosures in privacy notices and affording residents with certain rights concerning their personal data. As applicable, such rights may include the right to access, correct, or delete certain personal data, and to opt-out of certain data processing activities, such as targeted advertising, profiling, and automated decision-making. The exercise of these rights may impact our business and ability to provide our products and services. Certain states also impose stricter requirements for processing certain personal data, including sensitive information, such as conducting data privacy impact assessments. These state laws allow for statutory fines for noncompliance. For example, the California Consumer Privacy Act, or CCPA, applies to personal data of consumers, business representatives, and employees who are California residents, and requires businesses to provide specific disclosures in privacy notices and honor requests of such individuals to exercise certain privacy rights. The CCPA provides for fines and allows private litigants affected by certain data breaches to recover significant statutory damages. Although the CCPA and other comprehensive U.S. state privacy laws exempt some data processed in the context of clinical trials, if we were to become subject to these laws, they may further complicate compliance efforts and increase legal risk and compliance costs for us and the third parties with whom we work. Similar laws are being considered in several other states, as well as at the federal and local levels, and we expect more states to pass similar laws in the future.

Outside the United States, an increasing number of laws, regulations, and industry standards govern data privacy and security. For example, the Swiss Federal Act on Data Protection, or FADP, applies to the collection and processing of personal data, including health-related information, by companies located in Switzerland, or in certain circumstances, by companies located outside of Switzerland. The Swiss Information Security Act also applies to certain companies and sets forth reporting obligations for certain cybersecurity incidents. The European Union's General Data Protection Regulation, or EU GDPR, and the United Kingdom's GDPR, or UK GDPR (collectively, GDPR), impose strict requirements for processing personal data. For example, under the EU GDPR, government regulators may impose temporary or definitive bans on data processing, as well as fines of up to 20 million euros under the EU GDPR, 17.5 million pounds sterling under the UK GDPR or, in each case, 4% of annual global revenue, whichever is greater. Further, companies may face private litigation related to processing of personal data brought not only by individuals but also by classes of data subjects or consumer protection organizations authorized at law to represent their interests. Additionally, EU member states are also able to legislate separately on health and genetic data, and we must comply with applicable local laws where we operate.

Certain jurisdictions have enacted data localization laws and cross-border personal data transfer laws, which limit the transfer of personal data across jurisdictions (such as transferring or receiving personal data that originates in the EU or in other foreign jurisdictions). Existing mechanisms that facilitate cross-border personal data transfers may change or be invalidated. For example, Switzerland and the EU and UK GDPR impose strict rules on the transfer of personal data outside of Switzerland, the European Economic Area (EEA) or the United Kingdom respectively, to countries which are deemed to have

inadequate levels of data protection safeguards in place, such as the United States. Other jurisdictions may adopt or have already adopted similarly stringent data localization and cross-border data transfer laws. There are currently various mechanisms that may be used to transfer personal data from the EEA, UK, and Switzerland to other countries, including the United States, in compliance with law, such as the EEA Standard Contractual Clauses, or SCCs, the UK's International Data Transfer Agreement/Addendum and the EU-U.S. Data Privacy Framework and the UK and Swiss extensions thereto (which allows for transfers to relevant U.S.-based organizations who self-certify compliance and participate in the Framework). Currently, these mechanisms are subject to legal challenges, and there is no assurance that we can satisfy or rely on these or other mechanisms to lawfully transfer personal data to the United States. If we cannot implement a valid compliance mechanism for cross-border data transfers from the EEA, the UK, or other jurisdictions to the United States, or if the requirements for a legally-compliant transfer are too onerous, we may face increased exposure to regulatory actions, substantial fines and penalties, and injunctions against processing or transferring personal data necessary to operate our business from Switzerland, Europe or other foreign jurisdictions. The inability to import personal data to the United States could significantly and negatively impact our business operations, including by interrupting or degrading our operations, limiting our ability to conduct clinical trial activities in Switzerland, Europe and elsewhere, limiting our ability to collaborate with partners, vendors, and other third parties that are subject to such cross-border data transfer or localization laws, or requiring us to increase our personal data processing capabilities and infrastructure in foreign jurisdictions at significant expense. Companies that transfer personal data out of the EEA and UK to other jurisdictions, particularly to the United States, are subject to increased scrutiny from regulators, individual litigants, and activist groups. Some European regulators have ordered certain companies to suspend or permanently cease certain transfers out of Europe for allegedly violating the GDPR's cross-border data transfer limitations.

Additionally, the U.S. Department of Justice issued a rule entitled the Preventing Access to U.S. Sensitive Personal Data and Government-Related Data by Countries of Concern or Covered Persons, which places additional restriction on certain data transactions involving countries of concern (e.g., China, Russia, Iran) and covered persons (i.e., individuals and entities who are designated as such by the U.S. Attorney General or considered "foreign persons" and are majority owned by, organized under the laws of, a primary resident in, or a contractor of, a covered person or country of concern, as applicable) that may impact certain business activities such as vendor engagements, sale or sharing of data, employment of certain individuals, and investor agreements. Violations of the rule could lead to significant civil and criminal fines and penalties. The rule applies regardless of whether data is anonymized, key-coded, pseudonymized, de-identified or encrypted, which presents particular challenges for companies like ours and may impact our ability to engage in transactions or agreements with certain third parties in the future.

We are also bound by contractual obligations related to data privacy and security, and our efforts to comply with such obligations may not be successful. For example, certain privacy laws, such as the GDPR and the CCPA, require our collaborators to impose specific contractual restrictions on their service providers. We publish privacy policies, and other statements, such as compliance with certain certifications or self-regulatory principles, regarding data privacy and security. Regulators in the United States are increasingly scrutinizing these statements, and if these policies, materials or statements are found to be deficient, lacking in transparency, deceptive, unfair, misleading, or misrepresentative of our practices, we may be subject to investigation, enforcement actions by regulators or other adverse consequences.

Our employees and personnel use generative AI technologies to perform their work, and the disclosure and use of personal data in generative AI technologies is subject to various privacy laws and other privacy obligations. Governments have passed and are likely to pass additional laws regulating AI. Our use of this technology could result in additional compliance costs, regulatory investigations and actions, and lawsuits. If we are unable to use AI, it could make our business less efficient and result in competitive disadvantages.

Our obligations related to data privacy and (and individuals' data privacy expectations) security are quickly changing in an increasingly stringent fashion, creating some uncertainty as to the effective future legal framework. Additionally, these obligations may be subject to differing applications and interpretations, which may be inconsistent or conflict among jurisdictions. Preparing for and complying with these obligations requires significant resources and has in the past and may in the future necessitate changes to our information technologies, systems, and practices and to those of any third parties that process personal data on our behalf. In addition, these obligations may require us to change our business model. Although we endeavor to comply with all applicable data privacy and security obligations, we may at times fail (or be perceived to have failed) to do so. Moreover, despite our efforts, our personnel or third parties with whom we work may fail to comply with such obligations, which could negatively impact our business operations and compliance posture. For example, any failure by a third-party processor to comply with applicable law, regulations, or contractual obligations could result in adverse effects, including inability to or interruption in our ability to operate our business and proceedings against us by governmental entities or others.

If we, or the third parties with whom we work, fail, or are perceived to have failed, to address or comply with data privacy and security obligations, we could face significant consequences. These consequences may include, but are not limited to government enforcement actions (which could include civil, criminal and administrative penalties such as investigations, fines, penalties, audits, inspections, and similar), private litigation (including class-action claims) and mass arbitration demands, and/or adverse publicity, additional reporting requirements and/or oversight, bans or restrictions on processing personal data, orders to destroy or not use personal data, imprisonment of company officials. Moreover, clinical trial subjects, employees and other individuals about whom we or our potential collaborators obtain personal information, as well as the providers who share this information with us, may limit our ability to collect, use and disclose the information. In particular, plaintiffs have become increasingly more active in bringing privacy-related claims against companies, including class claims and mass arbitration demands. Some of these claims allow for the recovery of statutory damages on a per violation basis, and, if viable, carry the potential for monumental statutory damages, depending on the volume of data and the number of violations. Any of these events could have a material adverse effect on our reputation, business, or financial condition, including but not limited to interruptions or stoppages in our business operations (including, as relevant, clinical trials), inability to process personal data or to operate in certain jurisdictions, limited ability to develop or commercialize our products, expenditure of time and resources to defend any claim or inquiry, adverse publicity, or revision or restructuring of our operations.

We are subject to anti-corruption laws, as well as export control laws, customs laws, sanctions laws and other laws governing our operations. If we fail to comply with these laws, we could be subject to civil or criminal penalties, other remedial measures and legal expenses, which could adversely affect our business, results of operations and financial condition.

We are subject to other laws and regulations governing our international operations, including regulations administered by the governments of the United States, and authorities in the European Union, including applicable export control regulations, economic sanctions on countries and persons, customs requirements and currency exchange regulations, collectively referred to as the trade control laws. Compliance with applicable regulatory requirements regarding the export of our products and product candidates may create delays in the introduction of such items in international markets or, in some cases, prevent the export of our products or product candidates to some countries altogether. Furthermore, export control laws and economic sanctions prohibit the provision of certain products and services to countries, governments and persons targeted by sanctions.

The Foreign Corrupt Practices Act, or FCPA, prohibits any U.S. individual or business, as well as their employees, officers, representatives, and other agents acting on their behalf, from paying, offering, authorizing payment or offering of anything of value, directly or indirectly, to any foreign official, political party or candidate for the purpose of influencing any act or decision of the 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 the company to maintain books and records that accurately and fairly reflect all transactions of the corporation, 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 biopharmaceutical industry, because, in many countries, hospitals are operated by the government, and doctors and other hospital employees are considered foreign officials.

There is no assurance that we will be effective in ensuring our compliance with all applicable anti-corruption laws, including the FCPA, the Swiss anti-corruption laws or other legal requirements, including trade control laws. If we are not in compliance with the FCPA, the Swiss anti-corruption laws and other anti-corruption laws or trade control laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of the FCPA, the Swiss anti-corruption laws, other anti-corruption laws or trade control laws by U.S., Swiss, or other governmental authorities could also have an adverse impact on our reputation, our business, results of operations and financial condition.

In addition, changes in our products and product candidates or changes in applicable sanctions, export or import laws and regulations may create delays in the introduction or provision of our products and product candidates in other jurisdictions, prevent others from using our products and product candidates or, in some cases, prevent the export or import of our products and product candidates to certain countries, governments or persons altogether. Any limitation on our ability to export or provide our products and product candidates could adversely affect our business, financial condition and results of operations.

Moreover, a growing number of investors, regulators, self-regulatory organizations and other stakeholders have expressed an interest in Environmental, Social and Corporate Governance, or ESG, matters, and are requiring more robust ESG disclosures.

In response to new ESG initiatives and regulations we may voluntarily elect, or be required, to adopt strategies, policies, or procedures related to ESG matters and report on these. Reporting on ESG goals and objectives may cause us to expend significant capital and human resources, and could divert management's attention from central operational matters. Reports could also lead to the disclosure of information that which may have a negative impact on our operations and reputation which may lead to additional exposure. Failure to accurately comply with any ESG reporting obligations may result in enforcement actions, sanctions, reputational harm or private litigation.

Risks Related to Our Dependence on Third Parties

We rely, and expect to continue to rely, on third parties, including independent clinical investigators and CROs, to conduct our preclinical studies and clinical trials. If these third parties do not

successfully carry out their contractual duties or meet expected deadlines, we may not be able to obtain regulatory approval for or commercialize our product candidates and our business could be harmed.

We have relied upon and plan to continue to rely upon third parties, including independent clinical investigators and third-party CROs mandated by us or by our partners, to conduct our preclinical studies and clinical trials and to monitor and manage data for our ongoing preclinical and clinical programs. We rely on these parties for execution of our preclinical studies and clinical trials, and control only certain aspects of their activities. Nevertheless, we are responsible for ensuring that each of our studies and trials is conducted in accordance with the applicable protocol, legal and regulatory requirements and scientific standards, and our reliance on these third parties does not relieve us of our regulatory responsibilities. We and our third party contractors and CROs are required to comply with GCP requirements, which are regulations and guidelines enforced by the FDA, the EMA and comparable foreign regulatory authorities for all of our products in clinical development. Regulatory authorities enforce these GCPs through periodic inspections of trial sponsors, principal investigators and trial sites. If we, our investigators or any of our CROs fail to comply with applicable GCPs, the clinical data generated in our clinical trials may be deemed unreliable and the FDA, the EMA or comparable foreign regulatory authorities may require us to perform additional clinical trials before approving our marketing applications. We cannot assure you that upon inspection by a given regulatory authority, such regulatory authority will determine that any of our clinical trials comply with GCP regulations. In addition, our clinical trials must be conducted with product produced under cGMP regulations. Our failure to comply with these regulations may require us to repeat clinical trials, which would delay the regulatory approval process.

Further, these investigators and CROs are not our employees and we will not be able to control, other than by contract, the amount of resources, including time, which they devote to our product candidates and clinical trials. If independent investigators or CROs fail to devote sufficient resources to the development of our product candidates, or if their performance is substandard, it may delay or compromise the prospects for approval and commercialization of any product candidates that we develop. In addition, the use of third-party service providers requires us to disclose our proprietary information to these parties, which could increase the risk that this information will be misappropriated.

Our CROs have the right to terminate their agreements with us in the event of an uncured material breach. In addition, some of our CROs have an ability to terminate their respective agreements with us if it can be reasonably demonstrated that the safety of the subjects participating in our clinical trials warrants such termination, if we make a general assignment for the benefit of our creditors or if we are liquidated.

We also face the risk of potential infringement, unauthorized disclosure, misappropriation or other violation of our intellectual property by our third party contractors or CROs, which may reduce our trade secret protection and allow our potential competitors or other third parties to access and exploit our proprietary technology. Our third party contractors or CROs also may use our proprietary information and intellectual property in such a way as to invite litigation or other intellectual property-related proceedings that could jeopardize or invalidate our proprietary information and intellectual property. For more information regarding our intellectual property, see "Risk Factors—Risks Related to Intellectual Property."

There are a limited number of third-party service providers that specialize or have the expertise required to achieve our business objectives. If any of our relationships with these third-party CROs or clinical investigators terminate, we may not be able to enter into arrangements with alternative CROs or investigators or to do so on commercially reasonable terms. Switching or adding additional CROs (or investigators) involves additional cost and requires management time and focus. In addition, there is a natural transition period when a new CRO commences work. As a result, delays occur, which can materially impact our ability to meet our desired clinical development timelines. Though we carefully

manage our relationships with our CROs, there can be no assurance that we will not encounter similar 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.

We rely and will continue to rely on collaborative partners regarding the development of our research programs and product candidates. If we are not able to maintain our current relationships or enter into new strategic relationships our business, financial condition, commercialization prospects and results of operations may be adversely affected.

We are, and expect to continue to be, dependent on partnerships with partners relating to the development and commercialization of our existing and future research programs and product candidates.

We currently have collaborative research relationships with the University of Bern for MP0533, Orano Med for Radio-DARPin therapies, Eckert & Ziegler, University of Freiburg and Paul Scherrer Institute for Radio-DARPin therapies. We have had and will continue to have discussions on potential partnering opportunities with various pharmaceutical companies. If we fail to enter into or maintain collaborations on reasonable terms or at all, our ability to develop our existing or future research programs and product candidates could be delayed, the commercial potential of our products could change and our costs of development and commercialization could increase. Furthermore, we may find that our programs require the use of intellectual property rights and other proprietary rights held by third parties, and the growth of our business may depend in part on our ability to acquire, in-license or use these intellectual property and other proprietary rights.

Our dependence on collaborative partners subjects us to a number of risks, including, but not limited to, the following:

- we may not be able to control the amount and timing of resources that the collaboration partner devotes to our research programs and product candidates;
- for collaboration agreements where we are solely or partially responsible for funding development expenses through a defined milestone event, the payments we receive from the collaboration partner may not be sufficient to cover the expenses we have or would need to incur in order to achieve that milestone event;
- we may be required to relinquish significant rights, including intellectual property or other proprietary rights, marketing and distribution rights;
- our anticipated payments under any partnership agreement (e.g., royalty payments for licensed products) may not materialize;
- we rely on the information and data received from third parties regarding their research programs and product candidates and will not have control of the process conducted by the third party in gathering and composing such data and information.
- if rights to develop and commercialize our product candidates subject to collaborations revert to us for any reason (for example MP0310 and abicipar), we may not have sufficient financial resources to develop such product candidates, which may result in us failing to recognize any value from our investments in developing such product candidates and/or requiring us to divert our resources elsewhere;
- a collaborative partner may decide not to pursue, or discontinue the collaborative development of, our product candidates;

- a collaborative partner may develop a competing product either by itself or in collaboration with others, including one or more of our competitors;
- our collaborative partners' willingness or ability to complete their obligations under our partnership arrangements may be adversely affected by business combinations or significant changes in a collaborative partner's business strategy;
- we may experience delays in, or increases in the costs of, the development of our research programs and product candidates due to the termination or expiration of collaborative research and development arrangements;
- we may have disagreements with collaborative partners, including disagreements over proprietary rights, contract interpretation or the preferred course of development, that might cause delays or termination 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;
- collaborative partners may not properly maintain, enforce or defend our intellectual property rights or other proprietary information or may such use proprietary information in such a way as to invite litigation or other intellectual property-related proceedings that could jeopardize or invalidate our intellectual property or proprietary information or expose us to potential litigation; or
- collaborative partners may infringe, misappropriate or otherwise violate the intellectual property or other proprietary rights of third parties, which may expose us to litigation and potential liability, and collaborators may also allege that we are liable for potential infringement, misappropriation or other violations of third-party intellectual property or proprietary rights during the research and development work for the collaboration.

We face significant competition in seeking appropriate collaborative partners. Our ability to reach a definitive agreement for a partnership will depend, among other things, upon an assessment of the collaborator's resources and expertise, the terms and conditions of the proposed partnership and the proposed collaborator's evaluation of a number of factors. These factors may include the design or results of clinical trials, the likelihood of regulatory approval, the potential market for the subject product candidate, the costs and complexities of manufacturing and delivering such product candidate to patients, the potential of competing products, the existence of uncertainty with respect to our ownership of technology, which can exist if there is a challenge to such ownership regardless of the merits of the challenge and industry and market conditions generally. The collaborator may also consider alternative product candidates or technologies for similar indications that may be available to collaborate on and whether such a partnership could be more attractive than the one with us.

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

We rely completely on third parties to manufacture our preclinical and clinical drug supplies and we intend to rely on third parties to provide us with required target material for developing and selecting product candidates as well as to produce commercial supplies of any approved product candidate.

We do not currently have the infrastructure or capability internally to manufacture our product candidates for use in the conduct of our clinical studies or for commercial supply, if our products are approved. Instead, we rely on, and expect to continue to rely on CMOs. We currently rely mainly on a few CMOs for the manufacturing of our product candidate materials. Any replacement of our CMOs could require significant effort and expertise because there may be a limited number of qualified CMOs. Reliance on third-party providers may expose us to more risk than if we were to manufacture our product candidates ourselves. We are dependent on our CMOs for the production of our product candidates in accordance with relevant regulations (such as cGMP), which includes, among other things, quality control, quality assurance and the maintenance of records and documentation. Moreover, many of the third parties with whom we contract may also have relationships with other commercial entities, including our competitors, for whom they may also be conducting product development activities that could harm our competitive position.

If we were to experience an unexpected delay in receiving required target material or loss of supply of or if any supplier were unable to meet our demand for any of our product candidates, we could experience delays in our research or planned clinical studies or commercialization. We could be unable to find alternative suppliers of acceptable quality, in the appropriate volumes and at an acceptable cost. Moreover, our suppliers are subject to strict manufacturing requirements and rigorous testing requirements, which could limit or delay production. The long transition periods necessary to switch manufacturers and suppliers, if necessary, would significantly delay our clinical studies and the commercialization of our products, if approved, which would adversely affect our business and results of operation.

In complying with the manufacturing regulations of the FDA, the European Union and other comparable foreign authorities, we and our third-party suppliers must spend significant time, money and effort in the areas of design and development, testing, production, record-keeping and quality control to assure that the products meet applicable specifications and other regulatory requirements. The failure to comply with these requirements could result in an enforcement action against our CMOs and subsequently against us, including the seizure of products and shutting down of production. We and any of these third-party suppliers may also be subject to audits by the FDA, the national competent authorities of EU Member States or other comparable foreign authorities, to monitor and ensure compliance with cGMP. Despite our efforts to audit and verify regulatory compliance, one or more of our third-party manufacturing vendors may be found on regulatory inspection by the FDA, competent authorities of EU Member States or other comparable foreign regulatory authorities to be noncompliant with cGMP regulations. Our failure, or the failure of our third-party manufacturers, to comply with applicable regulations could result in sanctions being imposed on us, including shutdown of the third-party vendor or invalidation of drug product lots or processes, fines, injunctions, civil penalties, delays, suspension, variation or withdrawal of approvals, license revocation, seizures or recalls of product candidates or drugs, operating restrictions and criminal prosecutions, any of which could significantly and adversely affect supplies of our products, if approved, and significantly harm our business, financial condition, results of operations and prospects. In addition, if any of our third-party suppliers fails to comply with cGMP or other applicable manufacturing regulations, our ability to develop and commercialize the products could suffer significant interruptions. For example, we have faced and may face in the future bioburden during drug substance production campaigns or particles in drug product preparations at our CMOs which led or may lead to regulatory actions, including from the FDA. While we and our partners endeavor to maintain appropriate backup supply with respect to our product candidates, and not all such bioburden or particles result in regulatory action or delays, we cannot assure that any such issues would not result in delays in our clinical trials or product development or other adverse impacts on our business. We face risks inherent in relying on our CMOs, as any

disruption, such as a fire, natural hazards or vandalism at any such CMO could significantly interrupt our manufacturing capability. Our CMOs currently do not have alternative production plans in place or disaster-recovery facilities available. In case of a disruption, we will have to establish alternative manufacturing sources. This would require substantial capital on our part, which we may not be able to obtain on commercially acceptable terms or at all. Additionally, we would likely experience months of manufacturing delays as the CMO builds or locates replacement facilities and seeks and obtains necessary regulatory approvals. If this occurs, we will be unable to satisfy manufacturing needs on a timely basis, if at all.

The manufacturing of all of our product candidates requires using cells which are stored in a cell bank. We have one master cell bank for each product manufactured in accordance with cGMP. Working cell banks have not yet been manufactured. Half of each master cell bank is stored at a separate site so that in case of a catastrophic event at one site we believe sufficient vials of the master cell banks are left at the alternative storage site to continue manufacturing. We believe sufficient working cell banks could be produced from the vials of the master cell bank stored at a given site to assure product supply for the future. However, it is possible that we could lose multiple cell banks and have our manufacturing significantly impacted by the need to replace these cell banks, which could materially adversely affect our business, prospects, financial condition and results of operations.

We may not have access to all information regarding the product candidates we license to our collaboration partners. Consequently, our ability to inform our shareholders about the status of such product candidates, and to make informed operational and investment decisions about the product candidates to which we have retained development and commercialization rights, may be limited.

We may not have access to all information regarding the product candidates being developed and potentially commercialized by future collaboration partners, including potentially material information about clinical trial design and execution, safety reports from clinical trials, spontaneous safety reports if the product is later approved and marketed, regulatory affairs, process development, manufacturing, marketing and other areas known by the collaboration partner. In addition, we may have confidentiality obligations under future agreements with collaboration partners. Thus, our ability to keep our shareholders informed about the status of product candidates under our future collaborations may be limited by the degree to which the future collaboration partners keep us informed and allow us to disclose such information to the public.

Our financial prospects are dependent upon the manufacture, development and marketing efforts of our licensees. Our licensees may act in their best interest rather than in our best interest, which could materially adversely affect our business, financial condition and results of operations.

We rely on our licensees to manufacture, fund and conduct the clinical development and commercialization of product candidates, and our licensees have complete control over such activities. Our ability to generate revenue in the near term will depend primarily on the successful development, regulatory approval, marketing and commercialization of product candidates by our licensees. Such success is subject to significant uncertainty, and we have limited control over the manufacturing processes of such product candidates as well as the resources, time and effort that licensees may devote to such product candidates. Any of several events or factors could have a material adverse effect on our ability to generate revenue from our licensee’s potential commercialization of product candidates.

In addition, our licensees have the right to make decisions regarding the development and commercialization of product candidates under the collaborations without consulting us and may make decisions with which we do not agree. For example in January 2024, Novartis, our collaboration partner for ensovibep, informed us of its decision to return the global rights for ensovibep to us following the end of COVID-19 pandemic. Conflicts between our licensees and us may arise if there is a dispute about the progress of the clinical development of a product candidate, the achievement and payment of a milestone

amount or the ownership of intellectual property developed during the course of our collaboration agreements. If any of our licenses terminate with our licensees, it may be necessary for us to assume responsibility at our own expense for the development of the applicable product candidates. In that event, we would likely be required to limit the size and scope of one or more of our programs or increase our expenditures and seek additional funding, which may not be available on acceptable terms or at all, which would materially adversely affect our business, financial condition and results of operations.

Risks Related to Intellectual Property

We rely on patents and other intellectual property rights to protect our product candidates and the DARPin technology, the prosecution, grant, enforcement, defense and maintenance of which may be challenging and costly. Failure to obtain, maintain, enforce or protect these rights adequately could harm our ability to compete and impair our business.

Our commercial success depends in part on obtaining and maintaining patents and other forms of intellectual property rights for our product candidates, methods used to manufacture those products and methods for treating patients using those products, or on licensing in such rights. Failure to obtain, maintain, enforce, protect or extend adequate patent and other intellectual property rights could adversely affect our ability to develop and market our products and product candidates or pursue collaborations with partners for our product candidates.

We cannot be certain that patents will be issued or granted with respect to applications that are currently pending, or that issued or granted patents will not later be found to be invalid or unenforceable. The patent position of biopharmaceutical companies is generally uncertain because it involves complex legal and factual considerations, and has been the subject of much litigation in recent years. The standards applied by the United States Patent and Trademark Office, or USPTO, the European Patent Office, or EPO, and other foreign patent offices in granting patents are not always identical or applied uniformly or predictably. For example, there is no uniform worldwide policy regarding patentable subject matter or the scope of claims allowable in biopharmaceutical patents. Consequently, patents may not issue from our pending patent applications or, if issued, patents may vary in scope depending on the jurisdiction. As such, we do not know the degree of future protection that we will have on our proprietary products and technology in the various jurisdictions. The scope of patent protection that the USPTO, the EPO and other foreign patent offices will grant with respect to the DARPin product candidates in our product pipeline is uncertain. It is possible that the USPTO, the EPO and other foreign patent offices will not allow broad claims that cover DARPin product candidates closely related to our product candidates or to the specific protein building blocks. As a result, upon receipt of European Commission or FDA approval, competitors may be free to market other products almost identical to ours, thereby decreasing our market share.

The patent prosecution process is expensive, time-consuming and complex, and we and our current or future licensors, licensees or collaboration partners may not be able to prepare, file and prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. It is also possible that we or our licensors, licensees or collaboration partners will fail to identify patentable aspects of inventions made in the course of development and commercialization activities before it is too late to obtain patent protection for them. Although we enter into non-disclosure and confidentiality agreements with parties who have access to confidential or patentable aspects of our research and development output, such as our employees, collaborators, CROs, contract manufacturers, consultants, advisors and other third parties, any of these parties may breach the agreements and disclose such output before a patent application is filed, thereby jeopardizing our ability to seek patent protection.

Further, the issuance, scope, validity, enforceability and commercial value of our and our current or future licensors', licensees' or collaboration partners' patent rights are highly uncertain. Our and our licensors' pending and future patent applications may not result in patents being issued that protect our technology

or products, in whole or in part, or that effectively prevent others from commercializing competitive technologies and products. Moreover, in some circumstances, we may not have the right to control the preparation, filing, prosecution and maintenance of the licensed patent applications or other intellectual property, or to maintain the patents, or may not have the first right to enforce the intellectual property. We may need to enter into new license or royalty agreements, covering technology that we license from or license to third parties or have developed in collaboration with our collaboration partners and are reliant on patent procurement activities of our licensors, licensees or collaboration partners. Therefore, we may not be able to adequately influence the patent prosecution or enforcement of these patents and patent applications, or prevent inadvertent lapses of coverage due to failure to pay maintenance fees and we cannot be certain that these patents and patent applications will be prepared, filed, prosecuted, maintained, enforced and defended in a manner consistent with the best interests of our business and that does not compromise the patent rights. If our current or future licensors, licensees or collaboration partners fail to obtain, maintain, protect or enforce such patents and other intellectual property rights, such rights may be reduced or lost. If our licensors, licensees or collaboration partners are not fully cooperative or disagree with us as to the preparation, filing, prosecution, maintenance, defense or enforcement of any licensed patent rights, such patent rights could be compromised. The patent examination process may require us or our licensors, licensees or collaboration partners to narrow the scope of the claims of our or our licensors', licensees' or collaboration partners' pending and future patent applications, which may limit the scope of patent protection that may be obtained. We cannot be certain that all of the potentially relevant prior art relating to our patents and patent applications has been found. If such prior art exists, it may invalidate patents in whole or in part or prevent patents from issuing from pending patent applications. Even if patents do successfully issue and even if such patents cover our product candidates, third parties may initiate an opposition, interference, re-examination, post-grant review, inter partes review, nullification, revocation, derivation, or other actions in court or before patent offices challenging the validity, enforceability or scope of such patents, which may result in the patent claims being narrowed, invalidated, or held unenforceable. Such proceedings have a higher impact in the biopharmaceutical industry than in other industries, given that biopharmaceutical products are often protected by only one or few patents. Our and our licensors', licensees' or collaboration partners' patent applications cannot be enforced against third parties practicing the technology claimed in such applications unless and until a patent issues from such applications, and then only to the extent the issued claims cover the practiced technology. An adverse determination in any such proceeding could reduce the scope of, invalidate, or render unenforceable our patent rights, and allow third parties to commercialize our technology or products and compete directly with us, without payment to us. Such proceedings also may result in substantial cost and require significant time from our scientists and management, even if the eventual outcome is favorable to us.

Moreover, the coverage claimed in a patent application can be significantly reduced before the patent is issued, and the issuance of a patent is not conclusive as to its inventorship, scope, validity or enforceability. Even if our patent applications or those of our licensors, licensees or collaboration partners issue as patents, they may not issue in a form that will provide us with any meaningful protection, prevent competitors or other third parties from competing with us, or otherwise provide us with any competitive advantage. Any patents may be challenged, narrowed, circumvented or invalidated by third parties. Consequently, we do not know whether any of our DARPin platform advances or product candidates will be protectable or remain protected by valid and enforceable patents. In addition, our competitors or other third parties may be able to circumvent our patents by developing similar or alternative technologies or products in a non-infringing manner.

In addition, publications of discoveries in the scientific literature often lag behind the actual discoveries, and patent applications are confidential for a period of time after filing, and some remain so until issued. Therefore, we cannot be certain that we or our licensors, licensees or collaborators were the first to make

the inventions claimed in any patent application, or were the first to file any patent application related to a product candidate. Furthermore, as to the United States, if third parties have filed such patent applications on or before March 15, 2013, an interference proceeding can be initiated by such third parties to determine who was the first to invent any of the subject matter covered by the patent claims of our applications. If third parties have filed such applications after March 15, 2013, a derivation proceeding can be initiated by such third parties to determine whether our invention was derived from theirs. Even where we have a valid and enforceable patent, we may not be able to exclude others from practicing our invention where the other party can show that they used the invention in commerce before our filing date, or if the other party is able to obtain a compulsory license.

Given the amount of time required for the development, testing and regulatory review of new product candidates, patents protecting such candidates might expire before or shortly after such product candidates are commercialized. As a result, our intellectual property may not provide us with sufficient rights to exclude others from commercializing products similar or identical to ours, including generic versions of such products. Moreover, it is possible that some future patents and patent applications owned or in-licensed by us may be co-owned with third parties, including our collaboration partners and other third parties with whom we conduct research and development. If we are unable to obtain an exclusive license to any such third party co-owners' interest in such patents or patent applications, such co-owners may be able to license their rights to other third parties, including our competitors, and our competitors could market competing products and technology. In addition, we may need the cooperation of any such co-owners of our patents in order to enforce such patents against third parties, and such cooperation may not be provided to us.

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

We may fail in enforcing our intellectual property rights and issued patents covering one or more of our product candidates or DARPin technology or our intellectual property rights and issued patents could be found invalid or unenforceable if challenged in court.

To protect our competitive position, we or our licensors or collaboration partners may from time to time need to resort to litigation in order to enforce or defend any patents or other intellectual property rights owned by or licensed to us, or to determine or challenge the scope or validity of patents or other intellectual property rights of third parties. Enforcement of intellectual property rights is difficult, unpredictable and expensive, and many of our or our licensors' or collaboration partners' adversaries in these proceedings may have the ability to dedicate substantially greater resources to prosecuting these legal actions than we or our licensors or collaboration partners can. Accordingly, despite our or our

licensors' or collaboration partners' efforts, we or our licensors or collaboration partners may not be able to prevent third parties from infringing upon, misappropriating or otherwise violating intellectual property rights we own or control, particularly in countries where the laws may not protect those rights as fully as in the European Union and the United States. We may fail in enforcing our rights, in which case our competitors may be permitted to use our technology without being required to pay us any license fees. In addition, litigation involving our patents carries the risk that one or more of our patents will be held invalid (in whole or in part, on a claim-by-claim basis) or unenforceable. Such an adverse court ruling could allow third parties to commercialize our products or use our DARPin technology, and then compete directly with us, without payment to us.

If we or one of our licensors or collaboration partners were to initiate legal proceedings against a third party to enforce a patent covering one of our product candidates or our technology, including our DARPin technology, the defendant could counterclaim that our patent is invalid or unenforceable. In patent litigation in the United States and Europe, defendant counterclaims alleging invalidity or unenforceability are commonplace. Third parties could also raise challenges to the validity of patent claims before administrative bodies in the United States, Europe or other foreign jurisdictions, even outside the context of litigation. Such mechanisms include re-examination, post-grant review, inter partes review, interference proceedings, derivation proceedings and equivalent proceedings in foreign jurisdictions (e.g., opposition proceedings). Such proceedings could result in the revocation of, cancellation of or amendment to our patent claims in such a way that they no longer cover our technology or DARPin platform, or any product candidates that we may develop. A claim for a validity challenge may be based on failure to meet any of several statutory requirements, including lack of novelty, obviousness or non-enablement. A claim for unenforceability could involve an allegation that someone connected with prosecution of the patent withheld relevant information from or made a misleading statement to the USPTO, the EPO or other patent offices during prosecution. The outcome following legal assertions of invalidity and unenforceability is unpredictable. With respect to the validity of our issued patents, for example, we cannot be certain that there is no invalidating prior art, of which we, our licensors or collaboration partners and the patent examiner were unaware during prosecution. If a third party were to prevail on a legal assertion of invalidity or unenforceability, we would lose part or all of the patent protection afforded by the affected patent. Such a loss of patent protection could have a material adverse impact on our business. Further, litigation could result in substantial costs and diversion of management resources, and reputational harm, regardless of the outcome, which could harm our business and financial results.

Third parties may initiate legal proceedings alleging that we are infringing, misappropriating, or otherwise violating their intellectual property rights, the outcome of which would be uncertain and could have a material adverse effect on the success of our business. Intellectual property litigation could cause us to spend substantial resources and distract our personnel from their normal responsibilities and negative outcomes could result in adverse effects on our business.

Our success depends, in part, on our ability to operate without infringing the patents and other proprietary intellectual property rights of third parties. This is generally referred to as having the "freedom to operate." The biotechnology and pharmaceutical industries in which we plan to operate are subject to frequent and extensive litigation regarding patents and other intellectual property rights. In addition, companies producing therapeutics in the oncology fields have employed intellectual property litigation as a means to gain an advantage over their competitors. As a result, we may be required to defend against claims of intellectual property infringement, misappropriation or other violation that may be asserted by third parties against us and, if the outcome of any such litigation is adverse to us, it may affect our ability to compete effectively.

Our competitive position may suffer if patents issued to third parties or other third-party intellectual property rights cover our products or elements thereof, our manufacture or uses relevant to our products or development plans, the targets of our product candidates, or other attributes of our product candidates or our technology. In such cases, we may not be in a position to develop or commercialize the applicable products or product candidates unless we successfully pursue litigation to nullify or invalidate the third-party intellectual property right concerned, or enter into a license agreement with the intellectual property right holder, which may not be available on commercially reasonable terms, or at all. In the event that a relevant patent has not expired at the time of approval of such product candidate and the patent owner were to bring an infringement action against us, we may have to argue that our product, its manufacture, importation or use does not infringe, misappropriate or otherwise violate a valid claim of the patent in question. Alternatively, if we were to challenge the validity of any issued U.S. patent in court, we would need to overcome a statutory presumption of validity that attaches to every U.S. patent. This means that in order to prevail, we would need to present clear and convincing evidence as to the invalidity of the patent's claims. There is no assurance that a court would find in our favor on questions of infringement or validity. In the event that a patent is successfully asserted against us such that the patent is found to be valid and enforceable and infringed by our product, unless we obtain a license to such a patent, which may not be available on commercially reasonable terms or at all, we could be prevented from continuing to develop or commercialize our product. Similarly, the targets for certain of our product candidates have also been the subject of research by other companies, which have filed patent applications or own issued patents on aspects related to the targets or their uses. There can be no assurance that any such patents will not be asserted against us or that we will not need to seek licenses from such third parties. We may not be able to secure such licenses on acceptable terms, if at all, and any such litigation would be costly and time-consuming.

It is also possible that we failed to identify relevant patents or applications. For example, certain U.S. applications filed after November 29, 2000 that will not be filed outside the United States may remain confidential until patents issue. In general, patent applications in the United States and elsewhere are published approximately 18 months after the earliest filing from which priority is claimed, with such earliest filing date being commonly referred to as the priority date. Therefore, patent applications covering our products or platform technology could have been filed by others without our knowledge. Furthermore, we operate in a highly competitive field, and given our limited resources, it is unreasonable to monitor all patent applications purporting to gain broad coverage in the areas in which we are active. Additionally, claims in pending patent applications which have been published can, subject to certain limitations, be later amended in a manner that could cover our platform technologies, our products or the use of our products.

Third-party intellectual property right holders, including our competitors, may actively bring infringement, misappropriation or other claims against us. We may not be able to successfully settle or otherwise resolve such claims. If we are unable to successfully settle future claims on terms acceptable to us, we may be required to engage in or continue costly, unpredictable and time-consuming litigation and may be prevented from or experience substantial delays in marketing our products.

If we fail in any such dispute, in addition to being forced to pay damages, we or our licensees may be temporarily or permanently prohibited from commercializing any of our product candidates that are held to be infringing, misappropriating or violating any third-party intellectual property rights. We might also be forced to redesign product candidates so that we no longer infringe, misappropriate or otherwise violate third-party intellectual property rights, which may result in significant cost or delay to us or be technically infeasible, or to seek a license to any such third-party intellectual property rights that we are found to infringe, misappropriate or otherwise violate, which license may not be available on commercially reasonable terms, or at all. Even if we or our licensors or collaboration partners obtain a

license, it may be non-exclusive, thereby giving our competitors access to the same technologies licensed to us or our licensors or collaboration partners, and it could require us or our licensors or collaboration partners to make substantial royalty and other payments. In addition, we could be found liable for monetary damages, including treble damages and attorneys' fees, if we are found to have willfully infringed a patent. Any of these events, even if we were to ultimately prevail, could require us to divert substantial financial and management resources that we would otherwise be able to devote to our business.

Our involvement in litigation, and in any interference, derivation, reexamination, inter partes review, post grant review, opposition or other post-grant proceedings or other intellectual property proceedings inside and outside of the European Union or the United States, even if resolved in our favor, may cause us to incur significant expenses, distract our technical and management personnel from their normal responsibilities and cause substantial delays in marketing our products. In addition, there could be public announcements of the results of hearings, motions, other interim proceedings or developments, or of final verdicts and if securities analysts or investors perceive these results to be negative, this could have a substantial adverse effect on our share price. Such litigation or proceedings 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 proceedings could have an adverse effect on our ability to compete in the marketplace.

In addition, if the breadth or strength of protection provided by our or our licensors' or collaboration partners' patents and patent applications is challenged or threatened, it could dissuade companies from collaborating with us to license, develop or commercialize current or future product candidates. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. Any of the foregoing could have a material adverse effect on our competitive position, business, financial conditions, results of operations and prospects.

Our rights to develop and commercialize our technology and product candidates are subject, in part, to the terms and conditions of licenses granted to us by others, and we may not be successful in obtaining or maintaining additional necessary rights related to our product candidates through acquisitions and in-licenses.

We may need to rely upon licenses to certain patent rights and other intellectual property from third parties that are important or necessary to the development of our product candidates. We may also need to obtain additional licenses to advance the development and commercialization of any product candidates we may develop. Additionally, we have in the past collaborated and may in the future collaborate with U.S. and/or European academic institutions to accelerate our preclinical research or development under written agreements with these institutions. In some instances, these institutions 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 other parties, potentially blocking our ability to pursue our applicable product candidate or program. Our current license and collaborations agreements also impose, and we expect that future agreements will likely impose various reporting, prosecution, diligence, fee payment, royalty and other obligations on us. If there is any conflict, dispute, disagreement or issue of non-performance between us and our licensing or collaboration partners regarding our rights or obligations under the agreements,

including any such conflict, dispute or disagreement arising from our alleged failure to satisfy payment obligations under any such agreement, we may owe damages, the counterparty may have a right to terminate the affected agreement, and our and our licensees' ability to utilize the affected intellectual property in drug discovery and development efforts, and our ability to enter into collaboration or marketing agreements for an affected product candidate, may be adversely affected. Our business could also suffer if a licensor or collaborator fails to abide by the terms of the agreement, if any licensed patents or other rights are found to be invalid or unenforceable, or if we are unable to enter into necessary licenses on acceptable terms or at all. Any of these events could have a material adverse effect on our competitive position, business, financial conditions, results of operations, and prospects. For more information regarding our license and collaboration agreements, see "Item 4.B — Business—License and Collaboration Agreements."

In addition, we may not have the right to control the preparation, filing, prosecution, maintenance, enforcement and defense of patents and patent applications covering the technology that we license from third parties. Therefore, we cannot be certain that these patents and patent applications will be prepared, filed, prosecuted, maintained, enforced and defended in a manner consistent with the best interests of our business. If our current or future licensors fail to prosecute, maintain, enforce and defend such patents, or lose rights to those patents or patent applications, the rights we have licensed may be reduced or eliminated, and our right to develop and commercialize any of our products that are subject of such licensed rights could be adversely affected.

Our current or future licensors may have relied on third party consultants or collaborators or on funds from third parties such that our licensors are not the sole and exclusive owners of the patents we in-licensed. This could have a material adverse effect on our competitive position, business, financial conditions, results of operations and prospects.

Because our programs 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, maintain or use these proprietary rights. We may be unable to acquire or in-license, on reasonable terms or at all, any compositions, methods of use, processes, or other third-party intellectual property rights from third parties that we identify as necessary for our product candidates. The licensing and acquisition of third-party intellectual property rights is a competitive area, and a number of more established companies may pursue strategies to license or acquire third-party intellectual property rights that we may consider attractive. These established companies may have a competitive advantage over us due to their size, cash resources and greater clinical development and commercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license rights to us. We also may be unable to license or acquire third-party intellectual property rights on terms that would allow us to make an appropriate return on our investment. If we are unable to successfully obtain a license to third-party intellectual property rights necessary for the development of a product candidate or program, we may have to abandon development of that product candidate or program and our business and financial condition could suffer.

If in the future we do undertake any acquisitions, the process of integrating an acquired business, technology, service, products or product candidates into our business may result in unforeseen operating difficulties and expenditures, including diversions of resources and management's attention from our core business, or any acquired intellectual property may be subject to claims of invalidity or unenforceability or held to be invalid. In addition, we may fail to retain key executives and employees of the companies we acquire, which may reduce the value of the acquisition or give rise to additional integration costs. Future acquisitions could result in additional issuances of equity securities that would dilute the ownership of existing shareholders. Future acquisitions could also result in the incurrence of debt, actual or contingent liabilities or the amortization of expenses related to other intangible assets, any of which

could adversely affect our operating results. In addition, we may fail to realize the anticipated benefits of any acquisition. Any of the foregoing could have a material adverse effect on our competitive position, business, financial conditions, results of operations and prospects.

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

Our registered or unregistered trademarks or trade names may be challenged, infringed, circumvented, declared generic or determined to be infringing on other marks or names. We may not be able to protect or enforce our rights to these trademarks and trade names, which we need to build name recognition among potential partners or customers in our markets of interest. If we are unable to establish name recognition based on our trademarks and trade names, then we may not be able to compete effectively and our business may be adversely affected. If other entities use trademarks similar to ours in different jurisdictions, or have rights senior to ours, it could interfere with our use of our current trademarks throughout the world.

If we do not obtain protection under the Hatch-Waxman Act Amendments and similar non-U.S. legislation for extending the term of patents covering each of our product candidates, our business may be materially harmed.

Patents have a limited duration. In the United States, if all maintenance fees are timely paid, the natural expiration of a patent is generally 20 years from its earliest effective U.S. non-provisional filing date. Various extensions may be available, but the life of a patent, and the protection it affords, is limited. Even if patents covering our product candidates, their manufacture, or use are obtained, once the patent life has expired, we may be open to competition from competitive medications, including biosimilar medications or generic versions of such products. Given the amount of time required for the development, testing and regulatory review of new product candidates, patents protecting such candidates might expire before or shortly after such candidates are commercialized. As a result, our owned and licensed patent portfolio may not provide us with sufficient rights to exclude others from commercializing products similar or identical to ours, at least not long enough to recoup the costs incurred in developing our products.

Depending upon the timing, duration and conditions of FDA marketing approval of our product candidates, one or more of our U.S. patents may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Act of 1984, referred to as the Hatch-Waxman Act and similar legislation in the European Union and several other relevant countries around the world. The Hatch-Waxman Act permits a patent term extension of up to five years for a patent covering an approved product as compensation for effective patent term lost during product development and the FDA regulatory review process. The 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 applicable to an approved drug 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 receive an extension if we fail to exercise due diligence during the testing phase or regulatory review process, fail to apply within applicable deadlines, fail to apply prior to expiration of relevant patents or otherwise fail to satisfy applicable requirements. Moreover, the length of the extension could be less than we request. If we are unable to obtain patent term extension or the term of any such extension is less than we request, the period during which we can enforce our patent rights for the applicable product will be shortened and our competitors may be able to enter the market with competing products sooner than we expect, and our business, financial condition, results of operations, and prospects could be materially harmed.

The base patents relating to the DARPin base technology we use to generate our DARPin product candidates has expired, and our competitors may use the technology claimed in such patents, which may materially adversely affect our business and competitive position.

The base patents that we had licensed from the University of Zurich in 2004 expired in September 2021 (except for one patent in the United States) and we terminated the license agreement effective October 2021 and the remaining U.S. patent expired in August 2023. Our competitors may be able to utilize the technology claimed in such patents to develop product candidates that compete with ours. This could harm our reputation as being the leader in the DARPin technology, and could have an adverse effect on our competitive position, business, financial conditions, results of operations and prospects.

We enjoy only limited geographical protection with respect to certain patents and may face difficulties in certain jurisdictions, which may diminish the value of our intellectual property rights.

Filing, prosecuting and defending patents on product candidates in all countries throughout the world would be prohibitively expensive, and the laws of foreign countries may not protect our rights to the same extent as the laws of the United States and the European Union. Consequently, we may not be able to prevent third parties from practicing our inventions in all countries outside the United States and the European Union, or from selling or importing products made using our inventions in and into all countries outside the United States and the European Union.

We often file our first patent application, or our priority filing, at the EPO or the USPTO. International applications under the Patent Cooperation Treaty, or PCT, are usually filed within twelve months after the priority filing. Based on the PCT filing, national and regional patent applications may be filed in additional jurisdictions where we believe our product candidates may be marketed. We have so far not filed for patent protection in all national and regional jurisdictions where such protection may be available. In addition, we may decide to abandon national and regional patent applications before grant. Finally, the grant proceeding of each national/regional patent is an independent proceeding which may lead to situations in which applications might in some jurisdictions be refused by the relevant patent offices, while granted by others. It is also quite common that depending on the country, the scope of patent protection may vary for the same product candidate or technology.

Competitors may use our or our licensors’ or collaboration partners’ 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 and our licensors or collaboration partners have patent protection, but enforcement is not as strong as that in the United States and the European Union. These products may compete with our product candidates, and our and our licensors' or collaboration partners' patents or other intellectual property rights may not be effective or sufficient to prevent them from competing.

The laws of some jurisdictions do not protect intellectual property rights to the same extent as the laws in the United States and the European Union, and companies have encountered significant difficulties in protecting and defending such rights in such jurisdictions. If we or our licensors encounter difficulties in protecting, or are otherwise precluded from effectively protecting, the intellectual property rights important for our business in such jurisdictions, the value of these rights may be diminished and we may face additional competition from others in those jurisdictions.

Some countries have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties. In addition, some countries limit the enforceability of patents against government agencies or government contractors. In these countries, the patent owner may have limited remedies, which could materially diminish the value of such patent. If we or any of our licensors is forced to grant a

license to third parties with respect to any patents relevant to our business, our competitive position may be impaired and our business and results of operations may be adversely affected.

Proceedings to defend or enforce our and our licensors' or collaboration partners' patent rights in foreign jurisdictions could result in substantial costs and divert our and our licensors' or collaboration partners' efforts and attention from other aspects of our business, could put our and our licensors' or collaboration partners' patents at risk of being invalidated or interpreted narrowly, could put our and our licensors' or collaboration partners' patent applications at risk of not issuing and could provoke third parties to assert claims against us or our licensors or collaboration partners. We or our licensors or collaboration partners may not prevail in any lawsuits that we or our licensors or collaboration partners initiate and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property and proprietary rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license. If we or our licensors or collaborators encounter difficulties in protecting, or are otherwise precluded from effectively protecting, the intellectual property rights important for our business in such jurisdictions, the value of these rights may be diminished and we may face additional competition from others in those jurisdictions.

For example, the complexity and uncertainty of European patent laws have also increased in recent years. In Europe, a new unitary patent system has become effective and a new European patent court started operations in 2023, which may significantly impact European patents, including those granted before the introduction of such a system. Under the unitary patent system, European patent applications have the option, upon grant of a European patent, of becoming a Unitary Patent which will be subject to the jurisdiction of the new Unified Patent Court (UPC). As the UPC is a new court system, there is no precedent for the court, increasing the uncertainty of any litigation. Patents granted before the implementation of the UPC will have the option of opting out of the jurisdiction of the UPC and remaining as national patents in the UPC countries. Patents that remain under the jurisdiction of the UPC will be potentially vulnerable to a single UPC-based revocation challenge that, if successful, could invalidate the patent in all countries who are signatories to the UPC. We cannot predict with certainty the long-term effects of any potential changes.

In addition, a decree was adopted by the Russian government in March 2022 as a response to economic sanctions imposed by various other governments, allowing Russian companies and individuals to exploit inventions owned by patentees that have citizenship or nationality in, are registered in, or have a primary place of business or profit-making activities in the U.S. and other countries that Russia has deemed unfriendly without consent or compensation. Consequently, we would not be able to prevent third parties from practicing our inventions protected by Russian patents in Russia or from manufacturing, selling, using or importing products made using our inventions in and into Russia. Accordingly, our competitive position may be impaired, and our business, financial condition, results of operations and prospects may be adversely affected.

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

We are a party to agreements under which we are granted rights to intellectual property that are important to our business and we expect that we may need to enter into additional license agreements in the future. Under certain license agreements, we may not control the preparation, filing, prosecution or maintenance of the licensed intellectual property, or may not have the first right to enforce or defend the intellectual property. In those cases, we may not be able to adequately influence patent prosecution, enforcement or defense, or prevent inadvertent lapses of coverage due to failure to pay maintenance fees and we cannot be certain that these patents and patent applications will be prepared, filed, prosecuted, maintained,

enforced, and defended in a manner consistent with the best interests of our business and that does not compromise the patent rights. Existing license agreements impose, and we expect that future license agreements will impose, various development obligations as well as other obligations, such as payment of royalties. If we fail to comply with our obligations under these agreements, the licensor may have the right to terminate the license. The termination of any license agreements or failure to adequately protect such license agreements could prevent us from commercializing product candidates covered by the licensed intellectual property. For more information regarding our license and collaboration agreements, see "Business—License and Collaboration Agreements."

Disputes may arise regarding intellectual property subject to a licensing agreement, including:

- the scope of rights granted under the license agreement and other interpretation-related issues;
- the extent to which our technology and processes infringe, misappropriate or otherwise violate intellectual property of the licensor that is not subject to the licensing agreement;
- the sublicensing of patent and other rights under any current or future collaboration relationships;
- our diligence obligations under the license agreement 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.

In addition, the agreements under which we currently license intellectual property or technology from third parties are complex, and certain provisions in such agreements may be susceptible to multiple interpretations. The resolution of any contract interpretation disagreement that may arise could narrow what we believe to be the scope of our rights to the relevant intellectual property or technology, or increase what we believe to be our financial or other obligations under the relevant agreement, either of which could have a material adverse effect on our business, financial condition, results of operations, and prospects. Moreover, if disputes over intellectual property that we have licensed prevent or impair our ability to maintain our current licensing arrangements on commercially acceptable terms, we may be unable to successfully develop and commercialize the affected product candidates, which could have a material adverse effect on our business, financial conditions, results of operations, and prospects.

It is possible that we may be unable to obtain any necessary additional licenses at a reasonable cost or on reasonable terms, if at all. In that event, we may be required to expend significant time and resources to redesign our technology, product candidates, or the methods for manufacturing them or to develop or license replacement technology, all of which may not be feasible on a technical or commercial basis. If we are unable to do so, we may be unable to develop or commercialize the affected product candidates, which could harm our business, financial condition, results of operations, and prospects significantly. We cannot provide any assurances that third party patents do not exist which might be enforced against our current technology, including our DARPin product candidates, manufacturing methods or future methods or products resulting in either an injunction prohibiting our manufacture or sales, or, with respect to our sales, an obligation on our part to pay royalties or other forms of compensation to third parties, which could be significant.

Intellectual property rights do not necessarily address all potential threats to our competitive advantage.

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

- others may be able to make compounds that are similar or substantially equivalent to our product candidates but that are not covered by the claims of the patents that we own or have exclusively licensed;
- the patents of third parties, including patents related to repeat protein technology, may have an adverse effect on our business;
- we or our current or future licensors or strategic partners might not have been the first to conceive or reduce to practice the inventions covered by the issued patent or pending patent application that we own or have licensed;
- we or our current or future licensors or strategic partners might not have been the first to file patent applications covering certain of our or their inventions;
- others may independently develop similar or alternative technologies or duplicate any of our technologies without infringing, misappropriating or otherwise violating our intellectual property rights;
- it is possible that our current or future patent applications will not lead to issued patents;
- issued patents that we own or license may not provide us with any competitive advantage, or may be held invalid or unenforceable, including as a result of legal challenges by our competitors;
- our competitors might conduct research and development activities in countries where we do not have patent rights and then use the information learned from such activities to develop competitive products for sale in our major commercial markets;
- third parties performing manufacturing or testing for us using our products or technologies could use the intellectual property of third parties without obtaining a proper license, rendering us susceptible to claims of infringement, misappropriation or other violation of such third parties' intellectual property rights;
- we may not develop additional technologies that are patentable; and
- the patents of others may have an adverse effect on our business; in particular, our product candidates may in the future be tested for new indications, and if one proves to be effective against a specific new indication, we may be confronted with existing patents covering such indication.

Should any of these events occur, they could have a material adverse effect on our business, financial condition, results of operations, and prospects.

Changes in patent laws or patent jurisprudence could diminish the value of patents in general, thereby impairing our ability to protect our products.

Our success is heavily dependent on the extent of our intellectual property rights, particularly patents. Obtaining, defending and enforcing patents in the biopharmaceutical industry involves both technological and legal complexity and is costly, time-consuming and inherently uncertain. Changes in either the patent laws or interpretation of the patent laws in the European Union, United States or other jurisdictions could

increase the uncertainties and costs surrounding the prosecution of patent applications and the enforcement or defense of issued patents. The Leahy-Smith America Invents Act, or the AIA, was enacted in the United States in September 2011, resulting in significant changes to the U.S. patent system.

For example, assuming that other requirements for patentability are met, prior to March 2013, in the United States, the first to invent the claimed invention was entitled to the patent, while outside the United States, the first to file a patent application was entitled to the patent. As of March 16, 2013, under the AIA, the United States transitioned to a "first-to-file" system in which, assuming that other requirements for patentability are met, the first inventor to file a patent application will be entitled to the patent on an invention regardless of whether a third party was the first to invent the claimed invention. Therefore, a third party that files a patent application in the USPTO before us could therefore be awarded a patent covering an invention even if we had made the invention before it was made by the third party. This will require us to be cognizant of the time from invention to filing of a patent application, and circumstances could prevent or dissuade us from promptly filing patent applications on our inventions.

The AIA also includes a number of significant changes that affect the way patent applications will be prosecuted and also may affect patent litigation. These include changes that limit where a patentee may file a patent infringement suit and that allow third party submissions of prior art to the USPTO during patent prosecution and additional procedures to attack the validity of a patent by USPTO-administered post-grant proceedings, including post-grant review, inter partes review, and derivation proceedings. Because of a lower evidentiary standard in USPTO proceedings compared to the evidentiary standard in U.S. federal courts necessary to invalidate a patent claim, a third party could potentially provide evidence in a USPTO proceeding sufficient for the USPTO to hold a claim invalid even though the same evidence would be insufficient to invalidate the claim if first presented in a district court action. Accordingly, a third party may attempt to use USPTO procedures to invalidate our patent claims that would not have been invalidated if first challenged by the third party as a defendant in a district court action. The AIA and its implementation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents, all of which could have a material adverse effect on our business, financial condition, results of operations, and prospects.

In addition, the patent positions of companies in the development and commercialization of biologics and pharmaceuticals are particularly uncertain. The U.S. Supreme Court has ruled on several patent cases in recent years, either narrowing the scope of patent protection available in certain circumstances or weakening the rights of patent owners in certain situations. 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, and other applicable bodies in the European Union and other foreign jurisdictions, the laws and regulations governing patents could change in unpredictable ways that could weaken our ability to obtain new patents or to defend and enforce our existing patents and patents that we might obtain in the future.

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

We consider proprietary trade secrets, confidential know-how and unpatented know-how to be important to our business and competitive position. We may rely on trade secrets or confidential know-how to protect our technology, especially where patent protection is believed to be of limited value. However, trade secrets and confidential know-how are difficult to protect.

To protect this type of information against disclosure or appropriation by competitors, our policy is to require our employees, consultants, contractors, CROs and advisors to enter into confidentiality

agreements with us. We cannot guarantee that we have entered into such agreements with each party that may have or have had access to our trade secrets or proprietary technology and processes and, despite these efforts, any of these parties may unintentionally or willfully breach the agreements and use or disclose our confidential information to competitors, and such agreements may not provide an adequate remedy in the event of unauthorized disclosure or use of confidential information. Enforcing a claim that a third party illegally disclosed or misappropriated trade secrets or confidential know-how is expensive, time-consuming and unpredictable. In addition, the enforceability of confidentiality agreements and trade secrets may vary from jurisdiction to jurisdiction. Furthermore, if a third party lawfully obtained or independently developed any of our trade secrets, we would have no right to prevent such third party from using that technology or information to compete with us or from disclosing it to others, which could harm our competitive position. Additionally, if the steps taken to maintain our trade secrets are deemed inadequate, we may have insufficient recourse against third parties for misappropriating our trade secrets.

Failure to effectively maintain and protect trade secrets or confidential know-how could adversely affect our competitive position. Moreover, our competitors may independently develop substantially equivalent proprietary information and may even apply for patent protection in respect of the same. If successful in obtaining such patent protection, our competitors may be able to limit our use of our trade secrets or confidential know-how.

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

Many of our consultants and employees, including our senior management, were previously employed at other biotechnology or pharmaceutical companies, including our competitors or potential competitors. Some of these consultants and employees executed proprietary rights, non-disclosure and non-competition agreements in connection with such previous employment. Although we try to ensure that our consultants and employees do not use the proprietary information or know-how of others in their work for us, we may be subject to claims that we or these consultants and employees have used or disclosed confidential information or intellectual property, including trade secrets or other proprietary information, of any such consultant's or employee's current or former employer, or have breached their non-competition agreement. Litigation may be necessary to defend against such claims.

In addition, we or our licensors may be subject to claims that former employees, consultants, collaborators or other third parties have an interest in our owned or in-licensed patents or other intellectual property as an inventor or co-inventor. While it is our policy to require our consultants and employees who may be involved in the development of intellectual property to execute agreements assigning such intellectual property to us, we may be unsuccessful in executing such an agreement with each party who in fact develops intellectual property that we regard as our own. Our and their assignment agreements may not be self-executing or may be breached, and we may be forced to bring claims against third parties, or defend claims they may bring against us, to determine the ownership of what we regard as our intellectual property.

If we fail in prosecuting or defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel or sustain damages. Such intellectual property rights could be awarded to a third party, and we could be required to obtain a license from such third party to commercialize our technology or products. Such a license may not be available on commercially reasonable terms or at all. Even if we successfully prosecute or defend against such claims, litigation could result in substantial costs and distract management.

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 and annuity fees on any of our owned or licensed patents and patent applications are due to be paid to the USPTO, the EPO and other foreign patent agencies in several stages over the lifetime of the patents and patent applications. The USPTO, the EPO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other similar provisions during the patent application process. 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 noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. Non-compliance events that could result in abandonment or lapse of a patent or patent application include failure to respond to official actions within prescribed time limits, non-payment of fees and failure to properly legalize and submit formal documents. If we or our licensors or collaboration partners fail to maintain the patents and patent applications covering our product candidates, our competitors might be able to enter the market earlier with similar products or technology, which would have an adverse effect on our business.

Risks Related to Our Organization and Operations

Our future growth and ability to compete depends on retaining our key personnel and recruiting additional qualified personnel.

Our success depends upon the continued contributions of our key management, scientific and technical personnel, many of whom have been instrumental for us and have substantial experience with our therapies and related technologies. These key management individuals include the members of our board of directors and executive management, including Dr. Patrick Amstutz, our Chief Executive Officer, Dr. Alexander Zürcher, our Chief Operating Officer, Dr. Martin Steegmaier, our Chief Science Officer, Dr. Michael Tobias Stumpp, our EVP Projects, Dr. Philippe Legenne, our Chief Medical Officer and Renate Gloggner, our EVP People and Culture.

The loss of key managers and senior scientists could delay our research and development activities. In addition, our ability to compete in the highly competitive biotechnology and pharmaceutical industries, and particularly, in the oncology field, depends upon our ability to attract and retain highly qualified management, scientific and medical personnel. Many other biotechnology and pharmaceutical companies and academic institutions that we compete against for qualified personnel have greater financial and other resources, different risk profiles and a longer history in the industry than we do. Therefore, we might not be able to attract or retain these key persons on conditions that are economically acceptable. Furthermore, we will need to recruit new managers and qualified scientific personnel to develop our business if we expand into fields that will require additional skills. Additionally, there is a larger pool of qualified scientific and medical personnel in the United States than in Switzerland, and we may need to increase our presence in the United States in order to attract and retain the necessary human resources. Our inability to attract and retain these key persons could prevent us from achieving our objectives and implementing our business strategy, which could have an adverse effect on our business and prospects.

We expect to expand our development, regulatory and sales and marketing capabilities and, as a result, we may encounter difficulties in managing our growth, which could disrupt our operations.

We expect to experience growth in the number of our employees and the scope of our operations, particularly in the areas of drug development, regulatory affairs, sales and marketing and support functions such as finance, human resources, legal, intellectual property, information technology and administration. To manage our anticipated future growth, we must continue to implement and improve

our managerial, operational and financial systems, expand our facilities and continue to recruit and train additional qualified personnel. Due to our limited resources and the limited experience of our management team in managing a company with such anticipated growth, we may not be able to effectively manage the expansion of our operations or recruit and train additional qualified personnel. The expansion of our operations may lead to significant costs and may divert our management and business development resources. Any inability to manage growth could delay the execution of our business plans or disrupt our operations.

We may not be able to integrate efficiently or achieve the expected benefits of any acquisitions of complementary businesses, product candidates or technologies.

Since our inception in 2004, we have grown organically without any acquisitions. Should we in the future contemplate to acquire any complementary business, product candidates or technologies, our ability to integrate and manage acquired businesses, product candidates or technologies effectively will depend upon a number of factors including the size of the acquired business, the complexity of any product candidate or technology and the resulting difficulty of integrating the acquired business's operations, if any. Our relationship with current employees or employees of any acquired business may become impaired. We may also be subject to unexpected claims and liabilities arising from such acquisitions. These claims and liabilities could be costly to defend, could be material to our financial position and might exceed either the limitations of any applicable indemnification provisions or the financial resources of the indemnifying parties.

Our business is subject to economic, political, regulatory and other risks associated with international operations.

Our business is subject to risks associated with conducting business internationally. Accordingly, our future results could be harmed by a variety of factors, including:

- economic weakness, including inflation, increase of interest rates, or political instability in particular economies and markets;
- differing regulatory requirements for drug approvals;
- differing jurisdictions could present different issues for securing, maintaining or obtaining freedom to operate in such jurisdictions;
- potentially reduced ability to obtain, maintain, protect and enforce intellectual property rights and other proprietary rights;
- difficulties in compliance with different, complex and changing laws, regulations and court systems of multiple jurisdictions and compliance with a wide variety of foreign laws, treaties and regulations;
- changes in regulations and customs, tariffs and trade barriers;
- changes in currency exchange rates of the euro, U.S. dollar and Swiss franc and currency controls;
- changes in a specific country's or region's political or economic environment;
- trade protection measures, import or export licensing requirements or other restrictive actions by governments;
- differing reimbursement regimes and price controls in certain international markets;
- negative consequences from changes in tax laws;

- compliance with tax, employment, immigration and labor laws for employees living or traveling abroad
- workforce uncertainty in countries where labor unrest is more common than in the United States;
- litigation or administrative actions resulting from claims against us by current or former employees or consultants individually or as part of class actions, including claims of wrongful terminations, discrimination, misclassification or other violations of labor law or other alleged conduct;
- litigation resulting from claims against us by third parties, including claims of breach of noncompete and confidentiality provisions of our employees' former employment agreements with such third parties;
- difficulties associated with staffing and managing international operations, including differing labor relations;
- production shortages resulting from any events affecting raw material supply or manufacturing capabilities abroad; and
- business interruptions resulting from cyber-attacks, geo-political actions, including war (such as the Russia-Ukraine war and the Israel-Hamas war) and terrorism, or natural disasters including earthquakes, typhoons, floods and fires.

Additionally, in connection with the ongoing war between Russia and Ukraine, the U.S. government and other governments have imposed enhanced export controls on certain products and sanctions on certain industry sectors and parties in Russia, and have indicated they will consider imposing additional sanctions and other similar measures in the near future. Although we do not have any operations in Russia or Ukraine, further escalation of geopolitical tensions could have a broader impact that expands into other markets where we do business, which could adversely affect our business, our supply chain or our collaborators.

Exchange rate fluctuations or abandonment of the euro currency may materially affect our results of operations and financial condition.

Due to the international scope of our operations, our assets, earnings and cash flows are influenced by movements in exchange rates of several currencies, particularly regarding U.S. dollars, euros, and Swiss francs. Our functional currency is the Swiss franc and the majority of our operating expenses are paid in Swiss francs, but we also may receive payments from our business partners in U.S. dollars or euros and we regularly acquire services, consumables and materials in U.S. dollars, euros and Swiss francs. Further, potential future revenue may be derived from abroad, particularly from the United States and the European Union. As a result, our business and share price may be affected by fluctuations in foreign exchange rates between the Swiss franc, the euro, the U.S. dollar and these other currencies, which may also have a significant impact on our reported results of operations and cash flows from period to period. Besides our natural hedging, currently, we do not have any exchange rate hedging arrangements in place.

In addition, the possible abandonment of the euro by one or more members of the European Union could materially affect our business in the future. Despite measures taken by the European Union to provide funding to certain European Union member states in financial difficulties and by a number of European countries to stabilize their economies and reduce their debt burdens, it is possible that the euro could be abandoned in the future as a currency by countries that have adopted its use. This could lead to the re-introduction of individual currencies in one or more European Union member states, or in more extreme circumstances, the abandonment of the euro or the dissolution of the European Union. The effects on our business of a potential dissolution of the European Union, the exit of one or more European Union member states from the European Union or the abandonment of the euro as a currency, are impossible to

predict with certainty, and any such events could have a material adverse effect on our business, financial condition and results of operations.

Unfavorable global economic conditions, including as a result of the ongoing war between Russia and Ukraine as well as conflicts in the Middle East, could have a negative impact on our operations, which could materially and adversely affect our business, financial condition, results of operations, prospects and market price of our ordinary shares.

Global economic instability and unfavorable conditions could materially and adversely affect our business. The war between Russia and Ukraine is ongoing. The impact to Ukraine as well as actions taken by other countries, including new and stricter sanctions imposed by Canada, the United Kingdom, the European Union, the United States, and other countries against officials, individuals, regions, and industries in Russia and Ukraine, and actions taken by Russia in response to such sanctions, and responses of countries and political bodies to such sanctions, tensions, and military actions and the potential for more widespread conflict, have resulted in supply chain disruptions, increases in inflation, financial market volatility and capital markets disruption. In addition, conflicts in the Middle East are ongoing. Any resulting instability and unfavorable economic conditions from the wars could disrupt our and our collaborators' supply chains and adversely affect our and our collaborators' ability to conduct ongoing and future clinical trials of our product candidates. The extent and duration of the wars, sanctions and resulting economic, market and other disruptions are impossible to predict, but could be substantial. Any such disruptions may heighten the impact of the other risks described in this report on Form 20-F.

We are exposed to unanticipated changes in tax laws and regulations, adjustments to our tax provisions, exposure to additional tax liabilities, or forfeiture of our tax assets.

The determination of our provision for income taxes and other tax liabilities requires significant judgment, including the adoption of certain accounting policies and our determination of whether we will be able to obtain a future tax benefit from our deferred tax assets. We cannot guarantee that our interpretations will not be challenged by the relevant tax authorities, or that the relevant tax laws and regulations, or the interpretation thereof, including through tax rulings, by the relevant tax authorities, will not be subject to change. Any adverse outcome of such a challenge may lead to adjustments in the amounts recorded in our financial statements, and could have a material adverse effect on our operating results and financial condition.

We are subject to laws and regulations on tax levies and other charges or contributions in different countries, including transfer pricing and tax regulations applicable to the compensation of personnel and third parties. Transactions between current group companies, as well as additional companies that may form part of our group in the future, are subject to transfer pricing regulations, which may be subject to change or our existing transfer pricing system could be challenged by the relevant tax authority, and any such changes or challenges could adversely affect us.

Our effective tax rate could be adversely affected by changes in tax laws, treaties and regulations, both internationally and domestically, or the interpretation thereof by the relevant tax authorities, including changes to the U.K. research and development tax credit regime or the "patent box" regime, possible changes to the corporate income tax base, changes to the additional deduction for expenditure on research and development personnel in Switzerland and other tax incentives. An increase in our effective tax rate could have an adverse effect on our business, financial position, results of operations and cash flows.

In addition, we may not be able to use, or changes in tax regulations may affect the use of, certain tax loss carryforwards that we have generated in prior years. For instance, as of December 31, 2024, we had substantial tax loss carry forwards. In general, some of these tax loss carry forwards may be forfeited in whole, or in part, as a result of various transactions, or their utilization may be restricted by statutory law

in the relevant jurisdiction. Any corporate reorganization by us or any transaction relating to our shareholding structure may result in partial or complete forfeiture of tax loss carry forwards. If not used, tax loss carryforwards for Swiss corporate income tax purposes expire seven years after the tax year in which they were incurred. Due to our limited future / expected income, there is a high risk that our tax loss carryforwards will expire in part or in their entirety and therefore will not be able to be used to offset future taxable income for Swiss corporate income tax purposes. Furthermore, any tax loss carry forwards that we report on our Swiss tax returns are subject to review and confirmation by the competent Swiss tax authorities in their tax assessment of the tax year for which the tax loss carryforwards are used to offset taxable income. Consequently, we are exposed to the risk that the competent Swiss tax authorities may not accept the reported tax loss carryforwards in part or in their entirety.

Changes in our effective tax rate or tax liability may have an adverse effect on our results of operations.

Our effective tax rate could increase due to several factors, including:

- changes in the relative amounts of income before taxes in the jurisdictions in which we operate that have differing statutory tax rates;
- changes in tax laws, tax treaties, and regulations or the interpretation of them;
- changes to our assessment about our ability to realize any deferred tax assets that are based on estimates of our future results, the prudence and feasibility of possible tax planning strategies, and the economic and political environments in which we do business;
- the outcome of any current or future tax audits, examinations, or administrative appeals; and
- any limitations or adverse findings regarding our ability to do business in some jurisdictions.

Any of these developments could adversely affect our business, results of operations and financial condition.

As a result of changes in, or in the interpretation of, tax laws, treaties, rulings, regulations or agreements of Switzerland or any other country in which we currently operate or may in the future operate, the loss of a major tax dispute or a challenge to our operating structure, intercompany pricing policies or the taxable presence of our existing or any future subsidiaries in certain countries, or other factors, our effective income tax rates may increase in the future, which could adversely affect our net income and cash flows.

We operate in multiple jurisdictions and our profits are taxed pursuant to the tax laws of these jurisdictions. The tax laws applicable to our business activities, however, are subject to changes in interpretation. Our tax position could be adversely impacted by changes in tax rates, tax laws, tax practice, tax treaties or tax regulations or changes in the interpretation thereof by the tax authorities in jurisdictions in which we currently do or may in the future elect to do business. Our effective income tax rate may be affected by changes in or interpretations of tax laws, treaties, rulings, regulations or agreements in any such jurisdiction, the resolution of issues arising from any future tax audits with various tax authorities, utilization of net operating loss and tax credit carryforwards, changes in geographical allocation of income and expense, and changes in management's assessment of matters such as the realizability of deferred tax assets. In the past, we have experienced fluctuations in our effective income tax rate. Our actual tax rate may vary from our expectation and that variance may be material. Our effective income tax rate in a given fiscal year reflects a variety of factors that may not be present in the succeeding fiscal year or years. There is no assurance that our effective income tax rate will not change in future periods.

The standard effective corporate tax rate in Schlieren, Canton of Zurich, can change from time to time. The standard combined (federal, cantonal, municipal) effective corporate income tax rate, except for dividend income for which we could claim a participation exemption, for 2025 in Schlieren, Canton of Zurich, is approximately 19.3%.

We urge our shareholders to consult with their legal and tax advisors with respect to the potential tax consequences of investing in or holding our ADSs and ordinary shares.

The price of our ADSs may be volatile and may fluctuate due to factors beyond our control.

The market price of our ADSs and our ordinary shares may fluctuate significantly due to a variety of factors, many of which are beyond our control, including:

- positive or negative results of testing and clinical trials reported or conducted by us, strategic partners or competitors;
- delays in entering into strategic relationships with respect to development or commercialization of our product candidates or entering into strategic relationships on terms that are not deemed to be favorable to us;
- technological innovations or commercial product introductions by us or competitors;
- changes in government regulations;
- developments concerning proprietary rights, including patents and litigation matters;
- public concern relating to the commercial value or safety of any of our product candidates;
- financing or other corporate transactions;
- publication of research reports or comments by securities or industry analysts;
- general market conditions in the pharmaceutical industry or in the economy as a whole;
- impact of macroeconomic factors, including inflation, the U.S. Federal Reserve raising interest rates, political conditions, changes in trade policies and geopolitical conflicts in Europe and the Middle East, on the global economy or financial markets; or
- price and volume fluctuations attributable to inconsistent trading volume levels of our ADSs and/or ordinary shares.

These and other market and industry factors may cause the market price and demand for our ADSs and ordinary shares to fluctuate substantially, regardless of our actual operating performance, which may limit or prevent investors from readily selling their ADSs or ordinary shares and may otherwise negatively affect the liquidity of our ADSs and ordinary shares. In addition, the stock market in general, and biopharmaceutical companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of these companies.

We have and will continue to incur increased costs as a result of operating as a U.S.-listed public company, and our board of directors will be required to devote substantial time to compliance initiatives and corporate governance practices.

As a public company in the United States, and particularly after we no longer qualify as an emerging growth company, we have and will continue to incur significant legal, accounting and other expenses that we did not incur as a public company listed only on the SIX Swiss Exchange. We are a corporation (*Aktiengesellschaft*), organized under the laws of Switzerland in accordance with articles 620 et seqq. CO

and subject to the listing rules and the applicable regulations for companies listed on the SIX Swiss Exchange, the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the listing requirements of the Nasdaq Stock Market, or Nasdaq, and other applicable securities rules and regulations that impose various requirements on non-U.S. reporting public companies, including the establishment and maintenance of effective disclosure and financial controls and certain additional corporate governance practices. Our board of directors and other personnel are required to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, or Section 404, we are required to furnish a report on our internal control over financial reporting. However, while we remain an emerging growth company, we will not be required to include an attestation report on internal control over financial reporting issued by our independent registered public accounting firm. To achieve compliance with Section 404 within the prescribed period, we are documenting and evaluating our internal control over financial reporting, which is both costly and challenging. In this regard, we continue to dedicate internal resources, continue to engage outside consultants and adopt a detailed work plan to assess and document the adequacy of internal control over financial reporting, continue steps to improve control processes as appropriate, validate through testing that controls are functioning as documented and implement a continuous reporting and improvement process for internal control over financial reporting. Despite our efforts, there is a risk that we will not be able to conclude, within the prescribed timeframe or at all, that our internal control over financial reporting is effective as required by Section 404. If we identify one or more material weaknesses, it could result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of our financial statements.

Certain significant shareholders may own a substantial number of our securities and as a result, may be able to exercise significant influence over the outcome of shareholder votes. These shareholders may have different interests from us or your interests.

We have a number of significant shareholders. For an overview of our current significant shareholders, please see "Principal Shareholders."

Currently, we are not aware that any of our existing shareholders have entered or will enter into a shareholders' agreement with respect to the exercise of their voting rights. Nevertheless, depending on the level of attendance at our general meetings of shareholders, or the General Meeting, these significant shareholders could have the ability to significantly influence the outcome of decisions taken at any such General Meeting. Any such voting by these shareholders may not be in accordance with our interests or those of our other shareholders. Among other consequences, this concentration of ownership may have the effect of delaying or preventing a change in control and might therefore negatively affect the market price of our ADSs.

Future sales, or the possibility of future sales, of a substantial number of our securities could adversely affect the price of the shares and dilute shareholders.

If our existing shareholders sell, or indicate an intent to sell, substantial amounts of our securities in the public market, the trading price of our ADSs and our ordinary shares could decline significantly. As of December 31, 2025, we had 40,374,641 ordinary shares outstanding including 2,962,973 treasury shares held through our wholly-owned subsidiary Molecular Partners Inc. and 4,874,897 ADS representing our ordinary shares issued and outstanding. In addition, ordinary shares reserved for future issuance under our equity incentive plan will become eligible for sale in the public market in the future, subject to certain legal and contractual limitations.

We intend to register all ordinary shares that we may issue under our equity compensation plans. Once we register these ordinary shares, they can be freely sold in the public market upon issuance, subject to volume limitations applicable to affiliates and any applicable lock-up agreements.

Provisions of our articles of association or Swiss corporate law might deter acquisition bids for us that might be considered favorable and prevent or frustrate any attempt to replace or remove the then board of directors.

Provisions of our articles of association may make it more difficult for a third party to acquire control of us. For example, our board of directors is authorized to deny the preemptive rights of shareholders and allocate them to third parties as a defense of an actual, threatened or potential takeover bid, in relation to which our board of directors, upon consultation with an independent financial adviser retained by it, has not recommended to the shareholders acceptance on the basis that the board of directors has not found the takeover bid to be financially fair to the shareholders.

In addition, several provisions of Swiss corporate law and certain other provisions of Swiss law, such as obligations to disclose significant shareholdings and merger control regulations, that apply to us may make an unsolicited tender offer, merger, change in management or other change in control of our company more difficult. These provisions could discourage potential takeover attempts that other shareholders may consider to be in their best interest and could adversely affect the market price of our securities. These provisions may also have the effect of depriving ADS holders of the opportunity to sell their ADSs at a premium. In addition, the board of directors of Swiss companies may in certain instances, and subject to prior authorization by the shareholders, deter or frustrate public takeover bids through dilutive issuances of equity securities (pursuant to the authorized capital) or through share buy-backs.

Fluctuations in exchange rates may increase the risk of holding ADSs and ordinary shares.

Due to the international scope of our operations, our assets, earnings and cash flows are influenced by movements in exchange rates of several currencies, particularly the euro, U.S. dollar and Swiss franc. Our functional currency is the Swiss franc, and the majority of our operating expenses are paid in Swiss franc, but we also receive or may receive payments from business partners in U.S. dollars, and we regularly acquire services, consumables and materials in U.S. dollars and euros. Further, potential future revenue may be derived from abroad, particularly from the United States or the European Union. As a result, our business and the price of our ADSs and ordinary shares may be affected by fluctuations in foreign exchange rates between the Swiss franc and these other currencies, which may also have a significant impact on our reported results of operations and cash flows from period to period. Besides natural hedging, currently, we do not have any exchange rate hedging arrangements in place.

Moreover, because our ordinary shares currently trade on the SIX Swiss Exchange in Swiss francs, and our ADSs trade on the Nasdaq Global Select Market in U.S. dollars, fluctuations in the exchange rate between the U.S. dollar and the Swiss franc may result in temporary differences between the value of our ADSs and the value of our ordinary shares, which may result in heavy trading by investors seeking to exploit such differences.

Our ordinary shares and ADSs are traded on more than one market and this may result in price variations and adversely affect the liquidity and value of the ADSs; in addition, investors may not be able to easily move ordinary shares for trading between such markets. Furthermore, because of this dual listing, securities and stock exchange laws, regulations and rules apply to us that may be irreconcilable or otherwise difficult to comply with contemporaneously.

Our ordinary shares have traded on the SIX Swiss Exchange since 2014 and our ADSs have traded on the Nasdaq Global Select Market since June 2021. Trading in our ADSs or ordinary shares on these markets

takes place in different currencies (U.S. dollars on the Nasdaq Global Select Market and Swiss Francs on the SIX Swiss Exchange), at different times (resulting from different time zones, different trading days and different public holidays in the United States and Switzerland) and among a different investor base. The trading prices of our ordinary shares and our ADSs on these two markets may differ due to these and other factors. Any decrease in the price of our ordinary shares on the SIX Swiss Exchange could cause a decrease in the trading price of our ADSs on the Nasdaq Global Select Market. Investors could seek to sell or buy our ordinary shares to take advantage of any price differences between the markets through a practice referred to as arbitrage. Any arbitrage activity could create unexpected volatility in both our share prices on one exchange and the ordinary shares available for trading on the other exchange. In addition, holders of ADSs cannot immediately surrender their ADSs and withdraw the underlying ordinary shares for trading on the other market without effecting necessary procedures with the depositary. This could result in time delays and additional cost for holders of ADSs.

Because different types of our equity securities are admitted to trading and listed on two different stock exchanges in two different jurisdictions, two sets of securities laws and regulations and stock exchange rules apply to us contemporaneously. It cannot be excluded that the laws, regulations and/or rules of one jurisdiction or trading venue may require us to effect disclosures or filings or grant shareholders and/or holders of our ADSs certain rights that would be unlawful under the laws, regulations and/or rules of the respective other jurisdiction or trading venue. For this or other reasons, it may prove difficult or impossible for us to at all times comply with the laws, regulations and/or rules of both jurisdictions and trading venues at the same time.

Holders of ADSs are not treated as holders of our ordinary shares.

Holders of our ADSs are not treated as holders of our ordinary shares, unless they withdraw the ordinary shares underlying their ADSs in accordance with the deposit agreement and applicable laws and regulations. The depositary is the holder of the ordinary shares underlying our ADSs. Holders of our ADSs therefore do not have any rights as holders of our ordinary shares, other than the rights that they have pursuant to the deposit agreement.

Holders of ADSs may be subject to limitations on the transfer of their ADSs and the withdrawal of the underlying ordinary shares.

ADSs are transferable on the books of the depositary. However, the depositary may close its books at any time or from time to time when it deems expedient in connection with the performance of its duties. The depositary may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary think it is advisable to do so because of any requirement of law, government or governmental body, or under any provision of the deposit agreement, or for any other reason, subject to the right of ADS holders to cancel their ADSs and withdraw the underlying ordinary shares. Temporary delays in the cancellation of your ADSs and withdrawal of the underlying ordinary shares may arise because the depositary has closed its transfer books or we have closed our transfer books, the transfer of ordinary shares is blocked to permit voting at a shareholders' meeting or we are paying a dividend on our ordinary shares. In addition, ADS holders may not be able to cancel their ADSs and withdraw the underlying ordinary shares when they owe money for fees, taxes and similar charges and when it is necessary to prohibit withdrawals in order to comply with any laws or governmental regulations that apply to ADSs or to the withdrawal of ordinary shares or other deposited securities.

We are entitled to amend the deposit agreement and to change the rights of ADS holders under the terms of such agreement, or to terminate the deposit agreement, without the prior consent of the ADS holders.

We are entitled to amend the deposit agreement and to change the rights of the ADS holders under the terms of such agreement, without the prior consent of the ADS holders. We and the depositary may agree to amend the deposit agreement in any way we decide is necessary or advantageous to us or to the depositary. Amendments may reflect, among other things, operational changes in the ADS program, legal developments affecting ADSs or changes in the terms of our business relationship with the depositary. In the event that the terms of an amendment are materially disadvantageous to ADS holders, ADS holders will only receive 30 days' advance notice of the amendment, and no prior consent of the ADS holders is required under the deposit agreement. Furthermore, we may decide to direct the depositary to terminate the ADS facility at any time for any reason. For example, terminations may occur if we become the subject of a takeover or a going-private transaction. If the ADS facility will terminate, ADS holders will receive at least 30 days' prior notice, but no prior consent is required from them. Under the circumstances that we decide to make an amendment to the deposit agreement that is disadvantageous to ADS holders or terminate the deposit agreement, the ADS holders may choose to sell their ADSs or surrender their ADSs and become direct holders of the underlying ordinary shares, but will have no right to any compensation whatsoever.

ADSs holders may not be entitled to a jury trial with respect to claims arising under the deposit agreement, which could result in less favorable outcomes to the plaintiff(s) in any such action.

The deposit agreement governing the ADSs representing our ordinary shares provides that, to the fullest extent permitted by law, holders and beneficial owners of ADSs irrevocably waive the right to a jury trial of any claim they may have against us or the depositary arising out of or relating to the ADSs or the deposit agreement.

If this jury trial waiver provision is not permitted by applicable law, an action could proceed under the terms of the deposit agreement with a jury trial. If we or the depositary opposed a jury trial demand based on the waiver, the court would determine whether the waiver was enforceable based on the facts and circumstances of that case in accordance with the applicable state and federal law. To our knowledge, the enforceability of a contractual pre-dispute jury trial waiver in connection with claims arising under the federal securities laws has not been finally adjudicated by the United States Supreme Court. However, we believe that a contractual pre-dispute jury trial waiver provision is generally enforceable, including under the laws of the State of New York, which govern the deposit agreement, by a federal or state court in the City of New York, which has non-exclusive jurisdiction over matters arising under the deposit agreement. In determining whether to enforce a contractual pre-dispute jury trial waiver provision, courts will generally consider whether a party knowingly, intelligently and voluntarily waived the right to a jury trial. We believe that this is the case with respect to the deposit agreement and the ADSs. It is advisable that you consult legal counsel regarding the jury waiver provision before entering into the deposit agreement.

If you or any other holders or beneficial owners of ADSs bring a claim against us or the depositary in connection with matters arising under the deposit agreement or the ADSs, including claims under federal securities laws, you or such other holder or beneficial owner may not be entitled to a jury trial with respect to such claims, which may have the effect of limiting and discouraging lawsuits against us and/or the depositary. If a lawsuit is brought against us and/or the depositary under the deposit agreement, it may be heard only by a judge or justice of the applicable trial court, which would be conducted according to different civil procedures and may result in different outcomes than a trial by jury would have had, including results that could be less favorable to the plaintiff(s) in any such action, depending on, among

other things, the nature of the claims, the judge or justice hearing such claims, and the venue of the hearing.

No condition, stipulation or provision of the deposit agreement or ADSs serves as a waiver by any holder or beneficial owner of ADSs or by us or the depositary of compliance with any substantive provision of the U.S. federal securities laws and the rules and regulations promulgated thereunder.

Moreover, as the jury trial waiver relates to claims arising out of or relating to the ADSs or the deposit agreement, we believe that, as a matter of construction of the clause, the waiver would likely to continue to apply to ADS holders who withdraw the ordinary shares from the ADS facility with respect to claims arising before the cancellation of the ADSs and the withdrawal of the ordinary shares, and the waiver would most likely not apply to ADS holders who subsequently withdraw the ordinary shares represented by ADSs from the ADS facility with respect to claims arising after the withdrawal. However, to our knowledge, there has been no case law on the applicability of the jury trial waiver to ADS holders who withdraw the ordinary shares represented by the ADSs from the ADS facility.

You will not have the same voting rights as the holders of our ordinary shares and may not receive voting materials in time to be able to exercise your right to vote.

Except as described in this Annual Report on Form 20-F and the deposit agreement, holders of the ADSs are not able to exercise voting rights attached to the ordinary shares represented by the ADSs. Under the terms of the deposit agreement, holders of the ADSs may instruct the depositary to vote the ordinary shares underlying their ADSs. Otherwise, holders of ADSs are not able to exercise their right to vote unless they withdraw the ordinary shares underlying their ADSs in accordance with the deposit agreement and applicable laws and regulations to vote them in person or by proxy in accordance with applicable Swiss laws and regulations and our articles of association. Even so, ADS holders may not know about a meeting far enough in advance to withdraw those ordinary shares. If we ask for the instructions of holders of the ADSs, the depositary, upon timely notice from us, will notify ADS holders of the upcoming vote and arrange to deliver our voting materials to them. Upon our request, the depositary will mail to holders a shareholder meeting notice that contains, among other things, a statement as to the manner in which voting instructions may be given. We cannot guarantee that ADS holders will receive the voting materials in time to ensure that they can instruct the depositary to vote the ordinary shares underlying their ADSs. In addition, regardless of whether timely voting instructions are provided to the depositary, at our request, the depositary will represent all ordinary shares underlying the ADSs for the purpose of establishing a quorum at a meeting of our shareholders. A shareholder is only entitled to participate in, and vote at, the meeting of shareholders, provided that its shares are recorded in its name at midnight (Central European Time) at the end of the 28th day preceding the date of the meeting of shareholders. In addition, the depositary's liability to ADS holders for failing to execute voting instructions or for the manner of executing voting instructions is limited by the deposit agreement. As a result, holders of ADSs may not be able to exercise their right to give voting instructions or to vote in person or by proxy and they may not have any recourse against the depositary or us if their ordinary shares are not voted as they have requested or if their shares cannot be voted.

A beneficial owner of our ordinary shares that is not registered in our shareholders register may not be able to exercise certain rights attached to the ordinary shares.

The financial rights attached to our ordinary shares transfer to a holder of those shares upon purchasing such shares in a stock market transaction. Any voting rights or rights related to voting rights only transfer once the acquirer has been registered in the shareholders' register as shareholder of such ordinary shares. A beneficial owner that is not directly registered in the shareholders' register can enjoy the financial rights, voting rights and rights related to voting rights only through the entity that acts as nominee or

depositary for those ordinary shares and is recorded in the shareholders' register as the shareholder of record of those shares. This is also the case if you hold ADSs. It is possible that a nominee or a depositary will be unwilling to exercise certain rights attached to the ordinary shares, such as rights that require litigation. Therefore, failing to register in the shareholders' register may result in your inability to exercise certain rights as a shareholder.

We do not expect to pay dividends in the foreseeable future.

We have not paid any dividends since our incorporation. Even if future operations lead to significant levels of distributable profits, we currently intend that any earnings will be reinvested in our business and that dividends will not be paid until we have an established revenue stream to support continuing dividends. In addition, payment of any future dividends to shareholders would be subject to shareholder approval at our General Meeting, upon proposal of the board of directors, which proposal would be subject to the approval of the majority of the non-executive directors after taking into account various factors including our business prospects, cash requirements, financial performance and new product development. In addition, certain limitations apply to the payment of future dividends pursuant to Swiss law and our articles of association. In addition, payment of future cash dividends may be made only if our shareholders' equity exceeds the sum of our paid-in and called-up share capital plus the reserves required to be maintained by Swiss law or by our articles of association. Accordingly, investors cannot rely on cash dividend income from ADSs and any returns on an investment in the ADSs will likely depend entirely upon any future appreciation in the price of the ADSs.

You may not receive distributions on our ordinary shares represented by our ADS or any value for them if it is illegal or impractical to make them available to holders of ADSs.

The depositary for our ADSs will pay to you or distribute the cash dividends or other distributions it or the custodian receives on our ordinary shares or other deposited securities after deducting its fees and expenses. You will receive these distributions in proportion to the number of our ordinary shares your ADSs represent. However, in accordance with the limitations set forth in the deposit agreement, it may be unlawful or impractical to make a distribution available to holders of ADSs. We have no obligation to take any other action to permit the distribution of our ADSs, ordinary shares, rights or anything else to holders of our ADSs. This means that you may not receive the distributions we make on our ordinary shares or any value from them if it is unlawful or impracticable to make them available to you. These restrictions may have a material adverse effect on the value of your ADSs.

Holders of our ordinary shares outside Switzerland and ADS holders may not be able to exercise pre-emptive rights.

Under Swiss law, shareholders may receive certain pre-emptive rights to subscribe on a pro rata basis for issuance of equity or other securities that are convertible into equity. Due to laws and regulations in their respective jurisdictions, however, non-Swiss shareholders may not be able to exercise such rights unless we take action to register or otherwise qualify the rights offering under the laws of that jurisdiction. There can be no assurance that we would take any such action and we reserve the right to determine whether we should take such action in any jurisdiction. If shareholders in such jurisdictions were unable to exercise their subscription rights, their ownership interest in the Company would be diluted.

ADS holders have no pre-emptive rights to subscribe to newly issued shares unless we grant such rights to the foreign depositary. The right to exercise such pre-emptive rights is set out in the agreement between the ADS holder and the depositary.

We are a Swiss corporation. The rights of our shareholders may be different from the rights of shareholders in companies governed by the laws of U.S. jurisdictions.

We are a Swiss corporation. Our corporate affairs are governed by our articles of association and organizational rules and by the laws governing companies, including listed companies, incorporated in Switzerland. The rights of our shareholders and the responsibilities of members of our board of directors may be different from the rights and obligations of shareholders and directors of companies governed by the laws of U.S. jurisdictions. In the performance of its duties, our board of directors is required by Swiss law to consider the interests of our company, and may also have regard to the interests of our shareholders, our employees and other stakeholders, in all cases with due observation of the principles of reasonableness and fairness. It is possible that some of these parties will have interests that are different from, or in addition to, your interests as a holder of ADSs. Swiss corporate law limits the ability of our shareholders to challenge resolutions made or other actions taken by our board of directors in court. Our shareholders generally are not permitted to file a suit to reverse a decision or an action taken by our board of directors but are instead only permitted to seek damages for breaches of fiduciary duty. As a matter of Swiss law, shareholder claims against a member of our board of directors for breach of fiduciary duty would have to be brought to the competent courts in Schlieren, Canton of Zurich, Switzerland, or where the relevant member of our board of directors is domiciled. In addition, under Swiss law, any claims by our shareholders against us must be brought exclusively to the competent courts in Schlieren, Canton of Zurich, Switzerland.

On January 1, 2023, legislation that modernized certain aspects of Swiss corporate law (the Swiss corporate law reform (*Aktienrechtsrevision*)) entered into force. The new legislation altered the rights of shareholders under Swiss law, and as a consequence the rights of holders of our ADSs. The Swiss corporate law reform is subject to certain transitional periods as provided for therein. In particular, Swiss stock corporations registered with the Commercial Register on January 1, 2023, are required to amend their articles of incorporation and organizational regulations in line with the new legislation within a transitional period of two years (i.e., until January 1, 2025). See "Item 10. - Memorandum and Articles of Association - Swiss Corporate Law Reform." There can be no assurance that Swiss law will not once again change in the future, which could adversely affect the rights of our shareholders or holders of our ADSs. Furthermore, there can be no guarantee that Swiss law does or will protect our shareholders or the holders of our ADSs in a similar fashion as the laws of U.S. jurisdictions would, in particular as regards corporate law principles, if we were a U.S.-incorporated company.

Our ordinary shares are issued under the laws of Switzerland, which may not provide investors with the same protections provided by incorporation in Delaware.

We are organized under the laws of Switzerland. A further summary of applicable Swiss law is contained in this Annual Report on Form 20-F. There can be no assurance that Swiss law will not change in the future or that it will provide investors with the same protections afforded to investors of a Delaware corporation, which could adversely affect the rights of investors.

Claims of U.S. civil liabilities may not be enforceable against us.

We are incorporated under the laws of Switzerland and our registered office and domicile is located in Schlieren, Switzerland. Substantially all of our assets are located outside the United States. A number of our directors and executive officers are not residents of the United States. As a result, it may not be possible for investors to effect service of process within the United States upon such persons or to enforce judgments obtained against them or us in U.S. courts, including judgments predicated upon the civil liability provisions of the U.S. federal securities laws. We have been advised by our Swiss counsel that there is doubt as to the enforceability in Switzerland of original actions, or in actions for enforcement of

judgments of U.S. courts, of civil liabilities to the extent solely predicated upon the federal and state securities laws of the United States. Original actions against persons in Switzerland based solely upon the U.S. federal or state securities laws are governed, among other things, by the principles set forth in the Swiss Federal Act on Private International Law.

The United States currently does not have a treaty with Switzerland providing for the reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Consequently, a final judgment for payment given by a court in the United States, whether or not predicated solely upon U.S. securities laws, would not automatically be recognized or enforceable in Switzerland. In order to obtain a judgment which is enforceable in Switzerland, the party in whose favor a final and conclusive judgment of the U.S. court has been rendered will be required to file its claim with a court of competent jurisdiction in Switzerland. Such party may submit to the Swiss court the final judgment rendered by the U.S. court. If and to the extent that the Swiss court finds that the jurisdiction of the U.S. court has been based on grounds which are internationally acceptable and that proper legal procedures have been observed, the court of Switzerland will, in principle, give binding effect to the judgment of the U.S. court, unless such judgment contravenes principles of public policy of Switzerland. Also, mandatory provisions of Swiss law may be applicable regardless of any other law that would otherwise apply. Swiss courts may deny the recognition and enforcement of punitive damages or other awards. Moreover, a Swiss court may reduce the amount of damages granted by a U.S. court and recognize damages only to the extent that they are necessary to compensate actual losses or damages. Enforcement and recognition of judgments of U.S. courts in Switzerland are solely governed by the provisions of the Swiss Federal Private International Law Act. This statute provides in principle that a judgment rendered by a non-Swiss court may be enforced in Switzerland only if:

- the non-Swiss court had jurisdiction pursuant to the Swiss Federal Act on Private International Law;
- the judgment of such non-Swiss court has become final and non-appealable;
- the judgment does not contravene Swiss public policy;
- the court procedures and the service of documents leading to the judgment were in accordance with the due process of law; and
- no proceeding involving the same position and the same subject matter was first brought in Switzerland, or adjudicated in Switzerland, or was earlier adjudicated in a third state and this decision is recognizable in Switzerland.

Based on the lack of a treaty as described above, U.S. investors may not be able to enforce against us or members of our board of directors or certain experts named herein who are residents of Switzerland or countries other than the United States any judgments obtained in U.S. courts in civil and commercial matters, including judgments under the U.S. federal securities laws.

Our status as a Swiss corporation means that our shareholders enjoy certain rights that may limit our flexibility to raise capital, issue dividends and otherwise manage ongoing capital needs.

Swiss law reserves for approval by shareholders certain corporate actions over which a board of directors would have authority in some other jurisdictions. For example, the payment of dividends and cancellation of treasury shares must be approved by shareholders. Swiss law also requires that our shareholders themselves resolve to, or authorize our board of directors to, increase our share capital. While our shareholders may authorize share capital that can be issued by our board of directors without additional shareholder approval, Swiss law limits this authorization to 50% of the share capital registered in the commercial register at the time of the authorization. The authorization, furthermore, has a limited duration

of up to five years and must be renewed by the shareholders from time to time thereafter in order to be available for raising capital. For an overview of the changes in Swiss corporate law due to the Swiss corporate law reform that came into effect on January 1, 2023, see "Item 10. - Memorandum and Articles of Association - Swiss Corporate Law Reform." Additionally, subject to specified exceptions, including exceptions explicitly described in our articles of association, Swiss law grants preemptive rights to existing shareholders to subscribe for new issuances of shares, which may be limited or withdrawn only under certain limited conditions. Swiss law also does not provide as much flexibility in the various rights and regulations that can attach to different categories of shares as do the laws of some other jurisdictions. These Swiss law requirements relating to our capital management may limit our flexibility, and situations may arise where greater flexibility would have provided benefits to our shareholders. For changes to Swiss corporate law potentially affecting the rights of the holders of our ADSs, see also "Item 10. - Memorandum and Articles of Association - Swiss Corporate Law Reform"

We are a foreign private issuer and, as a result, we are not subject to U.S. proxy rules and are subject to Exchange Act reporting obligations that, to some extent, are more lenient and less frequent than those of a U.S. domestic public company.

We report under the Securities Exchange Act of 1934, as amended, or the Exchange Act, as a non-U.S. company with foreign private issuer status. Because we qualify as a foreign private issuer under the Exchange Act, we are exempt from certain provisions of the Exchange Act that are applicable to U.S. domestic public companies, including (i) the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the Exchange Act; (ii) the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and liability for insiders who profit from trades made in a short period of time; and (iii) the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q containing unaudited financial and other specified information, or current reports on Form 8-K, upon the occurrence of specified significant events. In addition, foreign private issuers are not required to file their annual report on Form 20-F until 120 days after the end of each fiscal year, while U.S. domestic issuers that are accelerated filers are required to file their annual report on Form 10-K within 75 days after the end of each fiscal year. Foreign private issuers are also exempt from the Regulation Fair Disclosure, aimed at preventing issuers from making selective disclosures of material information. As a result of the above, you may not have the same protections afforded to shareholders of companies that are not foreign private issuers.

As a foreign private issuer and as permitted by the listing requirements of Nasdaq, we rely on certain home country governance practices rather than the corporate governance requirements of Nasdaq.

We are a foreign private issuer. As a result, in accordance with Nasdaq Listing Rule 5615(a)(3), we comply with home country governance requirements and certain exemptions thereunder rather than complying with certain of the corporate governance requirements of Nasdaq.

Swiss law does not require that a majority of our board of directors consist of independent directors. Our board of directors therefore may include fewer independent directors than would be required if we were subject to Nasdaq Listing Rule 5605(b)(1). In addition, we are not subject to Nasdaq Listing Rule 5605(b)(2), which requires that independent directors regularly have scheduled meetings at which only independent directors are present.

Although Swiss law also requires that we adopt a compensation committee, we follow home country requirements with respect to such committee. As a result, our practice varies from the requirements of Nasdaq Listing Rule 5605(d), which sets forth certain requirements as to the responsibilities, composition and independence of compensation committees. We have opted out of shareholder approval requirements

for the issuance of securities in connection with certain events such as the acquisition of stock or assets of another company, the establishment of or amendments to equity-based compensation plans for employees, a change of control of us and certain private placements. To this extent, our practice varies from the independent director oversight of director nominations requirements of Nasdaq Listing Rule 5605(e).

Furthermore, in accordance with Swiss law and generally accepted business practices, our articles of association do not provide quorum requirements generally applicable to general meetings of shareholders. Our practice thus varies from the requirement of Nasdaq Listing Rule 5620(c), which requires an issuer to provide in its bylaws for a generally applicable quorum, and that such quorum may not be less than one-third of the outstanding voting stock. To this extent, our practice varies from the requirements of Nasdaq Listing Rule 5635, which generally requires an issuer to obtain shareholder approval for the issuance of securities in connection with such events.

As a result of the above, you may not have the same protections afforded to shareholders of companies that are not foreign private issuers.

We may lose our foreign private issuer status which would then require us to comply with the Exchange Act's domestic reporting regime and cause us to incur significant legal, accounting and other expenses.

We may no longer be a foreign private issuer as of June 30 for a given fiscal year (the end of our second fiscal quarter for a given fiscal year), which would require us to comply with all of the periodic disclosure and current reporting requirements of the Exchange Act applicable to U.S. domestic issuers as of January 1 of such year. In order to maintain our current status as a foreign private issuer, either (a) a majority of our ordinary shares must be either directly or indirectly owned of record by non-residents of the United States or (b)(i) a majority of our executive officers or directors may not be U.S. citizens or residents, (ii) more than 50% of our assets cannot be located in the United States and (iii) our business must be administered principally outside the United States. If we lost foreign private issuer status, we would be required to comply with the Exchange Act reporting and other requirements applicable to U.S. domestic issuers, which are more detailed and extensive than the requirements for foreign private issuers. We would be required to change our accounting from reporting under IFRS to reporting under U.S. generally accepted accounting principles. We would also be required to make changes in our corporate governance practices in accordance with various SEC and Nasdaq rules. The regulatory and compliance costs to us under U.S. securities laws if we are required to comply with the reporting requirements applicable to a U.S. domestic issuer may be significantly higher than the cost we would incur as a foreign private issuer. As a result, we expect that a loss of foreign private issuer status would increase our legal and financial compliance costs and would make some activities highly time consuming and costly. We also expect that if we were required to comply with the rules and regulations applicable to U.S. domestic issuers, it would make it more difficult and expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These rules and regulations could also make it more difficult for us to attract and retain qualified members of our board of directors.

We are an "emerging growth company" and we cannot be certain if the reduced reporting requirements applicable to "emerging growth companies" will make our ADSs less attractive to investors.

We are an "emerging growth company," as defined in the U.S. Jumpstart Our Business Startups Act of 2012, or the JOBS Act. For as long as we continue to be an "emerging growth company," we may take advantage of exemptions from various reporting requirements that are applicable to other public

companies that are not "emerging growth companies," including not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We may take advantage of these exemptions until we are no longer an "emerging growth company." We could be an "emerging growth company" for up to the last day of the fiscal year ending after the fifth anniversary of our initial U.S. public offering (June 2021), although circumstances could cause us to lose that status earlier, including if the aggregate market value of our ordinary shares held by non-affiliates exceeds $700 million as of any June 30 (the end of our second fiscal quarter) before that time, in which case we would no longer be an "emerging growth company" as of the following December 31 (our fiscal year-end).

We cannot predict if investors will find our ordinary shares less attractive because we may rely on the exemptions and reduced disclosure obligations applicable to emerging growth companies. If some investors find our ordinary shares less attractive as a result, there may be a less active trading market for our ordinary shares and our share price may be more volatile.

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, shareholders could lose confidence in our financial and other public reporting, which would harm our business and the trading price of our shares or ADSs.

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 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. Inadequate internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of ADSs representing our shares or our shares.

Management is required to assess the effectiveness of our internal controls annually on Form 20-F to be filed with the SEC. However, for as long as we are an “emerging growth company” under the JOBS Act, our independent registered public accounting firm will not be required to attest to the effectiveness of our internal controls over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act. An independent assessment of the effectiveness of our internal controls could detect problems that our management’s assessment might not. Undetected material weaknesses in our internal controls could lead to financial statement restatements requiring us to incur the expense of remediation and could also result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of our financial statements.

If we are classified as a passive foreign investment company, U.S. Holders of our ADSs may be subject to adverse U.S. federal income tax consequences.

For U.S. federal income tax purposes, we generally will be classified as a passive foreign investment company, or PFIC, for any taxable year, in which, after the application of certain look-through rules with respect to our subsidiaries, at least 75% of our gross income is passive income, or at least 50% of the average value (determined on the basis of a weighted quarterly average) of our assets for the taxable year is attributable to assets that produce passive income or are held for the production of passive income,

including cash. For purposes of these tests, passive income includes, among other things, dividends, interest, gains from commodities and securities transactions, the excess of gains over losses from the disposition of assets which produce passive income (including amounts derived by reason of the temporary investment of funds raised in offerings of our ADSs) and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business. Generally, in determining whether a non-U.S. corporation is a PFIC, a non-U.S. corporation that directly or indirectly owns at least 25% by value of the shares of another corporation is treated as holding and receiving directly its proportionate share of assets and income of such corporation.

Based upon our analysis of the value of our assets and the nature and composition of our income and assets, we believe that we were a PFIC for the taxable year ended December 31, 2025. However, the determination of whether or not we are a PFIC for any taxable year is a factual determination made annually after the end of each taxable year, and because the applicable law is subject to varying interpretations, we cannot provide any assurance regarding our PFIC status and our U.S. counsel expresses no opinion with respect to our PFIC status for any taxable year. If we are characterized as a PFIC for any taxable year during which U.S. Holders (as defined in "Item 10. E Taxation – Material U.S. Federal Income Tax Consequences for U.S. Holders" below) hold our ADSs, U.S. Holders of our ADSs may suffer adverse tax consequences regardless of whether we continue to qualify as a PFIC, including having gains realized on the sale of our ADSs treated as ordinary income rather than capital gain, the loss of the preferential rate applicable to dividends received on our ADSs by individuals who are U.S. Holders, and having interest charges apply to certain distributions by us and gains from the sales of our ADSs.

The tax consequences that would apply if we are classified as a PFIC would be different from those described above if a U.S. Holder of our ADSs were able to make a valid qualified electing fund, or QEF, election, or, in some circumstances, a "mark-to-market" election. We currently expect to provide U.S. Holders of our ADSs with the information necessary to make a QEF election if we were treated as a PFIC for any taxable year, although there is no assurance that we will do so.

For further discussion of the PFIC rules and the adverse U.S. federal income tax consequences in the event we are classified as a PFIC, as well as certain elections that may be available to U.S. shareholders, see "Item 10. E Taxation – Material U.S. Federal Income Tax Consequences for U.S. Holders."

General Risks

If our data or information technology systems, or those of the third parties with whom we work, are or were compromised, we could experience adverse consequences resulting from such compromise, including, but not limited to, regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse consequences.

We and the third parties with whom we work collect and maintain information in digital and other forms that is necessary to conduct our business, and we are increasingly dependent on information technology systems and infrastructure to operate our business. In the ordinary course of our business, we and the third parties with whom we work process proprietary, confidential and sensitive data, including personal data (such as health-related data), intellectual property, trade secrets, and proprietary business information (collectively, sensitive information). We have also outsourced elements of our information technology infrastructure, and as a result a number of third-party vendors have access to certain of our sensitive information. Our ability to monitor these third parties' information security practices is limited, and these third parties may not have adequate information security measures in place. If the third parties with whom we work experience a security incident or other interruption, which has occurred in the past, we could experience adverse consequences. While we may be entitled to damages if the third parties with whom we

work fail to satisfy their privacy or security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award. In addition, supply-chain attacks have increased in frequency and severity, and we cannot guarantee that third parties' infrastructure in our supply chain or that of the third parties with whom we work have not been compromised.

Cyberattacks, malicious internet-based activity, online and offline fraud, and other similar activities threaten the confidentiality, integrity, and availability of our sensitive information and information technology systems, and those of the third parties with whom we work. Such threats are prevalent, have generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased and are increasingly difficult to detect. These threats come from a variety of sources, including traditional computer "hackers," threat actors, "hacktivists," organized criminal threat actors, personnel (such as through theft or misuse), sophisticated nation states, and nation-state-supported actors. Some actors now engage and are expected to continue to engage in cyber-attacks, including without limitation nation-state actors for geopolitical reasons and in conjunction with military conflicts and defense activities. During times of war and other major conflicts, we and the third parties with whom we work may be vulnerable to a heightened risk of these attacks, including retaliatory cyber-attacks, that could materially disrupt our systems and operations, supply chain, and ability to produce, sell and distribute our products.

We and third parties with whom we work are also be subject to a variety of evolving threats, including but not limited to social-engineering attacks (including through deep fakes, which may be increasingly more difficult to identify as fake, and phishing attacks), malicious code (such as viruses and worms), malware (including as a result of advanced persistent threat intrusions), denial-of-service attacks, credential stuffing and credential harvesting, ransomware attacks, supply-chain attacks, software bugs, server malfunctions, software or hardware failures, personnel misconduct or error, loss of data or other information technology assets, adware, telecommunications failures, attacks enhanced or facilitated by AI, and other similar threats. Ransomware attacks, including by organized criminal threat actors, nation-states, and nation-state-supported actors, are becoming increasingly prevalent and severe and can lead to significant interruptions in our operations, loss of data and income, reputational harm, and diversion of funds. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting such payments. Similarly, supply-chain attacks have increased in frequency and severity, and we cannot guarantee that third parties' infrastructure in our supply chain or our third-party partners' supply chains have not been compromised or that they do not contain exploitable defects or bugs that could result in a breach of or disruption to our information technology systems or the third-party information technology systems that support us and our business operations.

In addition, the prevalent use of mobile devices that access confidential information increases the risk of lost or stolen devices and security incidents, which could lead to the loss of sensitive information. Remote work has increased risks to our information technology systems and data, as our employees utilize network connections, computers and devices outside our premises or network, including working at home, while in transit and in public locations. Additionally, future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities' systems and technologies. Furthermore, we may discover security issues that were not found during due diligence of such acquired or integrated entities, and it may be difficult to integrate companies into our information technology environment and security program.

Any of the previously identified or similar threats could cause a security incident or other interruption. A security incident or other interruption could result in unauthorized, unlawful, or accidental acquisition, modification, destruction, loss, alteration, encryption, disclosure of, or access to our sensitive information

or our information technology systems, or those of the third parties with whom we work. A security incident or other interruption could disrupt our ability (and that of third parties with whom we work) to conduct our business. For example, the loss of clinical trial data from completed or ongoing or planned clinical trials could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. We have in the past been target of unsuccessful phishing attempts and expect such attempts will continue in the future.

It may be difficult and/or costly to detect, investigate, mitigate, contain, and remediate a security incident. Our efforts to do so may not be successful. Actions taken by us or the third parties with whom we work to detect, investigate, mitigate, contain, and remediate a security incident could result in outages, data losses, and disruptions of our business. Threat actors may also gain access to other networks and systems after a compromise of our networks and systems. For example, threat actors may use an initial compromise of one part of our environment to gain access to other parts of our environment, or leverage a compromise of our networks or systems to gain access to the networks or systems of third parties with whom we work, such as through phishing or supply chain attacks.

We have expended significant resources and may continue to do so in the future or modify our business activities (including our clinical trial activities) to try to protect against security incidents. Certain data privacy and security obligations may require us to implement and maintain certain security measures, industry-standard or reasonable security measures to protect our information technology systems and sensitive information.

While we have implemented security measures designed to protect against security incidents, there can be no assurance that these measures will be effective. We experience such security incidents of varying degrees from time to time, and we incur costs in protecting against or remediating such security incidents.

We take steps designed to detect, mitigate, and remediate vulnerabilities in our information systems, but we may not, however, detect, mitigate, or remediate all such vulnerabilities on a timely basis. Vulnerabilities could be exploited and result in a security incident. Further, we may experience delays in developing and deploying remedial measures designed to address any such identified vulnerabilities.

Applicable data privacy and security obligations may require us, or we may voluntarily choose, to notify relevant stakeholders of security incidents, including affected individuals, customers, regulators and investors, of security incidents. Such disclosures are costly, and the disclosure or the failure to comply with such requirements could lead to adverse consequences. If we (or a third party with whom we work) experience a security incident or are perceived to have experienced a security incident, we may experience adverse consequences. These consequences may include governmental enforcement actions (for example, investigations, fines, penalties, audits, and inspections), additional reporting requirements and/or oversight, restrictions on processing sensitive information (including personal data), litigation (including class claims), indemnification obligations, negative publicity, reputational harm, monetary fund diversions, interruptions in our operations (including availability of data); financial loss; and other similar harms. Security incidents and attendant material consequences may negatively impact our ability to grow and operate our business.

Our contracts may not contain limitations of liability, and even where they do, there can be no assurance that limitations of liability in our contracts are sufficient to protect us from liabilities, damages, or claims related to our data privacy and security obligations. We cannot be sure that our insurance coverage will be adequate or sufficient to protect us from or to mitigate liabilities arising out of our privacy and security practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay future claims.

In addition to experiencing a security incident, third parties may gather, collect, or infer sensitive information about us from public sources, data brokers, or other means that reveals competitively sensitive details about our organization and could be used to undermine our competitive advantage or market position. Additionally, sensitive information of the Company could be leaked, disclosed, or revealed as a result of or in connection with our employee's, personnel's, or vendor's use of generative AI technologies.

If securities or industry analysts cease coverage of us, or publish inaccurate or unfavorable research about our business, the price of the ADSs and our trading volume could decline.

The trading market for the ADSs and our ordinary shares depends in part on the research and reports that securities or industry analysts publish about us or our business. If no or too few securities or industry analysts cover us, the trading price for the ADSs and our ordinary shares would likely be negatively affected. If one or more of the analysts who cover us downgrade the ADSs or our ordinary shares or publish inaccurate or unfavorable research about our business, the price of the ADSs and our ordinary shares would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for the ADSs and our ordinary shares could decrease, which might cause the price of the ADSs and our ordinary shares and trading volume to decline.

We may be subject to securities litigation, which is expensive and could divert management attention and adversely impact our business.

The market price of our ordinary shares has been and may continue to be volatile. Companies that have experienced volatility in the market price of their ordinary shares are often subject to securities class action litigation. For example, in July 2022, a securities class action complaint was filed in the U.S. District Court for the Southern District of New York against us, our directors and certain of our current and former executive officers. After several proceedings, on February 29, 2024, the court ordered the case closed. However, any future securities litigation could result in substantial costs and diversion of management's attention and resources, which could adversely impact our business. Any adverse determination in litigation could also subject us to significant liabilities. See Part I, Item 8.A "Consolidated Statements and Other Financial Information – Legal Proceedings" for more information.

Item 4. Information on the Company.

A. History and Development of the Company

Our corporate name is Molecular Partners AG. We were incorporated in Switzerland as an *Aktiengesellschaft*, or AG, on November 22, 2004 and are subject to article 620 et seq. of the Swiss Code of Obligations. Our principal executive offices are located at Wagistrasse 14, 8952 Schlieren, Switzerland. We are registered with the commercial register of the Canton of Zurich under number CHE-112.115.136. In November 2014, we completed the initial public offering of our ordinary shares on the SIX Swiss Exchange. In June 2021, we completed the initial public offering of our ADSs on the Nasdaq Global Select Market. Our telephone number at our principal executive offices in Switzerland is +41 44 755 77 00.

Molecular Partners AG is the sole shareholder of Molecular Partners Inc., a Delaware corporation, with a registered office at 245 Main Street, Cambridge, Massachusetts 02142, with a secondary address at 33, Bradford Street, Concord, Massachusetts 01742. Molecular Partners Inc. is our agent for service of process in the United States.

Our website address is www.molecularpartners.com. The reference to our website is an inactive textual reference only and information contained in, or that can be accessed through, our website or any other website cited in this registration statement is not part of this Annual Report on Form 20-F. The SEC maintains a website at *www.sec.gov* that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

B. Business Overview

We are a clinical-stage biotechnology company pioneering the design and development of DARPin therapeutics for medical challenges that other drug modalities cannot readily address. We have programs in various stages of preclinical and clinical development, currently with main focus on oncology. DARPin (Designed Ankyrin Repeat Protein) therapeutics are a novel class of custom-built protein drug candidates based on natural binding proteins, which have been clinically-validated across several therapeutic areas and developed through to the registrational stage. We believe the key properties of DARPins – potential for high affinity and specificity, small size, flexible architecture, and high stability – offer unmatched advantages to drug design, such as multispecificity, broad target range, and tunable half-life. We leverage the key properties of DARPins to design and develop differentiated therapeutics for cancer patients, including targeted radiopharmaceuticals and next-generation immune cell engagers.

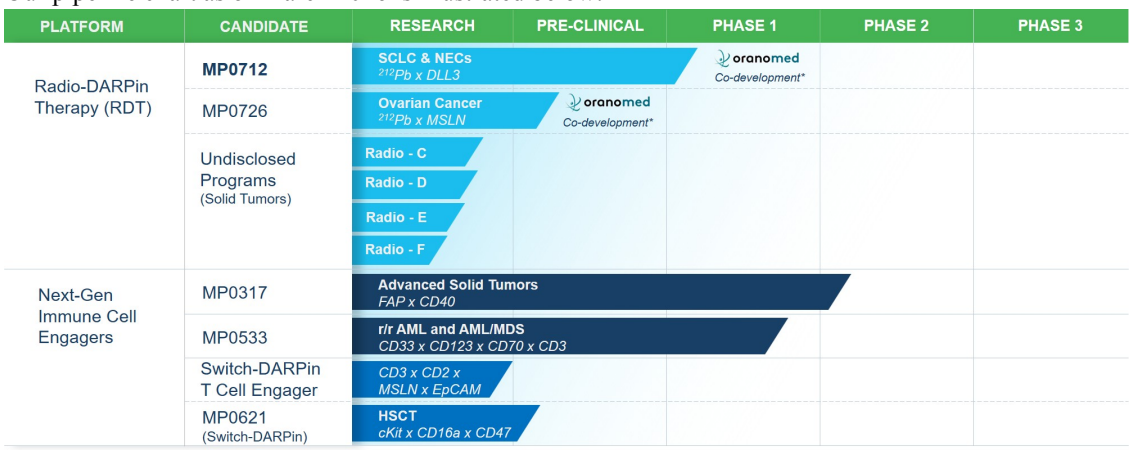
Our DARPin candidates have been extensively tested in preclinical studies and clinical trials, including in more than 2,500 patients, and have been observed to be highly active and generally well-tolerated.
Leveraging our DARPin drug engine, we have designed product candidates with multiple mechanisms of action, or MoAs, that we believe have the potential to offer patients therapeutic options with higher efficacy and fewer adverse events as compared to current standard of care. Among these multiple MoAs, DARPin product candidates have been designed to block growth factors, localize activity, conditionally activate immune cells (e.g., logic-gated Switch-DARPins), deliver cytotoxic payloads and radionuclides (e.g., Radio-DARPins), neutralize viruses, adjust half-life as needed, and initiate cell death. We apply these features across our portfolio to elicit a specific therapeutic response.

We believe that our DARPin platforms, including Radio-DARPins and Switch-DARPins, have the potential to yield novel product candidates with broad therapeutic applications given their ability to overcome many of the limitations of antibody and other conventional protein-based therapeutics. By harnessing DARPins' intrinsic advantages and leveraging our two decades of experience and leadership with DARPins, we believe our DARPin drug candidates can close the gap between small molecule and antibody medicines as a new therapeutic modality poised to offer clinical breakthroughs.

Our Pipeline

We believe our DARPin therapies have the potential to address defined medical problems that are not addressable by other drug classes. We currently remain focused on oncology through our robust pipeline of clinical and preclinical programs, with particular attention to MP0712, our lead Radio-DARPin candidate targeting DLL3 now in a Phase 1/2a trial in the United States.

Our pipeline chart as of March 2026 is illustrated below:



*The co-development agreement with Orano Med includes up to ten potential oncology candidates including MP0712 and MP0726.

Our pipeline programs benefit from the learnings of earlier discoveries, such as:

- Multi-specificity and avidity-driven selectivity to boost tumor specificity for our product candidate MP0533, a tetra-specific T cell engager for AML;
- The use of fibroblast activation protein, or FAP, as localized activator for MP0317;
- Radio-DARPins as vectors for precise delivery of radioactive isotopes to tumor lesions;
- Switch-DARPins, that combine two distinct target specificities on a single DARPin domain, resulting in logic-gated, conditional effector functions and safer systemic delivery.

We have strategic collaboration agreements with Orano Med, and other third party collaborators.

Our Team

We were founded in 2004 by the inventors of our DARPin platform. Our senior management, which includes two of our company's co-founders, have significant prior experience in oncology, research, drug development and finance. Members of our team have served as senior executives at other well-established

companies including Amgen, Bavarian Nordic, GSK, Genentech, J&J, MorphoSys, Novartis, Roche and Tesaro. Additionally, our board of directors includes current and former senior executives of AbbVie, Biogen, Novartis, Roche and Takeda (Millennium Pharmaceuticals, Shire).

As our name indicates, partnership and collaboration are at the core of our company, our research activities and our therapeutic designs. Molecular Partners embodies an international working environment comprised of over 130 individuals from numerous disciplines who contribute to our shared values of scientific excellence, respectful teamwork and personal aspiration. Stemming from our long-standing goal of improving the lives of patients with cancer, we are a group dedicated to moving the needle of medicine. We foster true innovation and creative thinking to advance our therapeutic product candidates, and we continue to be inspired by the difference we can make for our patients. Our team members possess a curiosity and a passion to advance our shared goal of providing better treatment options for patients with serious diseases.

Our Strategy

We are committed to leveraging our proprietary DARPin platforms and drug design engine to design DARPin-unique solutions for challenges other therapies cannot readily address. DARPins have several intrinsic properties that differentiate them from other modalities. We combine these unique properties with insights from our deep clinical experience and understanding of underlying disease biology to create differentiated drug candidates that offer novel solutions to patients with high medical need, that can be tested in preclinical models with translatable value, and which can demonstrating true patient value with early clinical readouts through single agent activity potential.

Key aspects of our strategy include the following:

a. Progress with highest priority our lead Radio-DARPin candidate MP0712, targeting delta-like ligand 3, or DLL3, and co-developed with our strategic partner Orano Med for the treatment of SCLC and other neuroendocrine cancers. The Phase 1/2a trial was commenced at the end of 2025 in the United States, with the objective to assess safety, activity and a recommended Phase 2 dose of MP0712.

b. Progress additional Radio-DARPin candidates, including MP0726 targeting MSLN, into development and toward FIH imaging.

c. Nominate new targets for our growing Radio-DARPin pipeline.

d. Evaluate next targets in an alpha-agnostic manner (including therapeutic radio-isotopes ^{212}Pb and ^{225}Ac) to best design and tailor Radio-DARPin candidates to patient needs – matching vector and isotope properties with target and disease biology.

e. Support the ongoing investigator-initiated Phase 2 trial of MP0317, our FAP-localized CD40 agonist, in combination with standard-of-care for the treatment of cholangiocarcinoma.

f. Conclude the ongoing dose escalation part of the ongoing Phase 1/2a trial of our tetra-specific T-cell engaging DARPin, MP0533, for the treatment of patients with AML and high-risk MDS. Once a therapeutic dose level is identified, we plan to support the exploration of MP0533 in combination, both in patients with relapsed/refractory disease as well as in front-line.

g. Progress our CD3 Switch-DARPin T cell engager program to lead candidate selection. This program allows for conditional, logic-gated T cell activation and co-stimulation through CD2 upon binding to two tumor antigens, namely EpCAM and MSLN. We also plan to leverage our Switch-DARPin platform for additional programs.

h. Continue a strategic approach to in-house versus partnered development. To unlock and expand the full potential of our DARPin platforms, we intend to develop and commercialize product candidates in our core focus areas, where we believe we have an established clinical and regulatory approval pathway and the resources to commercialize successfully. To complement this approach, we also plan to collaborate with biopharmaceutical companies on product candidates that have promising utility in target areas or patient populations requiring greater global development capabilities or those outside of our strategic focus.

   i. This strategy has allowed us to pursue major therapeutic innovations for the DARPin platform, often in parallel, across our oncology focus areas. To this end, we continue to support our partners across our portfolio as we advance our Radio DARPin-Therapy Platform, both independently and in collaboration with Orano Med and Eckert & Ziegler; and our research collaboration with the University of Freiburg and the Paul Scherrer Institute for RDT.

   ii. We will also seek to collaborate with companies developing complementary technology to our platform when we see the strategic rationale to combine our industry-leading DARPin capabilities with other modalities. This is shown in our partnership with Orano Med. Both MP and Orano Med have agreed to co-develop multiple 212Pb-based Radio-DARPin Therapies using Orano Med's capabilities in Targeted Alpha Therapy as the cell killing isotope to attack solid tumors.

Our DARPin Platform

Our DARPin platform was invented over 20 years ago by the co-founders of our company, who were then researchers at the University of Zurich. DARPin molecules were discovered as a result of our co-founders' quest to find a versatile protein-based therapeutic class that was highly differentiated from antibodies. The ability to design multi-specific molecules, along with the ease of use and manufacturing, made the DARPin technology an ideal platform for us from which to develop treatments beyond traditional protein therapeutics. The foundational technology we use in our DARPin platform to generate our product candidates was initially licensed to us by the University of Zurich. Leveraging our DARPin platform, we have designed product candidates with MoAs that we believe have the potential to offer therapeutic options to patients with higher efficacy and fewer adverse events compared to the current standard of care. Among these multiple MoAs, DARPin product candidates have been designed to block growth factors, deliver cytotoxic payloads, localize activity, conditionally activate, neutralize viruses, adjust half-life as needed and initiate cell death. We apply these features across our portfolio to elicit a specific therapeutic response.

For more than two decades, we have pioneered DARPins as a new class of therapeutics, evolving our capabilities and mastery of DARPin design with an increasing focus on novel platforms and MoAs that are highly differentiated from other drug classes. The intrinsic advantages of DARPins include:

- ***Derivation from natural binding proteins***:
  - DARPins are based on natural protein binders that mediate protein interactions in most living cells: ankyrin repeat domains. Evolved by nature and engineered by us, we believe ankyrin repeat domains are the ideal foundation for an efficient, versatile and innovative approach to biologic drug design. An individual DARPin is a radically simple unit consisting of a robust backbone, or scaffold, supporting a binding surface that is shaped to bind its target with exquisite precision and strength. Unlike larger, more complex binding proteins, the basic repeating unit can be engineered against a vast array of

different targets with very low risk of off-target effects or interactions outside the binding surface.

- ***High affinity and specificity***:
  - DARPin's intrinsic potential for high affinity and high specificity mean DARPin candidates can tightly bind to their targets. This binding strength is matched by the specificity of DARPins to bind only to the intended target, limiting the potential of off-target effects.
- ***Small size***:
  - Even when linked together, multispecific DARPins are smaller than large proteins such as antibodies, which allows a potentially greater tissue penetration. Additionally, every dose given to a patient contains more molecules per gram than larger molecules like antibodies.
- ***Multispecificity***:
  - DARPins can be used in a radically simple format with single-target specificity or can be easily be linked together to enable multispecific drug candidates. DARPin candidates comprised of up to six DARPins and five target specificities have been tested in the clinic without impacting affinity, potency, stability, or production yields compared to the single DARPin units.
- ***"Either-or" specificity***:
  - The repeat structure of DARPins allows to fuse two different DARPins with different target specificities into one DARPin domain thereby enabling mutually exclusive "either-or" binding properties for either of the targets (i.e., Switch-DARPins). This opens the possibility of creating logic-gated drugs that are conditionally activated only where activity is desired.
- ***High stability***:
  - The very high stability intrinsic to DARPins allows for radical engineering approaches, such the surface engineering applied to the DARPin backbone for Radio-DARPin therapeutics, or RDT, without impact on the structure and binding characteristics of the engineered DARPins.
- ***Precision delivery:***
  - DARPins represent excellent vectors for cytotoxic payloads, including chemotherapeutic drugs and radioactive isotopes (e.g., Radio-DARPin Therapeutics), which can be linked to DARPins through various linkers and chelators. Leveraging their small size, high affinity and specificity, DARPins are designed to deliver payloads precisely to tumors while sparing healthy tissues.
- ***Tunable half-life:***
  - DARPin candidates can be half-life engineered through various modalities including human serum albumin binders, PEGylation, and Fc domains. Half-life engineering allows to optimize target engagement, systemic exposure, and dosing of our DARPin therapeutics.
- ***High yield manufacturing at scale*:**
  - DARPin candidates are built to benefit from high-yield microbial manufacturing. Unlike manufacturing using mammalian cell lines, production via microbial manufacturing allows for several key competitive advantages, including the ability to manufacture clinical batches every 7 to 10 days, versus a 30-day mammalian campaign. This advantage is critical to allow drug supply on a global scale. Additional benefits include high production yield of raw drug substance, 12-15g/L for example, as well as high

thermal stability, with certain programs demonstrating shelf stability at 4 degrees Celsius for several years.

We believe that our DARPin platform has the potential to yield novel product candidates with broad therapeutic application given their ability to overcome many of the limitations of antibody and other conventional protein-based therapeutics.

Background of Our DARPin Platform: A Source of Virtually Unlimited Binding Proteins

The fundamental building block for all of our DARPin product candidates is the single DARPin. A DARPin consists of an engineered protein base structure, which we refer to as the scaffold. The DARPin scaffold is formed from consecutive copies of ankyrin repeat proteins, which are chains of about 33 amino acids stacked together. The scaffold can be generated to provide a binding site to specifically recognize, or permit binding to, a desired target protein or other molecule, similar to how monoclonal antibodies can be generated to recognize a single target antigen. We have developed and upgraded our libraries to include over one trillion DARPins, each of which can potentially bind to a specific target structure. From this library we can screen and select DARPins within weeks that are highly specific and have high affinity for any given target structure. We use these selected DARPins to build our product candidates.

DARPins are small, with a molecular weight of approximately 14–18 kilodaltons, or approximately the tenth of the size of a monoclonal antibody. We believe this smaller size enables increased tissue penetration and a higher potency at lower doses. The natural biophysical properties of DARPins, including high affinity due to the rigidity of the scaffold and high solubility of the base structure, enable more distinct specificity for a particular target, or a specific site on a particular target, such as an epitope. These benefits have the potential to increase activity and efficacy of our product candidates for their targets.

How We Use DARPins

We can select DARPins to bind to a given target and form the basis of a product candidate, or we can genetically assemble DARPins into DARPin product candidates using different linkers. This allows us to screen our libraries that contain over one trillion DARPins to select those with the optimal properties. We believe this process is more difficult with multi-specific antibodies or other complex proteins. Further, we can add additional elements either to increase the half-life of our product candidates to match the therapeutic need or to add functionality. While antibodies generally have a long systemic half-life, most repeat proteins have a short half-life. The half-life of a single DARPin is usually a few hours when injected into the blood stream. To increase the half-life of DARPin product candidates, we have created multiple proprietary, patent protected, specific DARPins that bind to human serum albumin, or HSA. HSA is the most abundant protein in human blood and has a half-life of approximately three weeks. When administered intravenously, the HSA-DARPin binds to its target to extend its half-life to the same period as HSA. This approach allows us to tailor the half-life of our individual product candidates.

Our accumulated preclinical and clinical experience of developing and testing DARPin candidates has allowed us to establish an intellectual property portfolio that, as of December 31, 2025, included over 30 granted patents and over 90 additional pending U.S. and foreign patent applications across more than 25 patent families, covering both core and derivative aspects of our DARPin platform.

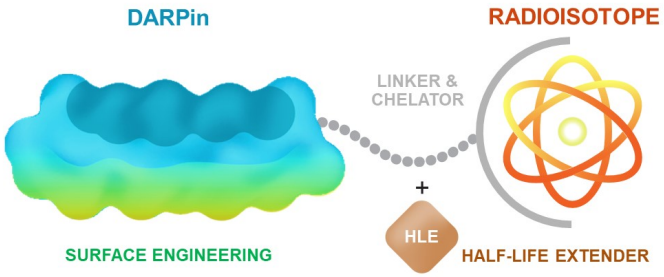
Our Targeted Cancer Therapeutic Programs

Targeted cancer therapies, including radiopharmaceuticals and immune cell engagers, have the potential to allow for greater therapeutic window (i.e., greater efficacy on tumor lesions with minimized side

effects on healthy tissues) in cancer patients as compared to less targeted approaches such as external beam radiation, chemotherapy, and immunotherapy through mono-specific antibodies.

We leverage key properties of DARPins to design DARPin therapeutics tailored to specific disease biology. Through our leadership and breakthroughs with DARPin therapeutics in the clinic, we continue to unlock the versatility of DARPin therapeutics for patients, with Radio-DARPin therapeutics and next-generation immune cell engagers, including Switch-DARPins.

Our Radio-DARPin Therapy (RDT) Platform & Pipeline



Targeted radiotherapies delivering radioisotope selectively to the tumor while sparing healthy tissues continue to make significant progress with positive clinical results. A key limiting factor in expanding this treatment modality to a broad range of relevant cancer types is the lack of vectors matching targeted radiotherapy requirements and cover a broad range of tumor targets and isotopes.

Our RDT platform represents a unique targeting approach for highly effective and selective delivery of radioactive payloads to a broad range of tumors while sparing healthy tissues. The unique nature of DARPins as an engineered protein drug class may allow us to overcome the limitations of other radioligand therapies. DARPins have great intrinsic properties as vector – such as small size, high affinity and specificity – to enable robust, tumor-specific delivery of therapeutic radionuclides.

We have built on these innate advantages by making further engineering advancements across our RDT portfolio. We designed our RDT candidates to minimize kidney retention, one of the key challenges of radioligand therapeutics, through surface engineering of the DARPins backbone for excretion by the kidneys instead of being re-absorbed. In addition, we established a half-life engineering toolbox which allows to increase tumor uptake, an approach successfully applied for multiple tumor targets to date. The results of RDT surface and half-life engineering were presented at multiple scientific congresses in 2023 and 2024 and have enabled us to achieve improved tumor uptake and reduced kidney reabsorption for RDTs, which supports the expansion of the RDT pipeline, including our first candidates MP0712 targeting DLL3, and MP0726 targeting mesothelin, or MSLN.

MP0712: Radio-DARPin product candidate labeled with ^{212}Pb and targeting DLL3 for the treatment of SCLC and other neuroendocrine cancers

Our lead Radio-DARPin program MP0712, co-developed with Orano Med, is the first DLL3-targeting radiopharmaceutical therapeutic approach combining the advantages of DARPins as small protein-based delivery vectors and the powerful, short-lived alpha particle-emitting radioisotope ^{212}Pb.

A Phase 1/2a trial has started in December 2025 and recruitment is open. The Phase 1/2a trial is a multi-center study in the United States, with the objectives to assess safety and activity and determine a recommended Phase 2 dose for MP0712. The trial contains an imaging and dosimetry step with ^{203}Pb-labeled MP0712. We expect initial clinical data from the trial in 2026.

Molecular Partners and the NuMeRI team presented first patient imaging and dosimetry data on MP0712 at the 8th Theranostics World Congress, or TWC, in January 2026 and at the 7th Targeted Radiopharmaceuticals Summit Europe in November 2025. The data from five evaluable patients with various DLL3-expressing cancers, including small cell lung, urothelial, and other neuroendocrine cancers, were generated with MP0712 carrying the diagnostic isotope ^{203}Pb under the leadership of Dr. Mike Sathekge as part of a Named Patient Access Program under the legal framework for compassionate care in South Africa (also referred to as Section 21 of the Medicines and Related Substances Act). The images show specific uptake as well as robust accumulation of MP0712 in tumor lesions, with limited uptake in healthy tissues, as intended. The biodistribution and dosimetry extrapolations are supportive of the Phase 1/2a trial design and of the clinical development plans of MP0712 carrying the therapeutic isotope ^{212}Pb for patients with small cell lung cancer, or SCLC, and other DLL3-expressing neuroendocrine cancers.

The clinical development of MP0712 is supported by a strong preclinical data package which was presented at the Annual Meeting of the American Association for Cancer Research (AACR) in April 2025. MP0712 demonstrated high affinity and specificity for DLL3 with promising biodistribution, safety results and antitumor activity in vivo.

DLL3 is a validated tumor target with homogeneous expression in tumors of patients with SCLC (present in >85% of patients) and other neuroendocrine tumors, while expression in healthy tissues is low. SCLC is an aggressive form of lung cancer, with a poor five-year survival prognosis and a high unmet need for patients.

MP0726: Radio-DARPin product candidate labeled with ^{212}Pb and targeting MSLN for the treatment of ovarian cancer and other MSLN-expressing cancers

MP0726, our second RDT program co-developed with Orano Med, targets MSLN, which is overexpressed across several cancers with high unmet need, such as ovarian cancer, and largely absent from healthy tissues. We have developed Radio-DARPins to be able to selectively bind to membrane-bound MSLN without being impacted by shed MSLN - a mechanism which has hampered the development other MSLN-targeted therapeutics. We presented preclinical data on MP0726 at the Annual Meeting of the Society of Nuclear Medicine and Molecular Imaging (SNMMI) in June 2025 and plan to progress several Radio-DARPin programs towards first-in-human imaging, including MP0726.

Molecular Partners has leveraged the intrinsic properties of DARPins, such as small size, high affinity and specificity, to develop Radio-DARPins as ideal vector candidates for radiopharmaceutical therapeutics and to create a Radio-DARPin platform amenable to a broad range of tumor targets. Historically, small protein-based vectors faced challenges with kidney accumulation and toxicity, as well as suboptimal tumor uptake. Molecular Partners' RDT platform addresses these limitations with the company's half-life extension technologies and surface engineering approaches, while preserving the advantages of the small protein format.

Global Partnership with Orano Med to Develop ^{212}Pb-labeled Targeted Radiotherapeutics

In January 2025, Molecular Partners and Orano Med expanded the agreement to co-develop up to ten ^{212}Pb-based radiotherapy programs. Both companies signed the initial strategic collaboration in January 2024. The partnership combines Molecular Partners' leadership in DARPins with Orano Med's leading

expertise and unique capabilities in ^{212}Pb-based Targeted Alpha Therapy (TAT). ^{212}Pb, which has demonstrated clinical efficacy in patients, has ideal properties for radiotherapeutic applications, including high energy deposition, a very clean decay chain, and short decay half-life (10.6 hours), resulting in efficient tumor cell killing. Molecular Partners holds commercialization rights to MP0712, which is the most advanced program, and to the MSLN RDT program. Orano Med possesses virtually unlimited raw starting material for ^{212}Pb production and has established robust and independent supply and manufacturing capabilities required for the seamless delivery of TAT to clinical sites globally.

Broadening Scope for Targeted Alpha Radio-DARPin Therapeutics

For our growing Radio-DARPin pipeline and based on the first-in-human Radio-DARPin data presented at TWC 2026 indicating that Radio-DARPins may be suitable vectors for alpha-emitting isotopes, including ^{212}Pb and also the longer-lived ^{225}Ac, we are evaluating various radio-nuclides moving forward to tailor Radio-DARPin candidates to patient needs – matching vector and isotope properties with target and disease biology.

We entered a development agreement with Eckert & Ziegler for targeted alpha radio-therapeutics, thereby enabling the potential of Radio-DARPins for a range of therapeutic isotopes, including ^{225}Ac, and advancing our wholly owned pipeline.

We plan to present pre-clinical data on Radio-DARPins suitability with multiple isotopes at the 3rd Global Radiopharmaceuticals Development Summit in March 2026 in Shanghai, China.

Scientific Advisory Board

We announced in December 2025 the formation of a scientific advisory board, or SAB, to accelerate the development of our targeted radiotherapeutics. The SAB, chaired by globally recognized nuclear medicine expert Prof. Ken Herrmann and complemented by members James Cook, Jason Lewis, Ph.D., and Michael Morris, M.D., will be instrumental in guiding Molecular Partners strategic direction as it transitions and evolves from early clinical validation to full clinical development of its targeted alpha radiotherapies.

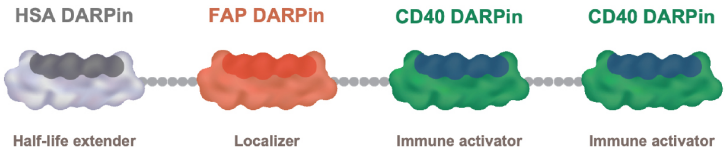
Immune Cell Engagers: MP0317, MP0533 and Switch-DARPin Product Candidates

We are currently developing and assessing two oncology product candidates in the clinic which activate immune cells at the tumor site, MP0317 and MP0533. And we are developing next-generation immune cell engagers through our Switch-DARPin platform to allow for logic-gated, conditional immune cell activation.

Our immune cell engager programs utilize novel mechanisms of action, which may result in greater research and development expenses, regulatory issues that could delay or prevent approval, or the discovery of unknown or unanticipated adverse effects. See “Risk Factors—Risks Related to the Development and Clinical Testing of Our Product Candidates—Some of our product candidates utilize a novel mechanism of action which may result in greater research and development expenses, regulatory issues that could delay or prevent approval, or discovery of unknown or unanticipated adverse effects.”

MP0317: DARPin Product Candidate Targeting FAP x CD40 for the Treatment of Solid Tumors
MP0317 has the following features:

- Designed to activate CD40 only in FAP-high tumor tissue.
- Localized activation by FAP targeting underpins the therapeutic benefits while expanding the range of immune cell activation.
- Designed to reinforce the effect of other immune stimulating therapies.



MP0317 comprises a localizer to FAP and immune stimulator binding to CD40. MP0317 is designed to activate immune cells specifically within the TME and thus has the potential to deliver greater efficacy with fewer side effects compared to systemic CD40-targeting therapies.

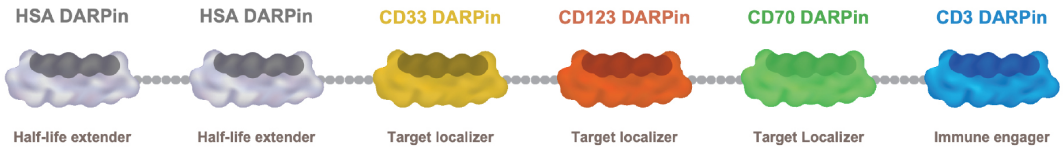
FAP is expressed in high amounts in the fibrous tumor microenvironment (TME) around and throughout various solid tumors. CD40 plays a critical role in antigen presentation and the monocyte maturation process, and therefore, indirectly, T-cell activation. One of the main functions of CD40 signaling is to enhance antigen-presentation to T-cells by activating dendritic cells, or DCs. CD40 engagement on the surface of DCs promotes cytokine and chemokine production, induces expression of costimulatory molecules, and facilitates the cross-presentation of antigens. Agonist anti-CD40 antibody treatments have been associated with mild to moderate toxicity in the clinic, which we believe is related to on-target but off-tumor effects causing CRS and liver toxicity. Aiming to avoid CD40-related toxicity, we developed MP0317 to work as a locally activated CD40 engager, designed to only activate the immune system when both FAP and CD40 are simultaneously engaged. We expect this localizing mechanism to reduce the likelihood of extra-tumoral systemic side effects and allow an increase of the therapeutic index.

We completed a Phase 1 dose-escalation trial of MP0317 in patients with advanced solid tumors with 46 patients treated across 9 dose levels, and presented comprehensive biomarker analyses from the trial at SITC Annual Meeting in November 2024 showing tumor-localized CD40 activation and TME remodeling as intended by design.

An investigator-initiated Phase 2 proof-of-concept trial of MP0317 in patients with advanced cholangiocarcinoma is now ongoing to assess the clinical benefit of MP0317 combined with standard-of-care, which comprises the immunotherapy durvalumab (an anti-PD-L1 checkpoint inhibitor) plus gemcitabine-cisplatin-based chemotherapy. The hypothesis is that MP0317 should increase the duration of responses to SOC, as measured by improved progression-free survival rate at 12 months, when compared with patients treated with SOC only.

The Phase 2 proof-of-concept trial is a randomized, multicenter trial conducted in France and aims to recruit 75 patients. The first patient started treatment in January 2026. We expect initial data in 2027.

MP0533: DARPin Product Candidate Targeting CD3, CD70, CD123 and CD33 for the Treatment of AML and MDS (r/r AML and AML/MDS)



MP0533 is a novel tetra-specific T cell-engaging DARPin, which simultaneously targets the antigens CD33, CD123 and CD70 on AML cells as well as the immune activator CD3 on T cells. AML cells commonly co-express at least two of these three target antigens whereas most healthy cells only have one or none. MP0533 binds with increasing avidity as the number of its target antigens present increases, dramatically favoring binding to AML cells over healthy cells. This unique avidity-driven mode of action is designed to enable T cell-mediated killing of AML cells while preserving a therapeutic window that minimizes damage to healthy cells.

In January 2023, the first patient was dosed in our Phase 1/2a clinical trial of MP0533 for patients with r/r AML and AML/MDS. Dose escalation in cohorts 1–7 showed an acceptable safety profile and initial activity, yet with unsustained responses (four responders reported and encouraging blast reductions were observed across additional patients), as presented in December 2024 at the American Society of Hematology, or ASH, Annual Meeting.

The trial protocol was amended to improve the exposure profile of MP0533 based on the learnings from the dose escalation. In cohort 8, an additional dosing timepoint was introduced to allow steeper step-up and more frequent dosing to reach the MP0533 target dose faster. Initial data of this cohort indicated increased rates and depth of responses. Further dose densification and premedication to mitigate loss of exposure were implemented in cohorts 9–10, with the objective of further increasing the rate, depth and duration of responses observed in cohort 8.

Data presented at the 67th ASH Annual Meeting in December 2025 showed that densified MP0533 dosing appears tolerable, and leads to markedly improved serum exposure in cycle 1, along with antitumor activity, in particular in patients with low bone marrow blast count at baseline (data cutoff 1 Sep 2025). The trial is ongoing with cohort 10 currently dosing patients.

We plan to support the exploration of MP0533 in combination therapy, both in patients with relapsed/refractory disease as well as in front-line, and has been approached by several consortia expressing interest in conducting such trials. We are actively engaging with key opinion leaders and regulators to shape the next phase of development.

We expect to provide an update on the program and clinical plan for MP0533 during the first half of 2026.

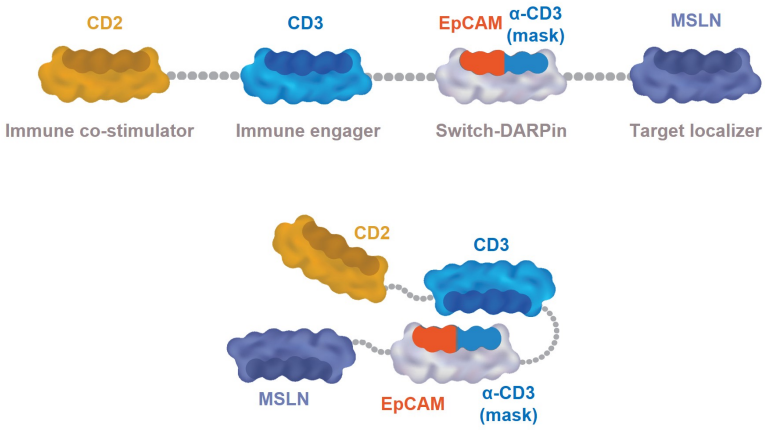
Our Switch-DARPins - Platform & Pipeline of Next-Generation Immune Cell Engagers

Our Switch-DARPin TCEs represent a further evolution of our capabilities to deliver multispecific candidates to address different disease needs. They use a dual-binding logic-gated DARPin (the “Switch”) to provide an ‘on/off’ function to a multispecific DARPin candidate. The Switch function is modulated according to the presence of defined targets as well as their relative proximity and affinity to the

"Switch", thereby allowing conditional activation of targets. The goal is the activation of a highly specific targeted immune response in a specific biological context.

TCEs are a powerful class of immuno-oncology therapies, but their clinical development has faced a range of challenges, such as high toxicity (such as cytokine release syndrome, or CRS) and limited specificity, particularly against solid tumors. By employing a multi-specific Switch-DARPin, Molecular Partners aims to increase the safety and potency of TCEs.

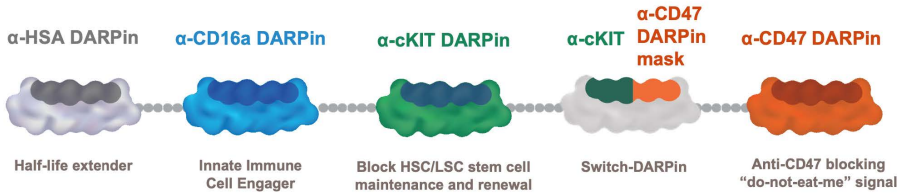
CD3 Switch-DARPin T cell engager with CD2 Co-Stimulation and targeting MSLN and EpCAM on Tumor Cells

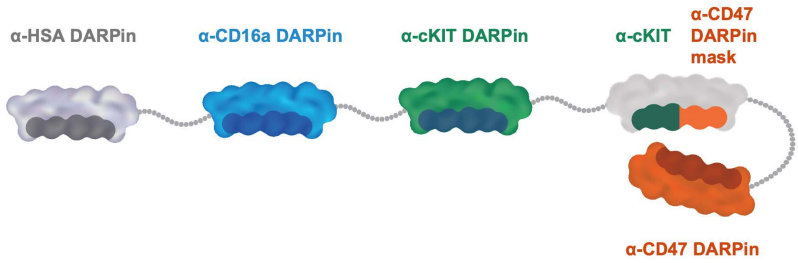


We designed a logic-gated Switch-DARPin TCE to achieve conditional tumor-localized immune activation targeting MSLN and epithelial cell adhesion molecule (EpCAM), which are highly co-expressed in ovarian cancer and other solid tumors. The Switch-DARPin TCE is designed to unmask the CD3-engaging DARPin ("Switch" on) and to activate T cells only upon binding to both MSLN and EpCAM. Co-engagement of CD2 led to sustained T-cell activation and cytotoxic capacity, enabling the development of potent TCEs with an improved therapeutic window. In addition, this Switch-DARPin is half-life extended through a Fc domain, which broadens our capabilities in half-life engineering modalities. The data to-date provide further validation of Switch-DARPins and show that conditional T-cell activation with potent co-stimulation in solid tumors, but not in healthy tissues, is feasible.

Based on the encouraging pre-clinical data presented in Annual Meetings of AACR and The Society for Immunotherapy of Cancer (SITC) in April and November 2025, respectively, we intend to nominate a lead Switch-DARPin candidate for development in the first half of 2026 and intend to provide an update on the program at the AACR Annual Meeting in April 2026.

MP0621: a Switch-DARPin Candidate Targeting CD16a, c-KIT and CD47 as Conditioning for Hematopoietic Stem Cell Transplantation





Our first Switch-DARPin program, MP0621, is designed to induce killing of hematopoietic stem cells, or HSCs, as a next-generation conditioning regimen for HSC transplantation (HSCT). Pre-clinical proof-of-mechanism data were presented at the 2024 Annual Meetings of EHA and ASH. The blockade of CD47 exclusively on target cells allows MP0621 to enhance the efficacy of cKit-targeting, while reducing off-target effects seen with systemic anti-CD47 blockade. The currently available data for MP0621 suggests an application as a next-generation conditioning regime within gene therapy. As our portfolio strategy prioritizes therapeutic candidates for oncology, MP0621 is currently being evaluated for partnering.

Intellectual Property

Our success depends in part on our ability to obtain, maintain, enforce and defend patents and other intellectual property and proprietary protection for our product candidates and technology, to preserve the confidentiality of our trade secrets, to operate without infringing, misappropriating or otherwise violating patents and other proprietary rights of others, and to prevent others from infringing, misappropriating or otherwise violating our patent and other proprietary rights. We seek to protect our proprietary position by, among other methods, filing patent applications covering our proprietary technology, improvements thereof, product candidates, and other inventions in Europe, the United States, and Japan, as well as in other relevant jurisdictions that are important to the development of our business, including Australia, Canada, South Korea and China. To protect aspects of our business that are not amenable to, or that we do not consider appropriate for, patent protection, we rely on trade secrets, know-how, confidential information and continuing technological innovation. We also rely on in-licensing opportunities to develop and maintain our proprietary position. We may further rely on statutory market exclusivity and patent term extensions that may be available for our product candidates once they achieve regulatory approval.

We maintain three categories of patent protection for, respectively, our DARPin platform, key single-binding domain DARPins binding to specific targets and our DARPin product candidates. The first category of protection covers our DARPin platform:

- In an effort to stay a leader in the field of repeat protein technology, we have continued to work on improving the basic ankyrin repeat protein technology and have filed patent applications covering these improvements. Furthermore, we have enhanced our efforts to innovate in the ankyrin repeat protein field, including by developing new molecular designs, by generating ankyrin repeat proteins with novel modes of action, and by applying the ankyrin repeat protein technology to new disease areas and new target classes. We have translated this enhanced innovation into the generation of new intellectual property and have expanded our patent portfolio in the last couple of years. Taken together, we have made progress in protecting improvements of the DARPin base technology and innovative new aspects and applications of the DARPin technology in newly filed patent applications. However, we can provide no assurances that any such patent applications will be issued as patents.
- One example of a patent family that we own in this category is based on international patent application WO 2023/110983, relating to DARPin domains which have binding specificity for two

different targets, wherein binding of such a DARPin domain to its two targets is mutually exclusive. Such novel DARPin domains (also called “Switch DARPins”) may be used as molecular switches, such as, e.g., switches to control activation or deactivation of a therapeutic molecule. As of December 31, 2025, we owned one pending US and seven pending foreign patent application in this family. Any patents that may issue in this family are expected to expire in 2042. The disclosed Switch DARPin platform is applied, for example, in our multispecific MP0621 program.

- Another example of a patent family that we own in this category is based on international patent application WO 2024/028278, relating to charge-modified DARPin domains. Such charge modification can reduce renal accumulation of a linked drug moiety (such as, e.g., a radionuclide). As of December 31, 2025, we owned one pending US and five pending foreign patent application in this family. Any patents that may issue in this family are expected to expire in 2043.
- Another example of a patent family that we own in this category is based on international patent application WO 2024/179981, relating to co-administration of a non-radiolabeled (cold) DARPin. Such co-administration can reduce renal accumulation of a therapeutic or diagnostic agent (e.g. in radiotherapy). As of December 31, 2025, we owned one pending US and one pending foreign patent application in this family. Any patents that may issue in this family are expected to expire in 2044.

- Other patent applications falling in this category have been filed and are currently being prosecuted.

A second category of protection covers our key single-binding domain DARPins binding to specific targets. These single domain DARPin binding proteins can be used in multiple DARPin product candidates. Our patent applications and corresponding patents directed to key single domain DARPin binding proteins currently include:

- One example of a patent family in this category is based on international patent application WO 2020/245171, relating to improved single domain DARPin binding proteins with specificity for HSA. As of December 31, 2025, we owned one issued U.S. patent, two issued foreign patents, and six pending foreign patent applications in this family. Any patents that may be granted in this family are expected to expire in 2040. HSA-specific DARPin binding proteins are used in our DARPin product candidates MP0317, MP0533, MP0621, MP0712, and MP0726.

- Another example of a patent family in this category is based on international patent application WO 2022/129428, relating to single domain DARPin binding proteins with specificity for CD3. As of December 31, 2025, we owned one pending U.S. patent application and seven pending foreign patent applications in this family. Any patents that may be granted in this family are expected to expire in 2041. CD3-specific DARPin binding proteins are used in our DARPin product candidate MP0533.

- Another example of a patent family in this category is based on international patent application WO 2022/190010, relating to single domain DARPin binding proteins with specificity for CD33. As of December 31, 2025, we owned one pending U.S. patent application and three pending foreign patent applications in this family. Any patents that may be granted in this family are expected to expire in 2042. CD33-specific DARPin binding proteins are used in our DARPin product candidate MP0533.

- Another example of a patent family in this category is based on international patent application WO 2022/190018, relating to single domain DARPin binding proteins with specificity for CD123. As of December 31, 2025, we owned one pending U.S. patent application and four pending foreign patent applications in this family. Any patents that may be granted in this family are expected to expire in 2042. CD123-specific DARPin binding proteins are used in our DARPin product candidate MP0533.

- Another example of a patent family in this category is based on international patent application WO 2022/215032, relating to single domain DARPin binding proteins with specificity for CD70. As of December 31, 2025, we owned one pending U.S. patent application and three pending foreign patent applications in this family. Any patents that may be granted in this family are expected to expire in 2042. CD70-specific DARPin binding proteins are used in our DARPin product candidate MP0533.

- Another example of a patent family in this category is based on international patent application WO 2024/251628, relating to single domain DARPin binding proteins with specificity for CD16a. As of December 31, 2025, we owned one pending US patent application and one pending foreign patent application in this family. Any patents that may be granted in this family are expected to expire in 2044. CD16a-specific DARPin binding proteins are used in our DARPin product candidate MP0621.

- Another example of a patent family in this category is based on international patent application WO 2024/251695, relating to single domain DARPin binding proteins with specificity for CD47. As of December 31, 2025, we owned one pending US patent application and one pending foreign patent application in this family. Any patents that may be granted in this family are expected to expire in 2044. CD47-specific DARPin binding proteins are used in our DARPin product candidate MP0621.

- Another example of a patent family in this category is based on international patent application WO 2025/146490, relating to single domain DARPin binding proteins with specificity for CD117. As of December 31, 2025, we owned one pending international patent application in this family. Any patents that may be granted in this family are expected to expire in 2045. CD117-specific DARPin binding proteins are used in our DARPin product candidate MP0621.

- Another example of a patent family in this category is based on international patent application WO 2025/163083, relating to single domain DARPin binding proteins with specificity for DLL3. As of December 31, 2025, we owned one pending international patent application in this family. Any patents that may be granted in this family are expected to expire in 2045. DLL3-specific DARPin binding proteins are used in our DARPin product candidate MP0712.

- Another example of a patent family in this category is based on international patent application WO 2025/163144, relating to single domain DARPin binding proteins with specificity for mesothelin. As of December 31, 2025, we owned one pending international patent application in this family. Any patents that may be granted in this family are expected to expire in 2045. Mesothelin-specific DARPin binding proteins are used in our DARPin product candidate MP0726.

- Other patent applications falling in this category have been filed and are currently being prosecuted.

A third category of protection covers the composition of matter of certain of our DARPin product candidates (e.g., the specific combination and structure of DARPin binding proteins and additional elements that constitute the DARPin product candidate). Our patent applications and corresponding patents related to our DARPin product candidates currently include:

- One example of a patent family that we own in this category is based on international patent application WO 2011/135067, relating to abicipar. As of December 31, 2025, we owned four issued U.S. patents and eleven issued foreign patents in this family. Any issued patents in this family are expected to expire in 2031, not considering any patent term extensions that may be available in various jurisdictions if abicipar obtains regulatory approval there.

- Another example of a patent family in this category is based on international patent application WO 2021/229067, relating to MP0317. As of December 31, 2025, we owned one issued U.S. patent, one pending U.S. patent applications, and six pending foreign patent applications in this family. Any patents that may be granted in this patent family are expected to expire in 2041, not considering any patent term extensions that may be available in various jurisdictions if MP0317 obtains regulatory approval there.

- Another example of a patent family in this category is based on international patent application WO 2022/190016, relating to MP0533. As of December 31, 2025, we owned one issued U.S. patent, one pending U.S. patent application and nine pending foreign patent applications in this family. Any issued patents in this patent family are expected to expire in 2042, not considering any patent term extensions that may be available in various jurisdictions if MP0533 obtains regulatory approval there.

- Another example of a patent family in this category is based on international patent application WO 2025/146487, relating to MP0621. As of December 31, 2025, we owned one pending international patent application. Any issued patents in this patent family are expected to expire in 2045, not considering any patent term extensions that may be available in various jurisdictions if MP0621 obtains regulatory approval there.

- Another example of a patent family in this category is based on pending U.S. patent application US19/040,987 and international patent application WO 2025/163082, relating to MP0712. As of December 31, 2025, we jointly owned one pending US and two pending international patent application. Any issued patents in this patent family are expected to expire in 2045, not considering any patent term extensions that may be available in various jurisdictions if MP0712 obtains regulatory approval there.

- Other patent applications falling in this category have been filed.

The actual protection afforded by a patent may vary on a product-by-product basis and from country to country and can depend upon many factors, including the type of patent, the scope of its coverage, the availability of regulatory-related extensions, the availability of legal remedies in a particular country and the validity and enforceability of the patent.

The term of an individual patent depends upon the legal term for patents in the countries in which they are granted. In most jurisdictions, including the United States and countries that are members of the European Patent Convention, the patent term is generally 20 years from the earliest effective filing date of a non-provisional patent application in the applicable country. In the United States, a patent's term may, in certain cases, be lengthened by patent term adjustment, which compensates a patentee for administrative delays by the USPTO in granting a patent, or may be shortened if a patent is terminally disclaimed over a co-owned patent or patent application having an earlier expiration date or over a non-commonly owned patent or patent application having an earlier expiration date that was filed as a result of activities undertaken within the scope of a joint research agreement. In addition, patent term provisions are available in the United States, the member states of the European Union and certain other jurisdictions to extend the term of a patent that covers an approved drug to recapture a portion of the term effectively lost as a result of the regulatory review period. However, in the United States, the restoration period cannot be longer than five years, the total patent term including the restoration period must not exceed 14 years following FDA approval, only one patent applicable to each regulatory review period may be extended and only those claims covering the approved drug, a method for using it or a method of manufacturing it may be extended. In the future, if and when our product candidates, including abicipar, MP0317, MP0533, MP0621, and MP0712 receive approval by the FDA, European Commission or any other

relevant jurisdiction's regulatory authorities, we expect, where possible, to apply for patent term extensions on issued patents covering those products, depending upon the length of the clinical trials for each product candidate and other factors. The expiration dates referred to above are without regard to potential patent term extensions that may be available to us and without regard to potential patent term adjustments or terminal disclaimers that may become applicable.

Notwithstanding our efforts, we cannot be sure that patents will be granted with respect to any patent applications we have licensed or filed or may license or file in the future, and we cannot be sure that any patents we have licensed or that have been granted to us, or any patents that may be licensed or granted to us in the future, will not be challenged, invalidated, rendered unenforceable or circumvented or that such patents will be commercially useful in protecting our technologies or product candidates.

We may rely, in some circumstances, on trade secrets and know-how to protect our technology. However, trade secrets and know-how can be difficult to protect. We seek to protect our proprietary technology and processes, in part, through confidentiality agreements and invention assignment agreements with our employees, consultants, scientific advisors, contractors and commercial partners. We also seek to preserve the integrity and confidentiality of our data and trade secrets by maintaining physical security of our premises and physical and electronic security of our information technology systems.

We own registrations for certain trademarks, including "Molecular Partners", in Switzerland, the European Union, the United States and Japan. Further, we intend to build up a trademark portfolio for our technologies and product candidates as potential branding and commercialization approaches.

For more information regarding the risks related to our intellectual property, please see "Risk Factors—Risks Related to Intellectual Property."

License and Collaboration Agreements

Research and Development Collaboration and Option Agreement with Orano Med Regarding Radio-DARPin Therapies, or the Orano Med Agreement

On January 5, 2024, we announced we entered into a co-development agreement with Orano Med to co-develop 212Pb-based Radio-DARPin Therapies (RDT). Under the terms of the co-development agreement, our previously disclosed RDT target DLL3 (delta-like ligand 3) will be included in the collaboration with Orano Med. Both companies are developing additional radioligand therapy candidates in partnership with other companies.

Expression of DLL3 is low in healthy tissue but significantly increased in certain tumor types, such as small-cell lung cancer, providing an opportunity for selective tumor-targeting. DLL3 will be exclusively developed by us and Orano Med as an RDT target.

We maintain the option to explore DLL3 for targeted therapy outside of the radiotherapy space. Both companies have committed to sharing the cost of preclinical and clinical development, including for supply of their respective materials.

In January 2025 Orano Med and Molecular Partners signed an expansion agreement to the initial co-development agreement. The terms of the expansion agreement include the development of an additional six targeted alpha therapeutics candidates, now representing a total of ten potential programs between the two companies. Molecular Partners will lead development of the additional six programs, subject to a royalty arrangement. The expansion agreement also include an option for Orano Med to opt-in to two of the six programs and thereby move these programs into a 50/50 co-development where Orano Med will hold commercialization rights.

Development Agreement with Eckert & Ziegler Regarding Radio-DARPin Therapies

In December 2025, Molecular Partners entered into a development agreement with Eckert & Ziegler for targeted alpha radio-therapeutics, thereby enabling the potential of Radio-DARPins for a range of therapeutic isotopes, including ^{225}Ac, and advancing its wholly owned pipeline.

Government Regulation and Product Approval

As a biopharmaceutical company that operates in the United States, we are subject to extensive regulation. Government authorities in the United States (at the federal, state and local level) and in other countries extensively regulate, among other things, the research, development, testing, manufacturing, quality control, approval, labeling, packaging, storage, record-keeping, promotion, advertising, distribution, post-approval monitoring and reporting, marketing and export and import of biopharmaceutical products such as those we are developing. Our product candidates must be approved by the FDA before they may be legally marketed in the United States and by the appropriate foreign regulatory agency before they may be legally marketed in foreign countries. Generally, our activities in other countries will be subject to regulation that is similar in nature and scope as that imposed in the United States, although there can be important differences. Additionally, some significant aspects of regulation in Europe are addressed in a centralized way, but country-specific regulation remains essential in many respects. The process for obtaining regulatory marketing approvals and the subsequent compliance with appropriate federal, state, local and foreign statutes and regulations require the expenditure of substantial time and financial resources.

U.S. Product Development Process

In the United States, the FDA regulates pharmaceutical and biological products under the Federal Food, Drug and Cosmetic Act, or the FDCA, the Public Health Service Act, or the PHSA, and their implementing regulations. The process of obtaining regulatory approvals and the subsequent compliance with appropriate federal, state, local and foreign statutes and regulations require the expenditure of substantial time and financial resources. Failure to comply with the applicable U.S. requirements at any time during the product development process, approval process or after approval, may subject an applicant to administrative or judicial sanctions. FDA sanctions could include, among other actions, refusal to approve pending applications, withdrawal of an approval, a clinical hold, warning letters, product recalls or withdrawals from the market, product seizures, total or partial suspension of production or distribution injunctions, fines, refusals of government contracts, restitution, disgorgement or civil or criminal penalties. Any agency or judicial enforcement action could have a material adverse effect on us. The process required by the FDA before a biological product may be marketed in the United States generally involves the following:

- completion of nonclinical laboratory tests and animal studies according to good laboratory practices, or GLPs, and applicable requirements for the humane use of laboratory animals or other applicable regulations;
- submission to the FDA of an IND, which must become effective before human clinical trials may begin;
- approval by an independent Institutional Review Board, or IRB, or positive ethics committee opinion at each clinical site before the trial is commenced;
- performance of adequate and well-controlled human clinical trials according to the FDA's regulations commonly referred to as good clinical practices, or GCPs, and any additional requirements for the

protection of human research patients and their health information, to establish the safety and efficacy of the proposed biological product for its intended use;

- submission to the FDA of a Biologics License Application, or BLA, for marketing approval that includes substantial evidence of safety, purity, and potency from results of nonclinical testing and clinical trials;
- satisfactory completion of an FDA Advisory Committee review, if applicable;
- satisfactory completion of an FDA inspection of the manufacturing facility or facilities where the biological product is produced to assess compliance with cGMP, to assure that the facilities, methods and controls are adequate to preserve the biological product's identity, strength, quality and purity;
- potential FDA audit of the nonclinical study and clinical trial sites that generated the data in support of the BLA; and
- FDA review and approval or licensure of the BLA.

Before testing any biological product candidate, including our product candidates, in humans, the product candidate enters the preclinical testing stage. Preclinical tests, also referred to as nonclinical studies, include laboratory evaluations of product chemistry, toxicity and formulation, as well as animal studies to assess the potential safety and activity of the product candidate. The conduct of the preclinical tests must comply with federal regulations and requirements including GLPs. The clinical trial sponsor must submit the results of the preclinical tests, together with manufacturing information, analytical data, any available clinical data or literature and a proposed clinical protocol, to the FDA as part of the IND. Some preclinical testing may continue even after the IND is submitted. The IND automatically becomes effective 30 days after receipt by the FDA, unless the FDA raises concerns or questions regarding the proposed clinical trials and places the trial on a clinical hold within that 30-day time period. In such a case, the IND sponsor and the FDA must resolve any outstanding concerns before the clinical trial can begin. The FDA may also impose clinical holds on a biological product candidate at any time before or during clinical trials due to safety concerns or non-compliance. If the FDA imposes a clinical hold, trials may not recommence without FDA authorization and then only under terms authorized by the FDA. Accordingly, we cannot be sure that submission of an IND will result in the FDA allowing clinical trials to begin, or that, once begun, issues will not arise that suspend or terminate such trials.

Clinical trials involve the administration of the biological product candidate to patients under the supervision of qualified investigators, generally physicians not employed by or under the trial sponsor's control. 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, including stopping rules that assure a clinical trial will be stopped if certain adverse events should occur. Each protocol and any amendments to the protocol must be submitted to the FDA as part of the IND. Clinical trials must be conducted and monitored in accordance with the FDA's regulations comprising the GCP requirements, including the requirement that all research patients provide informed consent. Further, each clinical trial must be reviewed and approved by an independent IRB at or servicing each institution at which the clinical trial will be conducted. An IRB is charged with protecting the welfare and rights of trial participants and considers such items as whether the risks to individuals participating in the clinical trials are minimized and are reasonable in relation to anticipated benefits. The IRB also approves the form and content of the informed consent that must be signed by each clinical trial subject or his or her legal representative and must monitor the clinical trial until completed. Some studies also include oversight by an independent group of qualified experts organized by the clinical study sponsor, known as a data safety monitoring board, which provides authorization for whether or not a study may move forward at designated check points based on access to certain data from the study and

may halt the clinical trial if it determines that there is an unacceptable safety risk for subjects or other grounds, such as no demonstration of efficacy. There are also requirements governing the reporting of ongoing clinical studies and clinical study results to public registries.

Human clinical trials are typically conducted in three sequential phases that may overlap or be combined:

- *Phase 1*. The biological product is initially introduced into healthy human subjects and tested for safety. In the case of some products for severe or life-threatening diseases, especially when the product may be too inherently toxic to ethically administer to healthy volunteers, the initial human testing is often conducted in patients.
- *Phase 2*. The biological product is evaluated in a limited patient population to identify possible adverse effects and safety risks, to preliminarily evaluate the efficacy of the product for specific targeted diseases and to determine dosage tolerance, optimal dosage and dosing schedule.
- *Phase 3*. Clinical trials are undertaken to further evaluate dosage, clinical efficacy, potency, and safety in an expanded patient population at geographically dispersed clinical trial sites. These clinical trials are intended to establish the overall risk to benefit ratio of the product and provide an adequate basis for product labeling.

Post-approval clinical trials, sometimes referred to as Phase 4 clinical trials, may be conducted after initial marketing approval. These clinical trials are used to gain additional experience from the treatment of patients in the intended therapeutic indication, particularly for long-term safety follow-up. During all phases of clinical development, regulatory agencies require extensive monitoring and auditing of all clinical activities, clinical data, and clinical trial investigators. Annual progress reports detailing the results of the clinical trials must be submitted to the FDA. Written IND safety reports must be promptly submitted to the FDA and the investigators for serious and unexpected adverse events, any findings from other studies, tests in laboratory animals or *in vitro* testing that suggest a significant risk for human patients, or any clinically important increase in the rate of a serious suspected adverse reaction over that listed in the protocol or investigator brochure. Phase 1, Phase 2 and Phase 3 clinical trials may not be completed successfully within any specified period, if at all. The FDA or the sponsor or its data safety monitoring board may suspend or terminate a clinical trial at any time on various grounds, including a finding that the research patients are being exposed to an unacceptable health risk, including risks inferred from other unrelated immunotherapy trials. 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 IRB's requirements or if the biological product has been associated with unexpected serious harm to patients.

Concurrently with clinical trials, companies usually complete additional studies and must also develop additional information about the physical characteristics of the biological product as well as finalize a process for manufacturing the product in commercial quantities in accordance with cGMP requirements. To help reduce the risk of the introduction of adventitious agents with use of biological products, the PHSA emphasizes the importance of manufacturing control for products whose attributes cannot be precisely defined. The manufacturing process must be capable of consistently producing quality batches of the product candidate and, among other things, the sponsor must develop methods for testing the identity, strength, quality, potency and purity of the final biological product. Additionally, appropriate packaging must be selected and tested and stability studies must be conducted to demonstrate that the biological product candidate does not undergo unacceptable deterioration over its shelf life.

U.S. Review and Approval Processes

After the completion of clinical trials of a biological product, FDA approval of a BLA must be obtained before commercial marketing of the biological product. The BLA submission must include results of

product development, laboratory and animal studies, human trials, information on the manufacture and composition of the product, proposed labeling and other relevant information. The testing and approval processes require substantial time and effort and there can be no assurance that the FDA will accept the BLA for filing and, even if filed, that any approval will be granted on a timely basis, if at all.

Under the Prescription Drug User Fee Act, or PDUFA, as amended, each BLA must be accompanied by a significant user fee. The FDA adjusts the PDUFA user fees on an annual basis. PDUFA also imposes an annual program fee for biological products. Fee waivers or reductions are available in certain circumstances, including a waiver of the application fee for the first application filed by a small business. Additionally, no user fees are assessed on BLAs for products designated as orphan drugs, unless the product also includes a non-orphan indication.

Within 60 days following submission of the application, the FDA reviews a BLA submitted to determine if it is substantially complete before the agency accepts it for filing. The FDA may refuse to file any BLA that it deems incomplete or not properly reviewable at the time of submission and may request additional information. In this event, the BLA must be resubmitted with the additional information. The resubmitted application also is subject to review before the FDA accepts it for filing. Once the submission is accepted for filing, the FDA begins an in-depth substantive review of the BLA. The FDA reviews the BLA to determine, among other things, whether the proposed product is safe, potent, and/or effective for its intended use, and has an acceptable purity profile, and whether the product is being manufactured in accordance with cGMP to assure and preserve the product's identity, safety, strength, quality, potency and purity. The FDA may refer applications for novel biological products or biological 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 and under what conditions. The FDA is not bound by the recommendations of an advisory committee, but it considers such recommendations carefully when making decisions. During the biological product approval process, the FDA also will determine whether a Risk Evaluation and Mitigation Strategy, or REMS, is necessary to assure the safe use of the biological product. A REMS is a safety strategy to manage a known or potential serious risk associated with a medicine and to enable patients to have continued access to such medicines by managing their safe use, and could include medication guides, physician communication plans, or elements to assure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. If the FDA concludes a REMS is needed, the sponsor of the BLA must submit a proposed REMS. The FDA will not approve a BLA without a REMS, if required.

Before approving a BLA, the FDA will inspect the facilities at which the product is manufactured. The FDA will not approve the product unless it determines that the manufacturing processes and facilities are in compliance with cGMP requirements and adequate to assure consistent production of the product within required specifications. Additionally, before approving a BLA, the FDA will typically inspect one or more clinical sites to assure that the clinical trials were conducted in compliance with IND trial requirements and GCP requirements. To assure cGMP and GCP compliance, an applicant must incur significant expenditure of time, money and effort in the areas of training, record keeping, production, and quality control.

Notwithstanding the submission of relevant data and information, the FDA may ultimately decide that the BLA does not satisfy its regulatory criteria for approval and deny approval. Data obtained from clinical trials are not always conclusive and the FDA may interpret data differently than we interpret the same data. If the agency decides not to approve the BLA in its present form, the FDA will issue a complete response letter that describes all of the specific deficiencies in the BLA identified by the FDA. The deficiencies identified may be minor, for example, requiring labeling changes, or major, for example,

requiring additional clinical trials. Additionally, the complete response letter may include recommended actions that the applicant might take to place the application in a condition for approval. If a complete response letter is issued, the applicant may either resubmit the BLA, addressing all of the deficiencies identified in the letter, or withdraw the application.

If a product receives regulatory approval, the approval may be limited to specific diseases and dosages or the indications for use may otherwise be limited, which could restrict the commercial value of the product. Further, the FDA may require that certain contraindications, warnings or precautions be included in the product labeling. The FDA may impose restrictions and conditions on product distribution, prescribing, or dispensing in the form of a risk management plan, or otherwise limit the scope of any approval. In addition, the FDA may require post marketing clinical trials, sometimes referred to as Phase 4 clinical trials, designed to further assess a biological product's safety and effectiveness, and testing and surveillance programs to monitor the safety of approved products that have been commercialized.

In addition, under the Pediatric Research Equity Act, or PREA, a BLA or supplement to a BLA must contain data to assess the safety and effectiveness of the product in all relevant pediatric subpopulations and to support dosing and administration for each pediatric subpopulation for which the product is safe and effective. The FDA may grant deferrals for submission of data or full or partial waivers. Unless otherwise required by regulation, PREA does not apply to any product for an indication for which orphan designation has been granted. However, if only one indication for a product has orphan designation, a pediatric assessment may still be required for any applications to market that same product for the non-orphan indication or indications.

Post-Approval Requirements

Any products for which we receive FDA approvals are subject to continuing regulation by the FDA, including, among other things, record-keeping requirements, reporting of adverse experiences with the product, providing the FDA with updated safety and efficacy information, product sampling and distribution requirements, and complying with FDA promotion and advertising requirements, which include, among others, standards for direct-to-consumer advertising, restrictions on promoting products for uses or in patient populations that are not described in the product's approved uses (known as "off-label use"), limitations on industry-sponsored scientific and educational activities, and requirements for promotional activities involving the internet. Although a physician may prescribe a legally available product for an off-label use, if the physician deems such product to be appropriate in his/her professional medical judgment, a manufacturer may not market or promote off-label uses. Violations, including actual or alleged promotion of products for unapproved or off-label uses, are subject to enforcement letters, inquiries and investigations, and civil and criminal sanctions by the FDA or comparable foreign bodies. Any actual or alleged failure to comply with labeling and promotion requirements may result in fines, warning letters, mandates to corrective information to healthcare practitioners, injunctions, or civil or criminal penalties.

In addition, quality control and manufacturing procedures must continue to conform to applicable manufacturing requirements after approval to ensure the long-term stability of the product. cGMP regulations require among other things, quality control and quality assurance as well as the corresponding maintenance of records and documentation and the obligation to investigate and correct any deviations from cGMP. Manufacturers and other entities involved in the manufacture and distribution of approved products are required to register their establishments with the FDA and certain state agencies, and are subject to periodic unannounced inspections by the FDA and certain state agencies for compliance with cGMP and other laws. Accordingly, manufacturers must continue to expend time, money, and effort in the area of production and quality control to maintain cGMP compliance. In addition, changes to the manufacturing process are strictly regulated, and depending on the significance of the change, may

require prior FDA approval before being implemented. Other types of changes to the approved product, such as adding new indications and claims, are also subject to further FDA review and approval. Discovery of problems with a product after approval may result in restrictions on a product, manufacturer, or holder of an approved BLA, including, among other things, recall or withdrawal of the product from the market. Other potential consequences include, among other things:

- restrictions on the marketing or manufacturing of the product;
- fines, warning letters, untitled letters, or clinical holds;
- refusal of the FDA to approve pending applications or supplements to approved applications, or suspension or revocation of product approvals;
- adverse publicity, FDA mandated corrective advertising or communications with doctors;
- product seizure or detention, or refusal to permit the import or export of products; or
- injunctions or the imposition of civil or criminal penalties.

The FDA also may require post-marketing testing, known as Phase 4 testing, and surveillance to monitor the effects of an approved product. Newly discovered or developed safety or effectiveness data may require changes to a product's approved labeling, including the addition of new warnings and contraindications, and also may require the implementation of other risk management measures. Also, new government requirements, including those resulting from new legislation, may be established, or the FDA's policies may change, which could delay or prevent regulatory approval of our products under development.

U.S. Marketing Exclusivity

The Biologics Price Competition and Innovation Act, or BPCIA, amended the PHSA to authorize the FDA to approve similar versions of innovative biologics, commonly known as biosimilars. A competitor seeking approval of a biosimilar must file an application to establish its molecule as highly similar to an approved innovator biologic, among other requirements. The BPCIA, however, bars the FDA from approving biosimilar applications referencing that biologic for 12 years after an innovator biological product receives initial marketing approval. During this 12-year period of exclusivity, another company may still market a competing version of the reference product if the FDA approves a full BLA for the competing product containing that applicant's own preclinical data and data from adequate and well-controlled clinical trials to demonstrate the safety, purity and potency of its product. Pediatric exclusivity is another type of regulatory market exclusivity in the United States. Pediatric exclusivity, if granted, adds six months to existing exclusivity periods and patent terms. This six-month exclusivity, which runs from the end of other exclusivity protection or patent term, may be granted based on the voluntary completion of a pediatric trial in accordance with an FDA-issued "Written Request" for such a trial.

U.S. Healthcare Laws

A biopharmaceutical company's operations may be directly, or indirectly through relationships with healthcare providers, healthcare institutions, patients, customers and third-party payors, subject to various federal and state healthcare laws and regulations. These laws impact, among other things, sales, marketing and education programs and may constrain business and financial arrangements and relationships with third-party payors, healthcare professionals and healthcare institutions who participate in a biopharmaceutical company's clinical research programs, healthcare professionals and others who recommend, purchase, or provide a biopharmaceutical company's approved drug products, and other parties through which it markets, sells and distributes its approved drug products. In addition, a

biopharmaceutical company may be subject to patient data privacy and security regulation by both the federal government and the states in which it conducts its business. The laws that may affect a biopharmaceutical company's ability to operate include:

- the federal Anti-Kickback Statute, which prohibits, among other things, individuals or entities from knowingly and willfully soliciting, offering, receiving or paying any remuneration (including any kickback, bribe, or rebate), directly or indirectly, overtly or covertly, in cash or in kind, to induce or reward either the referral of an individual for, or the purchase, lease, order or recommendation of, any good, facility, item or service, for which payment may be made, in whole or in part, under federal and state healthcare programs such as Medicare and Medicaid;
- the federal civil and criminal false claims laws, including, without limitation, the civil False Claims Act (which can be enforced through "qui tam," or whistleblower actions, by private citizens on behalf of the federal government), and the federal civil monetary penalties law, which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, to the federal government, claims for payment or approval that are false or fraudulent or for knowingly making a false statement to avoid, decrease or conceal an obligation to pay money to the federal government;
- the federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, which prohibits, among other things, knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program, or knowingly and willfully falsifying, concealing or covering up a material fact or making any materially false statement, in connection with the delivery of, or payment for, healthcare benefits, items or services;
- HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act of 2009, or HITECH, and its implementing regulations, and as amended again by the Final HIPAA Omnibus Rule, published in January 2013, which imposes certain obligations, including mandatory contractual terms, with respect to safeguarding the privacy, security and transmission of individually identifiable health information without appropriate authorization on certain health plans, healthcare clearinghouses and healthcare providers, known as covered entities, as well as their business associates that perform certain services involving the use, disclosure or transmission of individually identifiable health information for or on behalf of a covered entity, and their covered subcontractors;
- the Federal Food, Drug, and Cosmetic Act which prohibits, among other things, the adulteration or misbranding of drugs, biologics and medical devices;
- the federal physician payment transparency legislation commonly referred to as the Physician Payments Sunshine Act, and its implementing regulations, which requires certain manufacturers of drugs, devices, biologics and medical supplies (with certain exceptions) that are reimbursable under Medicare, Medicaid, or the Children's Health Insurance Program to report annually to the Centers for Medicare & Medicaid Services, or CMS, information related to certain payments and other transfers of value to physicians (defined to include doctors, dentists, optometrists, podiatrists and chiropractors), certain other health care professionals (such as physicians assistants and nurse practitioners), and teaching hospitals, as well as ownership and investment interests held by physicians and their immediate family members; and
- analogous state laws and regulations, including: state laws requiring certain regulatory licenses to manufacture or distribute our products commercially and/or the registration of pharmaceutical sales representatives in the jurisdiction; state anti-kickback and false claims laws, which may apply to our business practices, including but not limited to, research, distribution, sales and marketing arrangements and claims involving healthcare items or services reimbursed by any third-party payor,

including private insurers; state laws that require pharmaceutical companies to comply with the pharmaceutical industry's voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government, or otherwise restrict payments that may be made to healthcare providers and other potential referral sources; state laws and regulations that require drug manufacturers to file reports relating to pricing and marketing information, which requires tracking gifts and other remuneration and items of value provided to healthcare professionals and entities; and state laws governing the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways and often are not preempted by HIPAA, thus complicating compliance efforts.

It is possible that governmental authorities will conclude that a biopharmaceutical company's business practices do not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If a biopharmaceutical company's operations are found to be in violation of any of these laws or any other governmental regulations that may apply to it, it may be subject to significant civil, criminal and administrative penalties, damages, fines, disgorgement, imprisonment, exclusion from participation in government funded healthcare programs, such as Medicare and Medicaid, additional reporting requirements and oversight if subject to a corporate integrity agreement or similar agreement to resolve allegations of non-compliance with these laws, reputational harm and the curtailment or restructuring of operations.
The risk of being found in violation of these laws is increased by the fact that many of them have not been fully interpreted by the regulatory authorities or the courts, and their provisions are open to a variety of interpretations. For example, the definition of "remuneration" under the federal Anti-Kickback Statute has been interpreted to include anything of value. Further, courts have found that if "one purpose" of remuneration is to induce referrals, the federal Anti-Kickback Statute is violated.

Additionally, recent healthcare reform legislation has strengthened federal and state healthcare fraud and abuse laws. For example, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010, or collectively the ACA, amends the intent requirement of the federal Anti-Kickback Statute and criminal healthcare fraud statutes to clarify that liability under these statutes does not require a person or entity to have actual knowledge of the statutes or a specific intent to violate them in order to have committed a violation. Moreover, the ACA provides that the government may assert that a claim that includes items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the civil False Claims Act. Because of the breadth of these laws and the narrowness of the statutory exceptions and regulatory safe harbors available, it is possible that some of a biopharmaceutical company's business activities could be subject to challenge under one or more of such laws.

U.S. Healthcare Reform

There have been executive, judicial and Congressional challenges and amendments to certain aspects of the ACA. For example, on July 4, 2025, the One Big Beautiful Bill Act, or the OBBBA, was signed into law, which narrowed access to ACA marketplace exchange enrollment and declined to extend the ACA enhanced advanced premium tax credits that expired at the end of 2025, which, among other provisions in the law, are anticipated to reduce the number of Americans with health insurance. The OBBBA also is expected to reduce Medicaid spending and enrollment by implementing work requirements for some beneficiaries, capping state-directed payments, reducing federal funding, and limiting provider taxes used to fund the program. Congress is considering proposed legislation intended to further reduce healthcare costs with alternatives to replace the expired ACA subsidies. It is possible that the ACA will be subject to judicial or Congressional challenges in the future. It is unclear how any such challenges and the healthcare reform measures of the new administration will impact the ACA.

In addition, other legislative changes have been proposed and adopted since the ACA was enacted. For example, on August 2, 2011, the Budget Control Act of 2011, among other things, includes 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 2032 unless additional Congressional action is taken. Additionally, on March 11, 2021, the American Rescue Plan Act of 2021 was signed into law, which eliminated the statutory Medicaid drug rebate cap, previously set at 100% of a drug's average manufacturer price, for single source and innovator multiple source drugs, effective on January 1, 2024.

The current administration is pursuing policies to reduce regulations and expenditures across government agencies including at the U.S. Department of Health and Human Services, or HHS, the FDA, CMS and related agencies. These actions, presently directed by executive orders or memoranda from the Office of Management and Budget, may propose policy changes that create additional uncertainty for our business. For example, the current administration has announced agreements with pharmaceutical companies that require the drug manufacturers to offer, through a direct-to-consumer platform (TrumpRx), U.S. patients and Medicaid programs prescription drug Most-Favored Nation pricing equal to or lower than those paid in other developed nations, with additional mandates for direct-to-patient discounts and repatriation of foreign revenues. Other recent actions, for example, include (1) directing agencies to reduce agency workforce and cut programs; (2) directing HHS and other agencies to lower prescription drug costs through a variety of initiatives; (3) imposing tariffs on imported pharmaceutical products; and (4) as part of the Make America Healthy Again Commission's Strategy Report released in September 2025, working across government agencies to increase enforcement on direct-to-consumer pharmaceutical advertising. Additionally, the current administration recently called on Congress to enact "The Great Healthcare Plan," to codify and expand Most-Favored Nation pricing, lower government subsidies to private insurance companies, increase healthcare price transparency, expand pharmaceutical drugs available for over-the-counter purchase, and enact restrictions on pharmacy benefit manager payment methodologies, among other things. These actions and policies may significantly reduce U.S. drug prices, potentially impacting manufacturers' global pricing strategies and profitability, while increasing their operational costs and compliance risks. In June 2024, in Loper Bright Enterprises v. Raimondo, the U.S. Supreme Court greatly reduced judicial deference to regulatory agencies, which could increase successful legal challenges to federal regulations affecting our operations. Congress may introduce and ultimately pass health care related legislation that could impact the drug approval process and make changes to the Medicare Drug Price Negotiation Program.

At the state level, legislatures are increasingly passing legislation and implementing regulations designed to control pharmaceutical and biological 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. 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.

Clinical Trials in the European Union

In the EU, clinical trials are governed by the Clinical Trials Regulation (EU) No 536/2014 (CTR), which entered into application on January 31, 2022 repealing and replacing the former Clinical Trials Directive 2001/20 (CTD). The CTR foresaw a three-year transition period that ended on January 31, 2025. Since this date, all new or ongoing trials are subject to the provisions of the CTR.

The CTR is intended to harmonize and streamline clinical trial authorizations, simplify adverse-event reporting procedures, improve the supervision of clinical trials and increase transparency. Specifically, the Regulation, which is directly applicable in all Member States, introduces a streamlined application procedure through a single-entry point, the "EU portal", the Clinical Trials Information System (CTIS); a single set of documents to be prepared and submitted for the application; as well as simplified reporting procedures for clinical trial sponsors. A harmonized procedure for the assessment of applications for clinical trials has been introduced and is divided into two parts. Part I assessment is led by the competent authorities of a reference Member State selected by the trial sponsor and relates to clinical trial aspects that are considered to be scientifically harmonized across Member States. This assessment is then submitted to the competent authorities of all concerned Member States in which the trial is to be conducted for their review. Part II is assessed separately by the competent authorities and Ethics Committees in each concerned Member State. Individual Member States retain the power to authorize the conduct of clinical trials on their territory.

In all cases, clinical trials must be conducted in accordance with GCP and the applicable regulatory requirements and the ethical principles that have their origin in the Declaration of Helsinki. Medicines used in clinical trials must be manufactured in accordance with the guidelines on GMP and in a GMP licensed facility, which can be subject to GMP inspections.

During the development of a medicinal product the EMA and national medicines regulators within the European Union provide the opportunity for dialogue and guidance on the development program. At the EMA level, this is usually done in the form of scientific advice, which is given by the Scientific Advice Working Party of the Committee for Medicinal Products for Human Use. A fee is incurred with each scientific advice procedure. Advice from the EMA is typically provided based on questions concerning, for example, quality (chemistry, manufacturing and controls testing), nonclinical testing and clinical studies, and pharmacovigilance plans and risk-management programs.

Marketing Authorizations in the European Union

In order to market a new medicinal product in the European Union, a company must submit a marketing authorization application, or MAA, to either the EMA using the centralized procedure, or competent authorities in European Union Member States using the other procedures (decentralized procedure, national procedure, or mutual recognition procedure). A marketing authorization, or MA may only be granted to an applicant established in the European Economic Area, or EEA, (comprised of the 27 EU Member States), Norway, Iceland, and Liechtenstein). Medicinal products can only be commercialized after obtaining an MA pursuant to one of the three processes outlined below:

- the Centralized MA, which is issued by the European Commission through the Centralized Procedure, based on the scientific opinion of the Committee for Medicinal Products for Human Use of the EMA, and which is valid throughout the entire territory of the European Economic Area. The Centralized Procedure is mandatory for certain types of products, such as (i) biotechnology medicinal products such as genetic engineering, (ii) orphan medicinal products, (iii) medicinal products containing a new active substance indicated for the treatment of HIV, cancer, neurodegenerative disorders, diabetes, autoimmune and viral diseases and (iv) advanced-therapy medicines, such as gene therapy, somatic cell therapy or tissue-engineered medicines. The Centralized Procedure is optional for products containing a new active substance not yet authorized in the European Economic Area, or for products that constitute a significant therapeutic, scientific or technical innovation or which are in the interest of public health in the European Union.

- Decentralized Procedure MAs are available for products not falling within the mandatory scope of the Centralized Procedure. An identical dossier is submitted to the competent authorities of each of the EEA country in which the MA is sought, one of which is selected by the applicant as the Reference Member State, or RMS, to lead the evaluation of the regulatory submission. The competent authority of the RMS prepares a draft assessment report, a draft summary of the product characteristics, or SmPC, and a draft of the labeling and package leaflet as distilled from the preliminary evaluation, which are sent to the other EEA countries (referred to as the Concerned Member States) for their approval. If the Concerned Member States raise no objections, based on a potential serious risk to public health, to the assessment, SmPC, labeling, or packaging proposed by the RMS, the RMS records the agreement, closes the procedure and informs the applicant accordingly. If a Concerned Member State cannot approve the assessment report and related materials due to concerns relating to a potential serious risk to public health, disputed elements are referred to the Heads of Medicines Agencies' Coordination Group for Mutual Recognition and Decentralised Procedures – Human, or CMDh, for review. If the CMDh fails to reach a consensus, the matter escalates to the European Commission whose decision is binding on all EEA countries. Each Concerned Member State is required to adopt a national decision to grant a national MA in conformity with the approved assessment report, SmPC and the labeling and package leaflet as approved. Where a product has already been authorized for marketing in a Member State of the European Economic Area, the granted national MA can be used for mutual recognition in other Member States through the Mutual Recognition Procedure, or MRP, resulting in progressive national approval of the product in the European Union/European Economic Area.

- National MAs, which are issued by a single competent authority of the EEA country and only covers their respective territory, are also available for products not falling within the mandatory scope of the Centralized Procedure. Once a product has been authorized for marketing an EEA country through the National Procedure, this National MA can also be recognized in other EEA countries through the Mutual Recognition Procedure.

Under the procedures described above, before granting the MA, the EMA or the competent authority(ies) of the EEA countries prepare an assessment of the risk-benefit balance of the product against the scientific criteria concerning its quality, safety and efficacy.

An MA has, in principle, an initial validity of five years. The MA may be renewed after five years on the basis of a re-evaluation of the risk-benefit balance by the EMA or by the competent authority of the EU Member State in which the original MA was granted. To support the application, the MA holder must provide the EMA or the competent authority with a consolidated version of the Common Technical Document providing up-to-date data concerning the quality, safety and efficacy of the product, including all variations introduced since the MA was granted, at least nine months before the MA ceases to be valid. The European Commission or the competent authorities of the EU Member States may decide on justified grounds relating to pharmacovigilance, to proceed with one further five year renewal period for the MA. Once subsequently definitively renewed, the MA shall be valid for an unlimited period. Any authorization which is not followed by the actual placing of the medicinal product on the EU market (for a centralized MA) or on the market of the authorizing EU Member State within three years after authorization ceases to be valid (the so-called sunset clause).

Accelerated and Alternative Marketing Authorization Mechanisms in the EU

Innovative products that target an unmet medical need and are expected to be of major public health interest may be eligible for a number of expedited development and review programs, such as the Priority Medicines (PRIME), scheme, which provides incentives similar to the breakthrough therapy designation in the U.S. PRIME is a voluntary scheme aimed at enhancing the EMA's support for the development of medicinal products that target unmet medical needs. Eligible products must target conditions for which there is an unmet medical need (there is no satisfactory method of diagnosis, prevention or treatment in the EU or, if there is, the new medicinal product will bring a major therapeutic advantage) and they must demonstrate the potential to address the unmet medical need by introducing new methods of therapy or improving existing ones. Benefits accrue to sponsors of product candidates with PRIME designation, including but not limited to, early and proactive regulatory dialogue with the EMA, frequent discussions on clinical trial designs and other development program elements, and potentially accelerated MAA assessment once a dossier has been submitted. Importantly, a dedicated contact and rapporteur from the EMA's Committee for Human Medicinal Products, or CHMP, or Committee for Advanced Therapies, are appointed early in the PRIME scheme facilitating increased understanding of the product at EMA's Committee level. A kick-off meeting initiates these relationships and includes a team of multidisciplinary experts at the EMA to provide guidance on the overall development and regulatory strategies. Where, during the course of development, a medicine no longer meets the eligibility criteria, support under the PRIME scheme may be withdrawn.

A "conditional" MA may be granted in cases where all the required safety and efficacy data are not yet available. The European Commission may grant a conditional MA for a medicinal product if it is demonstrated that all of the following criteria are met: (i) the benefit-risk balance of the medicinal product is positive; (ii) it is likely that the applicant will be able to provide comprehensive data post-authorization; (iii) the medicinal product fulfils an unmet medical need; and (iv) the benefit of the immediate availability to patients of the medicinal product is greater than the risk inherent in the fact that additional data are still required. The conditional MA is subject to conditions to be fulfilled for generating the missing data or ensuring increased safety measures. It is valid for one year and must be renewed annually until all related conditions have been fulfilled. Once any pending studies are provided, the conditional MA can be converted into a traditional MA. However, if the conditions are not fulfilled within the timeframe set by the EMA and approved by the European Commission, the MA will cease to be renewed.

An MA may also be granted "under exceptional circumstances" where the applicant can show that it is unable to provide comprehensive data on efficacy and safety under normal conditions of use even after the product has been authorized and subject to specific procedures being introduced. These circumstances may arise in particular when the intended indications are very rare and, in the state of scientific knowledge at that time, it is not possible to provide comprehensive information, or when generating data may be contrary to generally accepted ethical principles. Like a conditional MA, an MA granted in exceptional circumstances is reserved to medicinal products intended to be authorized for treatment of rare diseases or unmet medical needs for which the applicant does not hold a complete data set that is required for the grant of a standard MA. However, unlike the conditional MA, an applicant for authorization in exceptional circumstances is not subsequently required to provide the missing data. Although the MA "under exceptional circumstances" is granted definitively, the risk-benefit balance of the medicinal product is reviewed annually, and the MA will be withdrawn if the risk-benefit ratio is no longer favorable.

Data Exclusivity in the European Union

The EU provides opportunities for data and market exclusivity related to MAs. Upon receiving an MA, innovative medicinal products are generally entitled to receive eight years of data exclusivity and 10 years

of market exclusivity. Data exclusivity, if granted, prevents regulatory authorities in the EU from referencing the innovator's data to assess a generic application or biosimilar application for eight years from the date of authorization of the innovative product, after which a generic or biosimilar MAA can be submitted, and the innovator's data may be referenced. The market exclusivity period prevents a successful generic or biosimilar applicant from commercializing its product in the EU until 10 years have elapsed from the initial MA of the reference product in the EU. The overall ten-year period may, occasionally, be extended for a further year to a maximum of 11 years if, during the first eight years of those ten years, the MA 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. However, there is no guarantee that a product will be considered by the EU's regulatory authorities to be a new chemical/biological entity, and products may not qualify for data exclusivity.

In the EU, there is a special regime for biosimilars, or biological medicinal products that are similar to a reference medicinal product but that do not meet the definition of a generic medicinal product. For such products, the results of appropriate preclinical or clinical trials must be provided in support of an application for MA. Guidelines from the EMA detail the type of quantity of supplementary data to be provided for different types of biological product.

Orphan Designation

In the EU, Regulation (EC) No. 141/2000, as implemented by Regulation (EC) No. 847/2000 provides that a medicinal product can be designated as an orphan medicinal product by the European Commission if its sponsor can establish that: (i) the product is intended for the diagnosis, prevention or treatment of life-threatening or chronically debilitating conditions; (ii) either (a) such conditions affect not more than 5 in 10,000 persons in the EU when the application is made, or (b) the product without the benefits derived from orphan status, would not generate sufficient return in the EU to justify the necessary investment in developing the medicinal product; and (iii) there exists no satisfactory authorized method of diagnosis, prevention, or treatment of the condition that has been authorized in the EU, or even if such method exists, the product will be of significant benefit to those affected by that condition.

Regulation (EC) No 847/2000 sets out further provisions for implementation of the criteria for designation of a medicinal product as an orphan medicinal product. An application for the designation of a medicinal product as an orphan medicinal product must be submitted at any stage of development of the medicinal product but before filing of an MAA. An MA for an orphan medicinal product may only include indications designated as orphan. For non-orphan indications treated with the same active pharmaceutical ingredient, a separate marketing authorization has to be sought.

Orphan medicinal product designation entitles an applicant to incentives such fee reductions or fee waivers, protocol assistance, and access to the centralized marketing authorization procedure. Upon grant of a marketing authorization, orphan medicinal products are entitled to a ten-year period of market exclusivity for the approved therapeutic indication, which means that the EMA cannot accept another marketing authorization application or accept an application to extend for a similar product and the European Commission cannot grant a marketing authorization for the same indication for a period of ten years. The period of market exclusivity is extended by two years for orphan medicinal products that have also complied with an agreed PIP. No extension to any supplementary protection certificate can be granted on the basis of pediatric studies for orphan indications. Orphan medicinal product designation does not convey any advantage in, or shorten the duration of, the regulatory review and approval process.

The period of market exclusivity may, however, be reduced to six years if, at the end of the fifth year, it is established that the product no longer meets the criteria on the basis of which it received orphan medicinal product designation, including where it can be demonstrated on the basis of available evidence that the original orphan medicinal product is sufficiently profitable not to justify maintenance of market exclusivity or where the prevalence of the condition has increased above the threshold. Additionally, an MA may be granted to a similar medicinal product with the same orphan indication during the 10 year period if: (i) if the applicant consents to a second original orphan medicinal product application, (ii) if the manufacturer of the original orphan medicinal product is unable to supply sufficient quantities; or (iii) if the second applicant can establish that its product, although similar, is safer, more effective or otherwise clinically superior to the original orphan medicinal product. A company may voluntarily remove a product from the register of orphan products.

Post Authorization Obligations in the European Union

Similar to the United States, both MA holders and manufacturers of medicinal products are subject to comprehensive regulatory oversight by the EMA, the European Commission and/or the competent regulatory authorities of the individual EU Member States. Where an MA is granted in relation to a medicinal product in the EU, the holder of the MA is required to comply with a range of regulatory requirements applicable to the manufacturing, marketing, promotion and sale of medicinal products, including pharmacovigilance obligations, requiring it to, among other things, report and maintain detailed records of adverse reactions, and to submit periodic safety update reports, or PSURs, to the competent authorities. All new marketing authorization applications 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.

Pediatric Development in the European Union

In the EU, Regulation (EC) No 1901/2006 provides that all MAAs for new medicinal products have to include the results of trials conducted in the pediatric population, in compliance with a pediatric investigation plan (PIP), agreed with the EMA's Pediatric Committee (PDCO).The PIP sets out the timing and measures proposed to generate data to support a pediatric indication of the medicinal product for which MA is being sought. The PDCO can grant a deferral of the obligation to implement some or all of the measures provided in 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 these data are 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. Once the MA is obtained in all EU Member States and study results are included in the product information, even when negative, the product is eligible for a six-month extension to the Supplementary Protection Certificate, or SPC, if any is in effect at the time of authorization or, in the case of orphan medicinal products, a two-year extension of orphan market exclusivity.

Other EU Compliance Requirements

In the EU, the advertising and promotion of medicinal products are subject to both EU and EU Member States' laws governing promotion of medicinal products, interactions with physicians and other healthcare professionals, misleading and comparative advertising and unfair commercial practices. General requirements for advertising and promotion of medicinal products, such as direct-to-consumer advertising

of prescription medicinal products are established in EU law. However, the details are governed by regulations in individual EU Member States and can differ from one country to another. For example, applicable laws require that promotional materials and advertising in relation to medicinal products comply with the product's Summary of Product Characteristics (SmPC), which may require approval by the competent national authorities in connection with an MA. The SmPC is the document that provides information to physicians and other healthcare professionals concerning the safe and effective use of the product. Promotional activity that does not comply with the SmPC is considered off-label and is prohibited in the EU.

Much like the Anti-Kickback Statute prohibition in the United States, described above, the provision of benefits or advantages to physicians and other health care professionals to induce or encourage the prescription, recommendation, endorsement, purchase, supply, order or use of medicinal products is also prohibited in the EU. Interactions between pharmaceutical companies and health care professionals are governed by strict laws, such as national anti-bribery laws of European countries, national sunshine rules, regulations, industry self-regulation codes of conduct and physicians' codes of professional conduct. Failure to comply with these requirements could result in reputational risk, public reprimands, administrative penalties, fines or imprisonment.

Payments made to physicians and other health care professionals in certain EU Member States must be publicly disclosed. Moreover, agreements with health care professionals may require prior notification or approval by the health care professional's employer, his or her competent professional organization and/or the regulatory authorities of the individual EU Member States. Failure to comply with these requirements could result in reputational risk, public reprimands, administrative penalties, fines or imprisonment.

Pricing and Reimbursement in the European Union

In the EU, pricing and reimbursement schemes vary widely from country to country. For example, some EU Member States may restrict the range of products for which their national health insurance systems provide reimbursement. Other countries may control the prices of medicinal products for human use or allow companies to fix their own prices for products but monitor and control prescription volumes and issue guidance to physicians to limit prescriptions. Such pricing negotiations with governmental authorities can take considerable time after receipt of marketing approval for a product. Political, economic and regulatory developments may further complicate pricing negotiations.

In addition, EU Member States often require the completion of additional health technology assessments that compare the cost- effectiveness of a particular product candidate to currently available therapies. This Health Technology Assessment (HTA) process is the procedure according to which the assessment of the public health impact, therapeutic impact and the economic and societal impact of use of a given medicinal product in the national healthcare systems of the individual country is conducted. The outcome of HTA regarding specific medicinal products will often influence the pricing and reimbursement status granted to these medicinal products by the competent authorities of individual EU Member States. At the EU level, on January 12, 2025, Regulation No 2021/2282 on Health Technology Assessment (HTA Regulation), entered into application through a phased implementation. The Regulation initially applies to new active substances for oncology and ATMPs. It will be expanded to orphan medicinal products in January 2028, and to all centrally authorized medicinal products as of 2030. Select high-risk medical devices also came into scope in 2026. The HTA Regulation is intended to boost cooperation among Member States in assessing health technologies, including new medicinal products. The Regulation establishes a framework for EU-level joint clinical assessments, joint scientific consultations, and the early identification of emerging health technologies. The Regulation permits EU Member States to use common tools, methodologies, and procedures and requires them to rely on EU-level joint clinical assessment reports for the clinical components of their national HTA evaluations. Individual EU Member States will continue to

be responsible for assessing non-clinical (e.g., economic, social, ethical) aspects of health technologies, and making decisions on pricing and reimbursement.

Coverage and Reimbursement

The availability of coverage and adequate reimbursement by third-party payors, including governmental healthcare programs such as Medicare and Medicaid, private health insurers and managed care organizations, is essential for most patients to be able to afford drug products. Achieving acceptable levels of coverage and reimbursement for drug products by third-party payors affects a biopharmaceutical company's ability to successfully commercialize, and attract collaboration partners to invest in, the development its drug products. Even if coverage is obtained from a third-party payor for a given drug product, the resulting reimbursement rates may not be adequate or may require co-payments that patients find unacceptably high. There is no guarantee that coverage and reimbursement will be provided for a given drug product, and any reimbursement that may become available can be decreased or eliminated in the future.

Third-party payors are increasingly challenging prices charged for drug products and services, and many third-party payors may refuse to provide coverage and reimbursement for particular drug products when an equivalent generic drug product or a less expensive therapy is available. It is possible that a third-party payor may consider a drug product and other therapies as substitutable and only offer to reimburse patients for the less expensive drug product or therapy. Even if a drug product shows improved efficacy or improved convenience of administration, pricing of existing drug products may limit the amount that can be charged for a new drug product. Third-party payors may deny or revoke the reimbursement status of a given drug product or establish prices for new or existing marketed drug products at levels that are too low to enable a biopharmaceutical company to realize an appropriate return on its investment in drug product development.

There is significant uncertainty related to third-party payor coverage and reimbursement of newly approved drug products. In the United States, third-party payors play an important role in determining the extent to which new drugs products will be covered. The Medicare and Medicaid programs increasingly are used as models for how private payors and other governmental payors develop their coverage and reimbursement policies for drug products. Some third-party payors may require pre-approval of coverage for new or innovative devices or drug products before they will reimburse health care providers who use such therapies.

Obtaining and maintaining reimbursement status is time-consuming and costly. No uniform policy for coverage and reimbursement for drug products exists among third-party payors in the United States. Therefore, coverage and reimbursement for drug products can differ significantly from payor to payor. As a result, the coverage determination process is often a time-consuming and costly process that requires the provision of scientific and clinical support for the use of a drug product to each payor separately. Additionally, 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 of our tests, less favorable coverage policies and reimbursement rates may be implemented in the future. Furthermore, rules and regulations regarding reimbursement change frequently and, in some cases, upon short notice.

In addition, companion diagnostic tests require coverage and reimbursement separate and apart from the coverage and reimbursement for their companion pharmaceutical or biological products. Similar challenges to obtaining coverage and reimbursement, applicable to pharmaceutical or biological products, will apply to companion diagnostics. Additionally, if any companion diagnostic provider is unable to obtain reimbursement or is inadequately reimbursed, that may limit the availability of such companion diagnostic, which would negatively impact prescriptions for our product candidates, if approved.

Outside the United States, international operations are generally subject to extensive governmental price controls and other market regulations. Increasing emphasis on cost-containment initiatives in Europe, Canada and other countries puts pressure on the pricing and usage of drug products. In many countries, the prices of drug products are subject to varying price control mechanisms as part of national health systems. Other countries allow companies to fix their own prices for drug products, but monitor and control company profits.

The delivery of healthcare in the European Union, including the establishment and operation of health services and the pricing and reimbursement of drug products, is almost exclusively a matter for national, rather than European Union, law and policy. National governments and health service providers have different priorities and approaches to the delivery of healthcare and the pricing and reimbursement of drug products in that context. In general, however, the healthcare budgetary constraints in most European Union member states have resulted in restrictions on the pricing and reimbursement of drug products by relevant health service providers.

Increasing efforts by governmental and third-party payors in the European Union, the United States and abroad to cap or reduce healthcare costs can cause such organizations to limit coverage and reimbursement for drug products. For example, HHS imposes rebates on many Medicare Part B and Medicare Part D products to penalize price increases that outpace inflation on an annual basis. In addition, HHS has been empowered to negotiate the price of certain single-source biologics that have been on the market for at least eleven (11) years covered under Medicare as part of the Medicare Drug Price Negotiation Program. Each year up to twenty (20) products will be selected by HHS for the Medicare Drug Price Negotiation Program. Products subject to the Medicare Drug Price Negotiation Program are expected to experience a significant reduction in reimbursement from the Medicare program on a per unit basis. Additionally, a trend toward managed healthcare, and the influence of health maintenance organizations, have increased pricing pressure on the sale of drug products. The downward pressure on healthcare costs in general, particularly prescription drugs and surgical procedures and other treatments, has become very intense.

Competition

We compete in a highly innovative industry characterized by a rapidly growing understanding of disease biology, evolving technologies and strong intellectual property barriers to entry. While we believe that our DARPin platform and product candidates, strategic collaborations and scientific expertise may provide us with competitive advantages, our business may be impacted competitively from many different sources. We compete with a wide range of pharmaceutical companies, biotechnology companies, academic institutions and other research organizations for novel therapeutic biological targets, new technologies for optimizing antibodies, new scaffolds such as antibody fragments and other small protein-based therapeutics, talent, financial resources, intellectual property rights and collaboration opportunities. Many of our competitors have substantially greater scientific, research and product development capabilities, and greater financial, manufacturing, marketing and sales, and human resources than we do. In addition, there is intense competition for securing clinical trial sites as well as recruiting and registering patients for clinical trials. Many specialized biotechnology companies have formed collaborations with large, established companies to support the research, development and commercialization of products that may be competing with ours. Accordingly, our competitors may be more successful than we may be in developing, commercializing and achieving widespread market acceptance. Any product candidates that we successfully develop and commercialize from our platforms may compete with existing products and new products that may become available in the future. Finally, we also face competition on the DARPin technology, with other companies filing intellectual property on DARPins and striking collaborations

with partners to develop DARPin therapeutics; however only we have gathered 20 years of experience with DARPin therapeutics in clinical development.

Competition in the oncology space is intense: common methods of treatment for cancer patients with cancer include surgery, radiation and drug therapy, and approved drugs and methods are widely accepted by physicians, patients and third-party payors. Yet, and in spite of recent progress, and intense competition, unmet medical needs remain high in oncology and call for new treatment options for patients. Competition is especially fierce in hematologic cancers, where several novel approaches including immune engagers, antibody-drug conjugates and cell therapies are becoming part of clinical practice, with next generation molecules and novel targeted approaches under development. AML is a particularly aggressive hematologic cancer and despite recent advancements in the field, most patients relapse after initial treatment. Less than a third of patients are still alive after five years, likely due to the inability of current approaches to effectively eliminate all AML cells (blasts and leukemic stem cells). MP0533, if approved, will enter a competitive market populated by other biologics and small molecules. However, we believe that MP0533 by virtue of its unique multi-targeting molecular design, has the potential to become a more effective and tolerable treatment option for AML and MDS patients, where significant unmet need remains.

Our multispecific cKIT x CD16a x CD47 Switch-DARPin is designed as a next-generation conditioning regimen for hematopoietic stem cell transplantation (HSCT) in AML and beyond. HSCT is an effective treatment against hematological conditions, and it is often performed after administration of intensive chemotherapy regimens and immunosuppressants to maximize its efficacy. However, many older and frailer patients are often ineligible for such conditioning regimens, and instead undergo more tolerable treatments that are associated with relatively shorter durability and poorer outcomes. Additionally, novel therapies recently approved for non-malignant hematologic conditions such as sickle cell disease also require a conditioning step. Many patients affected by such non-lethal conditions need a safer option to avoid treatment-related toxicities and other complications such as infertility. The field of HSCT conditioning continues to see multiple treatment modalities and new approaches emerging from different competitors that our Switch-DARPin program will likely face. By acting only on hematopoietic stem cells, our Switch-DARPin candidate has the potential to offer a more tolerable, highly effective option to prepare patients with malignant and non-malignant hematologic conditions for HSCT and maximize their chances to increase long-term disease control or even be cured in some cases.

Radioligand therapy (RLT) is a rapidly emerging field in oncology, with over 100 companies developing therapeutic candidates across indications. In addition to a few already approved drugs, several alpha and beta emitting isotopes are being tested, as well as a variety of vectors, including monoclonal antibodies, small molecules and other low molecular weight protein-based scaffolds. Our DARPin radioconjugates, beginning with our frontrunner DLL3 program, will face competition from several other RLT developers. However, we believe DARPin features make them especially well suited as vectors due to their tunability and manufacturing properties.

If approved for solid tumors, MP0317 would compete with agents that are currently in development such as monoclonal antibodies, or mAbs, including bispecifics and fusion proteins, and small molecule approaches.

Our commercial opportunity could be reduced or eliminated if our competitors' products prove to be safer and more tolerable, more effective, more convenient to dose, less expensive, faster to approve, or more effectively marketed and reimbursed than any of our product candidates that may gain regulatory

approval. In addition, the level of generic competition and the availability of reimbursement from government and other third-party payors will impact the commercial viability of our programs.

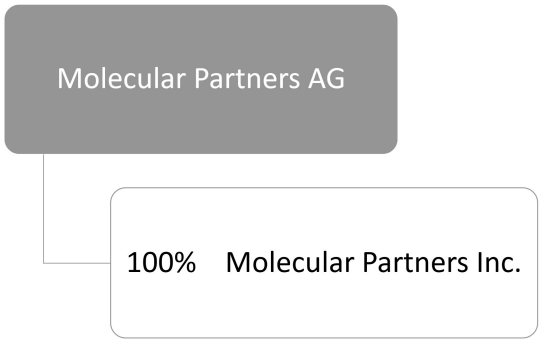
Manufacturing

We do not currently own or operate manufacturing facilities for the production of clinical or commercial quantities of our DARPin product candidates. We utilize third-party contract manufacturers for the manufacture of drug substances and product candidates for human use. Since we rely on third-party contract manufacturers to produce our proprietary product candidates, we have recruited personnel with experience to manage the third-party contract manufacturers that will produce our proprietary product candidates in clinical or commercial quantities.

We design and develop the manufacturing process for the mono-DARPins and multi-DARPin product candidates that are included in our DARPin product candidates, whether or not they are partnered. For purposes of our DARPin preclinical studies, we supply high quality gram scale DARPin material that we produce in our own facilities. We have fermenter volumes up to ten liters, which provides us with sufficient capacity to produce the quantities needed for DARPin preclinical studies.

C. Organizational Structure.

The following diagram illustrates our corporate structure:



D. Property, Plants and Equipment.

We lease our principal executive office and laboratory space, animal facility and other facilities, consisting of an aggregate of 3,200 square meters, in Zurich-Schlieren, Switzerland. The leases for our principal executive office and laboratory space expire on December 31, 2028. We also have an office in Massachusetts for our U.S. subsidiary, Molecular Partners Inc. consisting of 122 square meters.

We believe our current facilities are sufficient to meet our short-term needs. If we need to add new facilities or expand existing facilities as we add employees, we believe that suitable additional space will be available to accommodate any such expansion of our operations.

Item 4A. Unresolved Staff Comments.

None.

Item 5. Operating and Financial Review and Prospects.

Overview

We are a clinical-stage biotechnology company pioneering the design and development of DARPin therapeutics for medical challenges that other drug modalities cannot readily address. We have programs in various stages of preclinical and clinical development, currently with main focus on oncology. DARPin therapeutics are a new class of custom-built protein drug candidates based on natural binding proteins that have the potential to unlock new dimensions of multi-functionality and multi-target specificity in drug design. Our DARPin candidates have been extensively tested in preclinical studies and clinical trials, including in more than 2,500 patients, and have been observed to be highly active and generally well-tolerated. By harnessing DARPins' intrinsic advantages and leveraging our two decades of experience and leadership with DARPins, we believe our DARPin platform can close the gap between small molecule and antibody medicines as a new therapeutic modality poised to offer clinical breakthroughs.

We were founded in 2004 by the inventors of our DARPin platform. Our senior management, which includes two of our company's co-founders, has significant prior experience in oncology, research, drug development and finance. Members of our team have served as senior executives at other well-established companies including Amgen, Bavarian Nordic, GSK, Genentech, J&J, MorphoSys, Novartis, Roche and Tesaro. Additionally, our board of directors includes current and former senior executives of AbbVie, Biogen, Novartis, Roche and Takeda (Millennium Pharmaceuticals, Shire). We have collaboration agreements with Orano Med as well as other third party collaborators.

Our operations to date have focused upon organizing and staffing our company, business planning, raising capital, developing our DARPin platform and conducting research, preclinical studies and clinical trials with DARPin therapeutics. We do not have any products approved for sale.

For the year ended December 31, 2025, we incurred a negative net result, attributable to shareholders of CHF 61.7 million; for the year ended December 31, 2024, we incurred a negative net result, attributable to shareholders of CHF 54.0 million; and for the year ended December 31, 2023, we incurred a negative net result of CHF 62.0 million. As of December 31, 2025, we had cumulative losses of CHF 311.8 million.

From inception through December 31, 2025, we have received a total of CHF 446.2 million in funding from our major partnership agreements and we have obtained a total of CHF 338.1 million in nine equity financing rounds, net of cost of capital increases. Since November 2014, we have been listed on the SIX Swiss Exchange, or SIX, under the symbol "MOLN." Since June 16, 2021, we have also been listed on the Nasdaq Global Select Market, under the symbol "MOLN." As of December 31, 2025, we had cash and cash equivalents plus short-term time deposits of CHF 93.1 million.

Macroeconomic Considerations

Unfavorable conditions in the economy both in the United States and abroad may negatively affect the growth of our business and our results of operations. If economic uncertainty increases or the global economy worsens, our business, financial condition and results of operations may be harmed. For further discussion of the potential impacts of macroeconomic events on our business, financial condition, and operating results, see the section titled "Risk Factors."

Licensing and Collaboration Agreements

Research and Development Collaboration and Option Agreement with Orano Med Regarding Radio DARPin Therapies, or the Orano Med Agreement

On January 5, 2024 we announced we entered into a co-development agreement with Orano Med to co-develop 212Pb-based RDT. Under the terms of the co-development agreement, our previously disclosed RDT target DLL3 will be included in the collaboration with Orano Med. which was further amended in October 2024 to include four programs. In January 2025, we announced the expansion of our strategic collaboration to include the development of an additional six targeted alpha therapeutics candidates, representing a total of ten potential programs. Both companies are developing additional radioligand therapy candidates in partnership with other companies. DLL3 will be exclusively developed by Molecular Partners and Orano Med as a RDT target.

We maintain the option to explore DLL3 for targeted therapy outside of the radiotherapy space. Both companies have committed to sharing the cost of preclinical and clinical development, including for supply of their respective materials.

License and Collaboration Agreement with Novartis in the Area of DARPIN-Conjugated Radioligand Therapies, or the Novartis Radioligand Agreement

On December 14, 2021, we entered into the Novartis Radioligand Agreement with Novartis to develop DARPin-conjugated radioligand therapeutic candidates for oncology. In January 2022, we received a non-refundable upfront payment of $20 million (CHF 18.6 million) from Novartis. The full amount of the upfront payment has now been recognized into revenue as the collaboration ended in the third quarter of 2024. As per contract terms, the research collaboration agreement came to a close in March 2025.

Novartis Option and Equity Rights Agreement

In October 2020, we entered into an agreement with Novartis, granting Novartis the exclusive option to in-license global rights in relation to MP0420 (ensovibep).

Ensovibep License Agreement

In January 2022, following positive Phase 2 clinical trial results, Novartis exercised its option for ensovibep, triggering a milestone payment of CHF 150 million to us, which was received in 2022.

In January 2023, Novartis informed us that it has submitted a request to withdraw, with an effective date of January 25, 2023, the Emergency Use Authorization (EUA) application from the FDA for ensovibep.

On January 5, 2024, the Ensovibep License Agreement for the treatment of COVID-19 was terminated and Novartis has returned the rights to the ensovibep program to us. Clinical work on the ensovibep program ended in 2022 and the program remains terminated.

Royalties and License Fees

We currently hold a non-exclusive perpetual license from the University of Zurich on patent applications and patents relating to Phage Display technology. The amount we are required to pay is CHF 10,000 per annum.

Components of Results of Operations

Revenues

As described above, we have entered into licensing and collaboration agreements pursuant to which we generally have been and will be entitled to upfront fees and milestone payments upon the achievement of predetermined development, regulatory and sales events. Our revenue to date has primarily consisted of amounts received under our collaboration agreements, including upfront fees, option exercise fees, milestone payments and sponsored research payments. In addition, under the collaboration agreements, we will generally be entitled to royalty payments on the net sales of products ultimately developed and commercialized under our partnerships. For any of our proprietary product candidates that we have not yet licensed, we may decide to retain all or a portion of the commercialization rights. To date, we have not generated any revenue from commercial product sales.

Our revenue may vary substantially from quarter to quarter and year to year, depending on the structure and timing of milestone events, as well as the development and marketing strategies of commercialization partners from whom we will be entitled to receive royalty and other payments. We believe that period-to-period comparisons of our results of operations are therefore not meaningful and should not be relied on or to be indicative of our future performance.

Operating expenses

Our operating expenses consist primarily of costs associated with research, preclinical studies and clinical testing, personnel-related costs and, to a lesser extent, royalty and license fees, facility expenses, professional fees for legal, tax, audit and strategic purposes, administrative expenses and depreciation of property, plant and equipment.

Our operating expenses may vary substantially from period to period mainly driven by the timing of enrollment of patients in clinical trials and other research and development activities.

Research and development expenses

Research and development expenses consist primarily of compensation and other expenses related to:

- Research and development personnel;
- Preclinical studies and clinical trials of our product candidates, including the costs of manufacturing the product candidates;
- Research and services under our partnership agreements; and
- Attributable facility expenses, including depreciation and amortization of equipment and any intangible research and development assets.

From inception through December 31, 2025, we cumulatively have spent approximately CHF 568 million on research and development activities which we classify as research and development expense for financial reporting purposes.

At this time, we cannot reasonably estimate the nature, timing and estimated costs of the efforts that will be necessary to complete the development of, or the period, if any, in which material net cash inflows may commence from, any of our product candidates. This is due to numerous risks and uncertainties associated with developing product candidates, including the uncertainty of:

- the scope, rate of progress, results and cost of our clinical trials, preclinical studies and other related activities;

- the cost of manufacturing clinical supplies and establishing commercial supplies of our product candidates and any products that we may develop;
- the number and characteristics of product candidates that we pursue;
- the cost, timing, and outcomes of regulatory approvals;
- the cost and timing of establishing sales, marketing and distribution capabilities; and
- the terms and timing of any collaborative, licensing and other arrangements that we may establish, including any required milestone and royalty payments thereunder.

A change in the outcome of any of these variables with respect to the development of any of our current or future product candidates could mean a significant change in the costs and timing associated with the development of such product candidates.

At this time, due to the inherently unpredictable nature of preclinical and clinical development and given the early stage of many of our programs and/or product candidates, we generally do not track our internal research and development expenses on a program-by-program basis as they primarily relate to personnel, research and consumable costs, which are deployed across multiple projects under development. A portion of our research and development costs are external costs, which we do track on a program-by-program basis following the program's nomination to the development candidate stage. Included in table below are our external research and development expenses as well as external clinical and regulatory costs, presented by our most significant programs:

	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
	in CHF thousands	in CHF thousands	in CHF thousands
External research and development expense			
Legacy programs	29	157	874
MP0317	450	1,573	3,739
MP0533	3,854	8,341	5,609
MP0712	3,318	1,381	—
RDT research	645	1,564	1,571
Other research and development expense	2,669	5,244	4,604
Total	**10,965**	**18,260**	**16,397**

Note: Legacy programs refer to MP0250, MP0274, MP0310 and the COVID-19 related programs.

We expense all research and development expenses, including internal patent filing and patent maintenance costs, to research and development expenses when incurred, as the criteria for capitalization are currently not met.

Research and development costs incurred by either party in a collaboration agreement which qualifies as a joint operation are reported under research and development expenses. We may either receive an invoice from or issue an invoice to a collaboration partner, therefore the cost may include a reduction of cost if they are refunded by the collaboration partner.

Selling, general and administrative expenses

Our selling, general and administrative costs principally consist of salaries and related benefits, including share-based compensation, for personnel in our executive, finance and other administrative functions. Other selling, general and administrative costs include facility-related costs and professional services fees for auditing, tax and general legal services, as well as expenses associated with the requirements of being a listed public company listed both in Switzerland on the SIX and in the United States on Nasdaq.

Financial income and financial expenses

Financial income consists primarily of interest earned on our cash and cash equivalents and short-term time deposits as well as realized and unrealized gains of foreign exchange. The financial expenses are driven by realized and unrealized foreign exchange losses and negative interest on certain cash balances.

Income taxes and taxation

Income taxes

We have operating entities in two jurisdictions. In Switzerland, due to losses incurred to-date, we have not paid any income taxes since inception. For our U.S. based activities, we have paid the required tax amounts of both federal and state taxes, which are not material to our financial results.

Deferred taxes

We are entitled under Swiss laws to carry forward any losses incurred for a period of seven years and can offset our losses carried forward against future taxes. As of December 31, 2025, in Switzerland, we had tax loss carry-forwards totaling CHF 253.0 million. No deferred tax assets have been recognized for these tax loss carry-forwards because as of December 31, 2025, it was not probable that such loss carry-forwards can be utilized in the foreseeable future. In addition, no deferred tax assets were recognized on other deductible temporary differences (e.g. pension liabilities) due to the significant tax losses carried forward.

A. Operating Results

Analysis of Results of Operations

Comparison of Operations for the Years Ended December 31, 2025, 2024 and 2023

The following table sets forth summaries of our statements of income for the years ended December 31, 2025, 2024 and 2023 (in thousands CHF):

	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
	in CHF thousands	in CHF thousands	in CHF thousands
Revenues			
Revenues from research and development collaborations	—	4,970	7,038
Other income	—	—	—
Total revenues	**—**	**4,970**	**7,038**
Operating expenses			
Research and development expenses	(40,194)	(48,604)	(48,784)
Selling, general and administrative expenses	(15,241)	(17,583)	(19,362)
Restructuring expenses	(2,689)	—	—
Total operating expenses	**(58,124)**	**(66,187)**	**(68,146)**
Operating result	**(58,124)**	**(61,217)**	**(61,108)**
Financial income	1,522	7,214	4,279
Financial expenses	(5,047)	(38)	(5,155)
Result before income taxes	**(61,649)**	**(54,041)**	**(61,984)**
Income taxes	(2)	(2)	—
Net result, attributable to shareholders	**(61,651)**	**(54,043)**	**(61,984)**

Revenues and other income

In the year ended December 31, 2025, we recognized no revenue, a decrease of CHF 5.0 million compared to the previous year. Revenues in prior years were exclusively driven by the Novartis collaboration agreement for radioligand therapies. The revenue recognition under this agreement concluded in the third quarter of 2024.

Operating expenses (including depreciation and amortization)

In the year ended December 31, 2025, total operating expenses decreased by CHF 7.9 million to CHF 58.1 million (2024: CHF 66.1 million, 2023: CHF 68.1 million). These costs included CHF 3.9 million in non-cash effective share-based compensation and pension costs as well as CHF 2.1 million in depreciation. The two major expense categories were consistently personnel expenses of CHF 34.7 million (60% of total operating expenses) and research consumables and project costs totaling CHF 11.2 million (19% of total operating expenses).

Research and development expenses

Total research and development expenses in the year ended December 31, 2025, were CHF 40.2 million (2024: CHF 48.6 million, 2023: CHF 48.8 million). The change in 2025 was largely driven by a reduction of costs for MP0533 and MP0317, due to timing or halting the project, which remained largely consistent. We charge all research and development expenses, including internal patent filing and patent maintenance costs, to the statement of operations when incurred.

Selling, general and administrative expenses

Total selling, general and administrative expenses in the year ended December 31, 2025, decreased by CHF 2.4 million (14%) to CHF 15.2 million (2024: CHF 17.6 million, 2023: CHF 22.3 million), mainly reflecting reductions in Directors and Officers insurance costs and professional service costs.

Restructuring expenses

In 2025 we recorded a total of CHF 2.7 million in restructuring expenses following the reorganization announced in June 2025 where a total of 34 employees were affected.

Financial income / financial expense

In the year ended December 31, 2025, we recorded a net financial gain of CHF 3.5 million, mainly driven by interest income and exchange gains on the cash and cash equivalent positions held in foreign currencies together with interest income. In 2024, there was a net financial gain of CHF 7.2 million also mainly driven by interest income and foreign exchange losses (2023: net financial loss of CHF 0.9 million).

Income taxes

The Swiss legal entity of the Company did not have to pay or accrue any income taxes during the reporting period, as the Company incurred a taxable loss in 2025. Including the net operating loss for the year ended December 31, 2025, the remaining tax losses of CHF 253.0 million may be used as tax loss carryforwards to offset future taxable income over a period of seven years. No deferred tax assets have been recognized for these tax loss carryforwards, because at December 31, 2025, we determined it was unlikely that such loss carryforwards could be utilized in the foreseeable future.

Future taxable income in Switzerland will be subject to federal, cantonal and communal income taxes. The applicable income tax rate in Switzerland for the year ended December 31, 2025 was 19.3%.

B. Liquidity and Capital Resources

From inception through December 31, 2025, we have raised an aggregate of CHF 338.1 million of net proceeds from the sale of our ordinary shares to founders and investors and collected cash under our partnership agreements in an aggregate amount of CHF 446.2 million. Our primary uses of cash is to fund our ongoing research and development activities and other operating expenses. We currently have no ongoing material financing commitments, such as lines of credit or guarantees.

As of December 31, 2025, we had CHF 93.1 million in cash and cash equivalents and short-term time deposits. We are investing our cash in risk-free money market instruments in line with our treasury guidelines to accommodate our financial needs over time.

We expect our expenses to increase in connection with our ongoing activities, particularly as we continue the research and development of, continue or initiate clinical trials of, and seek marketing approval for,

our product candidates. In addition, if we obtain marketing approval for any of our product candidates, we expect to incur significant commercialization expenses related to program sales, marketing, manufacturing and distribution to the extent that such sales, marketing and distribution are not the responsibility of current or future collaborators. Furthermore, following our June 2021 listing on the Nasdaq Global Select Market, we have and will continue to incur additional costs associated with operating as a public company in the United States. If we are unable to raise capital when needed or on attractive terms, we would be forced to delay, reduce or eliminate our research and development programs or future commercialization efforts.

Comparison of cash and cash equivalents and short-term time deposits as of December 31, 2025, 2024 and 2023 and cash flows for the years ended December 31, 2025, 2024 and 2023.

	As of and for the year ended December 31, 2025	**As of and for the year ended December 31, 2024**	**As of and for the year ended December 31, 2023**
	in CHF thousands	**in CHF thousands**	**in CHF thousands**
Cash and cash equivalents	82,653	63,874	67,309
Short-term time deposits	10,405	85,565	119,580
Total	**93,058**	**149,439**	**186,889**
Net cash (used in) from operating activities	(51,257)	(59,248)	(59,005)
Net cash from (used in) investing activities	72,549	40,486	44,637
Net cash from (used in) financing activities	(1,149)	14,433	(1,167)
Exchange (loss) gain on cash positions	(1,364)	894	(5,102)
Net increase (decrease) in cash and cash equivalents	**18,779**	**(3,435)**	**(20,637)**

All short-term time deposits at December 31, 2025 and 2024 were held with Swiss banks. Please refer to note 25 to our consolidated financial statements as of and for the year ended December 31, 2024 included elsewhere in this Annual Report on Form 20-F.

Net cash from (used in) operating activities

During the year ended December 31, 2025, operating activities used CHF 51.3 million of cash, primarily as a result of the negative net result attributable to shareholders of CHF 61.7 million.

During the year ended December 31, 2024, operating activities used CHF 59.2 million of cash, primarily as a result of the negative net result attributable to shareholders of CHF 54.0 million.

During the year ended December 31, 2023, operating activities used CHF 59.0 million of cash, primarily as a result of the negative net result attributable to shareholders of CHF 62.0 million.

Net cash used in investing activities

During the years ended December 31, 2025, 2024 and 2023, cash used in, or from investing activities primarily related to movements in investments in short-term time deposits. For the periods ending December 31, 2025 and 2024, we generated CHF 71.5 million, and CHF 37.0 million respectively. For the year ended December 31, 2023, we generated CHF 41.6 million.

During the years ended December 31, 2025, 2024 and 2023, we recorded a cash outflow for the acquisition of property, plant and equipment and intangible assets of CHF 0.7 million, CHF 0.7 million and CHF 0.8 million, respectively.

During the years ended December 31, 2025, 2024 and 2023, we recorded a cash inflow on interest received of CHF 1.7 million, CHF 4.2 million and CHF 3.8 million, respectively.

Net cash from (used in) financing activities

During the year ended December 31, 2025, net cash used in financing activities was CHF 1.1 million, driven primarily by by payments of our lease liabilities. During the year ended December 31, 2024, net cash generated in financing activities was CHF 14.4 million, driven primarily by payments of our lease liabilities. During the year ended December 31, 2023, net cash used in financing activities was CHF 1.2 million, driven primarily by payments of our lease liabilities.

Funding requirements

Based on our current operating assumption, we believe that our existing cash and cash equivalents and short-term time deposits as of December 31, 2025 will be sufficient to fund our operating expenses and capital expenditure requirements until 2028. However, our present and future funding requirements may change and will depend on many factors, including, among other things:

- timelines for preclinical and clinical development programs;
- change in product development plans needed to address any set-backs in our research and development activities;
- scope, prioritization and number of clinical trials and research and development activities;
- rate of progress and cost of the clinical trials, and other research and development activities;
- terms and timing of any collaborative, licensing and other arrangements that may be established;
- costs and timing of preparing, filing, prosecuting, maintaining, defending and enforcing patent claims and other intellectual property rights;
- the need or decision to acquire or license complementary compounds, technologies or complementary businesses or companies;
- regulatory approval, manufacturing or commercialization of our product candidates for which we receive marketing approval through partners;
- costs, timing and outcome of regulatory review of our product candidates;
- costs and timing of future commercialization activities, including drug manufacturing, marketing, sales and distribution, for any of our product candidates for which we receive marketing approval;
- changes in regulatory policies or laws that affect our operations; and
- competing medical treatment and market developments.

We expect our operating expenses to increase over the next several years as we expand our research and development activities. Until such time as we can generate significant revenue from product sales or royalties, if ever, we expect to finance our operations through a combination of public or private equity and debt financings or other sources, including payments upon achievement of certain development,

regulatory and sales milestone events and royalty payments under our existing partnership agreements, and future collaborations with other third parties. To the extent that we raise additional capital through the sale of equity or convertible debt securities, our shareholders' ownership interest may be diluted, and the terms of any additional securities may include liquidation or other preferences that adversely affect the rights of our shareholders. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise funds through additional collaborations, strategic alliances 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 to grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings when needed, we may be required to delay, limit, reduce or terminate our 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.

C. Research and Development, Patents and Licenses, etc.

For a discussion of our research and development activities, see “Item 4.B-Business Overview” and “Item 5.A-Operating Results.”

D. Trend Information

For a discussion of trends, see “Item 5.A-Operating Results” and “Item 5.B-Liquidity and Capital Resources.”

E. Critical Accounting Estimates

None.

Item 6. Directors, Senior Management and Employees.

A. Directors and Senior Management.

The following table sets forth information regarding our executive officers, also referred to as members of the Management Board, and directors as of December 31, 2025. Unless otherwise stated, the business address for our directors and executive officers is c/o Molecular Partners AG, Wagistrasse 14, 8952 Schlieren, Switzerland.

Name	Age	Position
Executive Officers		
Dr. Patrick Amstutz	50	Chief Executive Officer and Director
Renate Gloggner	55	EVP People and Community
Dr. Philippe Legenne	60	Chief Medical Officer
Dr. Martin Steegmaier	60	Chief Scientific Officer
Dr. Michael Tobias Stumpp	53	EVP Projects
Alexander Zürcher	50	Chief Operating Officer
Non-Employee Directors		
William M. Burns	78	Chairman of the Board
Dr. Agnete Fredriksen	48	Director
Dr. Dominik Höchli	58	Director
Steven H. Holtzman	71	Director
Sandip Kapadia	55	Director
Dr. Vito J. Palombella	63	Director
Dr. Michael Vasconcelles	62	Director

Executive Officers

Dr. Patrick Amstutz, Ph.D., one of our founders, has served as our Chief Executive Officer since November 2016, as an executive director since 2017 and as a member of the Company's management team since its inception in 2004. Previously, he served as our Chief Operating Officer from 2014 to 2016 and as our Chief Business Officer from 2006 to 2014. From 2017 to 2022, Dr. Amstutz served as Vice-President of the Board of the Swiss Biotech Association and, since 2022, has served as President of the Swiss Biotech Association. Dr. Amstutz holds a Master of Science from the ETH Zurich and a Ph.D. in molecular biology from the University of Zurich. Our board of directors believes that Dr. Amstutz's leadership of our company since its inception as well as his scientific background provide him with the qualifications and skills to serve as a director.

Renate Gloggner has served as EVP People and Community and a Member of the Management Board of Molecular Partners since July 2022. She joined the Company in October 2021. Prior to joining Molecular Partners, Renate held European and International Human Resource leadership positions at two US companies, Global Blood Therapeutics and Tesaro Bio. In both companies, she built strong teams with an engaging culture in the European headquarter as well as in several European countries, allowing these teams to successfully gain market access and launch products. Renate began her career in biotech at Biogen and Amgen working in a variety of HR roles in the international headquarter as well as in country roles. She holds an MBA from the University of Bern, Switzerland and an executive coaching degree from the University of the West of England, Bristol.

Dr. Philippe Legenne, M.D., has served as our Chief Medical Officer since September 2024 and prior as acting Chief Medical Officer from September 2023 to August 2024. He is also a member of the Management Board of Molecular Partners. Prior to this role, he served as VP Global Clinical Development and External Scientific Relations, where he oversaw global clinical development strategy and implementation of Molecular Partners' portfolio, with a main focus in hemotology and immuno-oncology. Philippe has also previously served as VP Global Medical Affairs and External Scientific Relations. Prior to joining Molecular Partners, Philippe served as Executive Medical Director at Amgen from April 2016 to September 2019, where he served as the oncology-hematology and Biosimilars TA

head. Dr. Legenne holds an MBA from the ESSEC Business School and an M.D. from the Faculté de Médecine de Lille.

Dr. Martin Steegmaier, Ph.D., has served as our Chief Scientific Officer and Member of the Management Board since October 2025. Prior to joining Molecular Partners, he was chief scientific officer of SOTIO Biotech from September 2022 to September 2025, where he led the development of a broad pipeline of oncology programs. Martin has extensive experience from senior roles at major biotech and pharma companies. These include head of Research at MorphoSys, focusing on the development of antibody-based therapeutics in immuno-oncology and hematology-oncology, and positions in pharma partnering and oncology disease areas at Roche and Boehringer Ingelheim. Martin graduated from the Northern Arizona University and holds a Ph.D. in biochemistry from the University of Basel and an MBA from the Edinburgh Business School.

Dr. Michael Tobias Stumpp, Ph.D., one of our founders, has served as EVP Projects and a Member of the Management Board of Molecular Partners. Michael is a co-founder of Molecular Partners and was part of the team that invented the DARPin technology. Michael previously served as Chief Scientific Officer of Molecular Partners, in which capacity he oversaw development of the DARPin pipeline. He started his scientific career at the ETH Zurich and then progressed to the Imperial College London and the Tokyo Institute of Technology. Michael has published his research in many international, peer-reviewed scientific journals and presented his findings at numerous congresses.

Alexander Zürcher has served as Chief Operating Officer and a Member of the Management Board of Molecular Partners since 2022. Prior to this role, he served as SVP of Development, where he oversaw project and portfolio management, manufacturing, pharmacology, and quality assurance activities. Alexander has also previously been VP Operations and Director of CMC. He has more than 20 years of industry experience, with prior work in drug development as Director of Drug Product Development at Cytos Biotechnology and Head of R&D Operations at Spirig Pharma. Alexander holds a M.Sc. degree in Biology from the University of Basel, as well as a Certificate of Advanced Studies in Business Management from the University of Zurich.

Non-Employee Directors

William M. Burns has served as Chairman of our board of directors since April 2018 and a director since October 2017. His professional career has been spent in the Life Sciences sector. His career in Roche took him to CEO of the Pharma Division and to the Boards of Genentech and Chugai. From 2010 to 2014 he also served as a Non-Executive Director of F Hoffmann La Roche. He is currently chair of Vestergaard sarl, vice chair of Mesoblast in Australia and is a Fellow of the Institute of Cancer Research in London. Mr. Burns is also chair of the AMR Action Fund charged by the Pharma industry to support the registration of 2 to 4 new antibiotics this decade. He also serves on a Cancer Advisory board to the Universities of Aachen/Bonn/Cologne and Dusseldorf. Mr. Burns holds an honors degree in economics from the University of Strathclyde, Glasgow, Scotland. Our board of directors believes that Mr. Burns' experience with the healthcare and pharmaceutical industries and his broad management experience provide him with the qualifications and skills to serve as a director.

Dr. Agnete Fredriksen has served as a director since April 2021. Dr. Fredriksen has served as a co-founder, chief scientific officer and business development of Nykode Therapeutics AS (formerly Vaccibody AS) since April 2024. Before serving as co-founder and chief scientific officer, she served as chief business officer from August 2022 to March 2024, as chief innovation and strategy officer from June 2021 to July 2022 and as president and chief scientific officer from 2017 to June 2021. Nykode Therapeutics is a clinical-stage biopharmaceutical company dedicated to the discovery and development of novel immunotherapies for cancer, autoimmune and infectious diseases. Prior to founding Vaccibody

Dr. Fredriksen previously held researcher roles at Affitech AS, a private technology transfer company, and Medinnova AS, a technology transfer company. Dr. Fredriksen is the author of numerous scientific papers in the field of immunology, immunotherapy and vaccines, and has been awarded several patents in the field of immunotherapy. She holds an MSc and a Ph.D. from the Institute of Immunology, Oslo University Hospital, Rikshospitalet in Oslo, Norway. Our board of directors believes that Dr. Fredriksen's experience in immunotherapy and vaccine development, as well as her medical and scientific background, provide her with the qualifications and skills to serve as a director.

Dr. Dominik Höchli has served as a director since April 2021. He has more than 20 years of experience as a marketing and medical affairs executive. Since June 2025, he has served as a board member of Abivax SA. From 2021 to 2024, he served as Interim CEO of Catapult Therapeutics, a clinical stage biotech company in the Netherlands. Previously he worked at AbbVie as Vice President, Head of Global Medical Affairs and member of the R&D and the Commercial leadership team. He led global product launches for major blockbuster products, including HUMIRA, Maviret, Venetoclax and Skyrizi, and his leadership experience ranges from smaller country organizations to large global functions. He began his corporate career at McKinsey & Co. Dr. Höchli is a Swiss national and obtained his medical degree (M.D.) from the University of Bern in Switzerland. Our board of directors believes that Dr. Höchli's over 20 years of experience as a marketing and medical affairs executive, as well as his broad business experience provide him with the qualifications and skills to serve as a director.

Steven H. Holtzman has served as a director since May 2014. He has served as a member of the board of directors of, and strategic business advisor to, CAMP4 Therapeutics Corporation, a public biopharmaceutical company, since October 2019, executive chair of the board of directors of, and a strategic business advisor to, Qihan Biotech, a private biopharmaceutical company, since April 2019, and as executive chair of the board of directors of Manifold Bio, a private biopharmaceutical company, since January 2024. From July 2016 to January 2020, Mr. Holtzman was the first president and chief executive officer and a member of the board of directors of Decibel Therapeutics, Inc., a public biopharmaceutical company. From January 2011 to March 2016, he served as the executive vice president of Corporate Development at Biogen, Inc., a public biopharmaceutical company. From 2001 to 2010, he served as a founder, chair of the board of directors, and chief executive officer of Infinity Pharmaceuticals, Inc., a public biopharmaceutical company. Additionally, Mr. Holtzman was chief business officer of Millennium Pharmaceuticals, Inc., a public biopharmaceutical company, from May 1994 to June 2001, and a founder, member of the board of directors, and executive vice president of DNX Corporation, a public biopharmaceutical company, from August 1986 to March 1994. He is a trustee of The Berklee College of Music and a senior fellow at the Belfer Center for Science and International Affairs at the Harvard Kennedy School. He received his B.A. in Philosophy from Michigan State University and his B.Phil. in Philosophy from Corpus Christi College, Oxford University, which he attended as a Rhodes Scholar. Our board of directors believes that Mr. Holtzman's experience in the biotechnology industry and his broad management experience provide him with the qualifications and skills to serve as a director.

Sandip Kapadia has served as a director since April 2020. Mr. Kapadia brings over 25 years of science industry experience and has served as the Chief Financial Officer (CFO) for Harmony Biosciences since March 2021. Previously Mr. Kapadia was CFO for Intercept Pharmaceuticals. Before Intercept, Mr. Kapadia served in various leadership capacities within finance for more than 19 years at Novartis International AG and Novartis affiliates in the United Kingdom, Netherlands, Switzerland and the US. Mr. Kapadia received a B.S. in Accounting from Montclair State University and an M.B.A. from Rutgers University, and is also a US Certified Public Accountant. Mr. Kapadia currently serves on the board of directors of Passage Bio, Inc., Alentis Therapeutics AG, and previously on the board of directors of VectivBio Holding AG and Therachon AG. Our board of directors believes that Mr. Kapadia's over 25 years of experience in the life science industry and his broad finance and management experience provide him with the qualifications and skills to serve as a director.

Dr. Vito J. Palombella, Ph.D., has served as a director since April 2020. Vito J. Palombella, Ph.D., has 30 years of scientific leadership and experience advancing first-in-class therapeutic programs, as well as a successful track record of building drug discovery and development organizations. Currently, Dr. Palombella is the chief scientific officer of TRIANA Biomedicines, where he is leading the company's drug discovery, non-clincial development, and translational research effort. Prior to joining TRIANA Biomedicines, Dr. Palombella was the chief scientific officer of Surface Oncology from January 2016 to August 2023, where he was responsible for drug discovery and preclinical development. Prior to Surface Oncology, Dr. Palombella was executive vice president and chief scientific officer from May 2010 to January 2016, and vice president, biology/research, from 2004 to 2010, at Infinity Pharmaceuticals, Inc.. Prior to that, he was director of molecular biology and protein chemistry at Syntonix Pharmaceuticals, and senior director of cell and molecular biology at Millennium Pharmaceuticals and held a number of positions at LeukoSite and ProScript. Dr. Palombella was involved in the discovery and development of bortezomib (Velcade®), a proteasome inhibitor, and duvelisib (Copiktra®), a PI3K-d/g inhibitor, both for cancer therapy. Dr. Palombella earned his bachelor's degree in microbiology from Rutgers University and a master's degree and doctorate degree in viral oncology and immunology from the New York University Medical Center and completed his post-doctoral training at Harvard University. Our board of directors believes that Dr. Palombella's 30 years of scientific leadership and experience, as well as his medical and scientific background, provide him with the qualifications and skills to serve as a director.

Dr. Michael Vasconcelles, M.D., has served as a director since April 2020. He currently serves as head of research and development at Day One BioPharmaceuticals since June 2025. Previously, he was executive vice president, Research, Development, and Medical Affairs at Immunogen from December 2022 until its acquisition by AbbVie in February 2024. Prior to Immunogen, he was chief medical officer and head of the Medical and Scientific Organization at Flatiron Health, a healthcare technology and services company focused on creating digital solutions to accelerate cancer research and improve patient care, from August 2019 to August 2022. Prior to joining Flatiron Health, Dr. Vasconcelles served as the chief medical officer of Unum Therapeutics Inc. (Unum) from October 2015 to July 2019, a Cambridge, MA-based cell and gene therapy company. Prior to Unum, Dr. Vasconcelles spent several years at Takeda/Millennium, where he was senior vice president, Head of the Oncology Therapy Area Unit and member of the R&D Executive Team, accountable for strategic and operational oversight of the oncology research and development portfolio globally. Prior to Takeda/Millennium, Dr. Vasconcelles was group vice president and the Global Therapeutic Area Head, Transplant and Oncology, at Genzyme Corporation, where he was responsible for clinical development of the transplant and oncology portfolio and a member of the Transplant and Oncology Business Unit Management Team. Following Sanofi's acquisition of Genzyme, Dr. Vasconcelles joined Sanofi Oncology as head, Personalized Medicine and Companion Diagnostics. From 1996 -2021, Dr. Vasconcelles was a faculty member of the Harvard Medical School and an associate physician at Brigham and Women's Hospital and Dana-Farber Cancer Institute. Dr. Vasconcelles has served on the board of directors of Kura Oncology, Inc. since September 2024. He received both his B.A. and M.D. from Northwestern University. Our board of directors believes that Dr.Vasconcelles' extensive experience in the life sciences industry within research and clinical development, as well as his medical and scientific background, provide him with the qualifications and skills to serve as a director.

The table below provides certain highlights of the composition of our board members and nominees as of December 31, 2025. Each of the categories listed in the below table has the meaning as it is used in Nasdaq Rule 5605(f).

Board Diversity Matrix				
Country of Principal Executive Offices:	**Switzerland**			
Foreign Private Issuer	**Yes**			
Disclosure Prohibited under Home Country Law	**No**			
Total Number of Directors	8			
	Female	**Male**	**Non- Binary**	**Did Not Disclose Gender**
Part I: Gender Identity				
Directors	1	7	0	0
Part II: Demographic Background				
Underrepresented Individual in Home Country Jurisdiction	2			
LGBTQ+	1			
Did Not Disclose Demographic Background	0			

Family Relationships

There are no family relationships among any of our executive officers or directors.

B. Compensation.

Compensation of Executive Officers and Directors

The aggregate compensation paid by us to our executive officers and directors, including share-based compensation, for the year ended December 31, 2025, was TCHF 5,977. Out of this amount a total of TCHF 426 related to pension benefits and social security contributions.

Director Compensation

As required by the "Say on Pay" rules, our articles of association set out the principles for the elements of the compensation of the members of our board of directors. The compensation of the members of our board of directors may consist of fixed and variable compensation. The total compensation takes into account the position and level of responsibility of the respective member of the board of directors, including board and committee chairmanship and membership and a travel fee. Members of our board of directors are paid for their service over one year starting with their election at the ordinary shareholders'

meeting and ending with the subsequent ordinary shareholders' meeting. Our shareholders at the 2024 annual general meeting held on April 17, 2024, set the maximum aggregate amount of compensation for the board of directors for their term of office until the 2025 general meeting at CHF 1,111,800. Our shareholders at the 2025 annual general meeting held on April 16, 2025, set the maximum aggregate amount of compensation for the board of directors for their term of office until the annual general meeting 2026 at CHF 1,130,160.

For the year ended December 31, 2025, the compensation of the members of our board of directors consisted of fixed compensation only. Compensation of the members of our board of directors for the year ended December 31, 2025 consisted of a fixed cash fee and restricted share units, or RSUs. The following table sets out information regarding the compensation earned by our directors for service on our board of directors during the year ended December 31, 2025. Dr. Amstutz, our Chief Executive Officer and a member of our board of directors, does not receive any additional compensation for his service as a director.

Name	Fees Earned	RSUs	Total[1]
		in CHF thousands	
William M. Burns	125	170	295
Steven H. Holtzman	50	88	138
Sandip Kapadia	45	88	133
Vito J. Palombella	40	88	128
Michael Vasconcelles	50	88	138
Dr. Agnete Fredriksen	50	88	138
Dr. Dominik Höchli	50	88	138
Dr. Patrick Amstutz[2]	—	—	—

(1) The total compensation awarded to the members of the board of directors shown in this table does not include the payments of TCHF 20 we made in 2025 to cover the mandatory employer social security contribution on the base fees and the vesting of the RSUs 2022. In addition, upon vesting of the RSUs 2025 in 2028, we will be obliged to make employer contributions to social security pursuant to applicable mandatory law. As an estimate based on currently applicable contribution rates, the employer contributions on the RSUs 2025 expected to vest in 2028 will amount to TCHF 24.

(2) For our Chief Executive Officer's compensation other than in connection with his service on our board of directors, please refer to "—Executive Compensation."

As of December 31, 2025, all members of our board of directors were non-executives, except for Dr. Amstutz. None of the members of our board of directors has any significant business connections with the Company or was a member of the Management Board of the Company, except for Dr. Amstutz, who has been a member of the Management Board since the Company's inception in 2004.

Except as described in the section of this Annual Report on Form 20-F entitled "Related Party Transactions—Agreements with Our Directors and Executive Officers", there are no arrangements or understandings between us and any of our directors providing for benefits upon termination of their service as our directors.

Executive Compensation

The compensation of the Management Board, also referred to herein as our executive officers, may consist of fixed and variable compensation. Fixed compensation comprises the base salary and the

corresponding pension contributions. Variable compensation comprises short-term and long-term variable compensation elements:

- the short-term variable compensation, paid as a cash bonus, is determined exclusively by the achievement of predefined annual corporate goals; and
- the long-term variable compensation, granted as Performance Share Units, or PSUs, is determined based on (i) the achievement of annual corporate goals, (ii) the achievement of long-term value-driving milestones outside of such corporate goals and (iii) the development of the share price of the Company.

The following table sets out information regarding compensation earned by members of the Management Board during the year ended December 31, 2025.

Name and principal position	Salary	Bonus[1]	Equity Awards	Non-Equity Incentive Plan Compensation	All Other Compensation [2][3]	Total[4]
			in CHF thousands			
Dr. Patrick Amstutz	389	175	393	0	93	1,050
Chief Executive Officer, Director and Co-Founder						
Total Management Board	1,739	661	2,043	0	406	4,849

(1) Represents amounts earned in 2025.
(2) Represents pension and social security contributions during 2025 on base salary, bonus and the vesting of the PSUs 2021.
(3) In addition, upon vesting of the PSUs 2025 in 2028, we will be obliged to make employer contributions to social security pursuant to applicable mandatory law. As an estimate based on currently applicable contribution rates, the employer contributions on the PSUs 2025 expected to vest in 2028 will amount to approximately TCHF 123 (assuming 100% target achievement and full vesting of the PSUs).
(4) The total compensation awarded to members of the Management Board shown in this table does not include the items mentioned in the foregoing note (3).

Executive Compensation Arrangements

For a discussion of our employment arrangements with our executive officers, see the section of this Annual Report on Form 20-F entitled "Related Party Transactions—Agreements with Our Directors and Executive Officers—Employment Arrangements." Except for the arrangements described in the section of this Annual Report on Form 20-F entitled "Related Party Transactions—Agreements with Our Directors and Executive Officers—Employment Arrangements," there are no arrangements or understanding between us and any of our other executive officers providing for benefits upon termination of their employment, other than as required by applicable law.

Adoption of Clawback Policy

On November 14, 2023, in accordance with Rule 10D-1 promulgated under the Exchange Act and Nasdaq Listing Rule 5608, we adopted an incentive compensation recoupment policy which is filed herewith as Exhibit 97.1.

Limitations on Liability and Indemnification Matters

Under Swiss corporate law, an indemnification of a director or member of the executive management in relation to potential personal liability is not effective to the extent the director or member of the executive management intentionally or negligently violated his or her corporate duties towards the company (certain views advocate that at least a grossly negligent violation is required to exclude the indemnification). Most violations of corporate law are regarded as violations of duties towards the company rather than towards the shareholders. In addition, indemnification of controlling persons is not permitted under Swiss corporate law, including shareholders of the company.

Nevertheless, the articles of association of a Swiss corporation may set forth that the company shall indemnify and hold harmless to the extent permitted by the law, the directors and executive managers out of assets of the company against threatened, pending or completed actions. However, our articles of association do not provide for such an indemnification provision.

Within the same limitations, articles of association of a Swiss corporation may also provide that the directors shall be entitled to the reimbursement of all expenses incurred in the interests of the corporation. Our articles of association contain such a provision.

In addition, a corporation may enter into and pay for directors' and officers' liability insurance which typically covers negligent acts as well.

We extended liability insurance for our directors and officers, including insurance coverage for liability under the Securities Act. We believe that this insurance is necessary to attract qualified directors and executive officers.

Equity Incentives

We believe that our ability to grant incentive awards is a valuable and necessary compensation tool that allows us to attract and retain the best available personnel for positions of substantial responsibility, provides additional incentives to directors, executive officers, and employees and promotes the success of our business. Historically, we have granted several different equity incentive instruments to our directors, employees and other service providers, including:

- Restricted Share Units, or RSUs, granted to our directors;
- Performance Share Units, or PSUs, granted to our executive officers and employees; and
- Share options granted to employees, directors and selected advisors.

Our articles of association authorize the board of directors to issue one or more participation plans and/or policies. An amendment or renewal of the relevant provision in our articles of association must be approved by an absolute majority of the votes represented at the general meeting of shareholders. Once our board of director's' authority is approved by our shareholders, the maximum aggregate amounts of the variable compensation elements actually granted to the directors and executive officers must be approved by an absolute majority of the votes represented at the general meeting of shareholders and shall continue for the duration of the current financial year. Compensation may be paid out prior to approval by the general meeting of shareholders subject to subsequent approval. If the general meeting of shareholders does not approve a proposal of the board of directors, the board of directors must newly determine the

maximum aggregate amount or maximum partial amounts taking into account all relevant factors and submit such amounts for approval to the same general meeting of shareholders, to an extraordinary general meeting of shareholders or to the next ordinary general meeting of shareholders.

Restricted Share Units (RSUs)

Under the LTI Plans, described in "*—Long-Term Incentive Plans*" below, members of our board of directors are eligible to be granted RSUs. RSUs are contingent rights to receive a certain number of our shares at the end of a three-year blocking period. RSUs vest over a one-year period from their date of grant, following the lapse of which they are no longer subject to forfeiture if a member of our board resigns. The number of shares to be received is not variable, *i.e.*, the number of shares does not depend on the achievement of certain pre-defined performance metrics. In certain circumstances, including a change of control, a full or partial early vesting of the RSUs may occur.

As of December 31, 2025, 504,543 RSUs were outstanding.

Performance Share Units (PSUs)

Under the LTI Plans, described in "*—Long-Term Incentive Plans*" below, executive officers and employees are eligible to be granted PSUs. PSUs are contingent rights to receive a variable number of our shares either in aggregate at the end of a three-year cliff-vesting period or in annual installments over a three-year vesting period. The number of PSUs granted to a plan participant is calculated by dividing the CHF amount approved for the respective individual by the fair value of each PSU at the grant date based on the average share price in the two months preceding the grant date. While the PSUs are designed to allow the beneficiaries to participate in the long-term share price development, the number of shares to be earned in relation to a PSU depends on (i) the achievement of annual corporate goals for the respective year, (ii) the achievement of long-term value-driving milestones outside of such corporate goals during such year and (iii) the development of the share price of the Company. In accordance with these parameters, the number of shares to be issued based on the PSUs can be between zero and 150% of the number of PSUs granted. Even after the determination of goal achievement, participants may lose their entitlements in full or in part depending on certain conditions relating to their employment. In certain circumstances, including a change of control, a full or partial accelerated vesting of the PSUs may occur.

As of December 31, 2025, 2,918,458 PSUs were outstanding.

Long-Term Incentive Plans

We have established long-term incentive plans in March of each year since 2015, most recently in March 2026, which we collectively refer to as the LTI Plans. This allows our board of directors to review and adjust the terms and targets of the LTI Plans on an annual basis. Employees generally receive the grants on April 1 of each calendar year. With respect to members of the Management Board, the annual grants are usually made on April 1 subject to approval of the ordinary shareholders' meeting at which the necessary amounts for variable compensation are approved by the shareholders. With respect to members of our board of directors, the annual grants are made following the ordinary shareholders' meeting, at which the necessary amounts for variable compensation are approved by the shareholders.

C. Board Practices.

We currently have eight directors, four of whom are citizens or residents of the United States.

Our articles of association provide that our board of directors shall consist of a minimum of three members and maximum of eleven members. All directors (including the chairperson of the board of

directors) are appointed to and removed from the board of directors exclusively by shareholders' resolution for a maximum term of office of one year, extending until completion of the next annual shareholders' meeting. Directors may be re-elected at any time. In the event the office of the chairperson is vacant, the board of directors shall appoint a new chairperson from its members for the remaining term of office. The board of directors may elect a vice-chairperson from its members each year immediately following the annual shareholders' meeting for a term ending at the closing of the following annual shareholders' meeting. The board of directors shall further appoint the secretary, who need not be a member of the board of directors. The secretary shall be entitled to participate in the deliberations and discussions of the board of directors, but shall not vote, unless he or she is a member of the board of directors.

The following table sets forth the names of our directors, the year of their initial appointment as directors and the expiration dates of their current term:

Name	Current Position	Year of Initial Appointment	Term Expiration Year[(1)]
William M. Burns	Chairman of the Board	2017	2026
Dr. Patrick Amstutz	Chief Executive Officer, Director and Co-Founder	2017	2026
Steven H. Holtzman	Director	2014	2026
Sandip Kapadia	Director	2020	2026
Dr. Vito J. Palombella	Director	2020	2026
Dr. Michael Vasconcelles	Director	2020	2026
Dr. Agnete Fredriksen	Director	2021	2026
Dr. Dominik Höchli	Director	2021	2026

(1) At the end of the general meeting of shareholders during the year in which their term office expires, in each case as indicated.

Director Independence

As a foreign private issuer, under Nasdaq Rule 5605(a)(2), we are not required to have independent directors on our board of directors, except to the extent that our audit committee is required to consist of independent directors, subject to certain phase-in schedules.

Nevertheless, our board of directors has undertaken a review of the independence of the directors and considered whether any director has a material relationship with us that could compromise his or her ability to exercise independent judgment in carrying out his or her responsibilities. Based upon information requested from, and provided by, each director concerning such director's background, employment and affiliations, including family relationships, our board of directors determined that William M. Burns, Agnete Fredriksen, Dominik Höchli, Steven H. Holtzman, Sandip Kapadia, Vito J. Palombella and Michael Vasconcelles are "independent directors" as defined under applicable Nasdaq rules and the independence requirements contemplated by Rule 10A-3 under the Securities Exchange Act of 1933, as amended, or the Exchange Act. In making these determinations, our board of directors considered the current and prior relationships that each non-employee director has with us and all other facts and circumstances that our board of directors deemed relevant in determining the director's independence, including the number of ordinary shares beneficially owned by the director and his or her affiliated entities (if any).

Role of the Board in Risk Oversight

Our board of directors is primarily responsible for the oversight of our risk management activities and has delegated to the Audit and Finance Committee the responsibility to assist our board of directors in this task. The Audit and Finance Committee also monitors the issues relating to the preparation and supervision of accounting and financial information. The Audit and Finance Committee, among other things, monitors the effectiveness of the internal control and risk management systems with regard to the procedures relating to the preparation and processing of accounting and financial information, without undermining the independence of the board of directors. While our board of directors oversees our risk management, our management is responsible for day-to-day risk management processes. Our board of directors expects our management to consider risk and risk management in each business decision, to proactively develop and monitor risk management strategies and processes for day-to-day activities and to effectively implement risk management strategies adopted by the board of directors. We believe this division of responsibilities is the most effective approach for addressing the risks we face.

Corporate Governance Practices

The Sarbanes-Oxley Act of 2002, as well as related rules subsequently implemented by the SEC, requires foreign private issuers, including our company, to comply with various corporate governance practices. In addition, Nasdaq rules provide that foreign private issuers may follow home country practice in lieu of the Nasdaq corporate governance standards, subject to certain exceptions and except to the extent that such exemptions would be contrary to U.S. federal securities laws. However, if the laws of a foreign private issuer's home country require that any such matter be approved by the board of directors or the shareholders, the audit committee's responsibilities or powers with respect to such matter may instead be advisory. Under Swiss law, the audit committee may only have an advisory role and appointment of our statutory auditors, in particular, must be decided by the shareholders at our annual meeting.

Because we are a foreign private issuer, our members of our board of directors, executive board members and senior management are not subject to short-swing profit rules under Section 16(b) of the Exchange Act. They are, however, subject to the obligations to report changes in share ownership under Section 13 and Section 16(a) of the Exchange Act and related SEC rules.

Board Committees

On January 1, 2023, Swiss ordinance against excessive compensation in listed stock corporations, known as the "Say on Pay" rule, was incorporated in the Swiss Code of Obligations. Pursuant to Swiss corporate law, companies listed on the SIX Swiss Exchange are required to establish a compensation committee. Our board of directors has established an Audit and Finance Committee, a Nomination and Compensation Committee and a Research and Development Committee, which operate pursuant to our articles of association, the charter of the Audit and Finance Committee, the charter of the Nomination and Compensation Committee and the charter of the Research and Development Committee. The composition and functioning of all of our committees is designed to comply with all applicable requirements of Swiss law, the Exchange Act, Nasdaq and SEC rules and regulations.

Audit and Finance Committee

Our Audit and Finance Committee assists our board of directors in its oversight of our corporate accounting and financial reporting by making an independent assessment of the quality of the external auditors, our financial statements and our internal controls. Sandip Kapadia, Dr. Dominik Höchli, Dr. Agnete Frederiksen and Steven Holtzman currently serve on our Audit and Finance Committee. Mr. Kapadia is chairperson of our Audit and Finance Committee. Our board of directors has determined that each of Mr. Kapadia, Dr. Höchli, Dr. Frederiksen and Mr. Holtzman is independent within the meaning of

the applicable Nasdaq listing rules and the independence requirements contemplated by Rule 10A-3 under the Exchange Act. Our board of directors has further determined that Mr. Kapadia is an "audit committee financial expert" as defined by SEC rules and regulations and that each of the members of the Audit and Finance Committee qualifies as financially sophisticated under the applicable exchange listing rules. The principal duties and responsibilities of our Audit and Finance Committee include (1) analyzing economic and financial information and (2) ensuring the accuracy and honesty of our company's financial statements, as well as the quality of the information provided.

Our board of directors has specifically assigned the following duties to the Audit and Finance Committee:

- assessing the quality and effectiveness of the external audit;
- assessing the quality of the internal control system, including risk management and the efficiency and state of compliance and monitoring with applicable norms within the Company;
- reviewing the stand-alone Swiss statutory and consolidated financial statements as well as all reporting prepared by the external auditor, and discuss the results of its review with the SVP Finance/CEO and, separately, with the head of the external audit;
- deciding whether the year-end stand-alone Swiss statutory and consolidated financial statements be recommended to the board of directors for presentation to the general shareholders' meeting;
- assessing the performance and the fees charged by the external auditors and ascertain their independence;
- annually reviewing written disclosures from the external auditors delineating all relationships between the external auditors and the Company and take appropriate action to oversee the independence of the external auditors;
- reviewing the scope of the prospective external audit, the estimated fees thereof and any other matters pertaining to such audit;
- approving the annual engagement letter of external auditor, including the scope of the audit and the fees and terms for the planned audit
- pre-approving all audit, review or attest services and permitted non-audit services by the external auditors and establishing policies as deemed appropriate for such services;
- taking notice of all comments from the external auditors on accounting procedures and systems of control;
- reviewing with the external auditors and/or the SVP Finance as principal financial officer / CEO any questions, comments or suggestions they may have regarding the internal control, risk management, accounting practices and procedures of the Company and its subsidiaries;
- supporting the Board of Directors in preparing the decision on appointment and/or removal of the external auditors of the Company;
- discussing with the management any legal matters that may have a material impact on the Company's financial statements and any material reports or inquiries from regulatory or governmental agencies which could materially impact the Company's contingent liabilities and risks;

- reviewing with the management and the external auditors, as appropriate, the Company's MD&A disclosures or otherwise discussing the Company's financial results in offering materials to be filed with the SEC;
- annually reviewing and discussing with the management the management's report in relation to internal controls over financial reporting pursuant to the Sarbanes-Oxley Act of 2002;
- reviewing and approving in advance any transaction that could be within the scope of a related party transaction;
- establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters, and regularly reviewing levels of new and pending cases of such submissions;
- supporting the board of directors with regard to the financial planning as well as the principles of accounting and financial control;
- evaluating management's principles and proposals for, and formulate recommendations to the board of directors in regard to financial planning (capital structure, management of resources, inter-company financing), dividend policy and capital market relations;
- reviewing proposed concepts of financial objectives such as costs of capital, enhancement of shareholders' value, Company objectives, project objectives (capital expenditures and M&A);
- reviewing finance policy and operations in treasury, controlling, insurance, taxes and investment and acquisitions; and
- overseeing the Company's approach to ESG topics and sustainability and review the Company's ESG framework and its implementation.

Nomination and Compensation Committee

Our Nomination and Compensation Committee assists our board of directors in establishing and reviewing the compensation strategy and guidelines as well as in preparing the compensation plans and proposals to the general meeting of shareholders regarding the compensation of the board of directors and executive officers. William M. Burns, Steven H. Holtzman and Dr. Michael Vasconcelles currently serve on the Nomination and Compensation Committee. Mr. Burns is the chairperson of our Nomination and Compensation Committee. We are subject to the Swiss Code of Obligations rules against excessive compensation in listed stock corporations, known as the "Say on Pay" rule. As a result of the Say on Pay rule, the members of the Nomination and Compensation Committee must be elected by our shareholders and the aggregate compensation of our board of directors and executive officers must also be approved by our shareholders.

The principal duties and responsibilities of our Nomination and Compensation Committee include:

- reviewing and making recommendations regarding the compensation strategy and guidelines of the Company;
- reviewing and making recommendations regarding the compensation of the members of the board of directors and the executive management;

- reviewing and making recommendations regarding compensation plans (cash and/or equity-based plans), and where appropriate or required, make recommendations to adopt, amend and terminate such plans;
- administering the compensation plans;
- reviewing and making recommendations regarding any employment agreements (including any benefits) for members of the executive management;
- reviewing and making recommendations regarding the proposals of the board of directors for the aggregate amount of the compensation of the board of directors and of the executive management to be submitted to the annual general shareholders' meeting for approval;
- ensuring that any reporting obligation with respect to compensation matters, specifically any necessary disclosures in the annual report and/or compensation report, are met;
- reviewing considerations relating to the composition of the board of directors, including the size and the criteria for membership on the board of directors;
- evaluating candidates to the board of directors and making recommendations to the board of directors in this respect; and
- evaluating candidates to the Management Board and making recommendations to the board of directors in this respect.

Research and Development Committee

The Research and Development Committee (i) provides strategic advice and brings recommendations to the Management Board and the board of directors regarding current and planned research and development programs, (ii) provides strategic advice to the board of directors regarding emerging science and technology issues and trends, and (iii) conducts a review of the effectiveness and competitiveness of our research and development function. Dr. Michael Vasconcelles, Dr. Agnete Fredriksen, Dr. Vito J. Palombella and Dr. Dominik Höchli currently serve on the Research and Development Committee. Dr. Vasconcelles is the chairperson of the Research and Development Committee.

Code of Conduct

We have adopted a Code of Conduct which is applicable to all of our employees, executive officers and directors. The Code of Conduct is available on our website at *www.molecularpartners.com*. The Audit and Finance Committee of our board of directors is responsible for overseeing the Code of Conduct and is required to approve any waivers of the Code of Conduct for employees, executive officers and directors. We expect that any amendments to the Code of Conduct will be disclosed on our website.

D. Employees.

As of December 31, 2025, we had 134.0 full-time equivalent employees (December 31, 2024: 158.5 full-time equivalents, December 31, 2023: 167.5 full-time equivalents). None of our employees are represented by collective bargaining agreements. We believe that we maintain good relations with our employees. At each date shown, we had the following number of full time employees, broken out by department. The majority of our employees are based in Zurich, Switzerland. Two of our employees are based in the United States of America.

Full-time equivalent employees	At December 31, 2025	At December 31, 2024	At December 31, 2023
Function			
Research and development	108.6	133.0	138.5
Selling, general and administrative	25.4	25.5	29.0
Total	**134.0**	**158.5**	**167.5**

E. Share Ownership.

The following table shows the number of ordinary shares, RSUs and PSUs held by the individual members of the board of directors and the Management Board, as of December 31, 2025. For more information regarding the share ownership of our directors and executive officers, see "Item 6.B - Compensation" and "Item 7.A - Major shareholders."

Name	Shares	RSUs	PSUs
William M. Burns	40,922	124,899	—
Steven H. Holtzman	20,258	63,274	—
Sandip Kapadia	9,048	63,274	—
Vito J. Palombella	9,046	63,274	—
Michael Vasconcelles	9,048	63,274	—
Dr. Agnete Fredriksen	5,541	63,274	—
Dr. Dominik Höchli	4,982	63,274	—
Dr. Patrick Amstutz	759,913	—	256,139
Dr. Michael Tobias Stumpp	723,644	—	165,288
Dr. Philippe Legenne	41,316	—	111,418
Renate Gloggner	34,025	—	165,288
Alexander Zürcher	22,571	—	165,288
Dr. Martin Steegmaier	—	—	230,037

F. Disclosure of a Registrant's Action to Recover Erroneously Awarded Compensation.

Not applicable.

Item 7. Major Shareholders and Related Party Transactions

A. Major shareholders.

The following table and accompanying footnotes set forth, as of December 31, 2025, information regarding beneficial ownership of our ordinary shares by:

- each person, or group of affiliated persons, known by us to beneficially own more than 3% of our ordinary shares;
- each of our executive officers;
- each of our directors; and

- all of our executive officers and directors as a group.

Beneficial ownership is determined according to the rules of the SEC and generally means that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting power or investment power with respect to that security, including ordinary shares that vest within 60 days of December 31, 2025 and options and warrants that are currently exercisable or exercisable within 60 days of December 31, 2025. Shares issuable under PSUs or RSUs that vest within 60 days of December 31, 2025 are deemed to be outstanding for computing the percentage ownership of the person holding these free shares and the percentage ownership of any group of which the holder is a member, but are not deemed outstanding for computing the percentage of any other person.

Except as indicated in the footnotes below, we believe, based on the information furnished or otherwise known to us, that the persons named in the table below have sole voting and investment power with respect to all shares shown that they beneficially own, subject to community property laws where applicable. The information does not necessarily indicate beneficial ownership for any other purpose, including for purposes of Sections 13(d) and 13(g) of the Securities Act or applicable Swiss law.

Our calculation of the percentage of beneficial ownership is based on 40,363,095 of our ordinary shares registered with the commercial register of the canton of Zurich as of December 31, 2025 and includes 2,962,973 treasury shares.

Except as otherwise indicated in the following table, addresses of the directors, executive officers and named beneficial owners are in care of Molecular Partners AG, Wagistrasse 14, 8952 Schlieren, Switzerland.

	Shares Beneficially Owned	
Name of Beneficial Owner	**Number**	**Percentage**
Principal Shareholders		
Entities affiliated with Biotechnology Value Fund, L.P.[(1)(3)]	9,888,592	24.50 %
Entities affiliated with Suvretta Capital Management, LLC[(1)(4)]	4,284,806	10.62 %
UBS Fund Management (Switzerland) AG[(1)(5)]	2,144,607	5.31 %
Novartis Pharma AG[(2)(6)]	1,739,130	4.31 %
Directors and Executive Officers		
Dr. Patrick Amstutz	759,913	1.88 %
Dr. Michael Tobias Stumpp	723,644	1.79 %
Dr. Philippe Legenne	41,316	0.10 %
William M. Burns	40,922	0.10 %
Renate Gloggner	34,025	0.08 %
Alexander Zürcher	22,571	0.06 %
Steven H. Holtzman	20,258	0.05 %
Sandip Kapadia	9,048	0.02 %
Dr. Michael Vasconcelles	9,048	0.02 %
Dr. Vito Palombella	9,046	0.02 %
Dr. Agnete Fredriksen	5,541	0.01 %
Dr. Dominik Höchli	4,982	0.01 %
Dr. Martin Steegmaier	—	— %
All current directors and executive officers as a group (13 individuals)	1,680,314	4.16 %

(1) The information reported is in part derived from reports filed with the SEC pursuant to the Exchange Act.
(2) Number of voting rights carried by shares as reported by our shareholders in notifications filed with SIX Swiss Exchange.
(3) Based on a Schedule 13D filed with the SEC on October 29, 2024, the shares provided in the table above consist of 1,353,968 ADSs and 8,534,624 ordinary shares of the Company held by Biotechnology Value Fund, L.P. ("BVF"), Biotechnology Value Fund II, L.P. ("BVF2"), Biotechnology Value Trading Fund OS, L.P. ("Trading Fund OS") and a managed account for BVF Partners L.P. (the "Partners Managed Account," and collectively, the "BVF Funds"). BVF GP LLC is the general partner of BVF and may be deemed to beneficially own the shares beneficially owned by BVF. BVF II GP LLC is the general partner of BVF2 and may be deemed to beneficially own the shares beneficially owned by BVF2. BVF Partners OS Ltd. is the general partner of Trading Fund OS and may be deemed to beneficially own the shares beneficially owned by Trading Fund OS. BVF GP Holdings LLC, as the sole member of BVF I GP LLC and BVF II GP LLC, may be deemed to beneficially own the shares beneficially owned by BVF and BVF2. BVF Partners L.P. ("Partners"), as the investment manager of BVF, BVF2 and Trading Fund OS, and the sole member of BVF Partners

OS Ltd, may be deemed to beneficially own the shares held by BVF, BVF2, Trading Fund OS and the Partners Managed Account. BVF Inc., as the general partner of Partners, may be deemed to beneficially own the shares beneficially owned by Partners. Mark Lampert, as the sole director and officer of BVF Inc., may be deemed to beneficially own the shares beneficially owned by BVF Inc. Each of Partners, BVF Inc. and Mark Lampert disclaims beneficial ownership of the shares beneficially owned by BVF, BVF2, Trading Fund OS, and the Partners Managed Account. The address for the BVF Funds is 44 Montgomery St., 40th Floor, San Francisco, California 94104. According to a Schedule 13D filed with the SEC on October 29, 2024, Mark N. Lampert (Biotechnology Value Funds) held 9,888,592 shares (corresponding to 24.5% of voting rights), consisting of 1,353,968 ADSs and 8,534,624 ordinary shares.

(4) Based on a Schedule 13G filed with the SEC on May 2, 2025, shares of the Company are held by Averill Master Fund, Ltd., Suvretta Capital Management, LLC and Aaron Cowen. Aaron Cowen is the control person and managing member of Suvretta Capital and may be deemed to control Averill Master Fund. Aaron Cowen disclaims beneficial ownership of all Common Shares held by Averill Master Fund, other than, to the extent of any pecuniary interest therein. The address for Averill Master Fund is c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, and for Suvretta Capital Management, LLC and Aaron Cowen, the address is 540 Madison Avenue, 7th Floor, New York, New York 10022.

(5) Based on a Schedule 13G filed with the SEC on July 17, 2025, shares of the Company are held by UBS AM, a distinct business unit of UBS Asset Management (Americas) LLC, an aggregation unit within the Asset Management business division of UBS Group AG. The following UBS Asset Management affiliates and subsidiaries are part of the UBS Asset Management division: UBS Management (Europe) S.A., UBS Asset Management Switzerland AG and UBS Fund Management (Switzerland) AG. UBS Group AG is reporting direct and indirect beneficial ownership of the holdings. The address of UBS Group AG is Bahnhofstrasse 45, PO Box, 8021 Zurich, Switzerland.

(6) Shares of the Company are held by Novartis Pharma AG. Novartis Pharma AG is a direct wholly-owned subsidiary of Novartis AG, which is the beneficial owner and may exercise voting power over the shares. The address of Novartis AG is Lichtstrasse 35, 4056 Basel, Switzerland.

Significant Changes in Percentage Ownership

To our knowledge, other than as provided in the table above, our other filings with the SEC and this Annual Report on Form 20-F under the heading "Related Party Transactions—Agreements with Shareholders", the significant changes in the percentage ownership held by our principal shareholders since January 1, 2022 are as a result of the transaction described in the final prospectus related to our follow-on offering of ADSs filed with the SEC on October 25, 2024 pursuant to Rule 424(b), and the dilution resulting from this offering.

Voting Rights

As of December 31, 2025, our issued share capital as recorded in the commercial register of the Canton of Zurich was CHF 4,036,309.50, consisting of 40,363,095 ordinary shares with a nominal value of CHF 0.10 each. All shares rank *pari passu* with each other and no preferred shares exist.

Shareholders in the United States

In June 2021, we completed our initial public offering in the U.S. and listed our ADSs on the Nasdaq Global Select Market. As of December 31, 2025, to the best of our knowledge and assuming that all of our ordinary shares represented by ADSs are held by residents of the United States, we estimate that 38% of our issued ordinary shares (including ordinary shares underlying ADSs) as identified in publicly available filings were held in the United States by approximately 5 holders of record. The actual number of holders is potentially greater than these numbers of record holders, and includes beneficial owners

whose ordinary shares or ADSs are held in street name by brokers and other nominees. This number of holders of record also does not include holders whose shares may be held in trust by other entities.

B. Related Party Transactions.

Since January 1, 2025, we have engaged in the following transactions with our directors, executive officers and holders of more than 3% of our outstanding voting securities and their affiliates, which we refer to as our related parties.

Agreements with Our Directors and Executive Officers

Employment Arrangements

We have entered into customary employment agreements with all of our executive officers. These agreements provide for a base salary and annual incentive bonus opportunity, as well as participation in our equity incentive plans. These agreements generally require advance notice of termination of six months.

Indemnification Agreements

We have entered into indemnification agreements with each of our directors and executive officers. See the section of this Annual Report on Form 20-F entitled “Item 6.B - Compensation—Compensation of Executive Officers—Limitations on Liability and Indemnification Matters.”

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Agreements with Shareholders

See “Item 4.B - Business Overview—License and Collaboration Agreements" for information regarding the Novartis Option Agreement, the Ensovibep License Agreement and the Novartis Radioligand Agreement with Novartis.

Related Party Transactions Policy

We have adopted a related person transaction policy that sets forth our procedures for the identification, review, consideration and approval or ratification of related person transactions. For purposes of our policy only, a related person transaction is a transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which we and any related person are, were or will be participants in which the amount involved exceeds $120,000 or which is unusual in its nature or conditions. Transactions involving compensation for services provided to us as an employee, consultant or director are not covered by this policy. A related person is any enterprise that controls, is controlled by or is under common control with the Company, or in which the Company has significant influence or which has significant influence over the Company; an individual owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company, and close members of any such individual’s family; key management personnel, including directors and senior management and close members of such individuals' families; and any enterprise in which a substantial interest in the voting power of the Company is owned, directly or indirectly, by any person described in the foregoing list or over which such a person is able to exercise significant influence, including enterprises owned by directors or major shareholders of the Company and enterprises that have a member of key management in common with the Company.

Under the policy, any proposed transaction that has been identified as a related person transaction may be consummated or materially amended only following approved by our Audit and Finance Committee, or, if Audit and Finance Committee approval would be inappropriate, another independent body of our board of directors. Any transaction that was not a related person transaction when originally consummated or any transaction that was not initially identified as a related person transaction prior to consummation shall be submitted for review and ratification by our Audit and Finance Committee, The presentation of such related party transactions shall include a description of, among other things, the parties thereto, the interests, direct and indirect, of the related persons, the purpose and material facts of the transaction,, the benefits to the Company of the transaction and whether the transaction is on terms that are comparable to the terms available to or from, as the case may be, an unrelated third- party or to or from employees generally, and management's recommendation with respect to the transaction. The Audit and Finance Committee shall approve only those related person transactions that, in light of known circumstances, are in, or are not inconsistent with, the best interests of the Company and its shareholders, as the Audit and Finance Committee determines in the good faith.

In addition, while related party transaction policies are generally not required by statutory Swiss law, our articles of association provide for the following rules in connection with transactions with members of the board of directors and the executive management:

- We may enter into mandate or other agreements with the members of our board of directors regarding their compensation as directors for a fixed term or for an indefinite term. The duration and termination are subject to term of office and the law.
- We may enter into employment agreements with the members of the executive management for a fixed term or for an indefinite term. The duration of fixed term agreements may not exceed one year. A renewal of a fixed term agreement is permissible. Agreements for an indefinite term may have a termination notice period of a maximum of one year.
- We may enter into non-competition agreements with members of the executive management for the period after the termination of the employment agreement. The duration of any such non-competition undertaking by a member of the executive management shall not exceed two years, and the consideration paid for a non-competition undertaking shall not exceed the sum of the total annual compensation of the respective member of the executive management last paid.
- Loans to members of the board of directors and the executive management may be granted, provided they are at standard market rates and the aggregate amount of the loan extended to the member of the board of directors or executive management does not exceed 200% of the total annual compensation of the respective member of the executive management last paid or payable for the first time.
- Subject to the approval by the meeting of shareholders, we may grant to members of our board of directors or the executive management post-retirement benefits beyond the occupational benefit scheme, if such post-retirement benefits do not exceed 100% of the total annual compensation of the respective member last paid. In case of capital settlements, the value is determined by recognized actuarial methods.

C. Interests of Experts and Counsel.

Not applicable.

Item 8. Financial Information

A. Consolidated Statements and Other Financial Information.

Consolidated Financial Statements

Our consolidated financial statements are appended at the end of this Annual Report, starting at page F-1, and incorporated herein by reference.

Dividend Distribution Policy

We have never declared or paid any dividends on our ordinary shares and we do not anticipate paying dividends on our equity securities in the foreseeable future. Instead, we intend to retain any earnings for use in the operation and expansion of our business, including for continued advancement of our proprietary DARPin product candidates, investment in research and development, building up our late-stage clinical development and, eventually, commercialization abilities. As a result, investors in our ordinary shares or ADSs will benefit in the foreseeable future only if the ordinary shares or ADSs appreciate in value.

In order for us to declare and pay dividends, the distribution must be approved by shareholders holding an absolute majority of the ordinary shares represented at the general meeting of shareholders. Our board of directors may propose distributions in the form of a common dividend or in the form of a distribution of cash or property that is based upon a reduction of our share capital recorded in the commercial register.

Common dividends may be paid only if we have sufficient distributable profits from previous years (*Gewinnvortrag*) or freely distributable reserves to allow the distribution of a dividend, in each case, as presented on our annual statutory standalone balance sheet prepared in accordance with Swiss company law after deduction of allocated statutory reserves and reserves required by our articles of association (*Statuten*). Our auditor must confirm that a proposal made by the board of directors to shareholders regarding the appropriation of our available earnings conforms to the requirements of the Swiss Code of Obligations of March 30, 1911, as amended, the CO, and our articles of association. In order for us to pay dividends to our shareholders out of reserves from capital contributions (*Reserven aus Kapitaleinlagen*), a shareholders' meeting must approve by the absolute majority of votes represented the reclassification of such reserves from capital contributions to freely distributable reserves (*frei verfügbare Reserven*) (to the extent permissible by the CO). Furthermore, dividends can be paid out of reserves from capital reserves only if the same amount is paid out of the annual profit or ordinary reserves. Dividends and distributions against reserves from capital contributions are usually due and payable after the shareholders' resolution relating to the allocation of profit and distribution against reserves from capital contributions (if applicable) has been passed at the shareholders' meeting or at a later date as determined by the shareholders' dividend resolution. Under Swiss law, the statute of limitations with respect to dividend payments is five years. Dividends not collected within five years after their due date accrue to us and will be allocated to our general reserves. Dividends paid on ordinary shares are subject to Swiss federal withholding tax, except if paid out of reserves from capital contributions. See "Swiss Tax Implications for U.S. Holders—Swiss Tax Considerations—Swiss Federal Withholding Tax" for a summary of certain Swiss tax consequences regarding dividends and other distributions distributed to holders of our ordinary shares. As of December 31, 2025, we had reserves from capital contributions in an aggregate amount of CHF 342,466,159.

A distribution of cash or property that is based on a reduction of our share capital requires a special audit report confirming that the claims of our creditors remain fully covered by our assets despite the reduction in the share capital recorded in the commercial register. Upon approval by the general meeting of the shareholders of the capital reduction, our board of directors must give public notice of the capital reduction in the Swiss Official Gazette of Commerce three times and notify our creditors that they may request, within two months of the third publication, satisfaction of or security for their claims.

Distributions of cash or property that are based upon a capital reduction are not subject to Swiss federal withholding tax. See “Swiss Tax Implications for U.S. Holders—Swiss Tax Considerations—Swiss Federal Withholding Tax” for a summary of certain Swiss tax consequences regarding distributions paid on the ordinary shares that are based upon a capital reduction. For a description of share capital reductions under the revised Swiss corporate law that entered into force in 2023, see "Item 10.B. Memorandum and Articles of Association Swiss Corporate Law Reform."

Dividend distributions, if any in the future, will be declared and paid in Swiss francs and converted into U.S. dollars with respect to our ADSs.

Our board of directors determines the date on which the dividend entitlement starts. Dividends are usually due and payable shortly after the shareholders have passed the resolution approving the payment, but shareholders may also resolve at the ordinary general meeting of shareholders to pay dividends in quarterly or other installments.

Legal Proceedings

From time to time we may become involved in legal proceedings or be subject to claims arising in the ordinary course of our business. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

On July 12, 2022, a putative class action complaint was filed in the U.S. District Court for the Southern District of New York against the Company, its directors, and certain of its executive officers. On May 23, 2023, an amended complaint was filed. The amended complaint alleged that the defendants violated federal securities laws by, among other things, making misrepresentations and omissions regarding its product candidate MP0310 and an associated licensing agreement. The amended complaint sought unspecified compensatory damages, as well as an award of reasonable attorneys’ fees and other costs, on behalf of persons and/or entities which purchased the Company's American Depositary Shares (ADSs) pursuant to certain offering documents issued in connection with the Company's initial public offering of ADSs. The Company and named individual defendants moved to dismiss the amended complaint on July 24, 2023. Plaintiffs filed their opposition on September 7, 2023 and the Company and named individual defendants filed their reply brief on October 5, 2023. On February 5, 2024, the court dismissed the amended complaint without prejudice and gave plaintiff the opportunity to amend the complaint by February 26, 2024. On February 23, 2024, plaintiff filed a stipulation of dismissal with prejudice. On February 29, 2024, the court ordered the case closed.

B. Significant Changes.

Please see Note 27, Events After the Balance Sheet Date, included in the audited consolidated financial statements start at page F-1 included elsewhere in this Form 20-F. Other than the events included in this note, no significant changes have occurred.

Item 9. The Offer and Listing.

A. Offer and Listing Details.

Our ADSs have been listed on the Nasdaq Global Select Market under the symbol “MOLN” since June 16, 2021. Prior to June 16, 2021, there was no public trading market for ADSs. Our ordinary shares have

been listed on the SIX Swiss Exchange, or SIX, under the symbol "MOLN" since November 5, 2014. Prior to November 5, 2014, there was no public trading market for ordinary shares.

B. Plan of Distribution.

Not applicable.

C. Markets.

Our ADSs have been listed on the Nasdaq Global Select Market under the symbol "MOLN" since June 16, 2021, and our ordinary shares have been listed on SIX under the symbol "MOLN" since November 5, 2014.

D. Selling Shareholders.

Not applicable.

E. Dilution.

Not applicable.

F. Expenses of the Issue.

Not applicable.

Item 10. Additional Information.

A. Share Capital.

Not applicable.

B. Memorandum and Articles of Association.

Please see the information set forth in Exhibit 2.3 "Description of Securities" and the copy of our Articles of Association filed as Exhibit 1.1, which are each incorporated herein by reference.

C. Material Contracts.

In addition to the contracts described elsewhere in this Annual Report, the following are summaries of each material contract to which we are a party for the two years preceding the date of this Annual Report.

Sales Agreement

On July 1, 2022, we entered into the Sales Agreement with Leerink Partners LLC (previously known as SVB Securities LLC to sell ordinary shares from time to time at our discretion under an "at the market", or ATM, program, with aggregate gross sales proceeds of up to $100.0 million. The Sales Agreement provides that the commission payable to Leerink Partners LLC (previously known as SVB Securities LLC, as sales agent, for sales of ordinary shares under the ATM program shall be up to 3.0% of the aggregate gross proceeds of any ordinary shares sold under the Sales Agreement. The Sales Agreement contains customary representations and warranties of the parties and indemnification and contribution

provisions, including our agreement to indemnify Leerink Partners LLC (previously known as SVB Securities LLC against certain liabilities, including liabilities under the Securities Act. We and Leerink Partners LLC (previously known as SVB Securities LLC have the right, by giving written notice as specified in the Sales Agreement, to terminate the Sales Agreement. As of the date hereof, we have not made any sales under the Sales Agreement.

Underwriting Agreement

On October 24, 2024, we entered into an underwriting agreement with Leerink Partners LLC and TD Securities (USA) LLC, as representatives of the several underwriters, in connection with an offering of our ADSs. We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, and to contribute to payments the underwriters may be required to make in respect of such liabilities.

For additional information on our material contracts, please see “Item 4. - Information on the Company,” “Item 6. - Directors, Senior Management and Employees,” and “Item 7.B. - Related Party Transactions” of this Annual Report.

D. Exchange Controls.

There are no Swiss governmental laws, decrees or regulations that restrict, in a manner material to us, the export or import of capital, including any foreign exchange controls, or that generally affect the remittance of dividends or other payments to non-residents or non-citizens of Switzerland who hold our ordinary shares.

E. Taxation.

Swiss Federal, Cantonal and Communal Individual Income Tax and Corporate Income Tax

Non-Resident Shareholders

Holders of ADSs representing our shares who are not resident in Switzerland for tax purposes, and who, during the relevant taxation year, have not engaged in a trade or business carried on through a permanent establishment or fixed place of business situated in Switzerland for tax purposes (all such shareholders are hereinafter referred to as the Non-Resident Shareholders), will not be subject to any Swiss federal, cantonal and communal income tax on dividends and similar cash or in-kind distributions on ADSs representing our shares (including dividends on liquidation proceeds and stock dividends) (hereinafter referred to as the Dividends), distributions based upon a capital reduction (*Nennwertrückzahlungen*) or paid out of reserves from capital contributions (*Reserven aus Kapitaleinlagen*) on shares underlying the ADSs, or capital gains realized on the sale or other disposition of ADSs (see, however, "*Swiss Federal Withholding Tax*" for a summary of Swiss federal withholding tax on Dividends).

Resident Private Shareholders

Swiss resident individuals who hold their ADSs as private assets (all such shareholders are hereinafter referred to as the Resident Private Shareholders) are required to include Dividends, but not distributions based upon a capital reduction (*Nennwertrückzahlungen*) or paid out of reserves from capital contributions (*Reserven aus Kapitaleinlagen*) of the shares underlying the ADSs, in their personal income tax return and are subject to Swiss federal, cantonal and communal income tax on any net taxable income for the relevant taxation period, including the Dividends, but not the distributions based upon a capital reduction (*Nennwertrückzahlungen*) or paid out of reserves from capital contributions (*Reserven aus*

Kapitaleinlagen). Capital gains resulting from the sale or other dispositions of ADSs are not subject to Swiss federal, cantonal and communal income tax, and conversely, capital losses are not tax-deductible for Resident Private Shareholders. See "*Domestic Commercial Shareholders*" for a summary of the taxation treatment applicable to Swiss resident individuals, who, for income tax purposes, are classified as "professional securities dealers."

Domestic Commercial Shareholders

Corporate and individual shareholders who are resident in Switzerland for tax purposes and corporate and individual shareholder who are not resident in Switzerland, and who, in each case, hold their ADSs as part of a trade or business carried on in Switzerland, in the case of corporate and individual shareholders not resident in Switzerland, through a permanent establishment or fixed place of business situated, for tax purposes, in Switzerland, are required to recognize Dividends, distributions based upon a capital reduction (*Nennwertrückzahlungen*) or paid out of reserves from capital contributions (*Reserven aus Kapitaleinlagen*) received on shares underlying the ADSs and capital gains or losses realized on the sale or other disposition of ADSs in their income statement for the relevant taxation period and are subject to Swiss federal, cantonal and communal individual or corporate income tax, as the case may be, on any net taxable earnings for such taxation period. The same taxation treatment also applies to Swiss-resident private individuals who, for income tax purposes, are classified as "professional securities dealers" for reasons of, *inter alia*, frequent dealing, or leveraged investments in ADSs and other securities (the shareholders referred to in this section, the Domestic Commercial Shareholders). Domestic Commercial Shareholders who are corporate taxpayers may be eligible for dividend relief (*Beteiligungsabzug*) in respect of Dividends and distributions based upon a capital reduction (*Nennwertrückzahlungen*) or paid out of reserves from capital contributions (*Reserven aus Kapitaleinlagen*) if the shares underlying the ADSs held by them as part of a Swiss business have an aggregate market value of at least CHF 1 million.

Swiss Cantonal and Communal Private Wealth Tax and Capital Tax

Non-Resident Shareholders

Non-Resident Shareholders are not subject to Swiss cantonal and communal private wealth tax or capital tax.

Resident Private Shareholders and Domestic Commercial Shareholders

Resident Private Shareholders and Domestic Commercial Shareholders who are individuals are required to report their ADSs as part of private wealth or their Swiss business assets, as the case may be, and will be subject to Swiss cantonal and communal private wealth tax on any net taxable wealth (including the ADSs), in the case of Domestic Commercial Shareholders to the extent the aggregate taxable wealth is allocated in Switzerland. Domestic Commercial Shareholders who are corporate taxpayers are subject to Swiss cantonal and communal capital tax on taxable capital to the extent the aggregate taxable capital is allocated to Switzerland.

Swiss Federal Withholding Tax

Dividends that the Company pays on the shares underlying the ADSs are subject to Swiss Federal withholding tax (*Verrechnungssteuer*) at a rate of 35% on the gross amount of the Dividend. The Company is required to withhold the Swiss federal withholding tax from the Dividend and remit it to the Swiss Federal Tax Administration. Distributions based upon a capital reduction (*Nennwertrückzahlungen*) or paid out of reserves from capital contributions (*Reserven aus Kapitaleinlagen*) are not subject to Swiss federal withholding tax.

The Swiss federal withholding tax on a Dividend will be refundable in full to a Resident Private Shareholder and to a Domestic Commercial Shareholder, who, in each case, inter alia, as a condition to refund, duly reports the Dividend in his or her individual income tax return as income or recognizes the Dividends in its income statement as earnings, as applicable.

A Non-Resident Shareholder may be entitled to a partial refund of the Swiss federal withholding tax on Dividend if the country of his or her residence for tax purposes has entered into a bilateral treaty for the avoidance of double taxation with Switzerland and the conditions of such treaty are met. Such shareholders should be aware that the procedures for claiming tax treaty benefits (and the time required for obtaining a refund) might be different from country to country. For example, a shareholder who is resident of the U.S. for the purposes of the bilateral treaty between the U.S. and Switzerland, or the Treaty, is eligible for a refund of the amount of the withholding tax in excess of the 15% treaty rate, provided such shareholder: (i) qualifies for benefits under this treaty and qualifies as beneficial owner of the Dividends; (ii) hold, directly or indirectly, less than 10% of the voting stock of the Company; (iii) does not qualify as a pension scheme or retirement arrangement for the purpose of the bilateral treaty; and (iv) does not conduct business through a permanent establishment or fixed base in Switzerland to which the ADSs are attributable. Such an eligible U.S. shareholder may apply for a refund of the amount of the withholding tax in excess of the 15% treaty rate. The applicable refund request form may be filed with the Swiss Federal Tax Administration following receipt of the dividend and the relevant deduction certificate, however no later than December 31 of the third year following the calendar year in which the dividend was payable.

Swiss Federal Stamp Taxes

Any dealings in the ADSs, where a bank or another securities dealer in Switzerland, as defined in the Swiss Federal Stamp Tax Act, acts as intermediary or is a party to the transaction, are, subject to certain exemptions provided for in the Swiss Federal Stamp Tax Act, subject to Swiss securities turnover tax at an aggregate tax rate of up to 0.15% of the consideration paid for such ADSs.

International Automatic Exchange of Information in Tax Matters

On November 19, 2014, Switzerland signed the Multilateral Competent Authority Agreement, which is based on article 6 of the OECD/Council of Europe administrative assistance convention and is intended to ensure the uniform implementation of automatic exchange of information, or the AEOI. The Federal Act on the International Automatic Exchange of Information in Tax Matters, or the AEOI Act, entered into force on January 1, 2017. The AEOI Act is the legal basis for the implementation of the AEOI standard in Switzerland.

The AEOI is being introduced in Switzerland through bilateral agreements or multilateral agreements. The agreements have, and will be, concluded on the basis of guaranteed reciprocity, compliance with the principle of specialty (i.e., the information exchanged may only be used to assess and levy taxes (and for criminal tax proceedings) and adequate data protection.

Based on such multilateral agreements and bilateral agreements and the implementing laws of Switzerland, Switzerland exchanges data in respect of financial assets, including the Shares, held in, and income derived thereon and credited to, accounts or deposits with a paying agent in Switzerland for the benefit of individuals resident in an EU member state or in a treaty state.

Swiss Facilitation of the Implementation of the U.S. Foreign Account Tax Compliance Act

Switzerland has concluded an intergovernmental agreement with the U.S. to facilitate the implementation of FATCA. The agreement ensures that the accounts held by U.S. persons with Swiss financial

institutions are disclosed to the U.S. tax authorities either with the consent of the account holder or by means of group requests within the scope of administrative assistance. Information will not be transferred automatically in the absence of consent, and instead will be exchanged only within the scope of administrative assistance on the basis of the double taxation agreement between the U.S. and Switzerland. On October 8, 2014, the Swiss Federal Council approved a mandate for negotiations with the U.S. on changing the current direct-notification-based regime to a regime where the relevant information is sent to the Swiss Federal Tax Administration, which in turn provides the information to the U.S. tax authorities. The negotiations were concluded on November 13, 2023 and on June 27, 2024, the Swiss Federal Tax Administration issued a press release announcing the signing of a reciprocal FATCA Model 1 intergovernmental agreement (the "Model 1 IGA"). This means that Switzerland will also receive account data from the United States in the future. Swiss financial institutions will no longer provide the required data to the U.S. authorities, but rather to the Swiss Federal Tax Administration, which will then transmit it to the Internal Revenue Service. In Switzerland, the implementation of the Model 1 IGA necessitates changes to national law, which will be decided by the Federal Assembly. Such changes to national law implementing the Model 1 IGA are currently expected to enter into force in Switzerland on January 1, 2028. However, it is not possible to predict whether and when such changes will be enacted.

Material U.S. Federal Income Tax Consequences for U.S. Holders

The following discussion describes the material U.S. federal income tax consequences relating to the ownership and disposition of our ADSs by U.S. Holders (as defined below). This discussion applies to U.S. Holders that hold our ADSs as capital assets (generally, property held for investment) within the meaning of Section 1221 of the U.S. Internal Revenue Code of 1986, as amended, or the Code. This discussion is based on the Code, U.S. Treasury Regulations promulgated thereunder, the Treaty, and administrative and judicial interpretations thereof, all as in effect on the date hereof and all of which are subject to change, possibly with retroactive effect. This discussion does not address all of the U.S. federal income tax consequences that may be relevant to specific U.S. Holders in light of their particular circumstances or to U.S. Holders subject to special treatment under U.S. federal income tax law (such as certain financial institutions, insurance companies, broker-dealers and traders in securities or other persons that generally mark their securities to market for U.S. federal income tax purposes, tax-exempt entities, retirement plans, regulated investment companies, real estate investment trusts, certain former citizens or residents of the United States, persons who hold ADSs as part of a "straddle," "conversion transaction," "synthetic security" or integrated investment, persons who received their ADSs as compensatory payments, persons that have a "functional currency" other than the U.S. dollar, persons that own directly, indirectly or through attribution 10% or more of the voting power or value of our ADSs, corporations that accumulate earnings to avoid U.S. federal income tax, S-corporations, partnerships (including entities or arrangements treated as partnerships for U.S. federal income tax purposes) and other pass-through entities, and investors in such pass-through entities, or persons who hold our ADSs in connection with a trade or business, permanent establishment or fixed place of business outside the United States, including a permanent establishment in Switzerland). This discussion relates only to U.S. federal income taxes and does not address any other taxes, including but not limited to, U.S. state or local or non-U.S. tax consequences or any U.S. federal estate, gift or alternative minimum tax consequences, or the special tax accounting rules under Section 451(b) of the Code.

As used in this discussion, the term "U.S. Holder" means a beneficial owner of our ADSs that is, for U.S. federal income tax purposes, (1) an individual who is a citizen or resident of the United States, (2) a corporation (or entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof, or the District of Columbia, (3) an estate the income of which is subject to U.S. federal income tax regardless of its source or (4) a trust (x) with respect to which a court within the United States is able to exercise primary supervision over its

administration and one or more United States persons have the authority to control all of its substantial decisions or (y) that has elected under applicable U.S. Treasury Regulations to be treated as a domestic trust for U.S. federal income tax purposes.

If a partnership (including an entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds our ADSs, the U.S. federal income tax consequences relating to an investment in the ADSs will depend in part upon the status and activities of such entity or arrangement and the particular partner. Any such entity or arrangement should consult its own tax advisor regarding the U.S. federal income tax consequences applicable to it and its partners of the purchase, ownership and disposition of our ADSs.

The discussion below assumes that the representations contained in the deposit agreement are true and that the obligations in the deposit agreement and any related agreement will be complied with in accordance with their terms. A U.S. Holder of our ADSs will generally be treated for U.S. federal income tax purposes as holding the ordinary shares represented by the ADSs, and, accordingly, no gain or loss will be recognized upon an exchange of the ADSs for the ordinary shares.

Passive Foreign Investment Company Consequences

In general, a corporation organized outside the United States will be treated as a passive foreign investment company, or PFIC, for U.S. federal income tax purposes for any taxable year in which, after the application of certain look-through rules with respect to income and assets of its subsidiaries, either (1) at least 75% of its gross income is "passive income," or (2) on average at least 50% of its assets, determined on a quarterly basis, for the taxable year are assets that produce passive income or are held for the production of passive income. Passive income for this purpose generally includes, among other things, dividends, interest, royalties, rents, and gains from the sale or exchange of property that gives rise to passive income. Assets that produce or are held for the production of passive income generally include cash (unless held in a non-interest bearing account for short-term working capital needs), marketable securities, and other assets that may produce passive income. Generally, in determining whether a non-U.S. corporation is a PFIC, a proportionate share of the income and assets of each corporation in which it owns, directly or indirectly, at least a 25% interest (by value) is taken into account.

Based upon our analysis of the value of our assets and the nature and composition of our income and assets, we believe that we were a PFIC for the taxable year ended December 31, 2024. However, the determination of whether or not we are a PFIC is a fact-intensive determination made annually after the end of the taxable year and the applicable law is subject to varying interpretations. For instance, the value of our assets may be determined in large part by reference to the market price of our ADSs, which is likely to continue to fluctuate. Accordingly, we cannot provide any assurance regarding, and our U.S. counsel expresses no opinion with respect to, our PFIC status for any taxable year. Furthermore, there can be no assurance that the U.S. Internal Revenue Service, or the IRS, will agree with our conclusion or that the IRS will not successfully challenge our position.

If we are a PFIC in any taxable year during which a U.S. Holder owns our ADSs, the U.S. Holder could be liable for additional taxes and interest charges under the "PFIC excess distribution regime" upon (1) a distribution made during a taxable year that is greater than 125% of the average annual distributions made in the three preceding taxable years, or, if shorter, the U.S. Holder's holding period for the ADSs, and (2) any gain recognized on a sale, exchange or other disposition, including a pledge, of the ADSs, whether or not we continue to be a PFIC. Under the PFIC excess distribution regime, the tax on such distribution or gain would be determined by allocating the distribution or gain ratably over the U.S. Holder's holding period for the ADSs. The amount allocated to the current taxable year (i.e., the year in which the distribution occurs or the gain is recognized) and any year prior to the first taxable year in which we are a

PFIC will be taxed as ordinary income earned in the current taxable year. The amount allocated to other taxable years will be taxed at the highest marginal rates in effect for individuals or corporations, as applicable, for ordinary income for each such taxable year, and an interest charge, generally applicable to underpayments of tax, will be added to the tax.

If we are a PFIC for any taxable year during which a U.S. Holder holds our ADSs, we must generally continue to be treated as a PFIC by that holder for all succeeding years during which the U.S. Holder holds the ADSs, unless we cease to meet the requirements for PFIC status and the U.S. Holder makes a "deemed sale" election with respect to the ADSs. If this election is made, the U.S. Holder will be deemed to sell the ADSs it holds at their fair market value on the last day of the last taxable year in which we qualified as a PFIC. Any gain recognized from such deemed sale will be taxed under the PFIC excess distribution regime, and any loss will not be recognized. The U.S. Holder's tax basis in its ADSs will be increased by the amount of gain recognized, and the U.S. Holder's holding period for its ADSs will start on the day after the last day of the last taxable year in which we qualified as a PFIC. After the deemed sale election, the U.S. Holder's ADSs will not be treated as shares of a PFIC unless we subsequently become a PFIC.

If we are a PFIC for any taxable year during which a U.S. Holder holds our ADSs and at any time have a non-U.S. corporate subsidiary that is also a PFIC (i.e., a lower-tier PFIC), such U.S. Holder generally will be treated as owning a proportionate amount (by value) of the shares of the lower-tier PFIC and will be taxed under the PFIC excess distribution regime on distributions by the lower-tier PFIC and on gain from the disposition of shares of the lower-tier PFIC even though such U.S. Holder would not receive the proceeds of those distributions or dispositions. Each U.S. Holder is advised to consult its tax advisors regarding the application of the PFIC rules to our non-U.S. subsidiaries, if any.

If we are a PFIC for any taxable year during which a U.S. Holder holds our ADSs, such U.S. Holder will not be subject to tax under the PFIC excess distribution regime on distributions or gain recognized on the ADSs if such U.S. Holder makes a valid "mark-to-market" election for our ADSs. A mark-to-market election is available to a U.S. Holder only for "marketable stock." Our ADSs will be marketable stock as long as they remain listed on the Nasdaq Global Select Market and are regularly traded, other than in de minimis quantities, on at least 15 days during each calendar quarter. If a mark-to-market election is in effect, a U.S. Holder generally will take into account, as ordinary income for each taxable year of the U.S. Holder, any excess of the fair market value of the U.S. Holder's ADSs held at the end of such taxable year over the U.S. Holder's adjusted tax basis in such ADSs. The U.S. Holder will also take into account, as an ordinary loss for each taxable year, any excess of its adjusted tax basis in such ADSs over their fair market value at the end of the taxable year, but only to the extent of the excess of amounts previously included in income over ordinary losses deducted as a result of the mark-to-market election. The U.S. Holder's tax basis in its ADSs will be adjusted to reflect any income or loss recognized as a result of the mark-to-market election. Any gain from a sale, exchange or other disposition of the ADSs in any taxable year in which we are a PFIC will be treated as ordinary income and any loss from such sale, exchange or other disposition would be treated first as ordinary loss (to the extent of any net mark-to-market gains previously included in income) and thereafter as capital loss.

A mark-to-market election will not apply to our ADSs for any taxable year during which we are not a PFIC but will remain in effect with respect to any subsequent taxable year in which we become a PFIC. Such election generally will not apply to any lower-tier PFICs that we may organize or acquire in the future, unless shares of such lower-tier PFICs are themselves marketable stock. Accordingly, a U.S. Holder may continue to be subject to tax under the PFIC excess distribution regime with respect to any lower-tier PFICs that we may organize or acquire in the future notwithstanding the U.S. Holder's mark-to-market election for our ADSs.

The tax consequences that would apply if we are a PFIC would also be different from those described above if a U.S. Holder were able to make a valid qualified electing fund, or QEF, election for taxable years during which the U.S. Holder holds our ADSs and in which we are a PFIC. Instead, a U.S. Holder that makes a QEF election is required for each taxable year to include in income (i) the U.S. Holder's pro rata share of the PFIC's ordinary earnings as ordinary income or (ii) the U.S. Holder's pro rata share of the PFIC's net capital gains as capital gain, regardless of whether such earnings or gain have in fact been distributed, for each taxable year that the entity is classified as a PFIC. If a U.S. Holder makes a QEF election with respect to us, any distributions paid by us out of our earnings and profits that were previously included in the U.S. Holder's income under the QEF election would not be taxable to the U.S. Holder. A U.S. Holder will increase its tax basis in its ADSs by an amount equal to any income included under the QEF election and will decrease its tax basis by any amount distributed on the ADSs that is not included in the U.S. Holder's income. If a U.S. Holder has made a QEF election with respect to its ADSs, any gain or loss recognized by the U.S. Holder on a sale or other disposition of such ADSs will constitute capital gain or loss. In addition, if a U.S. Holder makes a timely QEF election, our ADSs will not be considered shares in a PFIC in years in which we are not a PFIC, even if the U.S. Holder had held ADSs in prior years in which we were a PFIC.

U.S. Holders should consult their tax advisors regarding making QEF elections in their particular circumstances. If a U.S. Holder does not make and maintain a QEF election for the U.S. Holder's entire holding period for our ADSs by making the election for the first year in which the U.S. Holder owns our ADSs, the U.S. Holder will be subject to the adverse PFIC rules discussed above unless the U.S. Holder can properly make a "purging election" with respect to our ADSs in connection with the U.S. Holder's QEF election. A purging election may require the U.S. Holder to recognize taxable gain on the U.S. Holder's ADSs.

In order to comply with the requirements of a QEF election, a U.S. Holder must receive certain information from us. The QEF election is made on a shareholder-by-shareholder basis and can be revoked only with the consent of the IRS. A shareholder makes a QEF election by attaching a completed IRS Form 8621, including the information provided in a PFIC annual information statement, to a timely filed U.S. federal income tax return and by filing a copy of the form with the IRS. We expect to provide the information necessary for a U.S. Holder to make a QEF election if we were treated as a PFIC for any taxable year, although there is no assurance that we will do so. There is no assurance that we have not been previously classified as a PFIC during a U.S. Holder's holding period for our ADSs. Accordingly, U.S. holders may be unable to make a timely QEF election with respect to our ADSs.

U.S. Holders should consult their tax advisors to determine whether any of these above elections would be available and if so, what the consequences of the alternative treatments would be in their particular circumstances.

Each U.S. person (as defined in the Code) that is an investor of a PFIC is generally required to file an annual information return on IRS Form 8621 containing such information as the U.S. Treasury Department may require. The failure to file IRS Form 8621 could result in the imposition of penalties and the extension of the statute of limitations with respect to U.S. federal income tax.

The U.S. federal income tax rules relating to PFICs are very complex. U.S. Holders are strongly urged to consult their own tax advisors with respect to the impact of PFIC status on the ownership and disposition of our ADSs, the consequences to them of an investment in a PFIC, any elections available with respect to the ADSs and the IRS information reporting obligations with respect to the ownership and disposition of ADSs of a PFIC.

Distributions

We do not anticipate declaring or paying dividends to holders of our ADSs in the foreseeable future. However, if we make a distribution contrary to this expectation, subject to the discussion above under "- Passive Foreign Investment Company Consequences," a U.S. Holder that receives a distribution with respect to our ADSs generally will be required to include the gross amount of such distribution in gross income as a dividend when actually or constructively received to the extent of the U.S. Holder's pro rata share of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). To the extent a distribution received by a U.S. Holder is not a dividend because it exceeds the U.S. Holder's pro rata share of our current and accumulated earnings and profits, it will be treated first as a taxfree return of capital and reduce (but not below zero) the adjusted tax basis of the U.S. Holder's ADSs. To the extent the distribution exceeds the adjusted tax basis of the U.S. Holder's ADSs, the excess will be taxed as capital gain. Because we may not account for our earnings and profits in accordance with U.S. federal income tax principles, U.S. Holders should expect all distributions to them to be treated as dividends. The amount of any dividend income paid in a currency other than the U.S. dollar will be the U.S. dollar amount calculated by reference to the exchange rate in effect on the date of actual or constructive receipt, regardless of whether the payment is in fact converted into U.S. dollars at that time. If the dividend is converted into U.S. dollars on the date of receipt, a U.S. Holder should not be required to recognize foreign currency gain or loss in respect of the dividend income. A U.S. Holder may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of receipt.

Distributions on our ADSs that are treated as dividends generally will constitute income from sources outside the United States for U.S. foreign tax credit purposes and generally will constitute passive category income. Subject to certain complex conditions and limitations, Swiss taxes withheld on any distributions on our ADSs at a rate not exceeding the rate provided by the Treaty may be eligible for credit against a U.S. Holder's U.S. federal income tax liability. The rules relating to the determination of the U.S. foreign tax credit are complex, and U.S. Holders should consult their tax advisors regarding the availability of a foreign tax credit in their particular circumstances and the possibility of claiming a deduction (in lieu of the foreign tax credit) for any foreign taxes paid or withheld.

Dividends paid by a "qualified foreign corporation" are eligible for taxation to non-corporate U.S. Holders at a reduced capital gains rate rather than the marginal tax rates generally applicable to ordinary income provided that certain requirements are met, including holding period and the absence of certain risk reduction transaction requirements. Each U.S. Holder is advised to consult its tax advisors regarding the availability of the reduced tax rate on dividends with regard to its particular circumstances. Prospective investors should be aware, however, that dividends paid by a company that is a PFIC in the taxable year in which the distribution is paid or in the preceding taxable year are not eligible to be taxed at such reduced rate. Distributions on our ADSs that are treated as dividends generally will not be eligible for the "dividends received" deduction generally allowed to corporate shareholders with respect to dividends received from U.S. corporations.

A non-U.S. corporation (other than a corporation that is classified as a PFIC for the taxable year in which the dividend is paid or the preceding taxable year) generally will be considered to be a qualified foreign corporation (a) if it is eligible for the benefits of a comprehensive tax treaty with the United States which the Secretary of Treasury of the United States determines is satisfactory for purposes of this provision and which includes an exchange of information provision, or (b) with respect to any dividend it pays on ADSs that are readily tradable on an established securities market in the United States. We believe that we qualify as a resident of Switzerland for purposes of, and are eligible for the benefits of the Treaty, although there can be no assurance in this regard. Further, the IRS has determined that the Treaty is satisfactory for purposes of the qualified dividend rules and that it includes an exchange of information

provision. Our ADSs will generally be considered to be readily tradable on an established securities market in the United States if they are listed on Nasdaq Global Select Market, as we intend our ADSs to be. U.S. Holders should consult their own tax advisors regarding the availability of the lower rate for dividends paid with respect to our ADSs.

Sale, Exchange or Other Disposition of Our ADSs

Subject to the discussion above under "- Passive Foreign Investment Company Consequences," a U.S. Holder generally will recognize capital gain or loss for U.S. federal income tax purposes upon the sale, exchange or other disposition of our ADSs in an amount equal to the difference, if any, between the amount realized (i.e., the amount of cash plus the fair market value of any property received) on the sale, exchange or other disposition and such U.S. Holder's adjusted tax basis in the ADSs. Such capital gain or loss generally will be long-term capital gain taxable at a reduced rate for non-corporate U.S. Holders or long-term capital loss if, on the date of sale, exchange or other disposition, the ADSs were held by the U.S. Holder for more than one year. Any capital gain of a non-corporate U.S. Holder that is not long-term capital gain will be taxed at ordinary income rates. The deductibility of capital losses is subject to limitations. Any gain or loss recognized from the sale or other disposition of the ADSs will generally be gain or loss from sources within the United States for U.S. foreign tax credit purposes.

Medicare Tax

Certain U.S. Holders that are individuals, estates or trusts and whose income exceeds certain thresholds generally are subject to a 3.8% tax on all or a portion of their net investment income, which may include their gross dividend income and net gains from the disposition of our ADSs. If you are a United States person that is an individual, estate or trust, you are encouraged to consult your tax advisors regarding the applicability of this Medicare tax to your income and gains in respect of your investment in our ADSs.

Information Reporting and Backup Withholding

U.S. Holders may be required to file certain U.S. information reporting returns with the IRS with respect to their investment in our ADSs, including, among others, IRS Form 8938 (Statement of Specified Foreign Financial Assets). As described above under "- Passive Foreign Investment Company Consequences," each U.S. Holder who is a shareholder of a PFIC must file an annual report containing certain information.

Dividends on and proceeds from the sale or other disposition of our ADSs may be subject to U.S. backup withholding unless the U.S. Holder establishes a basis for exemption. Backup withholding generally would apply if the holder fails to (1) provide an accurate United States taxpayer identification number (usually on IRS Form W-9), or (2) otherwise establish an exemption from information reporting and backup withholding. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules generally will be allowed as a refund or a credit against a U.S. Holder's U.S. federal income tax liability if the required information is furnished by the U.S. Holder on a timely basis to the IRS.

U.S. Holders paying more than US$100,000 for our ADSs may be required to file IRS Form 926 (Return by a U.S. Transferor of Property to a Foreign Corporation) reporting this payment. Substantial penalties may be imposed upon a U.S. Holder that fails to comply with the required information reporting.

U.S. Holders should consult their own tax advisors regarding the backup withholding and information reporting rules.

The discussion above is for general informational purposes only and is not tax advice. Prospective investors in our ADSs should consult their tax advisors regarding the U.S. federal, state, and local

and non-U.S. income and non-income tax consequences of the ownership and disposition of our ADSs in their particular circumstances, including information reporting requirements and the impact of any potential change in law.

F. Dividends and Paying Agents.

Not applicable.

G. Statement by Experts.

Not applicable.

H. Documents on Display.

We are subject to the information reporting requirements of the Exchange Act applicable to foreign private issuers and under those requirements will file reports with the SEC. Those reports may be inspected without charge at the locations described below. As a foreign private issuer, we are exempt from the rules under the Exchange Act related to the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as United States companies whose securities are registered under the Exchange Act. Nevertheless, we will file with the SEC an Annual Report on Form 20-F containing financial statements that have been examined and reported on, with and opinion expressed by an independent registered public accounting firm.

We maintain a corporate website at *www.molecularpartners.com*. We intend to post our Annual Report on Form 20-F on our website promptly following it being filed with the SEC. Information contained on, or that can be accessed through, our website does not constitute a part of this Annual Report on Form 20-F. We have included our website address in this Annual Report on Form 20-F solely as an inactive textual reference.

The Securities and Exchange Commission maintains a website (*www.sec.gov*) that contains reports, proxy and information statements and other information regarding registrants, such as Molecular Partners, that file electronically with the SEC.

With respect to references made in this Annual Report on Form 20-F to any contract or other document of our company, such references are not necessarily complete and you should refer to the exhibits attached or incorporated by reference to this Annual Report on Form 20-F for copies of the actual contract or document.

I. Subsidiary Information.

Not required.

J. Annual Report to Security Holders

The Company intends to submit any annual report provided to security holders in electronic format as an exhibit to a current report on Form 6-K.

Item 11. Quantitative and Qualitative Disclosures About Market Risk.

We operate primarily in Switzerland, Europe and in the United States and are therefore exposed to market risk, which represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates.

As of December 31, 2025, we had cash and cash equivalents plus short-term time deposits of CHF 93.1 million.

Foreign exchange risk

We operate primarily in Switzerland, Europe and in the United States and our functional currency is the Swiss franc, and as a result, we are exposed to (1) transactional foreign exchange risk when we enter into a transaction in a currency other than our functional currency and (2) translational foreign exchange risk when we translate our financial statements from USD into our functional currency.

In order to reduce our foreign exchange exposure, we may enter into currency contracts with selected high-quality financial institutions to hedge against foreign currency exchange rate risks. The Group's primary exposure to financial risk is due to fluctuation of exchange rates between CHF, USD and EUR. Our hedging policy is (1) to maximize natural hedging by matching expected future cash flows in the different currencies and (2), if market conditions allow and as the need arises, to consider hedging some of the remaining expected net currency exposure. However, due to market volatilities and uncertainties in the cash flows, a 100% hedging of the currency exposure is impossible.

Credit risk

The maximum credit risk on financial instruments corresponds to the carrying amounts of our cash and cash equivalents, short-term time deposits and receivables. We have not entered into any guarantees or similar obligations that would increase the risk over and above the carrying amounts. As of December 31, 2025, substantially all of our cash and cash equivalents, and short-term time deposits were held at major financial institutions located in Switzerland. We believe that these financial institutions are of high credit quality and continually monitor the credit worthiness of these financial institutions. We enter into partnerships with partners that have the appropriate credit history and a commitment to ethical business practices. Other receivables with credit risk mainly include interest receivables.

Item 12. Description of Securities Other than Equity Securities.

A. Debt Securities.

Not applicable.

B. Warrants and Rights.

Not applicable.

C. Other Securities.

Not applicable.

D. American Depositary Shares.

Fees and Charges

Holders of our ADSs are required to pay the following service fees to the depositary under the terms of our deposit agreement:

Service	*Fees*
•Issuance of ADSs (e.g., an issuance of ADS upon a deposit of ordinary shares, upon a change in the ADS(s)-to- common share(s) ratio, or for any other reason), excluding ADS issuances as a result of distributions of ordinary shares)	Up to U.S. $0.05 per ADS issued
•Cancellation of ADSs (e.g., a cancellation of ADSs for delivery of deposited property, upon a change in the ADS(s)-to- common share(s) ratio, or for any other reason)	Up to U.S. $0.05 per ADS canceled
•Distribution of cash dividends or other cash distributions (e.g., upon a sale of rights and other entitlements)	Up to U.S. $0.05 per ADS held
•Distribution of ADSs pursuant to stock dividends, other free stock distributions or exercise of rights to purchase additional ADSs.	Up to U.S. $0.05 per ADS held
•Distribution of securities other than ADSs or rights to purchase additional ADSs (e.g., upon a spin-off)	Up to U.S. $0.05 per ADS held
•ADS Services	Up to U.S. $0.05 per ADS held on the applicable record date(s) established by the depositary
•Registration of ADS Transfers (e.g., upon a registration of the transfer of registered ownership of ADSs, upon a transfer of ADSs into DTC and vice versa, or for any other reason).	Up to U.S. $0.05 per ADS transferred
•Conversion of ADSs of one series for ADSs of another series (e.g., upon conversion of Partial Entitlement ADSs for Full Entitlement ADSs, or upon conversion of Restricted ADSs into freely transferable ADSs, and vice versa).	Up to U.S. $0.05 per ADS converted

Holders of ADSs are also responsible to pay certain fees, expenses, taxes and governmental charges such as:

•taxes (including applicable interest and penalties) and other governmental charges;

•such registration fees as may from time to time be in effect for the registration of ordinary shares or other deposited securities on the share register and applicable to transfers of ordinary shares or other deposited securities to or from the name of the custodian, the depositary or any nominees upon the making of deposits and withdrawals, respectively;

•such cable, telex and facsimile transmission and delivery expenses as are expressly provided in the deposit agreement to be at the expense of the person depositing ordinary shares or withdrawing deposited property or of the holders and beneficial owners of ADSs;

•in connection with the conversion of foreign currency, the fees, expenses, spreads, taxes and other charges of the depositary and/or conversion service providers (which may be a division, branch or affiliate of the depositary). Such fees, expenses, spreads, taxes, and other charges shall be deducted from the foreign currency;

•any reasonable and customary out-of-pocket expenses incurred in such conversion and/or on behalf of the holders and beneficial owners in complying with currency exchange control or other governmental requirements; and

•the fees, charges, costs and expenses incurred by the depositary, the custodian, or any nominee in connection with the ADR program.

ADS fees and charges for (i) the issuance of ADSs, and (ii) the cancellation of ADSs are charged to the person for whom the ADSs are issued (in the case of ADS issuances) and to the person for whom ADSs are cancelled (in the case of ADS cancellations). In the case of ADSs issued by the depositary into DTC, the ADS issuance and cancellation fees and charges may be deducted from distributions made through DTC, and may be charged to the DTC participant(s) receiving the ADSs being issued or the DTC participant(s) holding the ADSs being cancelled, as the case may be, on behalf of the beneficial owner(s) and will be charged by the DTC participant(s) to the account of the applicable beneficial owner(s) in accordance with the procedures and practices of the DTC participants as in effect at the time.

ADS fees and charges in respect of distributions and the ADS service fee are charged to the holders as of the applicable ADS record date. In the case of distributions of cash, the amount of the applicable ADS fees and charges is deducted from the funds being distributed. In the case of (i) distributions other than cash and (ii) the ADS service fee, holders as of the ADS record date will be invoiced for the amount of the ADS fees and charges and such ADS fees and charges may be deducted from distributions made to holders of ADSs. For ADSs held through DTC, the ADS fees and charges for distributions other than cash and the ADS service fee may be deducted from distributions made through DTC, and may be charged to the DTC participants in accordance with the procedures and practices prescribed by DTC and the DTC participants in turn charge the amount of such ADS fees and charges to the beneficial owners for whom they hold ADSs.

In the case of (i) registration of ADS transfers, the ADS transfer fee will be payable by the ADS holder whose ADSs are being transferred or by the person to whom the ADSs are transferred, and (ii) conversion of ADSs of one series for ADSs of another series, the ADS conversion fee will be payable by the holder whose ADSs are converted or by the person to whom the converted ADSs are delivered.

In the event of refusal to pay the depositary fees or other charges, the depositary may, under the terms of the deposit agreement, refuse the requested service until payment is received or may set off the amount of the depositary fees or other charges from any distribution to be made to the ADS holder.

The fees and charges holders of ADSs may be required to pay may vary over time and may be changed by us and by the depositary. Holders of ADSs will receive prior notice of such changes.

The depositary may reimburse us for certain expenses incurred by us in respect of the ADR program, by making available a portion of the depositary fees charged in respect of the ADR program or otherwise, upon such terms and conditions as we and the depositary may agree from time to time.

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies.

Not applicable.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds.

A. Not applicable.

B. Not applicable.

C. Not applicable.

D. Not applicable.

E. Use of Proceeds.

Not applicable

Item 15. Controls and Procedures.

A. Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to our management, including our Chief Executive Officer and SVP Finance, as appropriate to allow timely decisions regarding required disclosure. Our management, with the participation of our Chief Executive Officer and SVP Finance, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of December 31, 2025. Based on such evaluation, our Chief Executive Officer and SVP Finance as principal financial officer, have concluded that, as of December 31, 2025, our disclosure controls and procedures were effective.

B. Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) and for the assessment of the effectiveness of our internal control over financial reporting. Under the supervision and with the participation of our Chief Executive Officer (principal executive officer) and SVP Finance (principal

financial officer), management assessed our internal control over financial reporting based upon the framework in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, our management has concluded that our internal control over financial reporting was effective at the reasonable assurance level as of December 31, 2025.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements, and can only provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. 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.

C. Attestation Report of the Registered Public Accounting Firm

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

D. Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the period covered by this Annual Report that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

Item 16. Reserved.

Not applicable.

Item 16A. Audit Committees Financial Expert.

Our board of directors has further determined that Sandip Kapadia is an “audit committee financial expert” as defined by SEC rules and regulations and that each of the members of the Audit and Finance Committee qualifies as financially sophisticated under the applicable exchange listing rules. Mr. Kapadia is independent as such term is defined in Rule 10A-3 under the Exchange Act and under the listing standards of Nasdaq.

Item 16B. Code of Business Conduct and Ethics.

We have adopted a Code of Conduct which is applicable to all of our employees, executive officers and directors. The Code of Conduct is available on our website at *www.molecularpartners.com*. The Audit and Finance Committee of our board of directors is responsible for overseeing the Code of Conduct and is required to approve any waivers of the Code of Conduct for employees, executive officers and directors. We did not grant any waivers to the Code of Conduct during the year ended December 31, 2024. We expect that any amendments to the Code of Conduct will be disclosed on our website.

Item 16C. Principal Accountant Fees and Services.

The aggregate fees for services rendered by KPMG AG, Zurich, Switzerland (PCAOB ID 3240), for professional services were as follows:

in CHF thousands	2025	2024
Audit fees	596	674
Audit related fees	—	—
Tax fees	—	—
All other fees	26	—
Balance at December 31	**622**	**674**

Audit Fees

Audit fees include the standard audit work performed each fiscal year necessary to allow the auditor to issue an opinion on our Consolidated Financial Statements and to issue an opinion on the local statutory financial statements of the Company and its subsidiaries. Audit fees also include services that can be provided only by the auditor such as reviews of quarterly financial results, review of the registration statement filed with the SEC and comfort letters delivered to underwriters in connection with equity offerings.

Audit related fees

These services consisting primarily of agreed-upon procedure reports, accounting consultations and other attest services related to financial reporting that are not required by statute or regulation.

Tax fees

Fees for tax services represent income tax and indirect tax compliance services as well as tax advisory services.

All other fees

Fees for other services not included in the above three categories.

Pre-Approval Procedures and Policies

In accordance with the requirements of the U.S. Sarbanes-Oxley Act of 2002 and rules issued by the SEC, we utilize a procedure for the review and pre-approval of any services performed by KPMG. The procedure requires that all proposed engagements of KPMG for audit and permitted non-audit services are submitted to the Audit and Finance Committee for approval prior to the beginning of any such services. In accordance with this policy, all services performed by and fees paid to KPMG in 2024 and 2023 were approved by the Audit and Finance Committee.

Item 16D. Exemptions from the Listing Standards for Audit Committees.

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

Not applicable.

Item 16F. Change in Registrant's Certifying Accountant.

Not applicable.

Item 16G. Corporate Governance.

Summary of Significant Corporate Governance Differences From Nasdaq Listing Standards

We are a "foreign private issuer" as defined by the SEC. As a result, in accordance with Nasdaq Listing Rule 5615(a)(3), we comply with home country governance requirements and certain exemptions thereunder rather than complying with certain of the corporate governance requirements of Nasdaq.

Swiss law does not require that a majority of our board of directors consist of independent directors. Our board of directors therefore may include fewer independent directors than would be required if we were subject to Nasdaq Listing Rule 5605(b)(1). In addition, we are not subject to Nasdaq Listing Rule 5605(b)(2), which requires that independent directors regularly have scheduled meetings at which only independent directors are present. We believe seven of the Board members satisfy the “independence” requirements of the Nasdaq rules.

Although Swiss law also requires that we adopt a compensation committee, we follow home country requirements with respect to such committee. As a result, our practice varies from the requirements of Nasdaq Listing Rule 5605(d), which sets forth certain requirements as to the responsibilities, composition and independence of compensation committees. To this extent, our practice varies from the independent director oversight of director nominations requirements of Nasdaq Listing Rule 5605(e).

We have opted out of shareholder approval requirements for the issuance of securities in connection with certain events such as the acquisition of stock or assets of another company, the establishment of or amendments to equity-based compensation plans for employees, a change of control of us and certain private placements. To this extent, our practice varies from the requirements of Nasdaq Listing Rule 5635, which generally requires an issuer to obtain shareholder approval for the issuance of securities in connection with such events.

In accordance with Swiss law and generally accepted business practices, our articles of association do not provide quorum requirements generally applicable to general meetings of shareholders. Our practice thus varies from the requirement of Nasdaq Listing Rule 5620(c), which requires an issuer to provide in its bylaws for a generally applicable quorum, and that such quorum may not be less than one-third of the outstanding voting stock.

Item 16H. Mine Safety Disclosure.

Not applicable.

Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspection.

Not applicable.

Item 16J. Insider Trading Policies.

Our board of directors has adopted an Insider Trading Policy that governs the purchase, sale, and other dispositions of our securities by directors, senior management, and employees that is reasonably designed to promote compliance with applicable insider trading laws, rules and regulations, and any listing standards applicable to us. A copy of the Company’s Insider Trading Policy is filed as Exhibit 11.1 to this Annual Report.

Item 16K. Cybersecurity.

Risk Management and Strategy

We have implemented and maintain various information security processes designed to identify, assess and manage material risks from cybersecurity threats to our critical computer networks, third party hosted services, communications systems, hardware and software, and our critical data, including intellectual property, confidential information that is proprietary, strategic or competitive in nature, and clinical trial data, or Information Systems and Data.

Our information security function, legal team, and management board help identify, assess and manage the Company's cybersecurity threats and risks. We identify and assess risks from cybersecurity threats by monitoring and evaluating our threat environment using various methods including, for example manual and automated tools, evaluating our and our industry's risk profile, evaluating threats reported to us, audits, conducting threat assessments, and conducting tabletop incident response exercises.

Depending on the environment, we implement and maintain various technical, physical, and organizational measures, processes, and policies designed to manage and mitigate material risks from cybersecurity threats to our Information Systems and Data, including, for example: an incident response plan, disaster recovery/business continuity plans, risk assessments, network security controls, access controls, vendor risk management processes, employee training, and written IT policies.

Our assessment and management of material risks from cybersecurity threats are integrated into our overall risk management processes. For example, we prioritize and mitigate cybersecurity threats that we assess are more likely to lead to a material impact to our business.

We use third-party service providers to assist us from time to time to identify, assess, and manage material risks from cybersecurity threats, including for example professional services firms, cybersecurity consultants, penetrating testing firms, and forensic investigators.

We use third-party service providers to perform a variety of functions throughout our business, such as data hosting, contract research, and contract manufacturing. We have a vendor management program to manage cybersecurity risks associated with our use of these providers. Depending on the nature of the services provided, the sensitivity of the Information Systems and Data at issue, and the identity of the provider, our vendor management process may involve, for example, different assessments designed to help identify cybersecurity risks associated with a provider and imposing contractual obligations related to cybersecurity on the provider.

For a description of the risks from cybersecurity threats that may materially affect the Company and how they may do so. See "Risk Factors —General Risks— If our data or information technology systems, or those of the third parties with whom we work, are or were compromised, we could experience adverse consequences resulting from such a compromise, including but not limited to, regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse consequences."

Governance

Our board of directors addresses the Company's cybersecurity risk management as part of its general oversight function. The board of directors' audit and finance committee is responsible for overseeing Company's cybersecurity risk management processes, including oversight and mitigation of risks from cybersecurity threats.

Our cybersecurity risk assessment and management processes are implemented and maintained by certain Company management, including:

- Baris Arican, Vice President of Information Technology. Mr. Arican has over 20 years experience in information technology/security at life sciences companies, including as the Chief Information Officer.
- Michael Pitzner, General Counsel and Compliance Officer and Senior Vice President of Legal and Business Development. Mr. Pitzner worked in various senior legal roles at other life sciences companies prior to joining our company.
- Robert Hendriks, Senior Vice President Finance and Principal Financial Officer. Mr. Hendriks worked in various senior finance roles at other life sciences companies prior to joining our company.

Company management is responsible for hiring appropriate personnel, communicating key priorities to relevant personnel, helping prepare for cybersecurity incidents, approving cybersecurity processes.

Our cybersecurity incident response processes are designed to escalate certain cybersecurity incidents to members of management depending on the circumstances, including to Messers. Arican, Pitzner and Hendriks, who work with the Company's incident response team to help the Company mitigate and remediate cybersecurity incidents of which they are notified. In addition, the Company's incident response process includes reporting to the audit of the board of directors for certain cybersecurity incidents.

The board receives periodic reports from Mr. Arican concerning the Company's significant cybersecurity threats and risk and the processes the Company has implemented to address them. The board also receives various reports, summaries or presentations related to cybersecurity threats, risk and mitigation.

PART III

Item 17. Financial Statements.

See pages F-1 through page F-39 of this Annual Report on Form 20-F

Item 18. Financial Statements.

Not applicable.

Item 19. Exhibits.

Exhibit	Description	Incorporated by Reference			
		Schedule/ Form	File Number	Exhibit	File Date
1.1*	Articles of Association, as currently in effect.				
1.2	Organizational Rules of the registrant	20-F	001-40488	1.2	3/09/2023
2.1	Deposit Agreement.	20-F	001-40488	2.1	3/09/2023
2.2	Form of American Depositary Receipt (included in Exhibit 2.1).	20-F	001-40488	2.2	3/09/2023
2.3	Description of Securities	20-F	001-40488	2.3	3/09/2023
4.1#	Form of indemnification agreement between the registrant and each of its executive officers and directors	F-1	333-255447	10.1	4/22/2021
4.2†	License Agreement, dated as of January 17, 2022, by and between Molecular Partners AG and Novartis Pharma AG.	20-F	001-40488	4.4	3/09/2023
4.3†	License and Collaboration Agreement, dated as of December 13, 2021, by and between Molecular Partners AG and Novartis Pharma AG.	20-F	001-40488	4.5	3/09/2023
4.4†	Research and Development Collaboration and Option Agreement, dated as of January 5, 2024, by and between Molecular Partners AG and Orano Med SAS.	20-F	001-40488	4.6	3/14/2024
4.5†	Amendment to the Research and Development Collaboration and Option Agreement, dated as of October 22, 2024, by and between Molecular Partners AG and Orano Med SAS	20-F	001-40488	4.7	3/06/2025
4.6†	Development and Option Agreement, dated January 11, 2025, by and between Molecular Partners AG and OMT Theranostics	20-F	001-40488	4.8	3/06/2025
4.7#	Performance Share Plans 2022 - Employees	20-F	001-40488	4.11	3/09/2023
4.8#	Performance Share Plans 2022 - Management	20-F	001-40488	4.12	3/09/2023
4.9#	Performance Share Plans 2023 - Employees	20-F	001-40488	4.13	3/09/2023
4.10#	Performance Share Plans 2023 - Management	20-F	001-40488	4.14	3/09/2023
4.11#	Performance Share Plans 2024 - Employees	20-F	001-40488	4.16	3/14/2024

4.12#	Performance Shares Plan 2024 - Management	20-F	001-40488	4.17	3/14/2024
4.13#	Performance Share Plans 2025 - Employees	20-F	001-40488	4.20	3/06/2025
4.14#	Performance Shares Plan 2025 - Management	20-F	001-40488	4.21	3/06/2025
4.15#*	Performance Share Plans 2026 - Employees				
4.16#*	Performance Shares Plan 2026 - Management				
4.17#	Restricted Share Plan 2023	20-F	001-40488	4.20	3/09/2023
4.18#	Restricted Share Plan 2024	20-F	001-40488	4.24	3/14/2024
4.19#	Restricted Share Plan 2025	20-F	001-40488	4.29	3/06/2025
4.20#*	Restricted Share Plan 2026				
8.1	List of subsidiaries of the Registrant	F-1	333-255447	21.1	4/22/2021
11.1	Molecular Partners AG Insider Trading Policy	20-F	001-40488	11.1	3/06/2025
12.1*	Certification of Chief Executive Officer Pursuant to Rule 13(a)-14(a) of the Securities Exchange Act of 1934				
12.2*	Certification of SVP Finance Pursuant to Rule 13(a)-14(a) of the Securities Exchange Act of 1934				
13.1**	Certification of Chief Executive Officer and SVP Finance Pursuant to Rule 13(a)-14(b) of the Securities Exchange Act of 1934				
15.1*	Consent of KPMG AG, independent registered public accounting firm				
97.1	Incentive Compensation Recoupment Policy	20-F	001-40488	97.1	3/14/2024
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.

** Furnished herewith.

† Certain portions of this exhibit (indicated by asterisks) have been redacted because they are both not material and are the type that the Registrant treats as private or confidential.

# Indicates a management contract or any compensatory plan, contract or arrangement.

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Molecular Partners AG

/s/ Patrick Amstutz

By: Patrick Amstutz

Title: Chief Executive Officer
(Principal Executive Officer)

Date: March 12, 2026

Index to Financial Statements

Consolidated Financial Statements as of and for the years ended December 31, 2025 and December 31, 2024 and December 31, 2023

	Page
Report of Independent Registered Public Accounting Firm (3240)	F-2
Consolidated Statement of Financial Position for the years ended December 31, 2025 and 2024	F-4
Consolidated Statement of Comprehensive Income for the years ended December 31, 2025, 2024 and 2023	F-5
Consolidated Statement of Cash Flows for the years ended December 31, 2025, 2024 and 2023	F-6
Consolidated Statement of Changes in Equity for the years ended December 31, 2025, 2024 and 2023	F-7
Notes to the Consolidated Financial Statements	F-8

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Molecular Partners AG

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statement of financial position of Molecular Partners AG and its subsidiary (the Group) as of December 31, 2025 and 2024, the related consolidated statements of profit or loss and other comprehensive result, cash flows, and changes in equity for each of the years in the three year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2025, in conformity with IFRS® Accounting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Basis for Opinion

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

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

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the Audit and Finance Committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and

(2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ KPMG AG

We have served as the Group’s auditor since 2009.

Zurich, Switzerland
March 10, 2026

Consolidated Statement of Financial Position

as of December 31, in CHF thousands	Note	2025	2024
Assets			
Property, plant and equipment	6	5,229	4,198
Intangible assets	7	2	49
Total non-current assets		**5,231**	**4,247**
Short-term time deposits	11	10,405	85,565
Other current assets	9	1,985	2,525
Trade and other receivables	10	1,834	2,317
Cash and cash equivalents	11	82,653	63,874
Total current assets		**96,876**	**154,281**
Total assets		**102,107**	**158,528**
Shareholders' equity and liabilities			
Share capital	12	4,037	4,036
Additional paid-in capital		389,179	384,875
Treasury share reserve		(1,129)	(981)
Cumulative losses		(311,753)	(246,293)
Total shareholders' equity		**80,334**	**141,637**
Trade and other payables	13	160	—
Lease liability	22	2,438	1,227
Employee benefits	18.1	8,147	4,879
Total non-current liabilities		**10,746**	**6,106**
Trade and other payables	13	1,767	1,859
Accrued expenses	14	8,055	7,709
Lease liability	22	1,206	1,217
Total current liabilities		**11,027**	**10,785**
Total liabilities		**21,772**	**16,891**
Total shareholders' equity and liabilities		**102,107**	**158,528**

See accompanying notes, which form an integral part of these consolidated financial statements.

Consolidated Statement of Profit or Loss and Other Comprehensive Result

for the year ended December 31, in CHF thousands	Note	2025	2024	2023
Revenues				
Revenues from research and development collaborations		—	4,970	7,038
Total revenues	5	**—**	**4,970**	**7,038**
Operating expenses				
Research and development expenses	16	(40,194)	(48,604)	(48,784)
Selling, general and administrative expenses	16	(15,241)	(17,583)	(19,362)
Restructuring expenses	26	(2,689)	—	—
Total operating expenses		**(58,124)**	**(66,187)**	**(68,146)**
Operating result		**(58,124)**	**(61,217)**	**(61,108)**
Financial income	19	1,522	7,214	4,279
Financial expenses	19	(5,047)	(38)	(5,155)
Net finance result		**(3,525)**	**7,176**	**(876)**
Result before income taxes		**(61,649)**	**(54,041)**	**(61,984)**
Income taxes	20	(2)	(2)	—
Net result, attributable to shareholders		**(61,651)**	**(54,043)**	**(61,984)**
Other comprehensive result				
Items that will not be reclassified to profit or loss				
Remeasurement of net pension liabilities	18.1	(3,814)	(485)	(1,975)
Items that are or may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations		5	(10)	(16)
Other comprehensive result, net of tax		**(3,809)**	**(495)**	**(1,991)**
Total comprehensive result, attributable to shareholders		**(65,460)**	**(54,538)**	**(63,975)**
Basic net result per share (in CHF)	21	(1.65)	(1.59)	(1.89)
Diluted net result per share (in CHF)	21	(1.65)	(1.59)	(1.89)

See accompanying notes, which form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

for the year ended December 31, in CHF thousands	Note	2025	2024	2023
Net result attributable to shareholders		(61,651)	(54,043)	(61,984)
Adjustments for:				
Depreciation and amortization	6/7	2,144	2,369	2,420
Social security and tax paid on behalf of employees on shares vested under the PSU and RSU program	12	(325)	—	—
Share-based compensation costs	18	4,419	4,105	5,207
Change in employee benefits		(546)	(670)	535
Income tax	20	2	2	—
Financial income	19	(1,522)	(7,214)	(4,279)
Financial expenses	19	5,047	38	5,155
Changes in working capital:				
Change in other current assets		335	237	1,424
Change in trade and other receivables		485	(347)	(933)
Change in trade and other payables		65	524	(812)
Change in contract liability	15	—	(4,333)	(5,713)
Change in accrued expenses		343	161	45
Exchange (loss) gain on working capital positions		(18)	(39)	(21)
Interest paid		(18)	(26)	(34)
Other financial expense		(15)	(12)	(15)
Net cash (used in) from operating activities		**(51,257)**	**(59,248)**	**(59,005)**
Proceeds from investments in short-term time deposits		137,814	277,015	319,443
Investments in short-term time deposits		(66,278)	(240,045)	(277,825)
Acquisition of property, plant and equipment	6	(714)	(705)	(575)
Acquisition of intangible assets	7	—	(18)	(233)
Interest received		1,727	4,239	3,827
Net cash from (used in) investing activities		**72,549**	**40,486**	**44,637**
Proceeds from issuance of new shares	12	—	17,342	—
Proceeds from vesting under the LTI plans	12	62	—	—
Transaction costs on issue of shares	12	—	(1,741)	—
Proceeds from issuance of shares under LTI plans	12	1	40	31
Payment of lease liabilities		(1,212)	(1,208)	(1,198)
Net cash from (used in) financing activities		**(1,149)**	**14,433**	**(1,167)**
Exchange (loss) gain on cash positions		(1,364)	894	(5,102)
Net increase (decrease) in cash and cash equivalents		**18,779**	**(3,435)**	**(20,637)**
Cash and cash equivalents at January 1		63,874	67,309	87,946
Cash and cash equivalents at December 31	11	**82,653**	**63,874**	**67,309**

See accompanying notes, which form an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

in CHF thousands	Share capital	Additional paid-in capital	Treasury share reserve	Cumulative losses	Total shareholders' equity
At January 1, 2023	**3,604**	**360,323**	**(981)**	**(127,780)**	**235,166**
Net result	—	—	—	(61,984)	(61,984)
Remeasurement of net pension liabilities [1]	—	—	—	(1,975)	(1,975)
Exchange differences on translating foreign operations	—	—	—	(16)	(16)
Total comprehensive income	—	—	—	**(63,975)**	**(63,975)**
Share-based compensation costs [1]	—	5,207	—	—	5,207
Issuance of new shares under LTI plans [2]	31	—	—	—	31
At December 31, 2023	**3,635**	**365,530**	**(981)**	**(191,755)**	**176,429**
At January 1, 2024	**3,635**	**365,530**	**(981)**	**(191,755)**	**176,429**
Net result	—	—	—	(54,043)	(54,043)
Remeasurement of net pension liabilities [1]	—	—	—	(485)	(485)
Exchange differences on translating foreign operations	—	—	—	(10)	(10)
Total comprehensive loss	—	—	—	**(54,538)**	**(54,538)**
Share-based compensation costs [1]	—	4,105	—	—	4,105
Issuance of new shares, net of transaction costs[2]	364	15,237	—	—	15,601
Issuance of new shares under LTI plans [2]	37	3	—	—	40
At December 31, 2024	**4,036**	**384,875**	**(981)**	**(246,293)**	**141,637**
At January 1, 2025	**4,036**	**384,875**	**(981)**	**(246,293)**	**141,637**
Net result	—	—	—	(61,651)	(61,651)
Remeasurement of net pension liabilities [1]	—	—	—	(3,814)	(3,814)
Exchange differences on translating foreign operations	—	—	—	5	5
Total comprehensive loss	—	—	—	**(65,460)**	**(65,460)**
Share-based compensation costs [1]	—	4,419	—	—	4,419
Exercise of LTI plans	—	(115)	177	—	62
Treasury shares withheld to cover social security and tax	—	—	(325)	—	(325)
Issuance of new shares under LTI plans [2]	1	—	—	—	1
At December 31, 2025	**4,037**	**389,179**	**(1,129)**	**(311,753)**	**80,334**

[1] See note 18
[2] See note 12

See accompanying notes, which form an integral part of these consolidated financial statements.

Notes to the IFRS Consolidated Financial Statements

1. General information

Molecular Partners AG ("Company") and its subsidiary (collectively "Molecular Partners" or, "Group") is a clinical-stage biotech company pioneering the design and development of DARPin therapeutics for medical challenges other drug modalities cannot readily address. The Company has programs in various stages of pre-clinical and clinical development, with oncology as its main focus. Molecular Partners leverages the advantages of DARPins to provide unique solutions to patients through its proprietary programs as well as through partnerships with leading pharmaceutical companies.

The Company was founded on November 22, 2004, and is domiciled at Wagistrasse 14, 8952 Schlieren, Canton of Zurich, Switzerland. It is subject to the provisions of the articles of association and to article 620 et seq. of the Swiss Code of Obligations, which describe the legal requirements for companies limited by shares (“Aktiengesellschaften”).

Molecular Partners Inc. is a wholly owned subsidiary of Molecular Partners AG. Molecular Partners Inc. was incorporated in the United States in the State of Delaware on October 8, 2018. Molecular Partners Inc. is based in Cambridge, Massachusetts.

These audited consolidated financial statements as of and for the year ended December 31, 2025 comprise Molecular Partners AG and Molecular Partners Inc.

The Company’s shares are listed on the SIX Swiss Exchange (Ticker: MOLN) since November 5, 2014 and on the Nasdaq Global Select Market (Ticker: MOLN) since June 16, 2021.

2. Summary of material accounting policies

Basis of preparation

These consolidated financial statements have been prepared in accordance with the IFRS® Accounting Standards ("IFRS") as issued by the IASB. The accounting policies set forth below have been consistently applied to all years presented. Unless stated otherwise, all financial statements are presented in thousands of Swiss Francs (“TCHF”).

The consolidated financial statements have been prepared under the historical cost convention. The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4 “Critical accounting estimates and judgments”.

Based on the Group's cash and short-term time deposits positions at December 31, 2025, the Group deemed there to be no material uncertainties that would cast doubt on the Group's ability to operate on a going concern basis.

The consolidated financial statements as of and for the year ended December 31, 2025 were approved for issuance by the Company's Board of Directors on March 10, 2026.

Due to rounding, the numbers presented in the financial statements might not precisely equal those included in the accompanying notes.

Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

(ii) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated.

New or revised IFRS standards and interpretations

The following new or revised standards that became effective during 2025 did not have a material effect on these consolidated financial statements:

- Lack of exchangeability - Amendments to IAS 21

A number of new accounting standards became effective after January 1, 2025, for which earlier application is permitted but the Company has not early adopted any.

A preliminary assessment on the impact of the implementation of IFRS 18 has been performed; based on this assessment, the Company expects there to be no material impact on the Company overall financial statements. Based on the initial assessment the Company also expects there to be no Management defined Performance Measures or MPM’s to be reported on. IFRS 18 will not be early adopted. Possible impacts from other new or revised standards have not yet been assessed but are anticipated to be immaterial.

Segment reporting

The Group operates in one segment, focusing on the discovery, development and prospective commercialization of a new class of biopharmaceutical products. The executive management, acting together as the chief operating decision maker, assess the financial performance and allocate resources on an aggregated level, and monitor the Group's operating expenses. Accounting policies applied are the same for both internal and external reporting purposes. The Group derives its research and collaboration revenues from research and development collaborations with third parties.

Foreign currency translation / transactions

The consolidated financial statements are presented in thousands of CHF. The presentation currency of the Group is the functional currency of the Company. Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of the respective balance sheet;

- income and expenses for each consolidated statement of profit or loss and other comprehensive result are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates at the dates of the transactions); and
- all resulting exchange differences are recognized in other comprehensive result.

Property, plant and equipment

Laboratory equipment, Office equipment, IT hardware and Leasehold improvements are stated at historical cost less accumulated depreciation and any impairment. Historical cost includes expenditures that are directly attributable to the acquisition of the items. Depreciation is calculated on a straight-line basis over the expected useful lives of the individual assets or asset categories. The applicable estimated useful lives are as follows:

Laboratory equipment:	5 years
Office equipment:	3 years
IT hardware:	2 years

Leasehold improvements and right-of-use assets are depreciated using the straight-line method over the shorter of their estimated useful life and the lease term.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. An asset's carrying amount is written down to its recoverable amount, if the asset's carrying amount exceeds its estimated recoverable amount.

Intangible assets

Intangible assets are solely comprised of software. They are stated at historical cost less accumulated amortization and any impairment. Historical cost includes expenditures that are directly attributable to the acquisition of the items. Amortization is calculated on a straight-line basis over the expected useful lives of the individual assets or asset categories. The applicable estimated useful life of intangible assets is determined to be two years.

Leases

At inception of a contract, the Group assesses whether a contract is, or contains a lease. This is the case if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group has elected not to recognize right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. Short-term leases are leases with a lease term of twelve months or less that do not contain a purchase option. For all other leases the Group recognizes a right-of-use asset and a lease liability at the lease commencement date.

The Group does not provide residual value guarantees and does not have any leases not yet commenced to which it is committed. The Group is presenting right-of-use assets in Property, Plant and Equipment, whereas lease liabilities are presented separately within current and non-current liabilities in the consolidated statement of financial position.

The lease liability is initially measured at the present value of the lease payments required over the lease term, that are not paid at the commencement date, discounted using the incremental borrowing rate, as the interest rate implicit in the lease generally cannot be readily determined. Lease payments that are included in the measurement of the lease liability include fixed payments or in-substance fixed payments and variable payments that depend on an index.

Financial assets at amortized costs

Classification

Cash and cash equivalents / short-term deposits / trade and other receivables (except for VAT and withholding taxes) (and when applicable accrued interest income) are all considered held-to-collect items and are labeled under financial assets measured at amortized costs, with the following definition / accounting policy:

Financial assets measured at amortized cost are assets that meet both of the following conditions: (1) the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (2) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities longer than 12 months after the balance sheet date which are classified as non-current assets. Interest income on the short-term deposit is accounted for on the statement of profit or loss and other comprehensive result as financial income.

Measurement

Initially, financial assets, except for trade receivables, are measured at their fair value plus, in the case of financial assets not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset; for the Group these are considered to be immaterial. Trade receivables are initially measured at their transaction price.

Subsequent measurement for the financial assets mentioned above which are classified as measured at amortized cost, is based on the effective interest method, reduced by any impairment loss.

For trade receivables, the Group applies a simplified approach which requires expected credit losses to be recognized from initial recognition (measuring the loss allowance at an amount equal to lifetime expected credit losses). This takes into consideration past history, combined with predictive information which accounts for the specific circumstances of the customer (e.g., credit rating etc.), and other relevant factors such as the economic environment.

Other financial assets at amortized costs

Other receivables generally arise from transactions outside the usual operating activities of the Group.

Financial liabilities at amortized costs

Trade payables and non-employee related accrued expenses are measured at amortized costs and classified as financial liabilities.

Cash and cash equivalents

Cash includes cash at banks. The Group considers all short-term, highly liquid investments convertible into known amounts of cash with maturities of three months or less from the date of acquisition to be cash equivalents, provided that they are subject to an insignificant risk of changes in value. The cash flow statement is based on cash and cash equivalents.

Short-term time deposits

Short-term deposits comprise time deposits placed with banks with original maturities of more than three months and up to twelve months from the date of acquisition.

Short-term deposits are not included in cash and cash equivalents for the purposes of the cash flow statement.

Share capital / Additional paid-in capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds. The Group has not paid any dividends since its inception and does not anticipate paying dividends in the foreseeable future.

Treasury shares

The amount of the consideration paid for the acquisition of treasury shares, which includes directly attributable costs, is recognized as a deduction from equity. When treasury shares are sold subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is presented in additional paid-in capital.

Income taxes

Income taxes include current and deferred taxes. Current income taxes are recognized on taxable profits at applicable tax rates.

Deferred taxes are calculated using the balance sheet liability method. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are measured using the tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled based on tax rates enacted or substantially enacted at the balance sheet date.

Deferred tax assets are recognized if it is probable that sufficient taxable profits will be available against which the deferred tax assets can be utilized. At each balance sheet date, the Group reassesses unrecognized deferred tax assets and the carrying amount of recognized deferred tax assets. The Group recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. The Group conversely reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or the entire deferred tax asset to be utilized.

The amount of deferred tax liabilities and deferred tax assets reflects the tax consequences on the balance sheet date of the Group's expectation of recovery or settlement of the carrying amounts of its assets and liabilities. Deferred tax assets and liabilities are not discounted and are classified as non-current assets and liabilities in the statement of financial position. They are offset against each other if they relate to the same taxable entity and tax authority.

Molecular Partners Inc., the Group's U.S. subsidiary, is subject to statutory U.S. federal corporate income taxes and Massachusetts and New York state minimal tax.

Employee benefits

Postretirement benefits (pension plans)

The Company provides retirement, death and disability benefits to its Swiss employees in line with local customs and requirements through two separate plans, which are both accounted for as defined benefit plans.

The first plan is the compulsory defined benefit plan which is funded through employer (60%) and employee (40%) contributions to the Swiss pension fund VSAO (to which the Company is affiliated). This Company-wide plan has been in place since inception of the Company and all employees of the Company are eligible to its benefits (if all the conditions for admission according to the pension fund regulations are fulfilled, e.g. working duration of more than one month etc.) On retirement, the plan participant will receive the accumulated savings, which consist of a transfer-in at entry, all savings contributions paid in by the employer and the employee (net of any withdrawals) and the interest granted on those savings at the discretion of the pension foundation.

At that time, the plan participant has the right to choose between a lump-sum payment and an annuity, or a combination thereof. The annuity is calculated using a fixed conversion rate (dependent on the retirement age) determined by the pension foundation. The VSAO's plan assets are pooled and the Company's share is calculated based on its share of retirement savings and actuarial reserves for the annuities. Additional funding requirements may be determined by the pension foundation in case of a severe underfunding. Should the Company withdraw from the plan, the withdrawal may qualify as a partial liquidation under Swiss law.

The second plan is a voluntary complementary defined management benefit scheme established as of January 1, 2014, in which only employees with a certain management level and / or above a certain salary level are eligible to participate. 29 of the 29 eligible employees participated in this plan as of December 31, 2025 (December 31, 2024: 33 out of 33).

This plan is set up by affiliation to a collective foundation of Swiss Life, a Switzerland-based insurance company, for which contributions are 30% funded by the employee and 70% funded by the Company. The purpose of this voluntary plan is to allow higher (entirely extra-mandatory) retirement savings opportunity in a tax effective manner and higher risk benefits for the senior management. In addition, plan participants are entitled to a lump sum payment of at least five times of their annual insured salary in case of death. This is a fully insured Swiss pension plan that covers all investment and actuarial risks, including invalidity and death.

The pension plan of VSAO accounts for over 90% of both the Company's defined benefit obligation and plan assets. The net liability recognized in the statement of financial position in respect of defined benefit pension plans is the total defined benefit obligation at the balance sheet date less the fair value of plan assets.

The defined benefit obligation (DBO) is calculated quarterly by independent actuaries using the projected unit credit method. According to this method, an additional unit of pension benefits is earned each year. In the case of active plan participants, the DBO corresponds to the present value of retirement, survivors', disability, and termination benefits at the valuation day. The DBO of retirees corresponds to the present value of the current annuities, possibly including future pension increases. Pension liabilities are determined on an actuarial basis using a number of assumptions, such as the discount rate and the expected long-term salary increase rate applied to determine the defined benefit obligation. The estimation of the fair value of plan assets attributable to the Company depends on the coverage ratio and technical bases and provisions of the pension fund VSAO. In determining the appropriate discount rate,

for example, the Company considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liabilities. In determining the fair value of plan assets, the Company adds to the participants' savings a share of the pension fund VSAO's technical and fluctuation reserves. Additional information is disclosed in note 18.1.

Current and past service costs as well as the net interest on the defined benefit obligation are recognized in profit or loss in the period in which they are incurred, and are presented as part of personnel expenses. Remeasurements of the defined benefit pension plans are recognized in other comprehensive income (OCI).

The Group has set up a 401k plan for its U.S. based employees. Under the plan the U.S. entity matches the employee's contribution and provides a true-up in matched contributions at year end. The 401k plan qualifies as a defined contribution plan and the associated expenses, that are deemed immaterial, are presented under operating expenses in the consolidated statement of profit or loss and other comprehensive result.

The Group has set up a defined contribution plan for its UK based employee. Under the plan the Company and the employee both contribute into the plan. The associated expenses, that are deemed immaterial, are presented under operating expenses in the consolidated statement of profit or loss and other comprehensive result.

Share-based compensation

The Group operates share-based compensation plans that qualify as equity-settled plans. The fair value of the employee services received in exchange for the grant of equity instruments is recognized as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the equity instruments granted, which is determined at grant date. The fair values are determined by management with the assistance of an independent valuation expert. At each reporting date, estimates of the number of equity instruments that are expected to vest are revised. The impact of the revision of the previous estimates, if any, is recognized as part of share-based compensation (non-cash effective) with a corresponding adjustment to equity. When the vested equity instruments are exercised or allocated, any proceeds received net of any directly attributable transaction costs are booked to share capital (nominal value), additional paid-in capital and treasury shares.

Bonus plan

The Group recognizes an accrual where contractually obligated or where there is a past practice that has created a constructive obligation. Bonuses are based on a formula that takes into consideration the achievement of the Group's goals.

Revenue recognition

As a guiding principle of IFRS 15, revenues from research and development collaboration agreements are recognized when earned based upon the performance requirements of the respective agreements. For revenue arrangements with separately identifiable components (separate performance obligations), the revenue recognition criteria are applied to each component. The transaction price is determined as the consideration expected to be received from the arrangement and is allocated amongst the separate components based on their relative stand-alone selling prices. The corresponding amount of transaction price allocated to each component is recognized as revenue when (or as) the Group satisfies the performance obligation by transferring the good or service to the customer, which generally is over time

for upfront payments or at a point in time for milestone payments and development option payments. Payments received in excess of revenue recognized are recorded as contract liabilities.

Revenues may include fees such as upfront payments received in connection with out-licensing of products and/or access to knowledge without transfer of a license as well as R&D support and services, participation in Joint Steering Committees and other involvement in collaboration agreements. In exchange for these non-refundable upfront fees, the Group does not immediately transfer a good or a service to the customer, rather the upfront fee consists of an advance payment for future services and the right to access the underlying intellectual property of the Group. For such arrangements, the Group has determined that the promised goods and services are not distinct and are accounted for as one performance obligation. The Group recognizes revenue for this performance obligation over time using an input-based method to measure its progress towards complete satisfaction of the performance obligation. Accordingly, revenue is recognized over time based on the percentage of actual costs incurred to date relative to the Group's estimate of total costs expected to satisfy the performance obligation. Estimated costs are reviewed and updated routinely for contracts in progress to reflect any changes of which the Group becomes aware. The cumulative effect of any change in estimate is recorded in the period when the change in estimate is determined.

Revenues could include fees such as milestone and development option payments received in connection with out-licensing of products and in connection with discovery alliances. Upon meeting the set milestone or upon a development option being exercised, the Group obtains a right to a non-refundable payment and the customer has typically acquired the right to use the underlying intellectual property, without any remaining performance obligations for the Group. Consequently, the related revenues are typically recognized at a point in time, either when the milestone is met or the option is exercised by the customer.

Revenue could also include reservation fees that will be recognized into revenue in case of successful development of a final drug and exercise or lapse of the related reservation right or, alternatively, in case the results from the research will not justify further development of the drug.

Consideration payable to a customer is recorded as a reduction of the arrangement's transaction price, if it relates to the same arrangement, thereby reducing the amount of revenue recognized, unless the payment is for a distinct good or service received from the customer consistent with IFRS 15.

The details of the accounting policy, based on the type of payments received, are set out below. Under IFRS 15, revenue is recognized as or when a customer obtains control of the services. Determining the timing of the transfer of control - at a point in time or over time - requires judgment.

Type of payments received	Timing of revenue recognition
Revenue recognition of upfront payments	Upfront payments received in connection with out-licensing arrangements are typically non-refundable fees for which the Group does not transfer a good or a service to the customer, rather the upfront payments consists of an advance payment for future services and/or an acquisition of the right to the current or future access to the underlying intellectual property of the Group. For such arrangements, the Group has determined that the promised goods and services are not distinct and are accounted for as one performance obligation. The Group recognizes revenue for this performance obligation over time using an input based method to measure its progress towards complete satisfaction of the performance obligation.
Revenue recognition of milestone payments	Milestone payments received in connection with out-licensing or other arrangements are typically non-refundable fees entitling the Group to a right to payment upon such milestone being met. At that time, the customer has typically acquired the right to use the underlying intellectual property or additional knowledge about drug candidate(s), without any remaining performance obligation of the Group. Considering the uncertainty surrounding the outcome of such development activities, the revenue is consequently recognized at a point in time, when the milestone is reached. At this stage it is highly probable that a reversal of the cumulative revenue will not occur.
Revenue recognition of payments received for development options exercises	Development option payments received in connection with out-licensing arrangements are typically non-refundable fees entitling the Group to a right to payment upon such option being exercised. At that time, the customer has typically acquired the right to use the underlying intellectual property, without any remaining performance obligations of the Group. Considering the fact that the exercise of any option is outside the control of the Group, revenue for options that provide the right to use is recognized at a point in time at the effective exercise of the option. At this stage it is highly probable that a reversal of the cumulative revenue will not occur.
Revenue recognition for reservation fees	Reservation fees received are typically non-refundable fees. The timing of revenue recognition depends on whether development of the final drug is successful. If development is successful, revenue will be recognized when the related reservation right is exercised or lapses (as the exercise of any reservation right is outside the control of the Group). Alternatively, revenue will be recognized at the point in time when the results from the research will not justify further development of the drug. At this stage it is highly probable that a reversal of the cumulative revenue will not occur.

Research and development expenses

Research and development expenses as disclosed in note 16 consist primarily of compensation and other expenses related to:

- research and development personnel;
- preclinical studies and clinical trials of the Group's product candidates, including the costs of manufacturing the product candidates;

- research and services performed under collaboration agreements;
- research and development services outsourced to research institutions; and
- attributable facility expenses, including depreciation of equipment and amortization.

Internal development costs are capitalized as intangible assets only when there is an identifiable asset that can be completed that will generate probable future economic benefits, and when the cost of such an asset can be measured reliably. The Group does not currently have any such internal development costs that qualify for capitalization as intangible assets.

The Group charges all research and development expenses, including internal patent filing and patent maintenance costs, to profit or loss when incurred, as the criteria for recognition as an asset are not currently met.

Research and development costs incurred by either party in a collaboration agreement, which qualifies as a joint operation, are reported under research and development expenses. The Company may either receive an invoice from or issue an invoice to a collaboration partner, therefore the cost may include a reduction of cost if they are refunded by the collaboration partner. Open receivables related to the research and development agreement are presented as trade receivables.

3. Financial risk management

Financial risk factors

The Group is subject to risks common to companies in the biopharmaceutical industry, including, but not limited to, uncertainties regarding the effectiveness and safety of new drugs, new and unproven technologies, development process and outcome of clinical trials, rigorous governmental regulation and uncertainty regarding regulatory approvals, long product development cycles, continuing capital requirements to fund research and development, history of operating losses and uncertainty of future profitability, uncertainty regarding commercial success and acceptance, third party reimbursements, uncertainties regarding patents and legally protected products or technologies, uncertainty regarding third party intellectual property rights, dependence on third parties, dependence on publicly available scientific findings and research data, lack of experience with production facilities, dependence on third party manufacturers and service providers, competition, concentration of operations, product liability, dependence on important employees, environment, health, data protection and safety, lack of experience in marketing and sales, litigation, currency fluctuation risks and other financial risks, volatility of market value, as well as limited liquidity and shares eligible for future sale.

The Group is developing several products currently not generating constant revenue streams which results in volatile cash flow from operating activities. Currently and in the periods presented, the Group's revenues stem mainly from irregular and difficult to predict income from product out-licensing, milestone payments and fees from R&D collaboration agreements. This will likely remain the same at least until the first product reaches the market on the Group's own or through a partner. This results in a lack of regular positive operating cash flow, which may expose the Group to financing risks in the medium-term. Furthermore, management has taken actions to manage financial risks, such as foreign exchange risk and liquidity risk.

Molecular Partners conducts research and development activities primarily in Switzerland, the European Union and the United States. As a result, the Group is exposed to a variety of financial risks, such as foreign exchange rate risk, credit risk, liquidity risk, cash-flow and interest rate risk. The Group's overall financial risk management program focuses on the unpredictability of financial markets and seeks to

minimize potential adverse effects on the financial performance of the Group. Further details are disclosed under note 25.

Capital management

The Group is not regulated and not subject to specific capital requirements. The amount of equity depends on the Group's funding needs and statutory capital requirements. The Group monitors capital periodically on an interim and annual basis. From time to time, the Group may take appropriate measures or propose capital increases to its shareholders to ensure the necessary capital remains intact. The Group did not have any short-term or long-term debt outstanding as of December 31, 2025 and 2024.

4. Accounting estimates and judgments

The Group's accounts are prepared on a going concern basis. The preparation of the consolidated financial statements in conformity with IFRS requires that management and the Board of Directors make estimates and assumptions which affect the amounts of the assets and liabilities, contingent liabilities, as well as the income and expenses reported in the consolidated financial statements. These estimates take into consideration historic experience as well as developments in the economic circumstances and are further based on management's best knowledge of current events and actions that the Group may undertake in the future. These estimates are subject to risks and uncertainties. The actual results can deviate from these estimates.

5. Revenue and entity-wide disclosures

The Group assesses and estimates the progress of its projects with alliance partners at each reporting date.

Co-development Agreement with Orano Med

On January 5, 2024, the Group announced it entered into a co-development agreement with Orano Med to co-develop ^{212}Pb-based Radio Darpin Therapies (RDT). Under the terms of the co-development agreement, Molecular Partner's RDT target DLL3 (delta-like ligand 3) will be included in the collaboration with Orano Med. which was further amended in October 2024 to include four programs.

DLL3 as a RDT target will be exclusively developed by Molecular Partners and OranoMed. Molecular Partners maintains the option to explore DLL3 for targeted therapy outside of the radiotherapy space. Both companies commit to sharing the cost of preclinical and clinical development with additional commitments to supply of their respective materials.

The cost sharing in 2025 results in a net reduction in cost of CHF 2.3 million whereas in 2024 the cost sharing resulted in a net expense of CHF 0.6 million both reported under research and development expenses in the consolidated statement of profit or loss and comprehensive income.

In January 2025 Orano Med and Molecular Partners signed an expansion agreement to the initial co-development agreement. The terms of the expansion agreement include the development of an additional six targeted alpha therapeutics candidates, now representing a total of ten potential programs between the two companies. Molecular Partners will lead development of the additional six programs, subject to a royalty arrangement, and include an option for Orano Med to move two of the six programs into a 50/50 co-development where Orano Med will hold commercialization rights.

License and Collaboration Agreement with Novartis in the Area of DARPIN-Conjugated Radioligand Therapies, or the Novartis Radioligand Agreement

On December 14, 2021, the Group entered into a License and Collaboration Agreement with Novartis to develop DARPin-conjugated radioligand therapeutic candidates for oncology.

The Group was eligible to invoice Novartis for its employee-related expenses associated with the research activities. The Group identified one combined performance obligation consisting of the license and the research activities to be provided. Revenue related to the upfront payment of USD 20.0 million (CHF 18.6 million) received from Novartis, was recognized over time in line with the progress made over the duration of the contractually agreed research plan. Progress towards completion of the research plan was based on the cost-based method and was measured by employee costs on the related research activities as specified in the agreement relative to the total employee costs estimated to be incurred.

During 2025, the Group recognized no revenue under this agreement (2024 total revenue of CHF 5.0 million, 2023 total revenue of CHF 7.0 million). The collaboration activities have come to an end in Q3 2024. As per contract terms, the research collaboration agreement came to a close in March 2025.

Novartis Option and Equity Rights Agreement
In October 2020, the Group entered into the Option and Equity Rights Agreement with Novartis, granting Novartis the exclusive option to in-license global rights in relation to MP0420 (ensovibep).

Ensovibep License Agreement

In January 2022, following positive Phase 2 clinical trial results, Novartis exercised its option for ensovibep, triggering a milestone payment of CHF 150 million to the Group, which was received in 2022.

In January 2023, Novartis informed the Group that it has submitted a request to withdraw, with an effective date of January 25, 2023 the Emergency Use Authorization (EUA) application from the U.S. Food and Drug Administration (FDA) for ensovibep. Ensovibep is not presently in clinical development.

On January 5, 2024, Novartis has agreed the termination of the License Agreement for ensovibep, previously under investigation for the treatment of SARS Cov-2, and Novartis has returned the rights to the ensovibep program to the Company. Clinical work on the ensovibep program ended in 2022, and the program remains terminated.

No revenue was recorded during 2025. During the years ended 2024 and 2023, the Group recognized revenues as disclosed in the table below. Revenues in the table below are attributable to individual countries and are based on the location of the Group's alliance partner.

Revenue by country			
in CHF thousands, for the years ended December 31	**2025**	**2024**	**2023**
Revenues Switzerland	—	4,970	7,038
Total Revenues	**—**	**4,970**	**7,038**

Analysis of revenue by major alliance partner in CHF thousands, for the years ended December 31	2025	2024	2023
Novartis AG, Switzerland	—	4,970	7,038
Total Revenues	**—**	**4,970**	**7,038**

6. Property, plant and equipment

in CHF thousands	Lab equipment	Office equipment	IT hardware	Right-of-use assets	Leasehold improvements	Total
2025						
Cost						
At January 1, 2025	10,002	764	1,448	9,616	633	22,463
Additions	662	—	52	2,414	—	3,128
Disposals	(61)	—	(427)	—	—	(488)
At December 31, 2025	**10,602**	**764**	**1,074**	**12,030**	**633**	**25,103**
Accumulated depreciation						
At January 1, 2025	(8,658)	(645)	(1,242)	(7,215)	(504)	(18,265)
Depreciation charge for the year	(601)	(54)	(176)	(1,201)	(66)	(2,097)
Disposals	61	—	427	—	—	488
At December 31, 2025	**(9,198)**	**(699)**	**(991)**	**(8,416)**	**(570)**	**(19,874)**
Carrying amount at December 31, 2025	**1,405**	**65**	**83**	**3,614**	**63**	**5,229**

The right-of-use assets relate to the facilities the Group is leasing in Schlieren, Switzerland. The Group exercised the option to extend the lease on its facilities in Schlieren by two years with a new lease term ending December 31, 2028.

in CHF thousands	Lab equipment	Office equipment	IT hardware	Right-of-use assets	Leasehold improvements	Total
2024						
Cost						
At January 1, 2024	9,740	723	1,311	9,616	633	22,023
Additions	356	145	204	—	—	705
Disposals	(94)	(104)	(67)	—	—	(265)
At December 31, 2024	**10,002**	**764**	**1,448**	**9,616**	**633**	**22,463**
Accumulated depreciation						
At January 1, 2024	(8,068)	(700)	(1,125)	(6,015)	(434)	(16,342)
Depreciation charge for the year	(684)	(49)	(184)	(1,200)	(70)	(2,188)
Disposals	94	104	67	—	—	265
At December 31, 2024	**(8,658)**	**(645)**	**(1,242)**	**(7,215)**	**(504)**	**(18,265)**
Carrying amount at December 31, 2024	**1,344**	**119**	**206**	**2,401**	**128**	**4,198**

7. Intangible assets

in CHF thousands 2025	Software
Cost	
At January 1, 2025	2,303
Additions	—
Disposals	(58)
At December 31, 2025	**2,244**
Accumulated amortization	
At January 1, 2025	(2,254)
Amortization charge for the year	(46)
Disposals	58
At December 31, 2025	**(2,242)**
Carrying amount at December 31, 2025	**2**

in CHF thousands 2024	Software
Cost	
At January 1, 2024	2,296
Additions	18
Disposals	(11)
At December 31, 2024	**2,303**
Accumulated amortization	
At January 1, 2024	(2,084)
Amortization charge for the year	(181)
Disposals	11
At December 31, 2024	**(2,254)**
Carrying amount at December 31, 2024	**49**

8. Financial instruments

in CHF thousands 2025	Financial assets at amortized costs
Cash and cash equivalents	82,653
Trade receivables	253
Accrued income	71
Short-term time deposits	10,405
Balance at December 31	**93,382**
2024	
Cash and cash equivalents	63,874
Trade receivables	286
Accrued income	276
Short-term time deposits	85,565
Balance at December 31	**150,001**

The above mentioned amounts were neither past due nor impaired at the end of the respective reporting period. Please also see note 25.

in CHF thousands 2025	Financial liabilities at amortized cost
Trade payables	937
Accrued project costs and royalties	2,268
Lease liabilities	3,644
Other non-employee related accrued expenses	453
Balance at December 31	**7,302**
2024	
Trade payables	679
Accrued project costs and royalties	2,057
Lease liabilities	2,444
Other non-employee related accrued expenses	551
Balance at December 31	**5,731**

The carrying amount of financial assets and financial liabilities not measured at fair value (except for lease liabilities) is a reasonable approximation of fair value.

9. Other current assets

in CHF thousands	2025	2024
Prepayments	1,914	2,249
Accrued income	71	276
Balance at December 31	**1,985**	**2,525**

Accrued income relates to interest income accrued on the Group's balances of cash and cash equivalents and short-term time deposits.

10. Trade and other receivables

in CHF thousands	2025	2024
Trade receivables	253	286
Value added tax	895	470
Withholding tax	605	1,484
Other receivables	81	77
Balance at December 31	**1,834**	**2,317**

Trade receivables are denominated in the following currencies:

in CHF thousands	2025	2024
EUR	253	286
Balance at December 31	**253**	**286**

11. Cash and cash equivalents and short-term time deposits

in CHF thousands	2025	2024
Cash at bank in CHF	69,624	54,127
Cash at bank in EUR	292	2,812
Cash at bank in USD	12,660	6,695
Cash at bank in GBP	77	240
Total cash at bank at December 31	**82,653**	**63,874**
Short-term time deposits in CHF	—	47,500
Short-term time deposits in USD	10,405	38,065
Total short-term deposits at December 31	**10,405**	**85,565**

All short-term time deposits at December 31, 2025 and 2024 were held with Swiss banks. As of December 31, 2025, the deposits denominated in USD contained two positions with two banks. As of December 31, 2024, there were five deposits denominated in CHF with three banks, where the short-term time deposits denominated in USD contained five positions with three banks. Please refer to note 25.

12. Shareholders' equity

Ordinary share capital

On December 31, 2025, the Company's issued share capital amounted to CHF 4,037,464 divided into 40,374,641 fully paid registered shares with a par value of CHF 0.10 each. Ordinary shares are entitled to one vote per share and rank equally with regard to the Company's residual assets and dividends (if any should be declared in the future).

	Ordinary shares
Shares in issue at December 31, 2022	**36,044,706**
Issued in relation to vesting of PSU, RSU and options	309,591
Shares in issue at December 31, 2023	**36,354,297**
Issued in relation to capital raise in October 2024	3,642,988
Issued in relation to vesting of PSU, RSU and options	365,810
Shares in issue at December 31, 2024	**40,363,095**
Issued in relation to vesting of PSU and RSUs	11,546
Shares in issue at December 31, 2025	**40,374,641**

The Company's share capital registered with the Swiss Commercial Register on December 31, 2025 amounted to CHF 4,036,310 divided into 40,363,095 fully paid up registered shares with a par value of CHF 0.10 per share.

The capital increase in 2025 triggered by the vesting of Performance Share Units ("PSU") from PSU Plans 2021, 2022 and 2023 were registered with the Commercial Register on January 22, 2026.

Capital range

On December 31, 2025, the Company had a capital range from CHF 3,672,011 (lower limit) to up to CHF 5,489,726 (upper limit). On January 22, 2026, the upper limit of the capital range increased to CHF 5,490,880 and the lower limit increased to CHF 3,673,165 as a result of the share capital increase out of conditional share capital registered with the Commercial Register. The Board of Directors is authorized to increase or reduce the share capital within the capital range once or several times and in any amounts or to acquire or dispose of shares directly or indirectly, until April 17, 2029 or until an earlier expiry of the capital range. As approved by the annual general meeting on April 17, 2024 and in line with the Swiss corporate law reform, the capital range replaced the previous authorized share capital.

Conditional share capital

As of December 31, 2025 the Company's share capital was allowed to be increased by an amount not to exceed CHF 362,264 (taking into account the 11,546 registered shares already issued out of the conditional capital as of December 31, 2025, but not yet registered in the commercial register) through the issuance of up to 3,622,644 fully paid up shares with a par value of CHF 0.10 per share through the direct or indirect issuance of shares, options or preemptive rights granted to employees, members of the Board of Directors or members of any advisory boards as approved. During 2025, the share capital was increased out of this conditional capital for employee participation (Article 3b of the Articles of Association). As a result, the available conditional capital for employee participation decreased by CHF 1,155 from CHF 363,419 to CHF 362,264.

In addition, the share capital may be increased by an amount not to exceed CHF 226,087 through the issuance of up to 2,260,870 fully paid up shares with a par value of CHF 0.10 per share through the exercise or mandatory exercise of conversion, exchange, option, warrant or similar rights for the subscription of shares granted to shareholders or third parties alone or in connection with bonds, notes, options, warrants or other securities or contractual obligations by or of the Company. During 2025, this conditional capital for financing transactions and other purposes (Article 3c of the Articles of Association) remained unchanged.

In 2025 the cash proceeds from the vesting of Performance Share Units ("PSU") and Restricted Share Units ("RSU"), amounted to CHF 63,266, of which 1,155 related to the issuance of new shares (conditional share capital). During 2024 and 2023 CHF 36,581 and CHF 30,959 respectively, all resulted from the issuance of new shares (conditional share capital) or proceeds from vesting under the LTI plan.

Treasury shares

In August 2022, the Company issued 3,500,000 common shares at par value CHF 0.10 per share. The shares were fully subscribed for by Molecular Partners Inc., a fully owned subsidiary of the Company. As of December 31, 2025 the Company held 2,962,973 treasury shares (2024 and 2023: 3,500,000).
The total amount presented as Treasury shares reserve in 2024 in the consolidated statement of financial position, is comprised of CHF 350,000 of the nominal value of the treasury shares and CHF 631,336 of transaction costs incurred directly related to the issuance. The amount of CHF 350,000 was a non-cash transaction for the Company. During 2025 treasury shares withheld to cover social security and tax liabilities for vesting events are revaluated with the share price at the vesting day.

In CHF thousands	Number of Treasury shares	Average price in CHF	Total TCHF value
As of January 1, 2025	**3,500,000**	**0.28**	**981**
Shares vested under the PSU program	(599,642)	0.28	(168)
Shares withheld to cover social security and tax liabilities	88,790	3.41	303
Shares vested under the RSU program	(33,015)	0.28	(9)
Shares withheld to cover social security and tax liabilities	6,840	3.28	22
Shares as of December 31, 2025	**2,962,973**	**0.38**	**1,129**

The 95,630 shares were withheld from vested awards to cover employees' and Board of Directors income tax and social security contributions.

There was no movement in treasury shares during 2024 and 2023.

13. Trade and other payables

in CHF thousands	2025	2024
Trade payables	937	679
Social security	828	1,177
Other payables	1	3
Balance at December 31	**1,767**	**1,859**

Trade payables are denominated in the following currencies:

in CHF thousands	2025	2024
CHF	527	361
EUR	215	187
USD	171	76
GBP	23	55
Balance at December 31	**937**	**679**

In addition to the above-mentioned current trade and other payables, the Company has non-current trade and other payables of TCHF 160 (2024: TCHF 0).

14. Accrued expenses

in CHF thousands	2025	2024
Accrued project costs and royalties	2,268	2,057
Accrued payroll, bonuses and restructuring 2025	5,330	5,068
Other	456	584
Balance at December 31	**8,055**	**7,709**

15. Contract liability

During 2024 the Group concluded the revenue recognition of the upfront fee accounted for in the year 2021 under the Novartis Radioligand Agreement. No revenue was recognized during 2025 (2024: TCHF 4,333). There is no remaining balance as of December 31, 2025 (2024: TCHF 0).

16. Additional information on the nature of expenses

Research and development expenses in CHF thousands	**2025**	**2024**	**2023**
Research consumables and external research and development expenses	(11,171)	(17,529)	(15,892)
Personnel expenses [1], see also note 18	(24,917)	(26,735)	(28,376)
Depreciation and amortization	(1,774)	(1,950)	(2,053)
Intellectual property	(504)	(515)	(853)
Facility expenses	(1,056)	(1,100)	(940)
Other research and development expenses	(763)	(765)	(660)
Royalties and license fees, see also note 17	(10)	(10)	(10)
Total year ended December 31	**(40,194)**	**(48,604)**	**(48,784)**

Selling, general and administrative expenses in CHF thousands	**2025**	**2024**	**2023**
Personnel expenses [2], see also note 18	(9,787)	(10,961)	(11,640)
Other administrative expenses	(5,006)	(6,118)	(7,283)
Depreciation and amortization	(371)	(419)	(367)
Facility expenses	(78)	(85)	(72)
Total year ended December 31	**(15,241)**	**(17,583)**	**(19,362)**

Restructuring expenses, see also note 26 in CHF thousands	**2025**	**2024**	**2023**
Personnel expenses [3], see also note 18	(2,496)	—	—
Other restructuring expenses	(193)	—	—
Total year ended December 31	(2,689)	—	—
Total operating expenses	**(58,124)**	**(66,187)**	**(68,146)**

[1] Research and development non-cash effective pension and share-based compensation costs were TCHF 2,132 in 2025, TCHF 1,833 in 2024 and TCHF 3,447 in 2023.

[2] Selling, general and administrative non-cash effective pension and share-based compensation costs were TCHF 1,653 in 2025, TCHF 1,586 in 2024 and TCHF 2,260 in 2023.

[3] Restructuring non-cash effective pension and share-based compensation costs were TCHF 142 in 2025 (2024:TCHF 0 and 2023: TCHF 0).

17. Royalties and license fees

The Group holds a non-exclusive perpetual license from the University of Zurich on patent applications and patents relating to Phage Display technology. The amount payable by the Group is CHF 10,000 per annum.

18. Personnel expenses

in CHF thousands	2025	2024	2023
Salaries	(26,442)	(27,031)	(27,022)
Share-based compensation (non-cash effective)	(4,419)	(4,105)	(5,207)
Pension costs	(1,599)	(1,467)	(2,632)
Social security costs	(2,407)	(2,449)	(2,201)
Other personnel expenses	(2,525)	(2,644)	(2,954)
Total year ended December 31	**(37,392)**	**(37,696)**	**(40,016)**

Full-time equivalents and head count	2025	2024	2023
Average number of full-time equivalents	151.8	161.7	167.8
Full-time equivalents at year end	134.0	158.5	167.5
Headcount at year end	149	174	182

18.1 Pension costs and liabilities

in CHF thousands	2025	2024
Defined benefit pension plans		
Actuarial assumptions		
Discount rate at January 1	1.00 %	1.50 %
Discount rate at December 31 [1]	1.25 %	1.00 %
Future salary increases at December 31	2.00 %	2.00 %
Mortality tables	BVG2020 GT	BVG2020 GT
Date of last actuarial valuation	31.12.2025	31.12.2024
Reconciliation of the amount recognized in the statement of financial position		
Defined benefit obligation at December 31	63,767	58,210
Fair value of plan assets at December 31	55,926	53,690
Net defined benefit liability at December 31 [2]	**7,841**	**4,520**
Components of defined benefit cost in profit or loss		
Current service cost (employer)	2,607	2,662
Curtailment [6]	(1,187)	—
Past service cost [5]	101	(1,297)
Interest expense on defined benefit obligation	659	836
Interest income on plan assets	(611)	(761)
Administrative cost excl. cost for managing plan assets	29	27
Defined benefit cost recognized in profit or loss	1,599	1,467
thereof service cost and administrative cost	1,551	1,393
thereof net interest expense on the net defined benefit liability	48	74

Reconciliation of net defined benefit liability		
Net defined benefit liability at January 1	4,520	4,720
Defined benefit cost recognized in profit or loss [3]	1,599	1,467
Remeasurement of net pension liabilities	3,814	485
Contributions by the employer [3]	(2,091)	(2,153)
Net defined benefit liability at December 31 [2]	**7,841**	**4,520**
Reconciliation of defined benefit obligation		
Defined benefit obligation at January 1	58,210	56,347
Interest expenses on defined benefit obligation	659	836
Current service cost (employer)	2,607	2,662
Contributions by plan participants	1,319	1,352
Benefits (paid)/deposited	(3,250)	(5,210)
Curtailment [6]	(1,187)	—
Past service cost	101	(1,297)
Administrative cost (excl. cost for managing plan assets)	29	28
Actuarial (gain)/loss on defined benefit obligation	5,278	3,492
Defined benefit obligation at December 31	**63,767**	**58,210**
Reconciliation of amount recognized in OCI		
Actuarial (gain) / loss on changes in financial assumptions	3,145	3,708
Actuarial (gain) / loss on changes in demographic assumptions	—	—
Actuarial (gain) / loss arising from experience adjustments	2,133	(216)
Actuarial (gain)/loss on defined benefit obligation	**5,278**	**3,492**
Return on plan assets excluding interest income	(1,464)	(3,007)
Remeasurement of net pension liabilities	**3,814**	**485**
Reconciliation of fair value of plan assets		
Fair value of plan assets at January 1	53,690	51,627
Interest income on plan assets	611	761
Contributions by the employer	2,091	2,153
Contributions by plan participants	1,319	1,352
Benefits (paid)/deposited	(3,250)	(5,210)
Return on plan assets excl. interest income	1,464	3,007
Fair value of plan assets at December 31	**55,926**	**53,690**
Best estimate of contributions of next year		
Contributions by the employer	1,804	2,128
Plan asset classes		
Cash and cash equivalents	8,022	7,254
Equity instruments	24,534	23,455
Debt instruments (e.g. bonds)	10,887	10,391
Real estate funds	1,667	2,086
Others	1,250	1,961
Total plan assets at fair value (quoted market price)	**46,359**	**45,147**
Others	9,567	8,543
Total plan assets at fair value (non-quoted market price)	**9,567**	**8,543**
Total plan assets at fair value at December 31	**55,926**	**53,690**
thereof entity's own transferable financial instruments	—	—

thereof property occupied or other assets used by the entity	—	—
Sensitivity [4]		
Defined benefit obligation at December 31 with discount rate -0.25%	66,299	60,728
Defined benefit obligation at December 31 with discount rate +0.25%	61,417	55,875
Defined benefit obligation at December 31 with interest rate on retirement savings capital -0.25%	62,838	57,297
Defined benefit obligation at December 31 with interest rate on retirement savings capital +0.25%	64,723	59,149
Defined benefit obligation at December 31 with salary increases -0.25%	63,361	57,785
Defined benefit obligation at December 31 with salary increases +0.25%	64,179	58,623
Defined benefit obligation at December 31 with life expectancy +1 year	64,665	59,058
Defined benefit obligation at December 31 with life expectancy -1 year	62,865	57,360
Maturity profile of defined benefit obligation		
Weighted average duration of defined obligation in years at December 31	15.5	16.8
Weighted average duration of defined obligation in years at December 31 for active members	15.3	16.7
Weighted average duration of defined obligation in years at December 31 for pensioners	17.2	17.9

[1] Discount rates are based on industry benchmarks with a duration consistent with the weighted average duration of defined benefit obligation.
[2] In liabilities for employee benefits, as presented in the consolidated statement of financial position included are also TCHF 306 (2024: TCHF 359; 2023: TCHF 343) for accrued sabbatical cost.

[3] The sum of these two positions represent the non-cash effective pension costs recognized in the profit and loss section of the consolidated statement of profit or loss and other comprehensive result of which TCHF 385 are research and development costs (2024: TCHF 532; 2023: TCHF 390) and TCHF 108 are selling, general and administrative costs (2024: TCHF 154; 2023: TCHF 110).

[4] For the most important parameters which influence the pension obligation of the Company a sensitivity analysis was performed. The discount rate and the assumption for salary increases were modified by a certain percentage value. Sensitivity on mortality was calculated by changing the mortality with a constant factor for all age groups. With this procedure the Company could change the longevity for most of the age categories by one year longer or shorter than the baseline value.

[5] Adjustments to past service cost mainly result from plan amendments in compulsory defined benefit plan with VSAO.
[6] The curtailment event is caused by our restructuring event in June 2025. See note 26 for further information.

The table below presents the amounts that are reflected in the statement of comprehensive income for the periods indicated:

in CHF thousands	2025	2024	2023
Components of defined benefit cost in profit or loss			
Current service cost (employer)	2,607	2,662	2,507
Curtailment [6]	(1,187)	—	—
Past service cost (5)	101	(1,297)	43
Interest expense on defined benefit obligation	659	836	1,182
Interest income on plan assets	(611)	(761)	(1,126)
Administrative cost excl. cost for managing plan assets	29	27	26
Defined benefit cost recognized in profit or loss	**1,599**	**1,467**	**2,632**
thereof service cost and administrative cost	1,551	1,393	2,576
thereof net interest expense on the net defined benefit liability	48	74	56
Reconciliation of amount recognized in OCI			
Actuarial (gain) / loss on changes in financial assumptions	3,145	3,708	3,644
Actuarial (gain) / loss on changes in demographic assumptions	—	—	(10)
Actuarial (gain) / loss arising from experience adjustments	2,133	(216)	(1,000)
Actuarial (gain)/loss on defined benefit obligation	**5,278**	**3,492**	**2,634**
Return on plan assets excluding interest income	(1,464)	(3,007)	(659)
Remeasurement of net pension liabilities	**3,814**	**485**	**1,975**

18.2 Share-based compensation

18.2.1 Long Term Incentive (“LTI”) Plans: Restricted Share Units ("RSU") and Performance Share Units ("PSU")

- LTI plans 2021 established in March 2021
- LTI plans 2022 established in March 2022
- LTI plans 2023 established in March 2023
- LTI Plans 2024 established in March 2024
- LTI Plans 2025 established in March 2025

Under the LTI plans, members of the Board of Directors are eligible to be granted RSUs, whereas members of the Management Board and other employees are eligible to be granted PSUs.

RSUs are contingent rights to receive a certain number of shares of the Company at the end of a three-year blocking period. The number of RSUs per plan participant is a function of the approved CHF amount per position divided by the fair value of each RSU as at the grant date. In certain circumstances, including a change of control, a full or partial accelerated vesting of the RSUs may occur. RSUs vest over a one-year period from date of grant.

PSUs are contingent rights to receive a variable number of shares of the Company. Since 2021, PSUs granted to employees (except for members of the Management Board) will vest in three tranches of one third each. The first tranche of the PSUs shall vest on the first anniversary of the grant date, the second tranche on the second anniversary of the grant date and the third tranche on the third anniversary of the grant date. For the members of the Management Board PSUs will vest at the end of a three year cliff-vesting period.

The number of PSUs per plan participant is a function of the approved CHF amount per position divided by the fair value of each PSU as of the grant date. While the PSUs are designed to let the beneficiaries participate in the long-term share price development, the number of shares to be earned in relation to a PSU also depends on the achievement of pre-defined corporate goals for the respective year. Accordingly, the number of shares to be issued based on the PSUs can be between zero and 150% of the number of PSUs granted. Even after the determination of goal achievement, participants may lose their entitlements in full or in part depending on certain conditions relating to their employment. In certain circumstances, including a change of control, a full or partial accelerated vesting of the PSUs may occur.

The LTI plans are issued annually, which allows the Board of Directors to review the terms and determine the targets on an annual basis. Employees generally receive the grants on April 1 of each calendar year, or for new employees on the first day of the calendar quarter after the start of their employment. Members of the Management Board and the Board of Directors receive the annual grants after the approval of the ordinary shareholders' meeting.

As of December 31, 2025, 2,918,458 PSUs and 504,543 RSUs were outstanding. As of December 31, 2024, 2,247,267 PSUs and 345,798 RSUs were outstanding.

18.2.2 Conditions attached to and measurement of fair values of equity-settled share-based payment arrangements

The following table provides the conditions as well as the inputs used in the measurement of the values at grant dates:

RSU/PSU, conditions and assumptions	2025	2024
Nature of arrangement	Grant of PSU/RSU	Grant of PSU/RSU
Grant date RSU	April 16, 2025	April 17, 2024
Grant dates PSU	Jan 1 - Oct 1	Jan 1 - Oct 1
Number of RSU granted	191,760	192,639
Number of PSU granted	1,814,004	1,690,241
Weighted average exercise price (CHF)	0.10	0.10
Share price (CHF)	2.90 - 4.06	3.38 - 6.57
Vesting period for RSU (years)	1.00	1.00
Full contractual life for RSU (years)	3.00	3.00
Vesting period for PSU (years), Management Board	3.00	3.00
Vesting period for PSU (years), employees excluding Management Board	3.00 (pro-rata annual vesting)	3.00 (pro-rata annual vesting)
Full contractual life for PSU (years)	3.00	3.00
Settlement	Common Shares	Common Shares
Expected volatility on Common shares	59.10 - 70.46	66.87 - 72.79
Risk-free interest rate p. a. (%) / CHF SARON / Common shares	0.35 - 1.30	1.47 - 1.65
Expected volatility on NBI	19.74 - 21.89	21.93 - 23.14
Risk-free interest rate p. a. (%) / USD CME Term SOFR / NBI	3.63 - 4.18	3.82 - 5.21
Expected volatility on SPI	12.07 - 13.28	12.72 - 13.07
Risk-free interest rate p. a. (%) / CHF SARON / SPI	0.35 - 1.30	1.47 - 1.65
Expected dividend (CHF)	—	—
Weighted average fair value of rights granted (CHF)	3.15	3.43
Latest expiry date	Sep 30, 2028	Sep 30, 2027
Valuation model	Monte Carlo	Monte Carlo

Additional comments:

- Expected volatility: Historical share prices of the Company have been used.
- The indices, Nasdaq Biotechnology Index ('NBI") and Swiss performance Index ("SPI") are used as inputs in determining the fair values for the 2024 and 2025 PSU Plans.

The movements in the number of all issued RSUs, PSUs and share options are as follows:

Share option / PSU / RSU movements	Total (numbers)	Weighted average exercise price (CHF)	Options (numbers)	Weighted average exercise price (CHF)	PSU/RSU (numbers)	Weighted average exercise price (CHF)
Balance outstanding at December 31, 2023	**1,812,766**	**1.16**	**282,105**	**6.89**	**1,530,661**	**0.10**
Granted	1,882,880	0.10	—	—	1,882,880	0.10
(Performance adjustment) [1]	(259,442)	0.10	—	—	(259,442)	0.10
(Forfeited) [2]	(195,725)	0.10	—	—	(195,725)	0.10
(Expired)	(281,604)	6.89	(281,604)	6.89		—
(Exercised options, vested PSU / RSU) [3]	(365,810)	0.10	(501)	6.94	(365,309)	0.10
Balance outstanding at December 31, 2024	**2,593,065**	**0.10**	**—**	**—**	**2,593,065**	**0.10**
Granted	2,005,764	0.10	—	—	2,005,764	0.10
(Performance adjustment) [1]	(315,797)	0.10	—	—	(315,797)	0.10
(Forfeited) [2]	(215,828)	0.10	—	—	(215,828)	0.10
(Expired)	—	—	—	—		—
(Exercised options, vested PSU / RSU) [3]	(644,203)	0.10	—	—	(644,203)	0.10
Balance outstanding at December 31, 2025	**3,423,001**	**0.10**	**—**	**—**	**3,423,001**	**0.10**

[1] Performance adjustments indicate forfeitures due to non-market performance conditions not achieved
[2] Forfeited due to service conditions not fulfilled
[3] The weighted average share prices at the dates of exercising options during the year 2024 amounted to CHF 7.00. There were no options exercised in 2025.

The following table applies to all PSUs and RSUs outstanding at December 31, 2025:

Exercise price CHF	PSU/RSU (number)	Remaining life (years)
PSU/RSU		
0.10	3,423,001	1.3
Total	**3,423,001**	

The following table applies to all PSUs and RSUs outstanding at December 31, 2024:

Exercise price CHF	PSU/RSU (number)	Remaining life (years)
PSU/RSU		
0.1	2,593,065	1.4
Total	**2,593,065**	

The non-cash costs for share-based payments recognized in the statement of comprehensive income can be attributed to the Group's two functions as follows:

in CHF thousands	2025	2024	2023
Research and development	2,517	2,365	3,057
Selling, general and administrative	1,760	1,740	2,150
Total year ended December 31	**4,277**	**4,105**	**5,207**

In addition there are non-cash cost for share-based payments of TCHF 142 recognized under restructuring expenses. See note 26.

19. Financial income and financial expense

Financial income

in CHF thousands	2025	2024	2023
Interest income on financial assets held at amortized costs	1,522	3,384	4,279
Net foreign exchange gain	—	3,830	—
Total year ended December 31	**1,522**	**7,214**	**4,279**

Financial expense

in CHF thousands	2025	2024	2023
Net foreign exchange loss	(5,013)	—	(5,106)
Negative interest on financial assets held at amortized costs	—	(1)	—
Interest expense on leases	(18)	(24)	(34)
Other financial expenses	(15)	(13)	(15)
Total year ended December 31	**(5,047)**	**(38)**	**(5,155)**

20. Income Taxes

Current taxes

The Company generated taxable losses in 2025, same as in 2024 and 2023. Any potential future taxable income would be subject to Swiss federal, cantonal and communal income taxes. The Company did not have to pay or accrue any income taxes during these reporting periods due to tax loss carryforwards. The Company's applicable income tax rate (after tax) for the year 2025 is 19.3% (2024: 19.3%; 2023: 19.4%).

Molecular Partners Inc., which is incorporated in the United States in the State of Delaware, is subject to statutory U.S. federal corporate income taxes and minimal state taxes for Massachusetts and New York.

For the year ended December 31, 2025, current income tax expense of TCHF 2.3 (or in thousands of US Dollars ("TUSD") 2.0) was recognized by the Group's U.S. based subsidiary for estimated U.S. tax obligations of the subsidiary based on intra-Group activity (for the year ended December 31, 2024: tax expense of TCHF 2.2 (TUSD 2.5) and for the year ended December 31, 2023: tax expense of TCHF 0 (-TUSD 1). The tax expense amount comprises of the sum of the minimal taxes payable for federal taxes and for the various states in which Molecular Partners Inc. is liable for taxes. The applicable income tax rates are 21% U.S. federal tax plus 8.00% state tax (Massachusetts) and 6.50% (New York).

Deferred taxes

The Company's net operating loss amounted to TCHF 57,854 in 2025,TCHF 50,643 in 2024, and TCHF 56,285 in 2023. The cumulative tax losses as of December 31, 2025 of TCHF 252,980 may be used as tax loss carry forwards to offset future taxable income over a period of seven years.

No deferred tax assets have been recognized for these tax loss carry forwards, because as of December 31, 2025, it was not considered probable that such loss carry forwards can be utilized in the foreseeable future. In addition, no deferred tax positions were recognized on other deductible temporary differences (e.g., pension liabilities under IAS 19 for a total of TCHF 7,841, see also note 18.1) due to the tax losses carried forward. Income tax expense has been calculated for the year ending December 31, 2025 based on the effective income tax rate expected for the full financial year, being 0% on December 31, 2025, as the Company's net result is negative (2024: 0%, 2023: 0%).

Given the facts above, as well as the fact that the Company incurred no significant tax expense in the reporting periods presented, a numerical reconciliation of the effective tax rate is not provided. The primary reconciling item is the effect of unrecognized deferred tax assets for tax losses and deductible temporary differences.
The following table shows the expiry of tax loss carry forwards for the Company, for which no deferred tax asset was recognized:

in CHF thousands	2025	2024
2027	(29,566)	(29,566)
2028	(58,632)	(58,632)
2030	(56,285)	(56,285)
2031	(50,643)	(50,643)
2032	(57,854)	—
Total tax loss carry forwards as at December 31	**(252,980)**	**(195,126)**

21. Earnings per share

Basic earnings per share is calculated by dividing the net result attributable to the shareholders of the Company by the weighted average number of shares issued and outstanding during the reporting period, excluding any shares held as treasury shares. Diluted earnings per share additionally takes into account the potential conversion of all dilutive potential ordinary shares.

	2025	2024	2023
Weighted average number of shares used in computing basic earnings per share	37,271,281	34,032,544	32,770,665
Weighted average number of shares used in computing diluted earnings per share	37,271,281	34,032,544	32,770,665

For the years ended December 31, 2025, 2024 and 2023 all potential ordinary shares were anti-dilutive at 3,408,013, 2,585,484 and 1,526,976 respectively.

22. Leases

The Group leases office and laboratory facilities in Schlieren, Switzerland. These leases generally have terms between 2 and 10 years and contain extension or terminations options exercisable by the Group up to one year before the end of the non-cancellable contract period. These terms are used to maximize operational flexibility in terms of managing contracts. The options to extend are held by the Company and the termination options are held both by the Company and the lessor. As of December 31, 2025, the Group exercised the option to extend the lease on its facilities in Schlieren by two years with a new lease term ending on December 31, 2028. The earliest contractual termination date for both the lessor and the Group on the major real estate lease is December 31, 2028. For information about the right-of-use assets please also see note 6.
Set out below are the carrying amounts of the lease liabilities and the movements during the period:

in CHF thousands	2025	2024
as at January 1,	2,444	3,652
Lease extension	2,414	—
Recognition of interest on lease liabilities	18	24
Payments	(1,231)	(1,232)
Balance as at December 31,	**3,644**	**2,444**
Current	1,206	1,217
Non-current	2,438	1,227
Balance as at December 31,	**3,644**	**2,444**

The following are the expense amounts recognized in the consolidated statement of profit or loss and other comprehensive result. No expenses for leasing of low-value assets nor for short term leases were incurred for the years ended December 31, 2025, 2024 and 2023.

in CHF thousands	2025	2024	2023
Depreciation on right-of-use assets	1,201	1,200	1,200
Interest expense on lease liabilities	18	24	34
Total amount recognized in profit or loss	**1,218**	**1,224**	**1,234**

The total cash outflow for leases for the year ended December 31, 2025 amounted to TCHF 1,231 (year ended December 31, 2024 TCHF 1,232; year ended December 31, 2023 TCHF 1,232).

Contractual maturities of financial liabilities at December 31, 2025
in CHF thousands

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total contractual cash-flows	Carrying Amount lease liabilities
Lease liabilities	1,229	1,229	1,229	—	3,686	3,644

Contractual maturities of financial liabilities at December 31, 2024
in CHF thousands

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total contractual cash-flows	Carrying Amount lease liabilities
Lease liabilities	1,232	1,232	—	—	2,464	2,444

23. Related party disclosures

Compensation costs of key management, which includes executive management and the Board of Directors, are as follows:

in CHF thousands	2025	2024	2023
Short-term employee benefits	2,810	2,644	2,761
Post-employment benefits	260	241	253
Share-based compensation	1,606	1,522	1,914
Total year ended December 31	**4,676**	**4,407**	**4,928**

24. Capital commitments

As of December 31, 2025 and December 31, 2024, the Group did not have any capital commitments.

25. Financial risk management

Foreign exchange risk

The Group's primary exposure to financial risk is due to fluctuation of exchange rates between CHF, USD and EUR. In order to reduce its foreign exchange exposure, Molecular Partners may enter into currency contracts with selected high-quality financial institutions to hedge against foreign currency exchange rate risks.

The following table demonstrates the sensitivity to a reasonably possible change in exchange rates for the Group's main foreign currencies, USD and EUR, with all other variables held constant, of the Group's result before taxes. There is no direct impact on the Group's equity.

in % and CHF thousands	Incr./Decr. exchange rate	Effect on result before tax (in TCHF)
USD Positions		
2025	+10 %	2,289
	-10 %	(2,289)
2024	+10 %	4,468
	-10 %	(4,468)
2023	+10 %	4,718
	-10 %	(4,718)
EUR Positions		
2025	+10 %	33
	-10 %	(33)
2024	+10 %	291
	-10 %	(291)
2023	+10 %	479
	-10 %	(479)

Interest rate risk

Molecular Partners earns interest on cash and cash equivalents, and its profit and loss may be influenced by changes in market interest rates. The Group does invest its cash balances into a variety of current and deposit accounts in three different Swiss banks to optimize interest. In addition, the Group does invest a portion of its cash into risk free money market investments in line with its treasury guidelines.

The Group strives to optimize the net balance of interest paid and interest received by monitoring the interest rates applicable over the major currencies the Group holds as well as the offered holding periods.

The following table demonstrates the sensitivity of the main currencies used in the Group, to reasonably possible changes in interest rates, with all other variables held constant, of the Group's results before tax. There is no direct impact on the Group's equity.

in % and CHF thousands	Incr./Decr. interest rate	Effect on result before tax (in TCHF)
CHF Positions		
2025	+0.5 %	348
	-0.5 %	(348)
2024	+0.5 %	508
	-0.5 %	(508)
2023	+0.5 %	674
	-0.5 %	(674)
USD Positions		
2025	+0.5 %	115
	-0.5 %	(115)
2024	+0.5 %	224
	-0.5 %	(224)
2023	+0.5 %	235
	-0.5 %	(235)

Credit risk

The maximum credit risk on financial assets corresponds to the carrying amounts of the Group's cash and cash equivalents, short-term time deposits, accrued income and receivables. The Group has not entered into any guarantees or similar obligations that would increase the risk over and above the carrying amounts.

The cash and cash equivalents and short-term deposits are considered low risk and were held at Swiss banks with Standard & Poor long-term credit ratings as of December 31, 2025 of AAA (Zürcher Kantonalbank), AA+ (Luzerner Kantonalbank) and A+ (UBS) and therefore any impact resulting from the expected credit loss model is considered immaterial. Analysis performed included assessing the cumulative default rates by credit rating category and applying these rates to the cash and short-term deposit balances at reporting dates. The calculated loss allowance based on the ECL is considered immaterial.

The Group enters into agreements with partners that have appropriate credit history and a commitment to ethical business practices.

The maximum credit risk as of the balance sheet date was as follows:

Credit risk in CHF thousands	2025	2024
Cash and cash equivalents	82,653	63,874
Trade receivables	253	286
Accrued income	71	276
Short-term time deposits	10,405	85,565
Total credit risk as at December 31	**93,382**	**150,001**

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulties in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's liquidity risk is considered low by management due to the financial assets at the reporting date, giving the Group a secure source of funding for its research and development activities.

26. Restructuring expense

On June 10, 2025, Molecular Partners announced a planned operational efficiency initiative ("restructuring 2025"), which included a reduction in headcount within R&D. As a result 34 positions - primarily in R&D, but also in supporting functions - were impacted.

For the twelve months ended December 31, 2025, the Group recognized TCHF 2,689 as an expense, of which TCHF 501 was provided for as at December 31, 2025. Of the total restructuring cost TCHF 602 related to SG&A cost and TCHF 2,087 related to R&D cost hereof TCHF142 are non-cash items related to share-based compensation costs.

The remaining amount is expected to be paid out during Q1 2026.

27. Events after the balance sheet date

No events occurred between the balance sheet date and the date on which these consolidated financial statements were approved by the Board of Directors that would require adjustment to the consolidated financial statements or disclosure under this heading.

Statuten
von Molecular Partners AG
vom 9. Januar 2026

Articles of Incorporation of
Molecular Partners Ltd
as of January 9, 2026[1]

[1] This is a translation of the original German version. In case of any discrepancy, the German version shall prevail.

Abschnitt 1:
Firma, Sitz, Zweck und Dauer der Gesellschaft

Artikel 1

Firma, Sitz

1 Unter der Firma

Molecular Partners AG (Molecular Partners SA) (Molecular Partners Ltd) (die **Gesellschaft**)

besteht eine Aktiengesellschaft, die den vorliegenden Statuten und den Vorschriften des 26. Titels des Schweizerischen Obligationenrechts (das **OR**) untersteht.

2 Der Sitz der Gesellschaft ist in Schlieren, Kanton Zürich. Die Dauer der Gesellschaft ist unbeschränkt.

Zweck

Artikel 2

1 Zweck der Gesellschaft ist die Forschung, Entwicklung, Herstellung und der Verkauf von Produkten in den Gebieten der Biotechnologie, der Pharmazie, Medizintechnologie, Diagnose und Therapie sowie der Kauf, Verkauf und die Verwendung von Patenten und Lizenzen auf diesem Gebiet. Die Gesellschaft kann alle Geschäfte tätigen, die geeignet erscheinen, den Zweck der Gesellschaft zu fördern, oder die mit diesem zusammenhängen.

2 Die Gesellschaft kann Grundstücke im In- und Ausland erwerben, verwalten, belasten, verwerten und verkaufen sowie andere Gesellschaften finanzieren.

3 Die Gesellschaft kann Zweigniederlassungen und Tochtergesellschaften im In- und Ausland errichten und sich an anderen Unternehmen beteiligen oder mit diesen fusionieren.

Section 1:
Name, Place of Incorporation, Purpose and Duration of the Company

Article 1

Name, Place of Incorporation

1 Under the name

Molecular Partners AG (Molecular Partners SA) (Molecular Partners Ltd) (the **Company**)

there exists a corporation as defined in title 26 of the Swiss Code of Obligations (**CO**) and in these Articles of Incorporation.

2 The registered office of the Company is in Schlieren, Canton of Zurich. The duration of the Company is unlimited.

Purpose

Article 2

1 The Company's purpose is to research, develop, produce and sell products in the fields of biotechnology, pharamceutica, medical technology, diagnosis and therapy as well as to purchase, sell and use patents and licences in this field. The Company may engage in all types of transactions that appear appropriate to promote the purpose of the Company or that are related thereto.

2 The Company may acquire, administer, encumber, exploit or sell real estate in Switzerland and aborad and may also finance other companies.

3 The Company may establish branches and subsidiaries within Switzerland or abroad and may acquire participations in other companies.

4 Bei der Verfolgung ihres Gesellschaftszwecks strebt die Gesellschaft die Schaffung von langfristigem, nachhaltigem Wert an.

Abschnitt 2:
Aktienkapital

Artikel 3

Aktienkapital

1 Das Aktienkapital der Gesellschaft beträgt CHF 4'037'464.10 und ist eingeteilt in 40'374’641 Namenaktien mit einem Nennwert von je CHF 0.10.

2 Die Aktien sind voll liberiert.

Artikel 3a

Kapitalband

1 Die Gesellschaft verfügt über ein Kapitalband zwischen CHF 3'673‘165.30 (untere Grenze) und CHF 5'490'880.15 (obere Grenze). Der Verwaltungsrat ist im Rahmen des Kapitalbands ermächtigt, bis zum 17. April 2029 oder bis zu einem früheren Dahinfallen des Kapitalbands das Aktienkapital einmal oder mehrmals und in beliebigen Beträgen zu erhöhen oder herabzusetzen oder Aktien direkt oder indirekt zu erwerben oder zu veräussern. Die Kapitalerhöhung oder -herabsetzung kann durch Ausgabe von voll zu liberierenden Namenaktien bzw. Vernichtung von Namenaktien oder durch eine Erhöhung bzw. Herabsetzung der Nennwerte der bestehenden Namenaktien im Rahmen des Kapitalbands oder durch gleichzeitige Herabsetzung und Wiedererhöhung erfolgen.

2 Im Falle einer Ausgabe von Aktien unterliegen Zeichnung und Erwerb der neuen Aktien sowie jede nachfolgende Übertragung der Aktien den Beschränkungen von Artikel 5 dieser Statuten.

4 In pursuing its purpose, the Company strives to create long-term, sustainable value.

Section 2:
Share Capital

Article 3

Share Capital

1 The share capital of the Company is CHF 4,037,464.10 and is divided into 40,374’641 registered shares. Each registered share has a par value of CHF 0.10.

2 The shares are fully paid up.

Article 3a

Capital Range

1 The Company has a capital range ranging from CHF 3,673,165.30 (lower limit) to up to CHF 5,490,880.15 (upper limit). The board of directors shall be authorized within the capital range to increase or reduce the share capital once or several times and in any amounts or to acquire or dispose of shares directly or indirectly, until April 17, 2029 or until an earlier expiry of the capital range. The capital increase or reduction may be effected by issuing fully paid-in registered shares and cancelling registered shares, as applicable, or by increasing or reducing the par value of the existing shares within the limits of the capital range or by simultaneous reduction and re-increase of the share capital.

2 In the event of an issue of shares, the subscription and acquisition of the new shares as well as any each subsequent transfer of the shares shall be subject to the restrictions of Article 5 of these Articles of Incorporation.

3 Bei einer Erhöhung des Aktienkapitals im Rahmen des Kapitalbands legt der Verwaltungsrat, soweit erforderlich, den Ausgabebetrag, die Art der Einlagen (einschliesslich Barliberierung, Sacheinlage, Verrechnung und Umwandlung von Reserven oder eines Gewinnvortrags in Aktienkapital), den Zeitpunkt der Ausgabe, die Bedingungen der Bezugsrechtsausübung und den Beginn der Dividendenberechtigung fest. Dabei kann der Verwaltungsrat neue Aktien mittels Festübernahme durch eine Bank, ein Bankenkonsortium oder einen anderen Dritten und anschliessendem Angebot an die bisherigen Aktionäre oder an Dritte (sofern die Bezugsrechte der bisherigen Aktionäre aufgehoben oder nicht gültig ausgeübt wurden) ausgeben. Der Verwaltungsrat ist ermächtigt, den Handel mit Bezugsrechten zu ermöglichen, zu beschränken oder auszuschliessen. Nicht gültig ausgeübte Bezugsrechte kann der Verwaltungsrat verfallen lassen, oder er kann diese bzw. Aktien, für welche Bezugsrechte eingeräumt, aber nicht gültig ausgeübt wurden, zu Marktkonditionen platzieren oder anderweitig im Interesse der Gesellschaft verwenden.

4 Der Verwaltungsrat ist im Fall einer Ausgabe von Aktien ermächtigt, das Bezugsrecht der bisherigen Aktionäre aufzuheben oder zu beschränken und Dritten, der Gesellschaft oder einer ihrer Konzerngesellschaften zuzuweisen:

(a) für die Übernahme von Unternehmen, Unternehmensteilen oder Beteiligungen, den Erwerb von Produkten, Immaterialgütern oder Lizenzen oder für Investitionsvorhaben oder für die Finanzierung oder Refinanzierung solcher Transaktionen durch eine Aktienplatzierung; oder

(b) zum Zwecke der Erweiterung des Aktionärskreises der Gesellschaft in bestimmten Finanz- oder Investoren-Märkten, zur Beteiligung von strategischen Partnern einschliesslich Finanzinvestoren oder im Zusammenhang mit der Kotierung von neuen Aktien an inländischen oder an ausländischen Börsen; oder

(c) wenn der Ausgabebetrag der neuen Aktien unter Berücksichtigung des Marktpreises festgesetzt wird; oder

(d) für die Einräumung einer Mehrzuteilungsoption (Greenshoe) von bis zu 20% der zu platzierenden oder zu verkaufenden Aktien an die betreffenden Erstkäufer oder Festübernehmer im Rahmen einer Aktienplatzierung oder eines Aktienverkaufs; oder

(e) wenn ein Aktionär oder eine Gruppe von in gemeinsamer Absprache handelnden Aktionären mehr als 15% des im

3 In the event of a capital increase within the capital range, the board of directors shall, to the extent necessary, determine the issue price, the type of contribution (including cash contributions, contributions in kind, set-off and conversion of reserves or of profit carried forward into share capital), the date of issue, the conditions for the exercise of subscription rights and the beginning date for dividend entitlement. In this regard, the board of directors may issue new shares by means of a firm underwriting through a financial institution, a syndicate of financial institutions or another third party and a subsequent offer of these shares to the existing shareholders or third parties (if the subscription rights of the existing shareholders have been withdrawn or have not been duly exercised). The board of directors is entitled to permit, to restrict or to exclude the trade with subscription rights. It may permit the expiration of subscription rights that have not been duly exercised, or it may place such rights or shares as to which subscription rights have been granted, but not duly exercised, at market conditions or may use them otherwise in the interest of the Company.

4 In the event of a share issue the board of directors is authorized to withdraw or restrict subscription rights of existing shareholders and allocate such rights to third parties, the Company or any of its group companies:

(a) for the acquisition of companies, parts of companies or participations, for the acquisition of products, intellectual property or licenses, or for investment projects or for the financing or refinancing of such transactions through a placement of shares; or

(b) for the purpose of broadening the shareholder constituency of the Company in certain financial or investor markets, for purposes of the participation of strategic partners including financial investors, or in connection with a listing of new shares on domestic or foreign stock exchanges; or

(c) if the issue price of the new Shares is determined by reference to the market price; or

(d) for purposes of granting an over-allotment option (Greenshoe) of up to 20% of the total number of Shares in a placement or sale of Shares to the respective initial purchasers or underwriters; or

(e) following a shareholder or a group of shareholders acting in concert having accumulated shareholdings in excess of 15% of the share capital registered in the commercial register without having submitted to all other shareholders a takeover offer recommended by the board of

Aktionären mehr als 15% des im Handelsregister eingetragenen Aktienkapitals der Gesellschaft auf sich vereinigt hat, ohne allen übrigen Aktionären ein vom Verwaltungsrat empfohlenes Übernahmeangebot unterbreitet zu haben; oder

(f) zur Abwehr eines unterbreiteten, angedrohten oder potenziellen Übernahmeangebotes, welches der Verwaltungsrat, nach Konsultation mit einem von ihm beigezogenen unabhängigen Finanzberater, den Aktionären nicht zur Annahme empfohlen hat bzw. nicht empfehlen wird, weil der Verwaltungsrat das Übernahmeangebot in finanzieller Hinsicht gegenüber den Aktionären nicht als fair beurteilt hat; oder

(g) die Beschaffung von Eigenkapital auf eine schnelle und flexible Weise, welche ohne den Ausschluss der Bezugsrechte der bisherigen Aktionäre nicht oder nur schwer oder zu wesentlich schlechteren Bedingungen möglich wäre; oder

(h) für die Beteiligung von Mitgliedern des Verwaltungsrates, Mitgliedern der Geschäftsleitung, Mitarbeitende, Vertragspartner, Beratern oder anderen Personen, die für die Gesellschaft oder eine ihrer Konzerngesellschaften Leistungen erbringen.

takeover offer recommended by the board of directors; or

(f) for the defense of an actual, threatened or potential takeover bid, in relation to which the board of directors, upon consultation with an independent financial adviser retained by it, has not recommended to the shareholders acceptance on the basis that the board of directors has not found the takeover bid to be financially fair to the shareholders; or

(g) for raising equity capital in a fast and flexible manner, which would not be possible, or would only be possible with great difficulty or at significantly less favorable conditions, without the exclusion of the subscription rights of existing shareholders; or

(h) for the participation of members of the board of directors, members of the Executive Committee, employees, contractors, consultants or other persons performing services for the benefit of the Company or any of its group companies.

5 Nach einer Nennwertveränderung sind neue Aktien im Rahmen des Kapitalbands mit gleichem Nennwert auszugeben wie die bestehenden Aktien.

6 Erhöht sich das Aktienkapital aufgrund einer Erhöhung aus bedingtem Kapital nach Artikel 3b und Artikel 3c dieser Statuten, so erhöht sich die obere Grenze des Kapitalbands entsprechend dem Umfang der Erhöhung des Aktienkapitals.

7 Bei einer Herabsetzung des Aktienkapitals im Rahmen des Kapitalbands legt der Verwaltungsrat, soweit erforderlich, die Verwendung des Herabsetzungsbetrags fest. Der Verwaltungsrat kann den Herabsetzungsbetrag auch zur teilweisen oder vollständigen Beseitigung einer Unterbilanz im Sinne von Artikel 653p OR verwenden oder das Aktienkapital im Sinne von Artikel 653q OR gleichzeitig herabsetzen und mindestens auf den bisherigen Betrag erhöhen.

5 After a change of the par value, new shares shall be issued within the capital range with the same par value as the existing shares.

6 If the share capital increases as a result of an increase from conditional capital pursuant to Article 3b and Article 3c of these Articles of Incorporation, the upper limit of the capital range shall increase in an amount corresponding to such increase in the share capital.

7 In the event of a reduction of the share capital within the capital range, the board of directors shall, to the extent necessary, determine the use of the reduction amount. The board of directors may also use the reduction amount for the partial or full elimination of a share capital shortfall in the sense of Article 653p CO or may, in the sense of Article 653q CO, simultaneously reduce and increase the share capital to at least the previous amount.

Artikel 3b

Bedingtes Aktienkapital für Mitarbeiterbeteiligung

1 Das Aktienkapital kann sich durch Ausgabe von höchstens 3'622’644 voll zu liberierenden Namenaktien im Nennwert von je CHF 0.10 um höchstens CHF 362'264.40 erhöhen durch direkte oder indirekte Ausgabe von Aktien, Optionen oder diesbezüglichen Bezugsrechten an Mitarbeiter und Mitglieder des Verwaltungsrats der Gesellschaft und ihrer Konzerngesellschaften sowie an Mitglieder von Beiräten.

2 Bei der Ausgabe von Aktien, Optionen oder diesbezüglichen Bezugsrechten sind das Bezugsrecht wie auch das Vorwegzeichnungsrecht der Aktionäre der Gesellschaft ausgeschlossen. Die Ausgabe von Aktien, Optionen oder diesbezüglichen Bezugsrechten erfolgt gemäss einem oder mehreren vom Verwaltungsrat oder, soweit an ihn delegiert, vom Vergütungsausschuss zu erlassenden Beteiligungsplänen, Reglementen oder Beschlüssen und unter Beachtung von Abschnitt 4 dieser Statuten.

Article 3b

Conditional Share Capital for Employee Participation

1 The share capital may be increased in an amount not to exceed CHF 362,264.40 through the issuance of up to 3,622,644 fully paid up registered shares with a par value of CHF 0.10 per share through the direct or indirect issuance of shares, options or preemptive rights thereof granted to employees and members of the board of directors of the Company or its subsidiaries as well as to members of any advisory boards.

2 The preemptive rights and advance subscription rights of the shareholders of the Company shall be excluded in connection with the issuance of any shares, options or preemptive rights thereof. Shares, options or preemptive rights thereof shall be issued in accordance with one or more participation plans, policies or resolutions to be issued by the board of directors or, to the extent delegated to it, the compensation committee and in accordance with Section 4 of these Articles of Incorporation.

3 Die Erklärung über den Erwerb von Aktien gestützt auf diesen Artikel 3b hat auf diesen Artikel 3b hinzuweisen und in einer Form, die den Nachweis durch Text ermöglicht, zu erfolgen. Ein Verzicht auf ein Recht auf Erwerb von Aktien gestützt auf diesen Artikel 3b kann auch formlos oder durch Zeitablauf erfolgen; das gilt auch für den Verzicht auf die Ausübung und den Verfall dieses Rechts.

3 The declaration of acquisition of the shares based on this Article 3b shall refer to this Article 3b and be made in a form that allows proof by text. A waiver of the right to acquire shares based on this Article 3b may also occur informally or by lapse of time; this also applies to the waiver of the exercise and forfeiture of this right.

4 Die neuen Aktien, welche durch Mitarbeiter, Mitglieder des Verwaltungsrats der Gesellschaft und ihrer Konzerngesellschaften oder Mitglieder von Beiräten im Rahmen eines Mitarbeiterbeteiligungsprogramms direkt oder indirekt erworben werden, sowie jede nachfolgende Übertragung der Aktien unterliegen den Beschränkungen von Artikel 5 dieser Statuten.

4 The new shares directly or indirectly acquired by employees, members of the board of directors of the Company or its subsidiaries or members of any advisory boards in connection with an employee participation program and any subsequent transfer of such shares shall be restricted by Article 5 of these Articles of Incorporation.

Artikel 3c

Article 3c

Bedingtes Aktienkapital für Finanzierungen, Akquisitionen und andere Zwecke

1 Das Aktienkapital kann sich durch Ausgabe von höchstens 2'260'870 voll zu liberierenden Namenaktien im Nennwert von je CHF 0.10 um höchstens CHF 226'087 erhöhen durch die Ausübung oder Zwangsausübung von Wandel-, Tausch-, Options-, Bezugs- oder ähnlichen Rechten auf den Bezug von Aktien, welche Aktionären oder Dritten allein oder in Verbindung mit Anleihensobligationen, Darlehen, Optionen, Warrants oder anderen Finanzmarktinstrumenten oder vertraglichen Verpflichtungen der Gesellschaft oder einer ihrer Gruppengesellschaften eingeräumt werden (nachfolgend zusammen die **Finanzinstrumente**).

Conditional Share Capital for Financing, Acquisitions and other Purposes

1 The share capital may be increased in an amount not to exceed CHF 226,087 through the issuance of up to 2,260,870 fully paid up registered shares with a par value of CHF 0.10 per share through the exercise or mandatory exercise of conversion, exchange, option, warrant or similar rights for the subscription of shares granted to shareholders or third parties alone or in connection with bonds, notes, options, warrants or other securities or contractual obligations by or of the Company or any of its group companies (hereinafter collectively, the **Financial Instruments**).

2 Bei der Ausgabe von Aktien bei Ausübung der Finanzinstrumente ist das Bezugsrecht der Aktionäre ausgeschlossen. Zum Bezug der neuen Aktien, die bei Ausübung von Finanzinstrumenten ausgegeben werden, sind die jeweiligen Inhaber der Finanzinstrumente berechtigt. Die Bedingungen der Finanzinstrumente sind durch den Verwaltungsrat festzulegen.

2 The preemptive rights of the shareholders shall be excluded in connection with the issuance of shares upon the exercise of any Financial Instruments. The then-current owners of such Financial Instruments shall be entitled to acquire the new shares issued upon conversion, exchange or exercise of any Financial Instruments. The conditions of the Financial Instruments shall be determined by the board of directors.

3 Der Verwaltungsrat ist ermächtigt, die Vorwegzeichnungsrechte der Aktionäre im Zusammenhang mit der Ausgabe von Finanzinstrumenten durch die Gesellschaft oder eine ihrer Gruppengesellschaften zu beschränken oder aufzuheben, falls (1) die Ausgabe zum Zwecke der Finanzierung oder Refinanzierung der Übernahme von Unternehmen, Unternehmensteilen, Beteiligungen oder Investitionen, oder (2) die Ausgabe auf nationalen oder internationalen Finanzmärkten oder im Rahmen einer Privatplatzierung erfolgt.

Wird das Vorwegzeichnungsrecht weder direkt noch indirekt durch den Verwaltungsrat gewährt, gilt Folgendes:

(a) Die Finanzinstrumente sind zu marktüblichen Bedingungen auszugeben oder einzugehen; und

(b) der Umwandlungs-, Tausch- oder sonstige Ausübungspreis der Finanzinstrumente ist unter Berücksichtigung des Marktpreises im Zeitpunkt der Ausgabe der Finanzinstrumente festzusetzen; und

(c) die Finanzinstrumente sind höchstens während 10 Jahren ab dem jeweiligen Zeitpunkt der betreffenden Ausgabe oder des betreffenden Abschlusses wandel-, tausch- oder ausübbar.

4 Die neuen Aktien, welche über die Ausübung von Finanzinstrumenten direkt oder indirekt erworben werden, sowie jede nachfolgende Übertragung der Aktien unterliegen den Beschränkungen von Artikel 5 dieser Statuten.

Artikel 4

3 The board of directors shall be authorized to withdraw or limit the advance subscription rights of the shareholders in connection with the issuance by the Company or one of its group companies of Financial Instruments if (1) the issuance is for purposes of financing or refinancing the acquisition of an enterprise, parts of an enterprise, participations or investments or (2) the issuance occurs in national or international capital markets or through a private placement.

If the advance subscription rights are neither granted directly nor indirectly by the board of directors, the following shall apply:

(a) the Financial Instruments shall be issued or entered into at market conditions; and

(b) the conversion, exchange or exercise price of the Financial Instruments shall be set with reference to the market conditions prevailing at the date on which the Financial Instruments are issued; and

(c) the Financial Instruments may be converted, exchanged or exercised during a maximum period of 10 years from the date of the relevant issuance or entry.

4 The new shares directly or indirectly acquired through the exercise of Financial Instruments and any subsequent transfer of such shares shall be restricted by Article 5 of these Articles of Incorporation.

Article 4

Aktienzertifikate und Bucheffekten

1 Die Gesellschaft kann ihre Namenaktien als Wertrechte nach Artikel 973c oder 973d OR, als Bucheffekten im Sinne des Bucheffektengesetzes oder als Einzel- oder Globalurkunden ausgeben. Der Gesellschaft steht es im Rahmen der gesetzlichen Vorgaben frei, ihre in einer dieser Formen ausgegebenen Namenaktien jederzeit und ohne Zustimmung der Aktionäre in eine andere Form umzuwandeln. Die Gesellschaft trägt dafür die Kosten.

2 Der Aktionär hat keinen Anspruch auf Umwandlung von in bestimmter Form ausgegebenen Namenaktien in eine andere Form. Insbesondere hat der Aktionär keinen Anspruch auf die Verbriefung der Mitgliedschaft in einem Wertpapier. Jeder Aktionär kann jedoch von der Gesellschaft jederzeit die Ausstellung einer Bescheinigung über die von ihm gemäss Aktienbuch gehaltenen Namenaktien verlangen.

3 Bucheffekten, denen Namenaktien der Gesellschaft zugrunde liegen, können nicht durch Zession übertragen werden. An diesen Bucheffekten können auch keine Sicherheiten durch Zession bestellt werden.

Share Certificates and Intermediated Securities

1 The Company may issue its registered shares as uncertificated securities pursuant to article 973c or 973d CO, as intermediated securities in the sense of the Federal Act on Intermediated Securities, or in the form of single or global certificates. Subject to applicable law, the Company may convert its registered shares from one form into another form at any time and without the approval of the shareholders. The Company shall bear the cost associated with any such conversion.

2 The shareholder has no right to demand a conversion of the form of the registered shares. In particular, the shareholder has no claim to the certification of the membership in a security. Each shareholder may, however, at any time request a written confirmation from the Company of the registered shares held by such shareholder, as reflected in the share register.

3 Intermediated securities based on registered shares of the Company cannot be transferred by way of assignment. Further, a security interest in any such intermediated securities cannot be granted by way of assignment.

Artikel 5

Article 5

Aktienbuch, Übertragungsbeschränkungen, Nominees

1 Die Gesellschaft führt für die Namenaktien ein Aktienbuch, in welches die Eigentümer und Nutzniesser mit Namen und Vornamen (bei juristischen Personen die Firma), Kontaktdaten und Staatsangehörigkeit (bei juristischen Personen der Sitz) eingetragen werden. Wechselt eine im Aktienbuch eingetragene Person ihre Kontaktdaten, so hat sie dies der Gesellschaft mitzuteilen. Mitteilungen der Gesellschaft gelten als rechtsgültig erfolgt, wenn sie an die im Aktienbuch zuletzt eingetragenen Kontaktdaten des Aktionärs bzw. Zustellungsbevollmächtigten gesendet werden.

2 Erwerber von Namenaktien werden auf Gesuch als Aktionäre mit Stimmrecht im Aktienbuch eingetragen, falls sie ausdrücklich erklären, diese Namenaktien im eigenen Namen und für eigene Rechnung erworben zu haben, keine Vereinbarung über die Rücknahme oder die Rückgabe entsprechender Aktien besteht und sie das mit den Aktien verbundene wirtschaftliche Risiko tragen.

Share Register, Transfer Restrictions, Nominees

1 The Company shall maintain a share register that lists the surname, first name, contact information and citizenship (in the case of legal entities, the company name and company seat) of the holders and usufructuaries of the registered shares. A person recorded in the share register shall notify the Company of any change in contact information. Communications from the Company shall be deemed to have been validly made if sent to the shareholder's or authorized delivery agent's last registered contact information in the share register.

2 An acquirer of registered shares shall be recorded upon request in the share register as a shareholder with voting rights, if such acquirer expressly declares to have acquired the registered shares in his own name and for his own account, that there is no agreement on the redemption of the relevant shares and that they bear the economic risk associated with the shares.

3 Der Verwaltungsrat trägt einzelne Personen, die im Eintragungsgesuch nicht ausdrücklich erklären, die Namenaktien auf eigene Rechnung zu halten (**Nominees**), mit Stimmrecht im Aktienbuch ein, wenn der Nominee mit dem Verwaltungsrat eine Vereinbarung über seine Stellung abgeschlossen hat und einer anerkannten Bank- oder Finanzaufsicht untersteht.

4 Der Verwaltungsrat kann nach Anhörung des eingetragenen Aktionärs oder Nominees Eintragungen im Aktienbuch mit Rückwirkung auf das Datum der Eintragung streichen, wenn diese durch falsche Angaben zustande gekommen sind. Der Betroffene muss über die Streichung informiert werden.

5 Der Verwaltungsrat regelt die Einzelheiten und trifft die zur Einhaltung der vorstehenden Bestimmungen notwendigen Anordnungen. Er kann in besonderen Fällen Ausnahmen von der Nomineeregelung bewilligen. Er kann seine Aufgaben delegieren.

3 The board of directors records persons who do not declare to hold the registered shares for their own account (**Nominees**) as shareholders with voting rights in the share register, if such Nominee has entered into an agreement regarding its position with the board of directors and is subject to a recognized banking or finance supervision.

4 After hearing the registered shareholder concerned, the board of directors may cancel the registration of such shareholder as a shareholder with voting rights in the share register with retroactive effect as of the date of registration, if such registration was made based on false or misleading information. The relevant shareholder shall be informed of the cancellation.

5 The board of directors shall regulate the details and issue the instructions necessary for compliance with the preceding provisions. In special cases, it may grant exemptions from the rule concerning Nominees. The board of directors may delegate its duties.

Artikel 6

Rechtsausübung

1 Die Gesellschaft anerkennt nur einen Vertreter pro Aktie.

2 Das Stimmrecht und die damit zusammenhängenden Rechte aus einer Namenaktie können der Gesellschaft gegenüber nur von einem Aktionär, Nutzniesser oder Nominee, der mit Stimmrecht im Aktienbuch eingetragen ist, ausgeübt werden.

Article 6

Exercise of Rights

1 The Company shall only accept one representative per share.

2 Voting rights and appurtenant rights associated therewith may be exercised in relation to the Company by a shareholder, usufructuary of shares or nominee only to the extent that such person is recorded in the share register as a shareholder with voting rights.

Abschnitt 3: *Organe*

Section 3: *Corporate Bodies*

Artikel 7

Organe

Die Organe der Gesellschaft sind:

(a) die Generalversammlung;

(b) der Verwaltungsrat;

(c) die Revisionsstelle.

A. Generalversammlung

Artikel 8

Befugnisse

Oberstes Organ der Gesellschaft ist die Generalversammlung der Aktionäre. Ihr stehen folgende unübertragbare Befugnisse zu:

(a) die Festsetzung und Änderung der Statuten;

(b) die Wahl der Mitglieder des Verwaltungsrats, des Präsidenten des Verwaltungsrats, der Mitglieder des Vergütungsausschusses, des unabhängigen Stimmrechtsvertreters und der Revisionsstelle;

(c) die Genehmigung des Lageberichts und der Konzernrechnung;

(d) die Genehmigung der Jahresrechnung sowie die Beschlussfassung über die Verwendung des Bilanzgewinnes, insbesondere die Festsetzung der Dividende;

(e) die Festsetzung der Zwischendividende und die Genehmigung des dafür erforderlichen Zwischenabschlusses;

(f) die Beschlussfassung über die Rückzahlung der gesetzlichen Kapitalreserve;

(g) die Genehmigung der Vergütung des Verwaltungsrats und der Geschäftsleitung gemäss Art. 28 dieser Statuten;

(h) die Entlastung der Mitglieder des Verwaltungsrats und der mit der Geschäftsleitung betrauten Personen;

(i) die Dekotierung der Beteiligungspapiere der Gesellschaft; und

(j) die Beschlussfassung über die Gegenstände, die der Generalversammlung durch das Gesetz oder die Statuten vorbehalten sind.

Artikel 9

Article 7

Corporate Bodies

The Company's bodies are:

(a) the general meeting of shareholders;

(b) the board of directors;

(c) the auditors.

A. General Meeting of Shareholders

Article 8

Powers

The general meeting of shareholders is the supreme corporate body of the Company. It has the following non-delegable powers:

(a) adoption and amendment of the Articles of Incorporation;

(b) election of the members of the board of directors, the chairman of the board of directors, the members of the compensation committee, the independent voting rights representative and the auditors;

(c) approval of the annual management report and the consolidated financial statements;

(d) approval of the annual financial statements and decision on the allocation of profits shown on the balance sheet, in particular with regard to dividends;

(e) the determination of interim dividends and the approval of the interim financial statements required for this purpose;

(f) the resolution on the repayment of the statutory capital reserve;

(g) approval of the compensation of the board of directors and of the executive management pursuant to Article 28 of these Articles of Incorporation;

(h) granting discharge to the members of the board of directors and the persons entrusted with the executive management;

(i) the delisting of the Company's equity securities; and

(j) passing of resolutions as to all matters reserved by law or under these Articles of Incorporation to the authority of the general meeting of shareholders.

Article 9

Ordentliche und ausserordentliche Generalversammlungen

1 Die ordentliche Generalversammlung findet alljährlich innerhalb von sechs Monaten nach Schluss des Geschäftsjahres statt.

2 Ausserordentliche Generalversammlungen finden statt, wenn der Verwaltungsrat oder die Revisionsstelle es für angezeigt erachten oder wenn es eine Generalversammlung beschliesst. Darüber hinaus können Aktionäre, die zusammen mindestens 5 Prozent des Aktienkapitals oder der Stimmen vertreten, gemeinsam schriftlich unter Angabe des Verhandlungsgegenstandes und des Antrages, bei Wahlen der Namen der vorgeschlagenen Kandidaten, die Einberufung einer ausserordentlichen Generalversammlung verlangen.

Ordinary and Extraordinary General Meeting of Shareholders

1 The ordinary general meeting of shareholders shall be held each year within six months after the close of the fiscal year of the Company.

2 Extraordinary general meetings of shareholders shall be held when deemed necessary by the board of directors or the auditors. Furthermore, extraordinary general meetings of shareholders shall be convened upon resolution of a general meeting of shareholders or if this is requested by one or more shareholders who represent an aggregate of at least 5 percent of the share capital or votes and who submit a written request specifying the agenda items and the proposals, in case of elections the name of the proposed candidates.

Artikel 10

Einberufung

1 Die Generalversammlung wird durch den Verwaltungsrat, nötigenfalls die Revisionsstelle, spätestens 20 Tage vor der Versammlung einberufen. Das Einberufungsrecht steht auch den Liquidatoren zu.

2 Die Einberufung erfolgt durch einmalige Bekanntmachung im Publikationsorgan der Gesellschaft. Namenaktionäre können überdies schriftlich orientiert werden.

3 Spätestens 20 Tage vor der ordentlichen Generalversammlung sind der Geschäftsbericht, der Vergütungsbericht, und die Revisionsberichte zugänglich zu machen.

Article 10

Notice

1 Notice of a general meeting of shareholders shall be given by the board of directors or, if necessary, by the auditors, no later than twenty calendar days prior to the date of the general meeting of shareholders. The liquidators may also call the general meeting of shareholders.

2 Notice of the general meeting of shareholders shall be given by way of a one-time announcement in the official means of publication of the Company. In addtion, shareholders of record may be informed by ordinary mail.

3 The annual report, the compensation report and the auditors' reports shall be made available to the shareholders no later than twenty calendar days prior to the annual general meeting of shareholders.

4 In der Einberufung sind bekanntzugeben:

1. Datum, Beginn, Art und Ort der Generalversammlung;
2. die Verhandlungsgegenstände;
3. die Anträge des Verwaltungsrates samt kurzer Begründung;
4. gegebenenfalls die Anträge der Aktionäre samt kurzer Begründung; und
5. der Name und die Adresse des unabhängigen Stimmrechtsvertreters.

4 The notice shall include:

1. date, beginning, mode and venue of the general meeting of shareholders;
2. the agenda;
3. the proposals of the board of directors together with a brief statement of the reasons;
4. proposals of the shareholders, if any, together with a brief statement of the reasons; and
5. name and address of the independent voting rights representative.

Artikel 10a

Article 10a

Tagungsort

1 Der Verwaltungsrat bestimmt den Tagungsort der Generalversammlung, welche in der Schweiz oder im Ausland durchgeführt werden kann.

2 Der Verwaltungsrat kann bestimmen, dass die Generalversammlung an verschiedenen Orten gleichzeitig durchgeführt wird, sofern die Voten der Teilnehmer unmittelbar in Bild und Ton an sämtliche Tagungsorte übertragen werden.

3 Der Verwaltungsrat kann vorsehen, dass die Generalversammlung auf elektronischem Weg ohne Tagungsort durchgeführt wird.

Venue

1 The board of directors shall determine the venue of the general meeting of shareholders, which may be held in Switzerland or abroad.

2 The board of directors can determine that the general meeting of shareholders be held simultaneously at different locations, provided that the contributions of the participants are transmitted directly in video and audio to all venues.

3 The board of directors may also provide that the general meeting of shareholders will be held by electronic means without a venue.

Artikel 11

Article 11

Traktandierung

1 Aktionäre, die alleine oder zusammen über mindestens 0.5 Prozent des Aktienkapitals oder der Stimmen verfügen, können die Traktandierung eines Verhandlungsgegenstandes oder die Aufnahme eines Antrages zu einem Verhandlungsgegenstand in die Einberufung der Generalversammlung verlangen. Ein solches Gesuch muss der Gesellschaft mindestens 45 Kalendertage vor der Versammlung schriftlich unter Angabe des Verhandlungsgegenstandes und des Antrags oder der Anträge zugehen.

2 Über Anträge zu nicht gehörig angekündigten Verhandlungsgegenständen kann die Generalversammlung keine Beschlüsse fassen; ausgenommen sind Anträge auf Einberufung einer ausserordentlichen Generalversammlung und auf Durchführung einer Sonderuntersuchung.

3 Zur Stellung von Anträgen im Rahmen der Verhandlungsgegenstände und zu Verhandlungen ohne Beschlussfassung bedarf es keiner vorgängigen Ankündigung.

Agenda

1 One or more shareholders whose combined shareholdings represent at least 0.5 percent of the share capital or votes may request that an item be included on the agenda of a general meeting of shareholders or that a proposal relating to an agenda item be included in the notice convening the general meeting of shareholders. Such a request must be received by the Company in writing at least 45 calendar days prior to the general meeting of shareholders, specifying the agenda item and the proposal or proposals.

2 No resolutions may be passed at a general meeting of shareholders concerning agenda items for which proper notice was not given. This provision shall not apply, however, to proposals made during a general meeting of shareholders to convene an extraordinary general meeting of shareholders or to initiate a special investigation.

3 No previous notification shall be required for proposals concerning items included on the agenda and for debates as to which no vote is taken.

Artikel 12

Article 12

Vorsitz der Generalversammlung, Stimmenzähler, Protokoll

1 Der Präsident des Verwaltungsrats führt den Vorsitz in der Generalversammlung. Bei seiner Abwesenheit führt der Vizepräsident des Verwaltungsrats den Vorsitz. Ist auch dieser abwesend, so wird der Vorsitzende durch den Verwaltungsrat gewählt.

2 Der Vorsitzende bezeichnet einen Protokollführer und die Stimmenzähler, die nicht Aktionäre sein müssen. Das Protokoll ist vom Vorsitzenden und vom Protokollführer zu unterzeichnen.

Acting Chair, Vote Counters, Minutes

1 At the general meeting of shareholders, the Chairman of the board of directors or, in his absence, the Vice-Chairman or, in his absence, any other person designated by the board of directors shall take the chair.

2 The acting chair of the general meeting of shareholders shall appoint the secretary and the vote counters, none of whom need be shareholders. The minutes of the general meeting of shareholders shall be signed by the acting chair and the secretary.

3 Die Beschlüsse und Wahlergebnisse sind unter Angabe der genauen Stimmenverhältnisse innerhalb von 15 Kalendertagen nach der Generalversammlung auf elektronischem Weg zugänglich zu machen; jeder Aktionär kann verlangen, dass ihm das Protokoll innerhalb von 30 Kalendertagen nach der Generalversammlung zugänglich gemacht wird.

3 The resolutions and election results shall be made available electronically within 15 calendar days after the general meeting of shareholders, stating the exact proportion of votes; each shareholder may request that the minutes be made available to him within 30 calendar days after the general meeting of shareholders.

Artikel 13

Stimmrecht, Vertretung

1 Jede mit Stimmrecht im Aktienbuch eingetragene Aktie berechtigt zu einer Stimme.

2 Der Verwaltungsrat erlässt die Verfahrensvorschriften über die Teilnahme und Vertretung an der Generalversammlung. Ein Aktionär kann sich an der Generalversammlung nur durch den unabhängigen Stimmrechtsvertreter (mittels schriftlicher oder elektronischer Vollmacht), seinen gesetzlichen Vertreter oder (mittels schriftlicher Vollmacht) durch einen anderen Bevollmächtigten, der nicht Aktionär zu sein braucht, vertreten lassen. Alle von einem Aktionär gehaltenen Aktien können nur von einer Person vertreten werden.

3 Die Generalversammlung wählt den unabhängigen Stimmrechtsvertreter für eine Amtsdauer bis zum Abschluss der nächsten ordentlichen Generalversammlung. Wiederwahl ist möglich. Hat die Gesellschaft aus irgendwelchen Gründen keinen unabhängigen Stimmrechtsvertreter, bezeichnet der Verwaltungsrat für die nächste stattfindende Generalversammlung einen unabhängigen Stimmrechtsvertreter.

4 Der Verwaltungsrat regelt die Anforderungen an die Vollmachten und Weisungen an den unabhängigen Stimmrechtsvertreter.

Artikel 14

Beschlüsse, Wahlen

1 Die Generalversammlung beschliesst und wählt, soweit das Gesetz und die Statuten es nicht anders bestimmen, mit der Mehrheit der vertretenen Aktienstimmen.

Article 13

Voting Rights, Representation

1 Each share registered in the share register grants one vote.

2 The board of directors shall issue procedural rules regarding participation in and representation at the general meeting of shareholders. A shareholder may be represented only by the independent voting rights representative (*unabhängiger Stimmrechtsvertreter*) (by way of a written or electronic proxy), his legal representative or, by means of a written proxy, by any other proxy who need not be a shareholder. All shares held by one shareholder must be represented by only one representative.

3 The general meeting of shareholders shall elect the independent voting rights representative at a general meeting of shareholders for a term of office extending until completion of the next ordinary general meeting of shareholders. Re-election is possible. If the company does not have an independent voting rights representative for whatever reason, the board of directors shall appoint the independent voting rights representative for the next meeting of shareholders.

4 The board of directors shall issue the particulars for the proxy of and for providing instructions to the independent voting rights representative.

Article 14

Resolutions and Elections

1 Unless otherwise required by law or these Articles of Incorporation, the general meeting of shareholders shall take resolutions and decide elections upon a majority of the votes represented at the general meeting of shareholders.

2 Ein Beschluss der Generalversammlung, der mindestens zwei Drittel der vertretenen Stimmen und die Mehrheit der vertretenen Aktiennennwerte auf sich vereinigt, ist erforderlich für:

(a) die Änderung des Gesellschaftszweckes;

(b) die Zusammenlegung von Aktien;

(c) die Einführung von Stimmrechtsaktien;

(d) die Beschränkung der Übertragbarkeit von Namenaktien und die Aufhebung einer solchen Beschränkung;

(e) die Einführung eines bedingten Kapitals oder die Einführung eines Kapitalbands;

(f) die Kapitalerhöhung aus Eigenkapital, gegen Sacheinlage oder durch Verrechnung mit einer Forderung und die Gewährung von besonderen Vorteilen;

(g) die Einschränkung oder Aufhebung des Bezugsrechtes;

(h) die Einführung des Stichentscheids des Vorsitzenden in der Generalversammlung;

(i) die Dekotierung der Beteiligungspapiere der Gesellschaft

(j) die Verlegung des Sitzes der Gesellschaft;

(k) den Wechsel der Währung des Aktienkapitals;

(l) die Einführung einer statutarischen Schiedsklausel; und

(m) die Auflösung der Gesellschaft.

2 The approval of at least two-thirds of the votes and the majority of the par value of shares, each as represented at a general meeting of shareholders, shall be required for resolutions with respect to:

(a) The amendment or modification of the purpose of the Company;

(b) the combination of shares;

(c) the creation of shares with privileged voting rights;

(d) the restriction on the transferability of registered shares and the cancelation of such restriction;

(e) the introduction of conditional share capital or the introduction of a capital range;

(f) an increase of the share capital through the conversion of capital surplus, through contribution in kind, by set-off against a claim, or the granting of special privileges;

(g) the limitation or withdrawal of preemptive rights;

(h) the introduction of the casting vote of the acting chair in the general meeting of shareholders;

(i) the delisting of the Company's equity securities;

(j) the relocation of the registered office of the Company;

(k) the change of currency of the share capital;

(l) the introduction of an arbitration clause in the Articles of Incorporation; and

(m) the dissolution of the Company.

3 Die Abstimmungen und Wahlen erfolgen offen, es sei denn, dass die Generalversammlung schriftliche Abstimmung respektive Wahl (einschliesslich elektronische Abstimmungsverfahren) beschliesst oder der Vorsitzende dies anordnet.

3 Resolutions and elections shall be decided by a show of hands, unless a written ballot (including electronic voting systems) is resolved by the general meeting of shareholders or is ordered by the acting chair of the general meeting of shareholders.

B. Verwaltungsrat

B. Board of Directors

Artikel 15

Article 15

Anzahl der Verwaltungsräte

Der Verwaltungsrat besteht aus mindestens 3 und höchstens 11 Mitgliedern.

Number of Directors

The board of directors shall consist of no less than 3 and no more than 11 members.

Artikel 16

Article 16

Wahl, Amtsdauer

1 Die Mitglieder des Verwaltungsrats und der Präsident des Verwaltungsrats werden von der Generalversammlung einzeln für eine Amtsdauer bis zum Abschluss der nächsten ordentlichen Generalversammlung gewählt. Findet die ordentliche Generalversammlung später als sechs Monate nach Abschluss des Geschäftsjahres statt, so dauert die Amtsdauer dennoch bis zum Abschluss der ordentlichen Generalversammlung.

2 Die Mitglieder des Verwaltungsrats sind jederzeit wieder wählbar.

3 Ist das Präsidium vakant, bezeichnet der Verwaltungsrat aus seiner Mitte einen neuen Präsidenten für eine Amtsdauer bis zum Abschluss der nächsten ordentlichen Generalsversammlung.

Election, Term of Office

1 The shareholders shall elect the members of the board of directors and the chair of the board of directors individually at a general meeting of shareholders for a term of office extending until completion of the next ordinary general meeting of shareholders. If the ordinary general meeting of shareholders is held more than six months after the end of the financial year, the term of office shall nevertheless continue until the end of the ordinary general meeting of shareholders.

2 Members of the board of directors may be re-elected at any time.

3 If the office of the chair of the board of directors is vacant, the board of directors shall appoint the chair from among its members for a term of office extending until completion of the next ordinary general meeting of shareholders.

Artikel 17

Article 17

Organisation des Verwaltungsrats, Ersatz der Auslagen

1 Vorbehältlich der Wahl des Präsidenten des Verwaltungsrats und der Mitglieder des Vergütungsausschusses durch die Generalversammlung konstituiert sich der Verwaltungsrat selbst. Er kann aus seiner Mitte einen oder mehrere Vize-Präsidenten wählen sowie einen Sekretär bezeichnen, der nicht Mitglied des Verwaltungsrats zu sein braucht.

2 Der Verwaltungsrat ordnet im Übrigen im Rahmen von Gesetz und Statuten seine Organisation und Beschlussfassung durch ein Organisationsreglement.

3 Die Mitglieder des Verwaltungsrats haben Anspruch auf Ersatz ihrer im Interesse der Gesellschaft aufgewendeten Auslagen.

Organization of the Board of Directors, Reimbursement of Expenses

1 Except for the election of the chairman of the board of directors and the members of the compensation committee by the general meeting of shareholders, the board of directors shall constitute itself. It may elect from among its members one or several vice-chairmen and appoint a secretary who need not be a member of the board of directors.

2 Subject to applicable law and these Articles of Incorporation, the board of directors shall establish the particulars of its organization in organizational regulations.

3 The members of the board of directors shall be entitled to the reimbursement of all expenses incurred in the interests of the Company.

Artikel 18

Article 18

Einberufung, Beschlussfassung, Protokoll

1 Sitzungen des Verwaltungsrats werden vom Präsidenten oder im Falle seiner Verhinderung vom Vize-Präsidenten oder einem anderen Mitglied des Verwaltungsrats einberufen, so oft dies als notwendig erscheint oder wenn ein Mitglied es schriftlich oder per E-Mail oder einer anderen Art der elektronischen Übermittlung unter Angabe der Gründe verlangt. Sitzungen können auch per Telefon- oder Videokonferenz durchgeführt werden.

2 Der Verwaltungsrat fasst seine Beschlüsse mit der Mehrheit der abgegebenen Stimmen. Der Vorsitzende hat den Stichentscheid.

3 Zur Beschlussfähigkeit des Verwaltungsrats ist die Anwesenheit der Mehrheit seiner Mitglieder erforderlich. Kein Präsenzquorum ist erforderlich für die Anpassungs- und Feststellungsbeschlüsse des Verwaltungsrats im Zusammenhang mit Kapitalerhöhungen oder einem Wechsel der Währung des Aktienkapitals.

Invitation, Resolutions, Minutes

1 The chairman or, should he be unable to do so, the vice-chairman or any other member of the board of directors shall convene meetings of the board of directors if and when the need arises or whenever a member indicating the reasons so requests in writing or via e-mail or another form of electronic communication. Meetings may also be held by telephone or video conference.

2 Resolutions of the board of directors shall be adopted upon a majority of the votes cast. In the event of a tie, the chairman shall have the casting vote.

3 In order to pass resolutions, at least a majority of the members of the board of directors must be present. No attendance quorum shall be required for confirmation or amendment resolutions of the board of directors in connection with capital increase or a change in the currency of the share capital.

4 Beschlüsse können auch auf schriftlichem Weg oder in elektronischer Form gefasst werden, sofern nicht ein Mitglied mündliche Beratung verlangt.

5 Die Beschlüsse sind in einem Protokoll festzuhalten, das vom Sitzungspräsidenten und dem Sekretär zu unterzeichnen ist.

4 Resolutions may be passed by way of written consent or electronically, provided that no member requests oral deliberation.

5 The resolutions shall be confirmed in the minutes, which are to be signed by the acting chair and the secretary.

Artikel 19

Befugnisse des Verwaltungsrates

1 Der Verwaltungsrat kann in allen Angelegenheiten Beschluss fassen, die nicht nach Gesetz, Statuten oder Reglement einem anderen Organ der Gesellschaft übertragen sind.

2 Er hat folgende unübertragbare und unentziehbare Aufgaben:

(a) die Oberleitung der Gesellschaft und die Erteilung der nötigen Weisungen;

(b) die Festlegung der Organisation;

(c) die Ausgestaltung des Rechnungswesens, der Finanzkontrolle sowie der Finanzplanung;

(d) die Ernennung und Abberufung der mit der Geschäftsführung und der Vertretung betrauten Personen und die Regelung von deren Zeichnungsberechtigung;

(e) die Oberaufsicht über die mit der Geschäftsführung betrauten Personen, namentlich im Hinblick auf die Befolgung der Gesetze, Statuten, Reglemente und Weisungen;

(f) die Erstellung des Geschäftsberichts und des Vergütungsberichts sowie gegebenenfalls andere gesetzlich vorgeschriebene Berichte**;**

(g) die Vorbereitung der Generalversammlung und die Ausführung ihrer Beschlüsse;

(h) die Beschlussfassung über nachträgliche Leistung von Einlagen auf nicht vollständig liberierten Aktien und daraus folgende Statutenänderungen;

(i) die Beschlussfassung über die Veränderung des Aktienkapitals, soweit dies in der Kompetenz des Verwaltungsrates liegt, die Feststellung von Kapitalveränderungen, die Erstellung des Kapitalerhöhungsberichts und die Vornahme der entsprechenden Statutenänderungen (einschliesslich Löschungen);

(j) die gemäss Fusionsgesetz unübertragbaren und unentziehbaren Aufgaben und Befugnisse des Verwaltungsrats;

(k) die Einreichung eines Gesuchs um Nachlassstundung und die Benachrichtigung des Richters im Falle der Überschuldung;

(l) andere durch Gesetz oder Statuten dem Verwaltungsrat vorbehaltene Aufgaben und Befugnisse.

Article 19

Powers of the Board of Directors

1 The board of directors may pass resolutions with respect to all matters that are not reserved to the general meeting of shareholders or any other corporate body by law or under these Articles of Incorporation.

2 The board of directors has the following non-delegable and inalienable duties:

(a) the ultimate direction of the business of the Company and the issuance of the necessary instructions;

(b) the determination of the organization of the Company;

(c) the administration of accounting, financial control and financial planning;

(d) the appointment and removal of the persons entrusted with executive management and their representation of the Company;

(e) the ultimate supervision of the persons entrusted with management of the Company, specifically in view of their compliance with the law, these Articles of Incorporation, the regulations and directives;

(f) the preparation of the business report, the compensation report and other reports as required by law, if any;

(g) the preparation of the general meetings of shareholders as well as the implementation of the resolutions adopted by the general meetings of shareholders;

(h) the adoption of resolutions regarding the subsequent payment of capital with respect to non-fully paid up shares and the amendments to the Articles of Incorporation related thereto;

(i) the adoption of resolutions on the change of the share capital to the extent that such power is vested in the board of directors, the ascertainment of capital changes, the preparation of the report on the capital increase, and the respective amendments of the Articles of Incorporation (including deletions);

(j) the non-delegable and inalienable duties and powers of the board of directors pursuant to the Merger Act;

(k) the submission of a petition for debt-restructuring moratorium and the notification of the court if liabilities exceed assets;

(l) any other matter reserved to the board of directors by the law or the Articles of Incorporation.

3 Im Übrigen kann der Verwaltungsrat die Geschäftsführung sowie die Vertretung der Gesellschaft im Rahmen der gesetzlichen Bestimmungen durch Erlass eines Organisationsreglements ganz oder teilweise an einzelne oder mehrere seiner Mitglieder oder an andere natürliche Personen übertragen.

3 The board of directors may delegate the executive management of the Company in whole or in part to one or several individual directors or to individuals other than directors pursuant to organizational regulations.

C. Der Vergütungsausschuss

C. The Compensation Committee

Artikel 20

Article 20

Anzahl der Mitglieder

Der Vergütungsausschuss besteht aus mindestens zwei Mitgliedern.

Number of Members

The compensation committee shall consist of no less than two members.

Artikel 21

Article 21

Wahl und Amtsdauer

1 Die Mitglieder des Vergütungsausschusses werden von der Generalversammlung einzeln für eine Amtsdauer bis zum Abschluss der nächsten ordentlichen Generalversammlung gewählt. Wählbar sind nur Mitglieder des Verwaltungsrates.

Election and Term of Office

1 The general meeting of shareholders shall elect the members of the compensation committee individually for a term of office extending until completion of the next ordinary general meeting of shareholders. Only members of the board of directors may be elected.

2 Die Mitglieder des Vergütungsausschusses sind jederzeit wieder wählbar.

2 Members of the compensation committee may be re-elected at any time.

3 Bei Vakanzen im Vergütungsausschuss kann der Verwaltungsrat aus seiner Mitte Ersatzmitglieder für eine Amtsdauer bis zum Abschluss der nächsten ordentlichen Generalversammlung bezeichnen.

3 If there are vacancies on the compensation committee, the board of directors shall appoint from among its members substitutes for a term of office extending until completion of the next ordinary general meeting of shareholders.

Artikel 22

Article 22

Organisation des Vergütungsausschusses

1 Der Vergütungsausschuss konstituiert sich unter Vorbehalt der Kompetenzen der Generalversammlung und des Verwaltungsrats selbst. Der Verwaltungsrat bezeichnet den Vorsitzenden des Vergütungsausschusses.

Organization of the Compensation Committee

1 The compensation committee constitutes itself subject to the powers of the general meeting of shareholders and the board of directors. The board of directors shall elect the chair of the compensation committee.

2 Im Übrigen erlässt der Verwaltungsrat ein Reglement über die Organisation und Beschlussfassung des Vergütungsausschusses.

2 The board of directors shall establish the particulars of the organization and adoption of resolutions of the compensation committee in regulations.

Artikel 23

Article 23

Befugnisse des Vergütungsausschusses

1 Der Vergütungsausschuss unterstützt den Verwaltungsrat bei der Festsetzung und Überprüfung der Vergütungsstrategie und -richtlinien sowie bei der Vorbereitung der Anträge zuhanden der Generalversammlung betreffend die Vergütung des Verwaltungsrats und der Geschäftsleitung und kann dem Verwaltungsrat Anträge zu weiteren Vergütungsfragen unterbreiten.

Powers of the Compensation Committee

1 The compensation committee shall support the board of directors in establishing and reviewing the compensation strategy and guidelines as well as in preparing the proposals to the general meeting of shareholders regarding the compensation of the board of directors and of the executive management, and may submit proposals to the board of directors in other compensation-related issues.

2 Der Verwaltungsrat legt in einem Reglement fest, für welche Funktionen des Verwaltungsrats und der Geschäftsleitung der Vergütungsausschuss dem Verwaltungsrat Vorschläge für die Leistungswerte, Zielwerte und die Vergütung unterbreitet und für welche Funktionen er selbst im Rahmen der Statuten und der vom Verwaltungsrat erlassenen Vergütungsrichtlinien die Leistungswerte, Zielwerte und die Vergütung festsetzt.

2 The board of directors shall determine in regulations for which positions of the board of directors and of the executive management, the compensation committee shall submit proposals for the performance metrics, target values and the compensation to the board of directors, and for which positions it shall itself determine, in accordance with the Articles of Incorporation and the compensation guidelines established by the board of directors, the performance metrics, target values and the compensation.

3 Der Verwaltungsrat kann dem Vergütungsausschuss weitere Aufgaben zuweisen, die in einem Reglement festgehalten werden.

3 The board of directors may determine in regulations to delegate further authorities and duties to the compensation committee.

D. Die Revisionsstelle

D. Auditors

Artikel 24

Article 24

Wahl, Amtsdauer

1 Die Generalversammlung wählt die Revisionsstelle.

Election, Term of Office

1 The auditors shall be elected by the general meeting of shareholders.

2 Die Revisionsstelle wird von der Generalversammlung für eine Amtsdauer eines Geschäftsjahres gewählt. Ihre Amtszeit endet mit der Genehmigung der Jahresrechnung für das betreffende Geschäftsjahr durch die Generalversammlung. Wiederwahl ist möglich.

2 The shareholders shall elect the auditors at a general meeting of shareholders for a term of office extending one financial year. Their term of office ends with the approval of the annual financial statements of the respective financial year by the general meeting of shareholders. Re-election is possible.

Artikel 25

Article 25

Prüfungs-, Berichterstattungspflicht

Die Revisionsstelle nimmt ihre Prüfungs- und Berichterstattungspflichten in Übereinstimmung mit dem Gesetz wahr.

Duty of Auditing and Reporting

The auditors shall perform their duties to audit and report in accordance with the law.

Artikel 26

Article 26

Besondere Abklärungen, Zwischenrevisionen

Der Verwaltungsrat kann die Revisionsstelle jederzeit beauftragen, besondere Abklärungen, insbesondere Zwischenrevisionen, durchzuführen und darüber Bericht zu erstatten.

Special Audits, Interim Audits

The board of directors may at any time request the auditors to conduct special audits, including interim audits, and to submit a respective report.

Abschnitt 4:
Vergütung der Mitglieder des Verwaltungsrates und der Geschäftsleitung

Artikel 27

Grundsätze der Vergütungen

1 Die Vergütung der Mitglieder des Verwaltungsrats kann fixe und variable Vergütungselemente umfassen. Die Gesamtvergütung berücksichtigt Funktion und Verantwortungsstufe des Empfängers.

2 Die Vergütung der Mitglieder der Geschäftsleitung besteht aus fixen und variablen Vergütungselementen. Die fixe Vergütung umfasst das Basissalär und weitere nicht-variable Vergütungselemente. Die variable Vergütung kann kurzfristige und langfristige variable Vergütungselemente umfassen.

3 Die kurzfristigen variablen Vergütungselemente orientieren sich an Leistungswerten, die das Erreichen von operativen, strategischen, finanziellen oder anderen Zielen, das Ergebnis der Gesellschaft, des Konzerns oder Teilen davon und/oder individuelle Ziele berücksichtigen, und deren Erreichung sich in der Regel während eines einjährigen Zeitraums bemisst. Je nach erreichter Leistung kann sich die Vergütung auf einen vordefinierten Multiplikator des Zielwerts belaufen.

4 Die langfristigen variablen Vergütungselemente orientieren sich an Leistungswerten, welche die Entwicklung des Aktienkurses oder Aktienergebnisses absolut oder im Verhältnis zu Vergleichsgruppen oder Indices und/oder das Ergebnis der Gesellschaft, des Konzerns oder Teilen davon und/oder das Erreichen von operativen, strategischen, finanziellen oder anderen Zielen absolut oder im Vergleich zum Markt, anderen Unternehmen oder vergleichbaren Richtgrössen und/oder Elemente zwecks Mitarbeiterbindung berücksichtigen. Die Zielerreichung bemisst sich in der Regel während eines mehrjährigen Zeitraums, sowie an Elementen zwecks Mitarbeiterbindung. Je nach erreichter Leistung kann sich die Vergütung auf einen vordefinierten Multiplikator des Zielwerts belaufen.

Section 4:
Compensation of the Board of Directors and the Executive Management

Article 27

General Compensation Principles

1 Compensation of the members of the board of directors may consist of fixed and variable compensation. Total compensation shall take into account the position and level of responsibility of the recipient.

2 Compensation of the members of the executive management consists of fixed and variable compensation elements. Fixed compensation comprises the base salary and other non-variable compensation elements. Variable compensation may comprise short-term and long-term variable compensation elements.

3 Short-term variable compensation elements shall be governed by performance metrics that take into account the achievement of operational, strategic, financial or other objectives, the results of the Company, the group or parts thereof and/or individual targets, and achievement of which is generally measured during a one-year period. Depending on achieved performance, the compensation may amount to a multiplier of target level.

4 Long-term variable compensation elements shall be governed by performance metrics that take into account the development of the share price or share performance in absolute terms or in relation to peer groups or indices and/or the results of the Company, the group or parts thereof and/or the achievement of operational, strategic, financial or other objectives in absolute terms or in relation to the market, other companies or comparable benchmarks and/or retention elements. An achievement of the objectives is generally measured over a period of several years. Depending on achieved performance, the compensation may amount to a multiplier of target level.

5 Der Verwaltungsrat oder, soweit an ihn delegiert, der Vergütungsausschuss legen Leistungs- und Zielwerte sowie deren Gewichtung und Erreichung fest.

6 Die Vergütung kann in der Form von Geld, Aktien oder Sach- oder Dienstleistungen ausgerichtet werden werden; Vergütung der Mitglieder der Geschäftsleitung kann zusätzlich in der Form von aktienbasierten Instrumenten oder Einheiten ausgerichtet werden. Der Verwaltungsrat oder, soweit an ihn delegiert, der Vergütungsausschuss legen Zuteilungs-, Vesting-, Ausübungs- und Verfallsbedingungen fest. Sie können insbesondere vorsehen, dass aufgrund des Eintritts im Voraus bestimmter Ereignisse, wie eines Kontrollwechsels oder der Beendigung des Arbeits- oder Mandatsverhältnisses, Vesting-, Ausübungs- und Verfallsbedingungen weitergelten, verkürzt oder aufgehoben werden, Vergütungen unter der Annahme der Erreichung von Zielwerten ausgerichtet werden oder Vergütungen verfallen. Die Gesellschaft kann die erforderlichen Aktien auf dem Markt erwerben, aus Beständen eigener Aktien entnehmen oder unter Verwendung von bedingtem oder genehmigtem Kapital bereitstellen.

7 Die Vergütung kann durch die Gesellschaft oder durch von ihr kontrollierte Unternehmen ausgerichtet werden.

5 The board of directors or, to the extent delegated to it, the compensation committee shall determine the performance metrics and target levels of the short- and long-term variable compensation elements, as well as their achievement.

6 Compensation may be paid in the form of cash, shares, or in the form of other types of benefits benefits; for the executive management, compensation may in addition be paid in the form of share-based instruments or units. The board of directors or, to the extent delegated to it, the compensation committee shall determine grant, vesting, exercise and forfeiture conditions. In particular, they may provide for continuation, acceleration or removal of vesting, exercise and forfeiture conditions, for payment or grant of compensation based upon assumed target achievement, or for forfeiture, in each case in the event of pre-determined events such as a change-of-control or termination of an employment or mandate agreement. The Company may procure the required shares through purchases in the market, from treasury shares or by using contingent or authorized share capital.

7 Compensation may be paid by the Company or companies controlled by it.

Artikel 28

Genehmigung der Vergütungen

1 Die Generalversammlung genehmigt die Anträge des Verwaltungsrats in Bezug auf die maximalen Gesamtbeträge der

(a) Vergütung des Verwaltungsrats für die kommende Amtsdauer; und

(b) der fixen Vergütung der Geschäftsleitung für die Periode vom 1. Juli des laufenden bis zum 30. Juni des folgenden Jahres; und

(c) der variablen Vergütungselemente der Geschäftsleitung für das laufende Geschäftsjahr.

2 Der Verwaltungsrat kann der Generalversammlung abweichende, zusätzliche oder bedingte Anträge in Bezug auf die maximalen Gesamtbeträge, mehrere maximale Teilbeträge für die gleichen oder andere Zeitperioden und/oder einzelne Vergütungselemente und/oder in Bezug auf Zusatzbeträge für besondere Vergütungselemente zur Genehmigung vorlegen.

3 Die Vergütung kann vor der Genehmigung durch die Generalversammlung unter Vorbehalt der nachträglichen Genehmigung ausgerichtet werden.

4 Genehmigt die Generalversammlung einen Antrag des Verwaltungsrats nicht, setzt der Verwaltungsrat den entsprechenden (maximalen) Gesamtbetrag oder (maximale) Teilbeträge unter Berücksichtigung aller relevanten Faktoren neu fest und unterbreitet den oder die so festgesetzten Beträge der gleichen Generalversammlung, einer ausserordentlichen Generalversammlung oder der nächsten ordentlichen Generalversammlung zur Genehmigung.

5 Werden variable Vergütungen prospektiv genehmigt, legt der Verwaltungsrat der Generalversammlung den Vergütungsbericht zur Konsultativabstimmung vor.

Article 28

Approval of Compensation

1 The general meeting of shareholders shall approve the proposals of the board of directors in relation to the maximum aggregate amounts of:

(a) the compensation of the board of directors for the next term of office; and

(b) of the fixed compensation of the executive management for the period of July 1 of the current year until June 30 of the following year; and

(c) of the variable compensation elements of the executive management for the current financial year.

2 The board of directors may submit for approval by the general meeting of shareholders deviating, additional or conditional proposals relating to the maximum aggregate amount or maximum partial amounts for the same or different periods and/or specific compensation components and/or in relation to additional amounts for specific compensation components.

3 Compensation may be paid out prior to approval by the general meeting of shareholders subject to subsequent approval.

4 If the general meeting of shareholders does not approve a proposal of the board of directors, the board of directors newly determines the maximum aggregate amount or maximum partial amounts taking into account all relevant factors and submits such amounts for approval to the same general meeting of shareholders, to an extraordinary general meeting of shareholders or to the next ordinary general meeting of shareholders.

5 If variable compensation is approved prospectively, the board of directors shall submit the compensation report to the general meeting of shareholders for a consultative vote.

Artikel 29

Zusatzbetrag

1 Die Gesellschaft oder von ihr kontrollierte Gesellschaften sind ermächtigt, Mitgliedern der Geschäftsleitung, die während einer Periode, für welche die Vergütung der Geschäftsleitung bereits genehmigt ist, in die Geschäftsleitung eintreten oder befördert werden, einen Zusatzbetrag auszurichten, sofern der für die betreffende Periode bereits genehmigte Gesamtbetrag für deren Vergütung nicht ausreicht.

2 Der Zusatzbetrag darf je Vergütungsperiode je Mitglied 50% des letzten genehmigten maximalen Gesamtbetrags der Vergütung der Geschäftsleitung nicht übersteigen.

Abschnitt 5:
Verträge mit Mitgliedern des Verwaltungsrats und der Geschäftsleitung

Artikel 30

Verträge mit Mitgliedern des Verwaltungsrats und der Geschäftsleitung

1 Die Gesellschaft oder von ihr kontrollierte Gesellschaften können mit Mitgliedern des Verwaltungsrats befristete oder unbefristete Verträge über deren Mandat und Vergütung abschliessen. Dauer und Beendigung richten sich nach Amtsdauer und Gesetz.

2 Die Gesellschaft oder von ihr kontrollierte Gesellschaften können mit Mitgliedern der Geschäftsleitung befristete oder unbefristete Arbeitsverträge abschliessen. Befristete Arbeitsverträge haben eine Höchstdauer von einem Jahr. Eine Erneuerung ist zulässig. Unbefristete Verträge haben eine Kündigungsfrist von maximal einem Jahr.

Article 29

Supplementary Amount

1 The Company or companies under its control shall be authorized to pay a supplementary amount of compensation ratified by the shareholders at a general meeting of shareholders to members of the executive management who joined or were promoted during a compensation period for which the maximum aggregate amount of compensation has already been approved, but is insufficient to cover compensation of such members of the executive management.

2 The supplementary amount per compensation period per member shall not exceed 50% of the maximum aggregate amount of compensation of the executive management last approved.

Section 5:
Agreements regarding Compensation with Members of the Board of Directors and the Executive Management

Article 30

Agreements with Members of the Board of Directors and the Executive Management

1 The Company or companies under its control may enter into mandate or other agreements with the members of the board of directors regarding their compensation as directors for a fixed term or for an indefinite term. The duration and termination are subject to term of office and the law.

2 The Company or companies under its control may enter into employment agreements with the members of the executive management for a fixed term or for an indefinite term. The duration of fixed term agreements may not exceed one year. A renewal of a fixed term agreement is permissible. Agreements for an indefinite term may have a termination notice period of a maximum of one year.

3 Die Gesellschaft oder von ihr kontrollierte Gesellschaften können mit Mitgliedern der Geschäftsleitung Konkurrenzverbote für die Zeit nach Beendigung des Arbeitsverhältnisses vereinbaren. Deren Dauer soll zwei Jahre nicht übersteigen. Zur Abgeltung eines solchen Konkurrenzverbots darf eine Entschädigung pro Jahr ausgerichtet werden, deren Höhe die letzte Gesamtjahresvergütung des betreffenden Mitglieds der Geschäftsleitung und in keinem Fall den Durchschnitt der Vergütungen der letzten drei Geschäftsjahre übersteigen.

3 The Company or companies under its control may enter into non-competition agreements with members of the executive management for the period after the termination of the employment agreement. The duration of any such non-competition undertaking by a member of the executive management shall not exceed two years, and the consideration paid for a non-competition undertaking shall not exceed the sum of the total annual compensation of the respective member of the executive management last paid and in no event exceed the average of the compensation of the last three financial years.

Abschnitt 6:
Darlehen, Kredite und Vorsorgeleistungen an die Mitglieder des Verwaltungsrats und der Geschäftsleitung

Section 6:
Loans, Credits, Post-Retirement Benefits to members of the Board of Directors and the Executive Management

Artikel 31

Darlehen und Kredite

Kredite an Mitglieder des Verwaltungsrats und der Geschäftsleitung dürfen von der Gesellschaft oder von ihr kontrollierten Gesellschaften nur zu Marktbedingungen und nur solange ausgerichtet werden, als die Gesamtsumme der insgesamt ausstehenden Kredite an dieses Mitglied des Verwaltungsrats oder der Geschäftsleitung einschliesslich der zu gewährenden Kredite das Zweifache der letztmalig an dieses Mitglied bezahlten oder erstmaligen Jahresvergütung nicht übersteigt.

Article 31

Loans and Credits

Credits to members of the board of directors and the executive management can solely be granted at standard market rates and the aggregate amount of credit to the member of the board of directors or executive management may not exceed double the total annual compensation of the respective member of the executive management last paid or payable for the first time.

Artikel 32

Article 32

Vorsorgeleistungen ausserhalb der beruflichen Vorsorge

Vorbehältlich der Genehmigung durch die Generalversammlung gemäss Artikel 28 dieser Statuten können die Gesellschaft oder von ihr kontrollierte Gesellschaften an Mitglieder des Verwaltungsrates und der Geschäftsleitung Vorsorgeleistungen ausserhalb der beruflichen Vorsorge ausrichten, soweit solche Vorsorgeleistungen 100% der letztmalig an dieses Mitglied bezahlten Jahresvergütung nicht übersteigen. Im Fall von Kapitalabfindungen wird der Wert aufgrund anerkannter versicherungsmathematischer Methoden ermittelt.

Post-Retirement Benefits beyond Occupational Benefit Scheme

Subject to the approval by the meeting of shareholders pursuant to Article 28 of these Articles of Incorporation, the Company or companies under its control may grant to members of the board of directors or the executive management post-retirement benefits beyond the occupational benefit scheme, if such post-retirement benefits do not exceed 100% of the total annual compensation of the respective member last paid. In case of capital settlements, the value is determined by recognized actuary methods.

Abschnitt 7:
Mandate ausserhalb des Konzerns

Section 7:
Mandates Outside the Group

Artikel 33

Article 33

Mandate ausserhalb des Konzerns

1 Kein Mitglied des Verwaltungsrates kann mehr als 15 zusätzliche Mandate wahrnehmen, wovon nicht mehr als 4 in börsenkotierten Unternehmen.

2 Kein Mitglied der Geschäftsleitung kann mehr als 5 zusätzliche Mandate wahrnehmen, wovon nicht mehr als 1 in einem börsenkotierten Unternehmen. Jedes dieser Mandate bedarf der Genehmigung durch den Präsidenten des Verwaltungsrates. Die Mitglieder der Geschäftsleitung dürfen keine Verwaltungsratsmandate in anderen börsenkotierten Unternehmen wahrnehmen.

3 Die folgenden Mandate fallen nicht unter die Beschränkungen gemäss Absatz 1 und 2 dieses Artikels:

(a) Mandate in Unternehmen, die durch die Gesellschaft kontrolliert werden oder die Gesellschaft kontrollieren;

(b) Mandate, die auf Anordnung der Gesellschaft oder von ihr kontrollierten Gesellschaften wahrgenommen werden. Kein Mitglied des Verwaltungsrates oder der Geschäftsleitung kann mehr als 10 solche Mandate wahrnehmen; und

Mandates Outside the Group

1 No member of the board of directors may hold more than 15 additional mandates of which no more than 4 may be in listed companies.

2 No member of the executive management may hold more than 5 additional mandates of which no more than 1 may be in a listed company. Each of these mandates is subject to the approval by the Chairperson of the board of directors. Members of the executive management are not allowed to hold chairs of the board of directors of other listed companies.

3 The following mandates shall not be subject to the limitations set forth in paragraphs 1 and 2 of this Article:

(a) mandates in companies which are controlled by the Company or which control the Company;

(b) mandates held at the request of the Company or companies controlled by it. No member of the board of directors or of the executive management shall hold more than 10 such mandates; and

(c) Mandate in Vereinen, Verbänden, Stiftungen, Trusts, Personalfürsorgestiftungen, Bildungseinrichtungen und ähnlichen Organisationen. Kein Mitglied des Verwaltungsrates oder der Geschäftsleitung kann mehr als 10 solche Mandate wahrnehmen.

4 Als Mandate gelten Mandate in vergleichbaren Funktionen bei anderen Unternehmen mit wirtschaftlichem Zweck. Mandate in verschiedenen Rechtseinheiten, die unter einheitlicher Kontrolle oder gleicher wirtschaftlicher Berechtigung stehen, gelten als 1 Mandat.

(c) mandates in associations, professional or trade associations, foundations, trusts, employee welfare foundations, educational institutions, and similar organizations. No member of the board of directors or of the executive management shall hold more than 10 such mandates.

4 Mandates shall mean mandates in comparable functions at other enterprises with an economic purpose. Mandates in different legal entities that are under joint control or same beneficial ownership are deemed 1 mandate.

Abschnitt 8: *Geschäftsjahr, Gewinnverteilung*

Section 8: *Fiscal Year, Profit Allocation*

Artikel 34

Geschäftsjahr

Das Geschäftsjahr der Gesellschaft wird vom Verwaltungsrat festgesetzt.

Article 34

Fiscal Year

The board of directors determines the fiscal year.

Artikel 35

Verteilung des Bilanzgewinnes, Reserven

1 Über den Bilanzgewinn verfügt die Generalversammlung im Rahmen der gesetzlichen Vorschriften. Der Verwaltungsrat unterbreitet ihr seine Anträge.

2 Neben der gesetzlichen Reserve kann die Generalversammlung weitere Reserven schaffen.

3 Dividenden, die während fünf Jahren von ihrem Verfalltag an nicht bezogen worden sind, fallen der Gesellschaft zu und werden der allgemeinen Reserve zugeteilt.

Article 35

Allocation of Profits, Reserves

1 The profit shown on the annual statutory balance sheet shall be allocated by the general meeting of shareholders in accordance with applicable law. The board of directors shall submit its proposals to the general meeting of shareholders.

2 Further reserves may be taken in addition to the reserves required by law by the general meeting of shareholders.

3 Dividends that have not been collected within five years after their payment date shall enure to the Company and be allocated to the general statutory reserves.

Abschnitt 9:
Auflösung, Liquidation

Artikel 36

Auflösung, Liquidation

1 Die Generalversammlung kann jederzeit die Auflösung und Liquidation der Gesellschaft nach Massgabe der gesetzlichen und statutarischen Vorschriften beschliessen.

2 Die Liquidation wird durch den Verwaltungsrat durchgeführt, sofern sie nicht durch die Generalversammlung anderen Personen übertragen wird.

3 Die Liquidation der Gesellschaft erfolgt nach Massgabe der Art. 742 ff. OR. Die Liquidatoren sind ermächtigt, Aktiven (Grundstücke eingeschlossen) auch freihändig zu verkaufen.

4 Nach erfolgter Tilgung der Schulden wird das Vermögen unter den Aktionären nach Massgabe der einbezahlten Beträge verteilt.

Section 9:
Winding-Up and Liquidation

Article 36

Winding-Up, Liquidation

1 The general meeting of shareholders may at any time resolve on the winding-up and liquidation of the Company pursuant to applicable law and the provisions set forth in these Articles of Incorporation.

2 The liquidation shall be effected by the board of directors, unless the general meeting of shareholders shall appoint other persons as liquidators.

3 The liquidation of the Company shall be effectuated pursuant to art. 742 et seq. CO. The liquidators are authorized to sell assets (including real estate) in the open market.

4 Upon discharge of all liabilities, the assets of the Company shall be distributed to the shareholders pursuant to the amounts paid in.

Abschnitt 10:
Mitteilungen, Bekanntmachungen

Artikel 37

Section 10:
Communications, Announcements

Article 37

Mitteilungen, Publikationsorgan

1 Publikationsorgan der Gesellschaft ist das Schweizerische Handelsamtsblatt. Der Verwaltungsrat kann weitere Publikationsorgane bezeichnen.

2 Mitteilungen der Gesellschaft an die Aktionäre können nach Wahl des Verwaltungsrates gültig durch Publikation im Schweizerischen Handelsamtsblatt oder in einer Form, die den Nachweis durch Text ermöglicht, erfolgen.

Communications, Official Means of Publication

1 The official means of publication of the Company shall be the Swiss Official Gazette of Commerce. The board of directors may designate additional means of publication.

2 Notices by the Company to the shareholders may, at the election of the board of directors, be validly given by publication in the Swiss Official Gazette of Commerce or in a form that allows proof by text.

Molecular Partners AG

Performance Share Plan 2026

Employees

Table of Contents

1. Performance Share Plan 2026 3
1. Purpose 3
2. Definitions and Interpretation 3
3. Responsibilities and Administration 3
4. Eligibility and Participation 4
5. Grant of PSUs 4
6. No Securities 4
7. No Transfer 5
8. Vesting and Delivery of Shares 5
9. Underlying Shares 5
10. Vesting Multiple 6
11. Taxes and Social Security Contributions 6
12. Disclosure Requirements 6
13. Other Obligations of the Participant 7
14. Termination of Employment and Forfeiture 7
15. Change of Control 8
16. Corporate Events 9
17. Data Protection 9
18. Legal and regulatory restrictions 9
19. Amendment and Termination 10
20. Severability 10
21. Governing Law and Jurisdiction 10
22. Entry into Force 10

Annexes

Annex 1: Definitions

Annex 2: Forms of PSU Award Agreement

1. Performance Share Plan 2026

Purpose

The purpose of this performance share plan (**Plan**) is to establish a framework that enables the Company to provide certain eligible persons with a variable long-term incentive to contribute to the future success and prosperity of the Company and to better align their interests with those of the Company and its shareholders by granting Performance Share Units (each a **PSU**) to them.

Definitions and Interpretation

Capitalized terms used in this Plan shall have the meaning set forth in Annex 1.

Where this Plan refers to employer, employee or employment, such terms shall apply by analogy if the relevant eligible person or Participant is not engaged as an employee, but under a different type of contract or in a different capacity, e.g. as a consultant under a mandate agreement or as a member of a corporate body (e.g. member of a board of directors or advisory board).

Responsibilities and Administration

This Plan has been approved and issued by the Board of Directors and any amendments or new editions of this Plan or new or other plans shall require the approval by the Board of Directors. The Board of Directors shall be in charge of approving, upon recommendation of the nomination and compensation committee of the Board of Directors (**Nomination and Compensation Committee**), the maximum number of PSUs that may be granted under this Plan and of shares to be allocated from the Company's conditional capital or otherwise in connection with such PSUs.

The Nomination and Compensation Committee shall be responsible for the implementation and administration of the Plan and shall make recommendations to amend or renew or terminate the Plan or to replace it with new editions or other plans. It may delegate, under its supervision, the implementation and administration, as well as grants of PSUs to one or several administrators (**Administrator**).

All resolutions, decisions, determinations and interpretations made by the Nomination and Compensation Committee or, upon delegation by the Nomination and Compensation Committee, an Administrator pursuant to this Plan, including any amendments or withdrawals of grants, are final and binding, unless approval by the Board of Directors or the shareholders' meeting is required.

Any technical or administrative task in connection with the Plan may be outsourced by the Nomination and Compensation Committee or the relevant Administrator to a third party service provider, e.g. the bank in charge with the creation of the Shares (each a **Plan Service Provider**).

Eligibility and Participation

As a rule, employees (other than members of the Management Board) as well as selected consultants may become eligible to participate in this Plan. The decision on eligibility is reserved to the Nomination and Compensation Committee or the relevant Administrator.

Nothing in this Plan shall provide any rights to eligible persons or any other person nor create any obligation of the Company to grant PSUs based on this Plan or otherwise. This Plan is only applicable in connection with a mutually signed PSU award agreement (**PSU Award Agreement**) among the Company (or the employer Group Company) and the eligible person, substantially in the form attached hereto as Annex 2. The right to receive PSUs shall accrue exclusively to those eligible persons who have, in accordance with this Plan, been duly and validly offered, and have signed and returned, their individual PSU Award Agreement by the relevant due date (each a **Participant**).

Grants of PSUs based on this Plan are discretionary and shall not create any entitlement to participate in future grants or in future participation, incentive or benefit plans, including future performance share plans, regardless of the length of time a person has previously been allocated PSUs or other entitlements under this Plan or other plans.

Neither the grant of PSUs, nor the transfer of Shares in connection with this Plan shall confer upon any Participant any right to continue to be employed by any Group Company.

Grant of PSUs

Grants of PSUs shall be exclusively made by way of PSU Award Agreements. The PSU Award Agreement shall set forth the number of PSUs and certain other terms and conditions of such grant. Except as otherwise determined in a PSU Award Agreement, PSUs shall be granted to the Participants free of charge.

One PSU represents a conditional entitlement to purchase a number of Shares at the nominal value of a Share. The number of Shares which shall be allocated to a Participant upon vesting shall be determined pursuant to a vesting multiple as described in Section 10 hereof (the **Vesting Multiple**), subject to, and in accordance with, the terms and conditions of this Plan and the PSU Award Agreement.

The date of grants shall be determined by the Nomination and Compensation Committee or the relevant Administrator and set out in the PSU Award Agreement (the **Grant Date**).

A change of the regular working quota (*Arbeitspensum*) during the Vesting Period shall not lead to an adjustment of PSUs already granted. New Participants admitted to the Plan after the Grant Date may, if any, be granted a pro rata number of PSUs for that year, i.e. for the period between the beginning of their employment and the next regular Grant Date, as an interim grant or as additional PSUs on the next regular Grant Date.

No Securities

PSUs are neither Shares nor securities of any kind and no shareholder rights or similar rights are attached to the PSUs. The Participants will only obtain shareholder rights (including voting and dividend rights) upon actual transfer of Shares, if any, according to the terms and conditions

of the Plan and upon entry into the share register, subject to, and in accordance with, the restrictions and procedures set out in article 5 of the Company's articles of incorporation.

No Transfer

PSUs granted under this Plan and the PSU Award Agreement are personal and non-transferable. Participants shall not be permitted to sell, donate, pledge, assign or otherwise dispose of the PSUs to third parties other than as provided for in the Plan. In case of death of a Participant, Section 14 hereof shall apply.

Vesting and Delivery of Shares

Unless otherwise set out in this Plan (in particular in Section 14) or in the PSU Award Agreement, the PSUs granted by a PSU Award Agreement shall vest in three tranches of one third each. If the number of PSUs granted by a PSU Award Agreement cannot be divided by three, the two tranches vesting first shall be rounded up to the next integer and the tranche vesting last shall be rounded down and, if necessary, reduced in order to get to integers that add up to the total number of PSUs granted by the PSU Award Agreement.

The first tranche of the PSUs shall vest on the first anniversary of the Grant Date, the second tranche on the second anniversary of the Grant Date and the third tranche on the third anniversary of the Grant Date (each, with respect to the relevant tranche, the **Vesting Date**) The period between the Grant Date and the Vesting Date shall, with respect to the relevant tranche, be deemed the **Vesting Period**.

Subject to Section 14(b) and (c) below, no PSU shall vest if, during the relevant Vesting Period, the relevant Participant's employment is terminated (i.e. effective date of termination) or another reason for termination occurs other than through termination by the Participant for cause (*wichtige Gründe*) within the meaning of Article 337 CO.

The relevant number of Shares shall be delivered by or on behalf of the Company to the Participant upon and subject to signing an acquisition declaration and payment of the nominal value of the Shares by the Participant. Alternatively, the Company may provide for cash-less acquisition or vesting-sale arrangements through a Plan Service Provider or otherwise. Delivery of Shares or other consideration shall, subject to the further conditions of delivery being met, occur no later than three months following the Vesting Date of the relevant PSUs.

Underlying Shares

Shares to be delivered to Participants shall, subject to adjustment, if any, pursuant to Section 16, be registered shares of the Company with a nominal value of CHF 0.10 each (each a **Share**). Such Shares shall, at the discretion of the Company, be sourced from conditional share capital, from treasury shares or from other sources. Unless otherwise determined by the Board of Directors or the Nomination and Compensation Committee, Shares shall be sourced from the Company's conditional share capital and a respective maximum number of Shares out of conditional capital shall be deemed reserved, accordingly.

Vesting Multiple

The Vesting Multiple shall not be lower than 0 nor higher than 1.5 (one point five). Within such range, the Vesting Multiple shall be determined by the Board of Directors upon proposal by the Nomination and Compensation Committee based on its assessment of the achievement of the goals set out in the score card (**LTI Score Card**) attached to the PSU Award Agreement or otherwise communicated by the Company to the Participant in connection with the grant (**Goals**). The Goals may include any corporate goals, i.e. strategic, operating or financial goals of the Company or the Group, any personal goals and performance of the relevant Participant and/or any goals relating to the total shareholder return or share price development. The LTI Score Card may allocate a percentage weighting to each Goal for purposes of deriving the Vesting Multiple or require a global assessment of the achievement of goals.

The Vesting Multiple shall, unless the nature of the Goals demands otherwise, be determined for all tranches of the PSUs granted by a PSU Award Agreement in the year following the year of grant. Notwithstanding such determination, Vesting shall occur only at the time and subject to the conditions otherwise set out in this Plan or in the PSU Award Agreement.

Depending on the corporate goals set out in the LTI Score Card, the Vesting Multiple may be fixed (if all elements of Goal achievement are known at the time of determination) or variable (e.g. depending on further stock price development throughout the remainder of the Vesting Period).

Taxes and Social Security Contributions

Any Participant shall be responsible for reporting the receipt of any income under the Plan, however made, to the appropriate tax and social security authorities. Income, capital gain or other taxes due on the granting of PSUs, on the allocation of Shares and the subsequent sale of Shares or on a respective cash equivalent are in the sole responsibility of the Participant.

The grant, vesting, delivery or sale of Shares or other relevant event in connection with the PSUs may be subject to the withholding of tax and social security contributions by the Company or, if different, the employer Group Company. The Company and the relevant employer Group Company shall be entitled to deduct or withhold a sufficient portion of the value otherwise due to be released under this Plan or of any other payment to the relevant Participant to satisfy any withholding requirement in connection therewith. Without limitation, withholding arrangements may include the sale of Shares to be delivered for PSU awards on behalf of a Participant and withholding of proceeds or deductions from salary or bonus payments, or require a payment from the Participant to the Company or the employer Group Company before settlement of the PSU awards.

The Company shall have the right (but no obligation, unless required by applicable law) to notify the tax and social security authorities of the grant of PSU awards, Shares or related events.

Disclosure Requirements

Any Participant shall be responsible to promptly comply with any applicable disclosure requirements under securities law and stock exchange regulations in connection with the receipt of grants of PSUs or Shares or upon the sale of Shares, including any disclosure requirements triggered by the thresholds for the ownership of shares and/or rights to obtain shares under

Article 120 Financial Market Infrastructure Act and any management transaction notifications under Article 56 of the SIX Swiss Exchange listing rules. See also the Company's public disclosure, reporting and securities trading policy.

Other Obligations of the Participant

The Company is entitled to block or prohibit the issuance or release of Shares otherwise due to be issued or released if the Participant has any outstanding obligations (whether in connection with the Plan or otherwise arising in connection with the Participant's employment) to any Group Company, until the Participant has satisfied such outstanding obligations.

Termination of Employment and Forfeiture

If (i) a Participant's employment is terminated or (ii) another reason for termination occurs during the Vesting Period, other than through termination by the Participant for cause (*wichtige Gründe*) within the meaning of Article 337 CO and except as set out in Section 14(b) and (c) below, all remaining unvested PSUs shall cease and be forfeited on the effective date of termination

If a Participant's employment agreement is terminated by the Company or a Group Company for reasons *not* pertaining to the Participant, the next unvested tranche of each PSU grant would vest *pro rata* (based on the number of months employed until Termination Date out of the 12 months period of the next unvested tranche) at the end of the quarter containing the Termination Date with the remaining PSUs lapsing without further effect.

If the employment agreement terminates by reason of (i) death, permanent illness or disability of the Participant or (ii) retirement, the next unvested tranche of each PSU grant would vest *pro rata* (based on the number of months employed until Termination Date out of the 12 months period of the next unvested tranche) at the end of the quarter containing the Termination Date with the remaining PSUs lapsing without further effect. *Retirement* is defined as a formal request to fully stop working and to benefit from a State or private monthly pension or cash out retirement plan. Early retirement corresponding to this definition may be considered but not earlier than the day following the 63rd birthday.”

(d) In the case of (i) here before, the pro rata calculation will be made assuming that employment lasted one year longer (Termination Date being considered in that case 12 months after the date of death) but in any case not longer than the end of the regular three-year Vesting Period).

The Management Board may, taking into consideration the objectives of the Plan, at its sole discretion and with final and binding effect grant further exceptions from the forfeiture as per Section 14(a) above and assess whether a Participant's employment agreement was terminated for reasons not pertaining to the Participant pursuant to Section 14(b) above. Two Management Board members need to approve and sign such specific PSU agreement pursuant to this Section 14(d).

Change of Control

For purposes of this Plan, a change of control shall mean the occurrence of any of the following events (each a **Change of Control**):

(i) the acquisition in one or more transaction by any person or group of persons acting in concert, directly or indirectly, of the beneficial ownership of Shares and | or rights to acquire Shares representing 50% or more of the voting rights pertaining to the total number of Shares issued and registered in the commercial register;

(ii) any facts or circumstances that require any person or group of persons acting in concert to launch a mandatory offer within the meaning of applicable takeover regulations;

(iii) a public offer for Shares by any person or persons (other than in order to implement a new parent company held by the same owners of Shares), for such number of Shares that, by itself or together with Shares already held, triggers the duty to extend the offer to all Shares outstanding, if and when such offer becomes unconditional (subject only to conditions, if any, that survive following the regular offer period);

(iv) the reorganization, merger, scheme of arrangement, consolidation, liquidation or similar transaction of the Company otherwise than through a transaction by which the persons who beneficially held Shares representing 100% of the voting rights pertaining to the total number of Shares issued and registered in the commercial register prior to such transaction receive or continue to hold shares representing more than 50% of the voting rights pertaining to the total number of outstanding shares of the new or continuing entity.

In the event of a Change of Control of the Company, the following shall apply for all PSUs in respect of which the Vesting Date has not occurred by the date of the Change of Control:

(i) all PSUs will vest immediately;

(ii) the Vesting Multiple with respect to each PSU allocation will be determined by the Nomination and Compensation Committee at the time of the Change of Control unless the Vesting Multiple has already been determined prior to the Change of Control; and

(iii) the PSUs will be paid out in Shares, unless the Nomination and Compensation Committee resolves to repurchase or exchange PSUs or decides upon another solution to provide the Participants with the vesting value of the PSUs.

If based on a good faith assessment of the particular circumstances and effects of a Change of Control event, such event does not fall into the category and nature of cases, circumstances and consequences addressed by the definition of Change of Control, which are deemed to justify an early vesting, the Board of Directors may, based on a recommendation by the Nomination and Compensation Committee, decide to replace the consequences set forth above, by other terms that more appropriately and fairly address the situation.

If an event does not fall under the definition of Change of Control, but has substantially comparable effects as a Change of Control event, the Board of Directors may, based on a recommendation by the Nomination and Compensation Committee, decide to treat such event

like a Change of Control event, providing, however, such adjustments to the consequences set forth above, that adequately and fairly address the differences to an actual Change of Control.

Corporate Events

In the event of a stock dividend, extraordinary cash dividend, recapitalization, reorganization, merger, consolidation, split-up, spin-off, combination, exchange of shares, issuance of options or other rights to purchase Shares at a price substantially below fair market value, or other extraordinary corporate events, which significantly dilute the value of the Shares underlying the PSUs such that an adjustment is required in order to preserve the benefits intended to be made available under this Plan, then the PSUs and related terms shall be adjusted and/or, if deemed appropriate, a cash payment to Participants or persons having outstanding PSUs shall be made to compensate such dilution. Such adjustment shall be resolved by the Board of Directors at its sole discretion with final and binding effect, based on a recommendation by the Nomination and Compensation Committee and taking into consideration the acquired rights of the Participants and the objectives of the Plan.

Data Protection

By accepting a grant of PSUs, each Participant consents to the collection and processing of personal data relating to the Participant in connection with such grant and the performance of this Plan and the PSU Award Agreement by the Company, the Board of Directors, the Administrator and any other person or entity the Company may find appropriate for the administration of the Plan. The data may be used by the aforementioned parties to perform their rights and obligations in connection with this Plan, issue certificates (if any), issue statements, disclosure and communications relating to the Plan and the PSUs, to provide for cash-less grants or sale mechanics and to generally administer and manage the Plan or keep records of participation levels.

Each Participant consents to the disclosure of such personal data by any Group Company to the Board of Directors, any Administrator or any Plan Service Provider and any other person or entity (including, without limitation, to third parties for due diligence purposes, or to tax authorities) as the Company may find appropriate. Such disclosure may include the transfer or processing of such personal data in jurisdictions other than Switzerland or the jurisdiction of the employer Group Company.

Legal and regulatory restrictions

Neither the Shares nor the PSUs have been or will be registered or listed in any jurisdiction other than, if and to the extent required, Switzerland.

Nothing in this Plan is intended to be deemed a public offering of, or solicitation of investments in, securities of the Company nor a private offering of securities into any jurisdiction or to any person in circumstances that would require compliance with licensing, filing, prospectus, registration or similar requirements in connection therewith. If and to the extent that the grant of PSUs or the delivery of Shares pursuant to this Plan or the extension of eligibility under this Plan into any jurisdiction or to any person conflicts with any securities, stock exchange or other laws and regulations or would trigger any licensing, filing, prospectus, registration or similar

requirement (other than the regular listing of the Shares at SIX Swiss Exchange and their registration in the commercial register and in the book entry system to create intermediated securities (*Bucheffekten*)), such grant, delivery or extension shall be deemed null and void. In such case, the Company may (without obligation) decide in its own discretion whether and how to compensate the relevant persons in lieu of such grant, delivery or extension.

Any Participant shall be required to observe trading or other bans as well as the prohibitions of insider trading and market manipulation in connection with the PSUs and any shares granted thereunder.

Amendment and Termination

In exceptional cases, the Board of Directors may terminate, suspend or amend this Plan at its sole discretion with regard to all or some future or past PSU grants. Any adverse economic effects of such termination, suspension or amendment on grants already made pursuant to a PSU Award Agreement shall be fairly compensated in cash, by adjustment of other terms of the grant, by replacement by other grants or benefits, or otherwise.

Severability

The invalidity or non-enforceability of any one or more provisions of this Plan shall not affect the validity or enforceability of any other provisions of this Plan, which shall remain in full force and effect. The invalid provisions shall be replaced by valid provisions that economically come as close as possible to the original (invalid) provisions.

Governing Law and Jurisdiction

This Plan and any PSU Award Agreement shall be governed by, and construed in accordance with, the substantive laws of Switzerland.

Any disputes arising under or in connection with this Plan, including any disputes under or in connection with the PSU Award Agreement shall be submitted to the exclusive jurisdiction of the courts at the domicile of the Company (currently Schlieren, Canton of Zurich, Switzerland).

Entry into Force

As per approval of the Board of Directors, this Plan shall enter into force as of March 10, 2026.

Annex 1

Definitions

As used in this Plan in capitalized form, the following terms shall have the following meaning:

Administrator shall have the meaning set forth in Section 3 above.

Board of Directors shall mean the board of directors of the Company.

Change of Control shall have the meaning set forth in Section 15 above.

CO shall mean the Swiss Code of Obligations as amended.

Company shall mean Molecular Partners AG or any successor or replacement company or a new parent company, all as may be designated by the Board of Directors in the future.

Nomination and Compensation Committee shall have the meaning set forth in Section 3 above.

Compensation Ordinance shall mean the Federal Ordinance against Excessive Compensation in Listed Companies of November 20, 2013, as may be amended or replaced.

Goal shall have the meaning set forth in Section 10 above.

Grant Date shall have the meaning set forth in Section 5 above.

Group shall mean all Group Companies.

Group Company shall mean the Company and any company or entity of which at least 50% of the ownership or voting rights are directly or indirectly owned or otherwise controlled by the Company.

LTI Score Card shall have the meaning set forth in Section 10 above.

Management Board shall mean the members of the top level executive management, i.e. those managers whose compensation is subject to the Compensation Ordinance.

Participant shall mean any eligible person to whom the Company has granted PSUs through a PSU Award Agreement based on this Plan.

Plan shall have the meaning set forth in Section 1 above.

Plan Service Provider shall have the meaning set forth in Section 3 (e) above.

PSU shall have the meaning set forth in Section 1 above.

PSU Award Agreement shall have the meaning set forth in Section 4 above.

Shares shall have the meaning set forth in Section 9 above.

Vesting Date shall have the meaning set forth in Section 8 above.

Vesting Multiple shall be the multiple determined in accordance with Section 10 above.

Vesting Period shall have the meaning set forth in Section 8 above.

Annex 2

PSU Award Agreement 2026

This agreement (**Agreement**) is made as of the Grant Date set forth below by and between Molecular Partners AG (the **Company**) and

«first_name» «last_name», «Address1», «Zip_Code» «City» (the **Participant**)

in connection with the Performance Share Plan 2026 for employees (the **PSU Plan**), issued by the Company.

Capitalized terms used, but not defined herein, shall have the meaning assigned to them in the PSU Plan. Subject to the terms and conditions of the PSU Plan, the Company hereby grants to you the following PSUs:

Number of PSUs	«total_final_no_of_PSUs»
Grant Date	«Grant_Date»
Start Vesting Date	«Start_Vesting»
Vesting Date	«End_Vesting_1», «End_Vesting_2», «End_Vesting_3»
Agreement number	«Agreement_no»

The grants and any rights associated therewith are personal and not transferable. The number of Shares that may be allocated according to the PSU Plan shall be determined by the Nomination and Compensation Committee in accordance with the PSU Plan and the LTI Score Card setting out the goals relevant for this award. The PSU Plan and the LTI Score Card have separately been brought to the Participant's attention prior to entering into this Agreement and the Participant hereby acknowledges to have taken notice of the PSU Plan and the LTI Score Card (available on MPConnect, Our People, All about your Employment, LTI_PSU). Please note that the PSU Plan includes a number of restrictions and conditions, which may lead to a complete loss of any entitlements hereunder.

By entering this Agreement, you accept the grant of the PSUs in accordance with this Agreement and the PSU Plan. In order to do so, please tick the Accept button in your UBS (former Credit Suisse) e-banking login within the next 10 days.

This grant of PSUs is being made, without obligation, at the sole and unrestricted discretion of the Company. The PSU Plan, your eligibility thereunder, the grant of PSUs or the allocation of Shares in connection therewith shall not confer upon you any right to participate in the PSU Plan or to receive grants of PSUs or Shares in the future.

This Agreement shall be governed by, and construed in accordance with, the substantive laws of Switzerland. Any disputes arising under or in connection with this Agreement shall be submitted to the exclusive jurisdiction of the courts at the domicile of the Company (currently Schlieren, Canton of Zurich, Switzerland).

Molecular Partners AG

Patrick Amstutz, CEO Robert Hendriks, SVP Finance

PSU Award Agreement 2026

This agreement (**Agreement**) is made as of the Grant Date set forth below by and between Molecular Partners AG (the **Company**) and

«first_name» «last_name», «Address1», «Zip_Code» «City» (the **Participant**)

in connection with the Performance Share Plan 2026 for employees (the **PSU Plan**), issued by the Company.

Capitalized terms used, but not defined herein, shall have the meaning assigned to them in the PSU Plan. Subject to the terms and conditions of the PSU Plan, the Company hereby grants to you the following PSUs:

Number of PSUs	«total_final_no_of_PSUs»
Grant Date	«Grant_Date»
Start Vesting Date	«Start_Vesting»
Vesting Date	«End_Vesting_1», «End_Vesting_2», «End_Vesting_3»
Agreement number	«Agreement_no»

The grants and any rights associated therewith are personal and not transferable. The number of Shares that may be allocated according to the PSU Plan shall be determined by the Nomination and Compensation Committee in accordance with the PSU Plan and the LTI Score Card setting out the goals relevant for this award. The PSU Plan and the LTI Score Card have separately been brought to the Participant's attention prior to entering into this Agreement and the Participant hereby acknowledges to have taken notice of the PSU Plan and the LTI Score Card (available on MPConnect, Our People, All about your Employment , LTI_PSU). Please note that the PSU Plan includes a number of restrictions and conditions, which may lead to a complete loss of any entitlements hereunder.

By entering this Agreement, you accept the grant of the PSUs in accordance with this Agreement and the PSU Plan. In order to do so, please tick the Accept button in your UBS (former Credit Suisse) e-banking login within the next 10 days.

This grant of PSUs is being made, without obligation, at the sole and unrestricted discretion of the Company. The PSU Plan, your eligibility thereunder, the grant of PSUs or the allocation of Shares in connection therewith shall not confer upon you any right to participate in the PSU Plan or to receive grants of PSUs or Shares in the future.

This Agreement shall be governed by, and construed in accordance with, the substantive laws of Switzerland. Any disputes arising under or in connection with this Agreement shall be submitted to the exclusive jurisdiction of the courts at the domicile of the Company (currently Schlieren, Canton of Zurich, Switzerland).

Notwithstanding any provison of the PSU Plan or this Agreement, the following terms and conditions will apply in the case of any Participant who is or becomes a United States taxpayer (including a Participant who is a United States citizen or resident, or a person who is otherwise subject to the income tax laws of the United States):

1. The Company is required to issue the Shares underlying a PSU at the time the PSU vests (as set forth in the Plan and this Agreement), provided that the Company may require the signing of an acquisition declaration and payment of nominal value for the Shares as provided in Section 8(c) of the Plan (and subject to the satisfaction of any tax withholding obligations under Section 11 of the Plan). Notwithstanding the above, in no event will the Shares be delivered to the Participant later than thirty (30) days after the date the PSU is considered to vest under the terms of the Plan and this Agreement (unless any such delay or non-delivery of the Shares is required under the provisions below in order to comply with Section 409A of the Code).

2. To the greatest extent possible the PSUs are intended to be exempt from the application of Section 409A of the Internal Revenue Code of 1986, as amended (Code), including but not limited to by reason of complying with the "short-term deferral" rule set forth in Treasury Regulation Section 1.409A-1(b)(4) and any ambiguities herein shall be interpreted accordingly. Notwithstanding the foregoing, if it is determined that a PSU fails to satisfy the requirements of the short-term deferral rule and is otherwise not exempt from, and determined to be deferred compensation subject to Section 409A of the Code, then such PSU shall comply with Section 409A to the extent necessary to avoid adverse personal tax consequences and any ambiguities herein shall be interpreted accordingly.

3. If a PSU is treated as deferred compensation under Section 409A of the Code, and the delivery or issuance of the underlying Shares will otherwise occur upon a termination of employment with, or service to, the Group Company, then (to the extent necessary to avoid the imposition of taxes or adverse consequences under Section 409A) the Shares will not be delivered or issued to the Participant unless and until such termination of employment or service also qualifies as a "separation from service" (Separation from Service) under Treasury Regulation Section 1.409A-1(h).

4. If a PSU is treated as deferred compensation under Section 409A of the Code, and the delivery or issuance of the underlying Shares will otherwise occur upon a Change of Control, then (to the extent necessary to avoid the imposition of taxes or adverse consequences under Section 409A) the Shares will not be delivered or issued unless and until such Change of Control also qualifies as a "change in control event" under Treasury Regulation Section 1.409A-3(i)(5).

5. If it is determined that the PSUs are deferred compensation subject to Section 409A and the Participant is a "Specified Employee" (within the meaning set forth in Section 409A(a)(2)(B)(i) of the Code) as of the date of the Participant's Separation from Service, then the issuance of any Shares that would otherwise be made upon the date of the Participant's Separation from Service or within the first six (6) months thereafter will not be made on the originally scheduled date(s) and will instead be issued in a lump sum on the date that is six (6) months and one day after the date of the Separation from Service, with the balance of the Shares issued thereafter in accordance with the original vesting and issuance schedule set forth above, but if and only if such delay in the issuance of the Shares is necessary to avoid the imposition of adverse taxation on the Participant in respect of the Shares under Section 409A of the Code. Each installment of shares that vests is intended to constitute a "separate payment" for purposes of Treasury Regulation Section 1.409A-2(b)(2).

Molecular Partners AG

Patrick Amstutz, CEO Robert Hendriks, SVP Finance

Molecular Partners AG

Performance Share Plan 2026

Management Board

Table of Contents

1. Performance Share Plan 2026 3 |
1. Purpose 3 |
2. Definitions and Interpretation 3 |
3. Responsibilities and Administration 3 |
4. Eligibility and Participation 4 |
5. Grant of PSUs 4 |
6. No Securities 4 |
7. No Transfer 5 |
8. Vesting and Delivery of Shares 5 |
9. Underlying Shares 5 |
10. Vesting Multiple 5 |
11. Taxes and Social Security Contributions 6 |
12. Disclosure Requirements 6 |
13. Other Obligations of the Participant 6 |
14. Termination of Employment and Forfeiture 7 |
15. Change of Control 7 |
16. Corporate Events 8 |
17. Data Protection 9 |
18. Legal and regulatory restrictions 9 |
19. Amendment and Termination 10 |
20. Severability 10 |
21. Governing Law and Jurisdiction 10 |
22. Entry into Force 10 |

Annexes

Annex 1: Definitions

Annex 2: Form of PSU Award Agreement

1. Performance Share Plan 2026

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The purpose of this performance share plan (**Plan**) is to establish a framework that enables the Company to provide certain eligible persons with a variable long-term incentive to contribute to the future success and prosperity of the Company and to better align their interests with those of the Company and its shareholders by granting Performance Share Units (each a **PSU**) to them.

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Capitalized terms used in this Plan shall have the meaning set forth in **Annex 1.**

Where this Plan refers to employer, employee or employment, such terms shall apply by analogy if the relevant eligible person or Participant is not engaged as an employee, but under a different type of contract or in a different capacity, e.g. as a consultant under a mandate agreement or as a member of a corporate body (e.g. member of a board of directors or advisory board).

Responsibilities and Administration

This Plan has been approved and issued by the Board of Directors and any amendments or new editions of this Plan or new or other plans shall require the approval by the Board of Directors. The Board of Directors shall be in charge of approving, upon recommendation of the nomination and compensation committee of the Board of Directors (**Nomination and Compensation Committee**), the maximum number of PSUs that may be granted under this Plan and of shares to be allocated from the Company's conditional capital or otherwise in connection with such PSUs.

The Nomination and Compensation Committee shall be responsible for the implementation and administration of the Plan and shall make recommendations to amend or renew or terminate the Plan or to replace it with new editions or other plans.

Any grants of PSUs to members of the Management Board shall be approved by the Board of Directors based on individual recommendations of the Nomination and Compensation Committee and will, as long as shareholder approval of variable compensation is outstanding, be conditional upon such shareholder approval. In case that the amount approved by the shareholders does not cover the full amount of contemplated aggregate variable compensation for the year of grant, the entitlements to short term and long-term variable compensation may be reduced by the Nomination and Compensation Committee in its sole discretion.

All resolutions, decisions, determinations and interpretations made by the Nomination and Compensation Committee including any amendments or withdrawals of grants, are final and binding, unless approval by the Board of Directors or the shareholders' meeting is required.

Any technical or administrative task in connection with the Plan may be outsourced by the Nomination and Compensation Committee to a third- party service provider, e.g. the bank in charge with the creation of the Shares (each a **Plan Service Provider**).

Eligibility and Participation

As a rule, only members of the Management Board may become eligible to participate in this Plan. The decision on eligibility is reserved to the Nomination and Compensation Committee.

Nothing in this Plan shall provide any rights to eligible persons or any other person nor create any obligation of the Company to grant PSUs based on this Plan or otherwise. This Plan is only applicable in connection with a mutually signed PSU award agreement (**PSU Award Agreement**) among the Company (or the employer Group Company) and the eligible person, substantially in the form attached hereto as **Annex 2**. The right to receive PSUs shall accrue exclusively to those eligible persons who have, in accordance with this Plan, been duly and validly offered, and have signed and returned, their individual PSU Award Agreement by the relevant due date (each a **Participant**).

Grants of PSUs based on this Plan are discretionary and shall not create any entitlement to participate in future grants or in future participation, incentive or benefit plans, including future performance share plans, regardless of the length of time a person has previously been allocated PSUs or other entitlements under this Plan or other plans.

Neither the grant of PSUs, nor the transfer of Shares in connection with this Plan shall confer upon any Participant any right to continue to be employed by any Group Company.

Grant of PSUs

Grants of PSUs shall be exclusively made by way of PSU Award Agreements. The PSU Award Agreement shall set forth the number of PSUs and certain other terms and conditions of such grant. Except as otherwise determined in a PSU Award Agreement, PSUs shall be granted to the Participants free of charge.

One PSU represents a conditional entitlement to purchase a number of Shares at the nominal value of a Share. The number of Shares which shall be allocated to a Participant upon vesting shall be determined pursuant to a vesting multiple as described in Section 10 hereof (the **Vesting Multiple**), subject to, and in accordance with, the terms and conditions of this Plan and the PSU Award Agreement.

The date of grants shall be determined by the Nomination and Compensation Committee and set out in the PSU Award Agreement (the **Grant Date**).

A change of the regular working quota (*Arbeitspensum*) during the Vesting Period shall not lead to an adjustment of PSUs already granted. New Participants admitted to the Plan after the Grant Date may, if any, be granted a pro rata number of PSUs for that year, i.e. for the period between the beginning of their employment and the next regular Grant Date, as an interim grant or as additional PSUs on the next regular Grant Date.

No Securities

PSUs are neither Shares nor securities of any kind and no shareholder rights or similar rights are attached to the PSUs. The Participants will only obtain shareholder rights (including voting and dividend rights) upon actual transfer of Shares, if any, according to the terms and conditions

of the Plan and upon entry into the share register, subject to, and in accordance with, the restrictions and procedures set out in article 5 of the Company's articles of incorporation.

No Transfer

PSUs granted under this Plan and the PSU Award Agreement are personal and non-transferable. Participants shall not be permitted to sell, donate, pledge, assign or otherwise dispose of the PSUs to third parties other than as provided for in the Plan. In case of death of a Participant, Section 14 hereof shall apply.

Vesting and Delivery of Shares

Unless otherwise set out in this Plan (in particular in Section 14) or in the PSU Award Agreement, PSUs shall vest on the third anniversary of the Grant Date (the **Vesting Date**). The period between the Grant Date and the Vesting Date shall be deemed the **Vesting Period**.

Subject to Section 14(b) and (c) below, no PSU shall vest if, during the Vesting Period, the relevant Participant's employment is terminated (i.e. effective date of termination) or another reason for termination occurs other than through termination by the Participant for cause (*wichtige Gründe*) within the meaning of Article 337 CO.

The Shares shall be delivered by or on behalf of the Company to the Participant upon and subject to signing an acquisition declaration and payment of the nominal value of the Shares by the Participant. Alternatively, the Company may provide for cash-less acquisition or vesting-sale arrangements through a Plan Service Provider or otherwise. Delivery of Shares or other consideration shall, subject to the further conditions of delivery being met, occur no later than three months following the Vesting Date of the relevant PSUs.

Underlying Shares

Shares to be delivered to Participants shall, subject to adjustment, if any, pursuant to Section 16, be registered shares of the Company with a nominal value of CHF 0.10 each (each a **Share**). Such Shares shall, at the discretion of the Company, be sourced from conditional share capital, from treasury shares or from other sources. Unless otherwise determined by the Board of Directors or the Nomination and Compensation Committee, Shares shall be sourced from the Company's conditional share capital and a respective maximum number of Shares out of conditional capital shall be deemed reserved, accordingly.

Vesting Multiple

The Vesting Multiple shall not be lower than 0 nor higher than 1.5 (one point five). Within such range, the Vesting Multiple shall be determined by the Board of Directors upon proposal by the Nomination and Compensation Committee based on its assessment of the achievement of the goals set out in the score card (**LTI Score Card**) attached to the PSU Award Agreement or otherwise communicated by the Company to the Participant in connection with the grant (**Goals**). The Goals may include any corporate goals, i.e. strategic, operating or financial goals of the Company or the Group, any personal goals and performance of the relevant Participant and/or any goals relating to the total shareholder return or share price development. The LTI

Score Card may allocate a percentage weighting to each Goal for purposes of deriving the Vesting Multiple or require a global assessment of the achievement of Goals.

The Vesting Multiple shall, unless the nature of the Goals demands otherwise, be determined in the year following the year of grant. Notwithstanding such determination, Vesting shall occur only at the time and subject to the conditions otherwise set out in this Plan or in the PSU Award Agreement.

Depending on the corporate goals set out in the LTI Score Card, the Vesting Multiple may be fixed (if all elements of Goal achievement are known at the time of determination) or variable (e.g. depending on further stock price development throughout the remainder of the Vesting Period).

Taxes and Social Security Contributions

Any Participant shall be responsible for reporting the receipt of any income under the Plan, however made, to the appropriate tax and social security authorities. Income, capital gain or other taxes due on the granting of PSUs, on the allocation of Shares and the subsequent sale of Shares or on a respective cash equivalent are in the sole responsibility of the Participant.

The grant, vesting, delivery or sale of Shares or other relevant event in connection with the PSUs may be subject to the withholding of tax and social security contributions by the Company or, if different, the employer Group Company. The Company and the relevant employer Group Company shall be entitled to deduct or withhold a sufficient portion of the value otherwise due to be released under this Plan or of any other payment to the relevant Participant to satisfy any withholding requirement in connection therewith. Without limitation, withholding arrangements may include the sale of Shares to be delivered for PSU awards on behalf of a Participant and withholding of proceeds or deductions from salary or bonus payments, or require a payment from the Participant to the Company or the employer Group Company before settlement of the PSU awards.

The Company shall have the right (but no obligation, unless required by applicable law) to notify the tax and social security authorities of the grant of PSU awards, Shares or related events.

Disclosure Requirements

Any Participant shall be responsible to promptly comply with any applicable disclosure requirements under securities law and stock exchange regulations in connection with the receipt of grants of PSUs or Shares or upon the sale of Shares, including any disclosure requirements triggered by the thresholds for the ownership of shares and|or rights to obtain shares under Article 120 Financial Market Infrastructure Act and any management transaction notifications under Article 56 of the SIX Swiss Exchange listing rules. See also the Company's public disclosure, reporting and securities trading policy.

Other Obligations of the Participant

The Company is entitled to block or prohibit the issuance or release of Shares otherwise due to be issued or released if the Participant has any outstanding obligations (whether in connection

with the Plan or otherwise arising in connection with the Participant's employment) to any Group Company, until the Participant has satisfied such outstanding obligations.

Termination of Employment and Forfeiture

If (i) a Participant's employment is terminated or (ii) another reason for termination occurs, during the Vesting Period, other than through termination by the Participant for cause (wichtige Gründe) within the meaning of Article 337 CO and except as set out in Section 14(b) and (c) below, all PSUs shall cease and be forfeited on the effective date of termination.

If a Participant's employment agreement is terminated by the Company or a Group Company for reasons *not* pertaining to the Participant, a *pro rata* (based on the number of months employed until Termination Date out of the 36 months vesting period) shall vest at the end of quarter containing the Termination Date with the remaining PSUs lapsing without further effect. For clarity, the pro rata calculation under this Section 14 shall be determined on a monthly basis (36/36), based on the complete months of employment worked during the Vesting Period.

If the employment agreement terminates by reason of (i) death, permanent illness or disability of the Participant or (ii) retirement, a *pro rata* (based on the number of months employed until Termination Date out of the 36 months period) shall vest at the end of quarter containing the Termination Date with the remaining PSUs lapsing without further effect. *Retirement* is defined as a formal request to fully stop working and to benefit from a State or private monthly pension or cash out retirement plan. Early retirement corresponding to this definition may be considered but not earlier than the day following the 63rd birthday.*"*

(d) In the case of (i) here before, the pro rata calculation will be made assuming that employment lasted one year longer (but in any case not longer than the end of the regular three-year Vesting Period).

The Board of Directors, based on a recommendation by the Nomination and Compensation Committee, may, taking into consideration the objectives of the Plan, at its sole discretion and with final and binding effect grant further exceptions from the forfeiture as per Section 14 (a) above and assess whether a Participant's employment agreement was terminated for reasons not pertaining to the Participant pursuant to Section 14(b) above. Two NCC members need to approve and two Management Board members need to approve and sign such specific PSU agreement pursuant to this Section 14(d).

Change of Control

For purposes of this Plan, a change of control shall mean the occurrence of any of the following events (each a **Change of Control**):

the acquisition in one or more transaction by any person or group of persons acting in concert, directly or indirectly, of the beneficial ownership of Shares and | or rights to acquire Shares representing 50% or more of the voting rights pertaining to the total number of Shares issued and registered in the commercial register;

any facts or circumstances that require any person or group of persons acting in concert to launch a mandatory offer within the meaning of applicable takeover- regulations;

a public offer for Shares by any person or persons (other than in order to implement a new parent company held by the same owners of Shares), for such number of Shares that, by itself or together with Shares already held, triggers the duty to extend the offer to all Shares outstanding, if and when such offer becomes unconditional (subject only to conditions, if any, that survive following the regular offer period);

the reorganization, merger, scheme of arrangement, consolidation, liquidation or similar transaction of the Company otherwise than through a transaction by which the persons who beneficially held Shares representing 100% of the voting rights pertaining to the total number of Shares issued and registered in the commercial register prior to such transaction receive or continue to hold shares representing more than 50% of the voting rights pertaining to the total number of outstanding shares of the new or continuing entity.

In the event of a Change of Control of the Company, the following shall apply for all PSUs in respect of which the Vesting Date has not occurred by the date of the Change of Control:

all PSUs will vest immediately;

the Vesting Multiple with respect to each PSU allocation will be determined by the Nomination and Compensation Committee at the time of the Change of Control unless the Vesting Multiple has already been determined prior to the Change of Control; and

the PSUs will be paid out in Shares, unless the Nomination and Compensation Committee resolves to repurchase or exchange PSUs or decides upon another solution to provide the Participants with the vesting value of the PSUs.

If based on a good faith assessment of the particular circumstances and effects of a Change of Control event, such event does not fall into the category and nature of cases, circumstances and consequences addressed by the definition of Change of Control, which are deemed to justify an early vesting, the Board of Directors may, based on a recommendation by the Nomination and Compensation Committee, decide to replace the consequences set forth above, by other terms that more appropriately and fairly address the situation.

If an event does not fall under the definition of Change of Control but has substantially comparable effects as a Change of Control event, the Board of Directors may, based on a recommendation by the Nomination and Compensation Committee, decide to treat such event like a Change of Control event, providing, however, such adjustments to the consequences set forth above, that adequately and fairly address the differences to an actual Change of Control.

Corporate Events

In the event of a stock dividend, extraordinary cash dividend, recapitalization, reorganization, merger, consolidation, split-up, spin-off, combination, exchange of shares, issuance of options or other rights to purchase Shares at a price substantially below fair market value, or other

extraordinary corporate events, which significantly dilute the value of the Shares underlying the PSUs such that an adjustment is required in order to preserve the benefits intended to be made available under this Plan, then the PSUs and related terms shall be adjusted and/or, if deemed appropriate, a cash payment to Participants or persons having outstanding PSUs shall be made to compensate such dilution. Such adjustment shall be resolved by the Board of Directors at its sole discretion with final and binding effect, based on a recommendation by the Nomination and Compensation Committee and taking into consideration the acquired rights of the Participants and the objectives of the Plan.

Data Protection

By accepting a grant of PSUs, each Participant consents to the collection and processing of personal data relating to the Participant in connection with such grant and the performance of this Plan and the PSU Award Agreement by the Company, the Board of Directors and any other person or entity the Company may find appropriate for the administration of the Plan. The data may be used by the aforementioned parties to perform their rights and obligations in connection with this Plan, issue certificates (if any), issue statements, disclosure and communications relating to the Plan and the PSUs, to provide for cash-less grants or sale mechanics and to generally administer and manage the Plan or keep records of participation levels.

Each Participant consents to the disclosure of such personal data by any Group Company to the Board of Directors or any Plan Service Provider and any other person or entity (including, without limitation, to third parties for due diligence purposes, or to tax authorities) as the Company may find appropriate. Such disclosure may include the transfer or processing of such personal data in jurisdictions other than Switzerland or the jurisdiction of the employer Group Company.

Legal and regulatory restrictions

Neither the Shares nor the PSUs have been or will be registered or listed in any jurisdiction other than, if and to the extent required, Switzerland.

Nothing in this Plan is intended to be deemed a public offering of, or solicitation of investments in, securities of the Company nor a private offering of securities into any jurisdiction or to any person in circumstances that would require compliance with licensing, filing, prospectus, registration or similar requirements in connection therewith. If and to the extent that the grant of PSUs or the delivery of Shares pursuant to this Plan or the extension of eligibility under this Plan into any jurisdiction or to any person conflicts with any securities, stock exchange or other laws and regulations or would trigger any licensing, filing, prospectus, registration or similar requirement (other than the regular listing of the Shares at SIX Swiss Exchange and their registration in the commercial register and in the book entry system to create intermediated securities (*Bucheffekten*)), such grant, delivery or extension shall be deemed null and void. In such case, the Company may (without obligation) decide in its own discretion whether and how to compensate the relevant persons in lieu of such grant, delivery or extension.

Any Participant shall be required to observe trading or other bans as well as the prohibitions of insider trading and market manipulation in connection with the PSUs and any shares granted thereunder.

Any grant of PSUs to members of the Management Board that qualifies as prohibited payment under the Compensation Ordinance or otherwise, shall be null and void.

If and to the extent that any term of this Plan, such as terms providing for early vesting in case of termination of employment or Change of Control should, at the time of the relevant event, qualify as providing additional value to a member of the Management Board in a manner that would violate the Compensation Ordinance or other legal provisions, such additional value shall be otherwise compensated, e.g. by a relevant deduction from cash compensation or other proceeds.

Amendment and Termination

In exceptional cases, the Board of Directors may terminate, suspend or amend this Plan at its sole discretion with regard to all or some future or past PSU grants. Any adverse economic effects of such termination, suspension or amendment on grants already made pursuant to a PSU Award Agreement shall be fairly compensated in cash, by adjustment of other terms of the grant, by replacement by other grants or benefits, or otherwise.

Severability

The invalidity or non-enforceability of any one or more provisions of this Plan shall not affect the validity or enforceability of any other provisions of this Plan, which shall remain in full force and effect. The invalid provisions shall be replaced by valid provisions that economically come as close as possible to the original (invalid) provisions.

Governing Law and Jurisdiction

This Plan and any PSU Award Agreement shall be governed by, and construed in accordance with, the substantive laws of Switzerland.

Any disputes arising under or in connection with this Plan, including any disputes under or in connection with the PSU Award Agreement shall be submitted to the exclusive jurisdiction of the courts at the domicile of the Company (currently Schlieren, Canton of Zurich, Switzerland).

Entry into Force

As per approval of the Board of Directors, this Plan shall enter into force as of March 10, 2026.

Annex 1

Definitions

As used in this Plan in capitalized form, the following terms shall have the following meaning:

Board of Directors shall mean the board of directors of the Company.

Change of Control shall have the meaning set forth in Section 15 above.

CO shall mean the Swiss Code of Obligations as amended.

Company shall mean Molecular Partners AG or any successor or replacement company or a new parent company, all as may be designated by the Board of Directors in the future.

Compensation Ordinance shall mean the Federal Ordinance against Excessive Compensation in Listed Companies of November 20, 2013, as may be amended or replaced

Goal shall have the meaning set forth in Section 10 above.

Grant Date shall have the meaning set forth in Section 5 above.

Group shall mean all Group Companies.

Group Company shall mean the Company and any company or entity of which at least 50% of the ownership or voting rights are directly or indirectly owned or otherwise controlled by the Company.

LTI Score Card shall have the meaning set forth in Section 10 above.

Management Board shall mean the members of the top level executive management, i.e. those managers whose compensation is subject to the Compensation Ordinance.

Nomination and Compensation Committee shall have the meaning set forth in Section 3 above.

Participant shall mean any eligible person to whom the Company has granted PSUs through a PSU Award Agreement based on this Plan.

Plan shall have the meaning set forth in Section 1 above.

Plan Service Provider shall have the meaning set forth in Section 3 (e) above.

PSU shall have the meaning set forth in Section 1 above.

PSU Award Agreement shall have the meaning set forth in Section 4 above.

Shares shall have the meaning set forth in Section 9 above.

Vesting Date shall have the meaning set forth in Section 8 above.

Vesting Multiple shall be the multiple determined in accordance with Section 10 above.

Vesting Period shall have the meaning set forth in Section 8 above.

Annex 2

PSU Award Agreement 2026

This agreement (**Agreement**) is made as of the Grant Date set forth below by and between Molecular Partners AG (the **Company**) and

«first_name» «last_name», «address», «Address3» «Address2» (t (the **Participant**)

in connection with the Performance Share Plan 2026 for Management Board (the **PSU Plan**), issued by the Company.

Capitalized terms used, but not defined herein, shall have the meaning assigned to them in the PSU Plan. Subject to the terms and conditions of the PSU Plan, the Company hereby grants to you the following PSUs:

Number of PSUs	«total_final_no_of_PSUs»
Grant Date	«Grant_Date»
Start Vesting Date	«Start_Vesting»
Vesting Date	«End_Vesting_1»
Agreement number	«Agreement_no»

The grants and any rights associated therewith are personal and not transferable. The number of Shares that may be allocated according to the PSU Plan shall be determined by the Nomination and Compensation Committee in accordance with the PSU Plan and the LTI Score Card setting out the goals relevant for this award. The PSU Plan and the LTI Score Card have separately been brought to the Participant's attention prior to entering into this Agreement and the Participant hereby acknowledges to have taken notice of the PSU Plan and the LTI Score Card (available on on MPConnect, Our People, All about your Employment, LTI - PSU). Please note that the PSU Plan includes a number of restrictions and conditions, which may lead to a complete loss of any entitlements hereunder. Any grants made to you as a member of the Management Board shall be subject to the approval of relevant compensation amounts for the Management Board by the shareholders' meeting for the year 2026.

By entering this Agreement, you accept the grant of the PSUs in accordance with this Agreement and the PSU Plan. In order to do so, please tick the Accept button in your UBS (former Credit Suisse) e-banking login within the next 10 days.

This grant of PSUs is being made, without obligation, at the sole and unrestricted discretion of the Company. The PSU Plan, your eligibility thereunder, the grant of PSUs or the allocation of Shares in connection therewith shall not confer upon you any right to participate in the PSU Plan or to receive grants of PSUs or Shares in the future.

This Agreement shall be governed by, and construed in accordance with, the substantive laws of Switzerland. Any disputes arising under or in connection with this Agreement shall be submitted to the exclusive jurisdiction of the courts at the domicile of the Company (currently Schlieren, Canton of Zurich, Switzerland).

Molecular Partners AG

Patrick Amstutz, CEO Robert Hendriks, SVP Finance

Molecular Partners AG

Restricted Share Plan 2026

Table of Contents

1. Restricted Share Plan 2026 3 |
1. Purpose 3 |
2. Definitions and Interpretation 3 |
3. Responsibilities and Administration 3 |
4. Eligibility and Participation 4 |
5. Grant of RSUs 4 |
6. No Securities 5 |
7. No Transfer 5 |
8. Vesting and Delivery of Shares 5 |
9. Underlying Shares 5 |
10. Taxes and Social Security Contributions 6 |
11. Disclosure Requirements 6 |
12. Other Obligations of the Participant 6 |
13. Termination of Relationship 6 |
14. Change of Control 7 |
15. Corporate Events 8 |
16. Data Protection 8 |
17. Legal and regulatory restrictions 9 |
18. Amendment and Termination 10 |
19. Severability 10 |
20. Governing Law and Jurisdiction 10 |
21. Entry into Force 10 |

Annexes

Annex 1: Definitions

Annex 2: Form of RSU Award Agreement

1. Restricted Share Plan 2026

Purpose

The purpose of this restricted share plan (**Plan**) is to establish a framework that enables the Company to provide certain eligible persons with a variable long-term incentive to contribute to the future success and prosperity of the Company and to better align their interests with those of the Company and its shareholders by granting Restricted Share Units (each a **RSU**) to them.

Definitions and Interpretation

Capitalized terms used in this Plan shall have the meaning set forth in Annex 1.

Responsibilities and Administration

This Plan has been approved and issued by the Board of Directors and any amendments or new editions of this Plan or new or other plans shall require the approval by the Board of Directors. The Board of Directors shall be in charge of approving, upon recommendation of the nomination and compensation committee of the Board of Directors (**Nomination and Compensation Committee**), the maximum number of RSUs that may be granted under this Plan.

The Nomination and Compensation Committee shall be responsible for the implementation and administration of the Plan and shall make recommendations to amend, renew or terminate the Plan or to replace it with new editions or other plans. It may delegate, under its supervision, the implementation and administration, as well as grants of RSUs other than to members of the Board of Directors to one or several administrators (**Administrator**).

Any grants of RSUs to members of the Board of Directors shall be approved by the Board of Directors based on individual recommendations of the Nomination and Compensation Committee and will, as long as shareholder approval for the aggregate amount of compensation is outstanding, be conditional upon such shareholder approval. In case that the amount approved by the shareholders does not cover the full amount of contemplated aggregate compensation for the year of grant, the entitlements to long-term compensation may be reduced by the Nomination and Compensation Committee in its sole discretion.

All resolutions, decisions, determinations and interpretations made by the Nomination and Compensation Committee or, upon delegation by the Nomination and Compensation Committee, an Administrator pursuant to this Plan, including any amendments or withdrawals of grants, are final and binding, unless approval by the Board of Directors or the shareholders' meeting is required.

Any technical or administrative task in connection with the Plan may be outsourced by the Nomination and Compensation Committee or the relevant Administrator to a third party service

provider, e.g. the bank in charge with the creation of the Shares (each a **Plan Service Provider**).

Eligibility and Participation

As a rule, members of the Board of Directors and selected consultants may become eligible to participate in this Plan. The decision on eligibility is reserved to the Nomination and Compensation Committee or, other than to members of the Board of Directors, the relevant Administrator.

Nothing in this Plan shall provide any rights to eligible persons or any other person nor create any obligation of the Company to grant RSUs based on this Plan or otherwise. This Plan is only applicable in connection with a mutually signed RSU award agreement (**RSU Award Agreement**) among the Company (or the relevant Group Company) and the eligible person, substantially in the form attached hereto as Annex 2. The right to receive RSUs shall accrue exclusively to those eligible persons who have, in accordance with this Plan, been duly and validly offered and have signed and returned their individual RSU Award Agreement by the relevant due date (each a **Participant**).

Grants of RSUs based on this Plan are discretionary and shall not create any entitlement to participate in future grants or in future participation, incentive or benefit plans, including future restricted share plans, regardless of the length of time a person has previously been allocated RSUs or other entitlements under this Plan or other plans.

Neither the grant of RSUs, nor the transfer of Shares in connection with this Plan shall confer upon any Participant any right to a continued Relationship with any Group Company.

Grant of RSUs

Grants of RSUs shall be exclusively made by way of RSU Award Agreements. The RSU Award Agreement shall set forth the number of RSUs and certain other terms and conditions of such grant. Except as otherwise determined in a RSU Award Agreement, RSUs shall be granted to the Participants free of charge.

One RSU represents a conditional entitlement to purchase one Share at the nominal value of the Share. The number of Shares corresponding to the number vested RSUs shall be allocated to a Participant upon vesting, subject to, and in accordance with, the terms and conditions of this Plan and the RSU Award Agreement.

The date of grant shall be determined by the Nomination and Compensation Committee or the relevant Administrator and set out in the RSU Award Agreement (the **Grant Date**).

No Securities

RSUs are neither Shares nor securities of any kind and no shareholder rights or similar rights are attached to the RSUs. The Participants will only obtain shareholder rights (including voting and dividend rights) upon actual transfer of Shares, if any, according to the terms and conditions of the Plan and upon entry into the share register, subject to, and in accordance with, article 5 of the Company's articles of incorporation.

No Transfer

RSUs granted under this Plan and the RSU Award Agreement are personal and non-transferable. Participants shall not be permitted to sell, donate, pledge, assign or otherwise dispose of the RSUs to third parties other than as provided for in the Plan. In case of death of a Participant, Section 13 hereof shall apply.

Vesting and Delivery of Shares

Unless otherwise set out in this Plan (in particular in Section 13) or in the RSU Award Agreement, RSUs shall vest in the third calendar year following the year of grant. In such case, vesting shall occur on the third anniversary of the Grant Date (the **Vesting Date**). The period between the Grant Date and the Vesting Date shall be deemed the **Vesting Period**.

Subject to section 13(b) below, no RSU shall vest if, during the first year of the Vesting Period (or, in case of a member of the Board of Directors, prior to the end of a full term of office), the relevant Participant's Relationship is terminated or another reason for termination of such Relationship occurs other than through termination by the Participant for cause (*wichtige Gründe*), set by a Group Company.

The Shares shall be delivered by or on behalf of the Company to the Participant upon signing an acquisition declaration and payment of the nominal value of the Shares by the Participant. Instead, the Company may provide for cash-less acquisition or vesting-sale arrangements through a Plan Service Provider or otherwise.

Underlying Shares

Shares to be delivered to Participants shall, subject to adjustment, if any, pursuant to Section 15, be registered shares of the Company with a nominal value of CHF 0.10 each (each a **Share**). Such Shares shall, at the discretion of the Nomination and Compensation Committee and the Board of Directors, be sourced from conditional share capital, from treasury shares or from other sources. Unless otherwise determined by the Board of Directors or the Nomination and Compensation Committee, Shares shall be sourced from the Company's conditional share capital and a respective number of Shares out of conditional capital shall be deemed reserved, accordingly.

Taxes and Social Security Contributions

Any Participant shall be responsible for reporting the receipt of any income under the Plan, however made, to the appropriate tax and social security authorities. Income, capital gain or other taxes due on the granting of RSUs, on the allocation of Shares and the subsequent sale of Shares or a respective cash equivalent are in the sole responsibility of the Participant.

The grant, vesting, delivery or sale of Shares or other relevant event in connection with the RSUs may be subject to the withholding of tax and social security contributions by the Company or, if different, the relevant Group Company. The Company and the relevant Group Company, shall be entitled to deduct or withhold a sufficient portion of the value otherwise due to be released under this Plan or of any other payment to the relevant Participant to satisfy any withholding requirement in connection therewith. Without limitation, withholding arrangements may include the sale of Shares to be delivered for RSU awards on behalf of a Participant and withholding of proceeds or deductions from salary or bonus payments, or require a payment from the Participant to the Company or the relevant Group Company before settlement of the RSU awards.

The Company shall have the right (but no obligation, unless required by applicable law) to notify the tax and social security authorities of the grant of RSU awards, Shares or related events.

Disclosure Requirements

Any Participant shall be responsible to promptly comply with any applicable disclosure requirements under securities law and stock exchange regulations in connection with the receipt of grants of RSUs or Shares or upon the sale of Shares, including any disclosure requirements triggered by the thresholds for the ownership of shares and|or rights to obtain shares under Article 120 Financial Market Infrastructure Act and any management transaction notifications under Article 56 of the SIX Swiss Exchange listing rules. See also the Company's public disclosure, reporting and securities trading policy.

Other Obligations of the Participant

The Company is entitled to block or prohibit the issuance or release of Shares otherwise due to be issued or released if the Participant has any outstanding obligations (whether in connection with the Plan or otherwise arising in connection with the Participant's Relationship with the Company) to any Group Company, until the Participant has satisfied such outstanding obligations.

Termination of Relationship

If a Participant's Relationship is terminated or another reason for termination occurs during the first year of the Vesting Period (or, in case of a member of the Board of Directors, prior to the end of a full term of office), other than through termination by the Participant for cause (*wichtige*

Gründe) and except as set out in subsection 13 (b) below, all RSUs shall cease and be forfeited on the effective date of termination.

Grants in their second or third year of their vesting period shall vest pro-rata (based on the number of months on the Board until Termination Date out of the 36 months vesting period) at the end of quarter containing the Termination Date with the remaining RSUs lapsing without further effect

If the Relationship terminates (or, in case of a member of the Board of Directors, prior to the end of a full term of office) by reason of death, permanent illness or disability of the Participant, a pro rata number of RSUs granted to the Participant shall vest immediately with the remaining RSUs lapsing without further effect.

The Board of Directors may, at its sole discretion and with final and binding effect, based on a recommendation by the Nomination and Compensation Committee and taking into consideration the objectives of the Plan, grant further exceptions from the forfeiture clause as per section 13 (a) above.

Change of Control

For purposes of this Plan, a change of control shall mean the occurrence of any of the following events (each a **Change of Control**):

(i) the acquisition in one or more transaction by any person or group of persons acting in concert, directly or indirectly, of the beneficial ownership of Shares and | or rights to acquire Shares representing 50% or more of the voting rights pertaining to the total number of Shares issued and registered in the commercial register;

(ii) any facts or circumstances that require any person or group of persons acting in concert to launch a mandatory offer within the meaning of applicable takeover regulations;

(iii) a public offer for Shares by any person or persons (other than in order to implement a new parent company held by the same owners of Shares), for such number of Shares that, by itself or together with Shares already held, triggers the duty to extend the offer to all Shares outstanding, if and when such offer becomes unconditional (subject only to conditions, if any, that survive following the regular offer period);

(iv) the reorganization, merger, scheme of arrangement, consolidation, liquidation or similar transaction of the Company otherwise than through a transaction by which the persons who beneficially held Shares representing 100% of the voting rights pertaining to the total number of Shares issued and registered in the commercial register prior to such transaction receive or continue to hold shares representing more than 50% of the voting rights pertaining to the total number of outstanding shares of the new or continuing entity.

In the event of a Change of Control of the Company, the following shall apply for all RSUs in respect of which the Vesting Date has not occurred by the date of the Change of Control:

(i) all RSUs will vest immediately; and

(ii) the RSUs will be paid out in Shares, unless the Nomination and Compensation Committee resolves to repurchase or exchange RSUs or decides upon another solution to provide the Participants with the vesting value of the RSUs.

If based on a good faith assessment of the particular circumstances and effects of a Change of Control event, such event does not fall into the category and nature of cases, circumstances and consequences addressed by the definition of Change of Control, which are deemed to justify an early vesting, the Board of Directors may, based on a recommendation by the Nomination and Compensation Committee, decide to replace the consequences set forth above, by other terms that more appropriately and fairly address the situation.

If an event does not fall under the definition of Change of Control, but has substantially comparable effects as a Change of Control event, the Board of Directors may, based on a recommendation by the Nomination and Compensation Committee, decide to treat such event like a Change of Control event, providing, however, such adjustments to the consequences set forth above, that adequately and fairly address the differences to an actual Change of Control.

Corporate Events

In the event of a stock dividend, extraordinary cash dividend, recapitalization, reorganization, merger, consolidation, split-up, spin-off, combination, exchange of shares, issuance of options or other rights to purchase Shares at a price substantially below fair market value, or other extraordinary corporate events, which significantly dilute the value of the Shares underlying the RSUs such that an adjustment is required in order to preserve the benefits intended to be made available under this Plan, then the RSUs and related terms shall be adjusted and/or, if deemed appropriate, a cash payment to Participants or persons having outstanding RSUs shall be made to compensate such dilution. Such adjustment shall be resolved by the Board of Directors at its sole discretion with final and binding effect, based on a recommendation by the Nomination and Compensation Committee and taking into consideration the acquired rights of the Participants and the objectives of the Plan.

Data Protection

By accepting a grant of RSUs, each Participant consents to the collection and processing of personal data relating to the Participant in connection with such grant and the performance of this Plan and the RSU Award Agreement by the Company, the Board of Directors, the Administrator and any other person or entity the Company may find appropriate for the administration of the Plan. The data may be used for the aforementioned parties to perform their rights and obligations in connection with this Plan, issue certificates (if any), issue statements, disclosure and communications relating to the Plan and the RSUs, to provide for cash-less

grants or sale mechanics and to generally administer and manage the Plan or keep records of participation levels.

Each Participant consents to the disclosure of such personal data by any Group Company to the Board of Directors, any Administrator or any Plan Service Provider and any other person or entity (including, without limitation, to third parties for due diligence purposes, or to tax authorities) as the Company may find appropriate. Such disclosure may include the transfer or processing of such personal data in jurisdictions other than Switzerland or the jurisdiction of the relevant Group Company.

Legal and regulatory restrictions

Neither the Shares nor the RSU have been or will be registered or listed in any jurisdiction other than, if and to the extent required, Switzerland.

Nothing in this Plan is intended to be deemed a public offering of, or solicitation of investments in, securities of the Company nor a private offering of securities into any jurisdiction or to any person in circumstances that would require compliance with licensing, filing, prospectus, registration or similar requirements in connection therewith. If and to the extent that the grant of RSUs or the delivery of Shares pursuant to this Plan or the extension of eligibility under this Plan into any jurisdiction or to any person conflicts with any securities, stock exchange or other laws and regulations or would trigger any licensing, filing, prospectus, registration or similar requirement (other than the regular listing of the Shares at SIX Swiss Exchange and their registration in the commercial register and in the book entry system to create intermediated securities (*Bucheffekten*)), such grant, delivery or extension shall be deemed null and void. In such case, the Company may (without obligation) decide in its own discretion whether and how to compensate the relevant persons in lieu of such grant, delivery or extension.

Any Participant shall be required to observe trading or other bans as well as the prohibitions of insider trading and market manipulation in connection with the RSUs and any shares granted thereunder.

Any grant of RSUs to members of the Board of Directors that qualifies as prohibited payment under the Compensation Ordinance or otherwise, shall be null and void.

If and to the extent that any term of this Plan, such as terms providing for early vesting, in particular in case of termination of Relationship or Change of Control, should, at the time of the relevant event, qualify as providing additional value to a member of the Board of Directors in a manner that would violate the Compensation Ordinance or other legal provisions, such additional value shall be otherwise compensated, e.g. by a relevant deduction from cash compensation or other proceeds.

Amendment and Termination

In exceptional cases, the Board of Directors may terminate, suspend or amend this Plan at its sole discretion with regard to all or some future or past RSU grants. Any adverse economic effects of such termination, suspension or amendment on grants already made pursuant to a RSU Agreement shall be fairly compensated in cash, by adjustment of other terms of the grant, by replacement by other grants or benefits, or otherwise.

Severability

The invalidity or non-enforceability of any one or more provisions of this Plan shall not affect the validity or enforceability of any other provisions of this Plan, which shall remain in full force and effect. The invalid provisions shall be replaced by valid provisions that economically come as close as possible to the original (invalid) provisions.

Governing Law and Jurisdiction

This Plan and any RSU Award Agreement shall be governed by, and construed in accordance with, the substantive laws of Switzerland.

Any disputes arising under or in connection with this Plan, including any disputes under or in connection with the RSU Award Agreement shall be submitted to the exclusive jurisdiction of the courts at the domicile of the Company (currently Schlieren, Canton of Zurich, Switzerland).

Entry into Force

As per the approval of the Board of Directors, this Plan shall enter into force as of March 10, 2026.

Annex 1

Definitions

As used in this Plan in capitalized form, the following terms shall have the following meaning:

Administrator shall have the meaning set forth in Section 3 above.

Board of Directors shall mean the board of directors of the Company.

Change of Control shall have the meaning set forth in Section 14 above.

CO shall mean the Swiss Code of Obligations as amended.

Company shall mean Molecular Partners AG or any successor or replacement company or a new parent company, all as may be designated by the Board of Directors in the future.

Nomination and Compensation Committee shall have the meaning set forth in Section 3 above.

Compensation Ordinance shall mean the Federal Ordinance against Excessive Compensation in Listed Companies of November 20, 2013, as may be amended or replaced

Grant Date shall have the meaning set forth in Section 5 above.

Group Company shall mean the Company and any company or entity of which at least 50% of the ownership or voting rights are directly or indirectly owned or otherwise controlled by the Company.

Participant shall mean any eligible person to whom the Company has granted RSUs through a RSU Award Agreement based on this Plan.

Plan shall have the meaning set forth in Section 1 above.

Plan Service Provider shall have the meaning set forth in Section 3 (e) above.

Relationship shall mean the board relationship and any relating contractual relationship of a member of the Board of Directors and the consultancy or other legal or contractual relationship of any other Participant.

RSU shall have the meaning set forth in Section 1 above.

RSU Award Agreement shall have the meaning set forth in Section 4 above.

Shares shall have the meaning set forth in Section 9 above.

Vesting Date shall have the meaning set forth in Section 8 above.

Vesting Period shall have the meaning set forth in Section 8 above.

Annex 2

RSU Award Agreement 2026

This agreement (**Agreement**) is made as of the Grant Date set forth below by and between Molecular Partners AG (the **Company**) and

«Vorname» «Nachname», «Adresse», «PLZ» «Ort» (the **Participant**)

in connection with the Restricted Share Plan 2026 (the **RSU Plan**), issued by the Company.

Capitalized terms used, but not defined herein, shall have the meaning assigned to them in the RSU Plan.

Subject to the terms and conditions of the RSU Plan, the Company hereby grants to you the following RSUs:

Number of RSUs	«Final_no_of_RSUs_rounded»
Grant Date	«Grant_Date»
Start Vesting Date	«Start_Vesting»
Vesting Date	«End_Vesting»
Agreement number	«Agreement_no»

The grants and any rights associated therewith are personal and not transferable. Please note that the RSU Plan includes a number of restrictions and conditions, which may lead to a complete loss of any entitlements hereunder.

By entering this Agreement, you accept the grant of the RSUs in accordance with this Agreement and the RSU Plan attached hereto. In order to do so, please sign and return this Agreement no later than by April 30, 2026 to the Secretary of the Board of Directors.

This grant of RSUs is being made, without obligation, at the sole and unrestricted discretion of the Company. The RSU Plan, your eligibility thereunder, the grant of RSUs or the allocation of Shares in connection therewith shall not confer upon you any right to participate in the RSU Plan or to receive grants of RSUs or Shares in the future.

This Agreement shall be governed by, and construed in accordance with, the substantive laws of Switzerland. Any disputes arising under or in connection with this Agreement shall be submitted to the exclusive jurisdiction of the courts at the domicile of the Company (currently Schlieren, Canton of Zurich, Switzerland).

Molecular Partners AG

_____ _____

By: Patrick Amstutz, CEO By: Robert Hendriks, SVP Finance

Accepted and agreed by the Participant on (Date, Signature):

_____ _____

Attachments: RSU Plan 2026

Exhibit 12.1

CERTIFICATION

I, Patrick Amstutz, certify that:

1. I have reviewed this annual report on Form 20-F of Molecular Partners AG (the "company");
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 company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company 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 company, 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 company'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 company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company'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 company'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 company's internal control over financial reporting.

Date: March 12, 2026

/s/ Patrick Amstutz

Chief Executive Officer
(Principal Executive Officer)

Exhibit 12.2

CERTIFICATION

I, Robert Hendriks, certify that:

1. I have reviewed this annual report on Form 20-F of Molecular Partners AG (the "company");
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 company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company 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 company, 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 company'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 company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company'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 company'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 company's internal control over financial reporting.

Date: March 12, 2026

/s/ Robert Hendriks

SVP Finance

(Principal Financial Officer)

Exhibit 13.1

CERTIFICATION

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), **Patrick Amstutz**, Chief Executive Officer of Molecular Partners AG (the "Company"), and **Robert Hendriks**, SVP Finance of the Company, each hereby certifies that, to the best of his or her knowledge:

1. The Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2025, to which this Certification is attached as Exhibit 13.1 (the "Annual Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and

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

Dated: March 12, 2026

In Witness Whereof, the undersigned have set their hands hereto as of the 6th day of March, 2025.

/s/ Patrick Amstutz
Patrick Amstutz
Chief Executive Officer

/s/ Robert Hendriks
Robert Hendriks
SVP Finance

"This certification accompanies the Form 20-F to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Molecular Partners AG under the Securities Act of 1933, as amended, or the Exchange Act (whether made before or after the date of the Form 20-F), irrespective of any general incorporation language contained in such filing."

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements (No. 333-272974, 333-280491 and 333-288313) on Form S-8 and in the Registration Statement (No. 333-286488) on Form F-3 of our report dated March 10, 2026, with respect to the consolidated financial statements of Molecular Partners AG.

/s/ KPMG AG

Zurich, Switzerland
March 12, 2026