

To the General Meeting of  
CRISPR Therapeutics Ltd, Zug

Basle, 10 April 2026

## Report of the statutory auditor

### Report on the audit of the financial statements



#### Opinion

We have audited the financial statements of CRISPR Therapeutics Ltd (the Company), which comprise the balance sheet as at 31 December 2025, the income statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements comply with Swiss law and the Company's articles of incorporation.



#### Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession that are relevant to audits of the financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



#### Emphasis of matter

This report of the statutory auditor on the financial statements replaces our report dated 12 February 2026. We draw attention to note 3.1 which describes that the financial statements have been re-issued and re-submitted for audit. Our opinion is not modified in respect of this matter.



#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the “Auditor’s responsibilities for the audit of the financial statements” section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying financial statements.

**Collaboration Expense, Net, Related to Vertex Hemoglobinopathies Collaboration**

**Risk** The Company accounts for elements of its Vertex Hemoglobinopathy Agreements with Vertex Pharmaceuticals, Inc. (or “Vertex”) as disclosed in the Notes under “2. Accounting Policies” and “3. Significant events” to the financial statements. The Company records its share of the net profits and net losses, as applicable, for elements of such agreements as collaboration expense, net on the statement of operations and comprehensive loss. For the year ended 31 December 2025, the Company reported \$213.5 million of collaboration expense, net related to the Vertex Hemoglobinopathy Agreements.

Auditing the recognition of collaboration expense, net required a greater extent of audit effort to evaluate the costs recorded, given the material impact of net expense incurred during the year and payable to Vertex as of 31 December 2025.

**Our audit response** We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company’s process to record collaboration expense, net. For example, we tested controls over management’s review and assessment of the completeness and accuracy of the information used to record collaboration expense, net.

Our audit procedures included, among others, inspecting reported information provided by Vertex to the Company related to collaboration expense, net. We performed analytical procedures surrounding period-over-period changes in activity. We also tested settled payments made by the Company throughout the year. In addition, we confirmed directly with Vertex the total shared costs incurred under the Vertex Hemoglobinopathy Agreements for the year, the amount allocated to the Company, and the amount due from the Company to Vertex as of 31 December 2025.

Our audit procedures did not lead to any reservations regarding the collaboration expense, net related to the Vertex Hemoglobinopathy Agreements.



**Other information**

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements, the section 3.1.1 to 4.0 in the compensation report and our auditor’s reports thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



#### **Board of Directors' responsibilities for the financial statements**

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on EXPERTsuisse's website at: <https://www.expertsuisse.ch/en/audit-report>. This description forms an integral part of our report.



Shape the future  
with confidence

## Report on other legal and regulatory requirements



In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the financial statements according to the instructions of the Board of Directors.

Based on our audit in accordance with Art. 728a para. 1 item 2 CO, we confirm that the proposed appropriation of the accumulated loss of the Board of Directors complies with Swiss law and the Company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

Ernst & Young Ltd

Licensed audit expert  
(Auditor in charge)

Licensed audit expert

### Enclosures

- Financial statements (income statement, balance sheet and notes)
- Proposed appropriation of the accumulated loss

## Income Statement

For the year ended 31 December

	Notes	2025 USD	2024 USD	2025 CHF	2024 CHF
<b>Operating income</b>					
Collaboration revenue		—	35,000,000	—	31,053,050
<b>Total net revenue</b>		—	35,000,000	—	31,053,050
<b>Operating expenses</b>					
Research and development		(360,514,312)	(159,565,960)	(306,256,908)	(141,571,707)
Operating expenses from subsidiaries		(274,939,755)	(304,666,111)	(233,561,322)	(270,308,914)
Personnel expenses		(676,031)	(5,315,099)	(574,289)	(4,715,715)
Other operating expenses		(25,520,836)	(17,889,243)	(21,679,950)	(15,871,872)
<b>Total operating expenses</b>		<b>(661,650,934)</b>	<b>(487,436,413)</b>	<b>(562,072,469)</b>	<b>(432,468,208)</b>
<b>Total operating result</b>		<b>(661,650,934)</b>	<b>(452,436,413)</b>	<b>(562,072,469)</b>	<b>(401,415,158)</b>
Financial income					
Financial income		68,591,462	78,434,724	58,268,447	69,589,641
Financing expenses					
Financing expenses		(5,202,866)	(292,346)	(4,419,835)	(259,378)
Foreign exchange loss, net					
Foreign exchange loss, net		(577,069)	37,968	(490,219)	33,686
<b>Loss before and after taxes for the year</b>		<b>(598,839,407)</b>	<b>(374,256,067)</b>	<b>(508,714,076)</b>	<b>(332,051,209)</b>

The accompanying notes form an integral part of the financial statements.

## Balance Sheet

For the year ended 31 December

	Notes	2025 USD	2024 USD	2025 CHF	2024 CHF
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents		99,445,757	11,774,711	79,596,384	10,737,713
Investments		117,545,470	66,531,937	94,083,395	60,672,468
Other receivables subsidiaries		3,470,624	3,457,294	2,777,887	3,152,810
Other current assets		2,307,548	26,533,433	1,846,961	24,196,634
Accrued but not-invoiced revenue		—	2,083,221	—	1,899,752
Prepaid expenses		520,223	975,193	416,386	889,307
<b>Total current assets</b>		<b>223,289,622</b>	<b>111,355,789</b>	<b>178,721,013</b>	<b>101,548,684</b>
<b>Non-current assets</b>					
Long term loan to subsidiary		1,655,084,083	1,765,049,290	1,324,729,300	1,609,601,399
Investments in shareholdings	1	34,990,130	25,290,130	28,006,100	23,062,829
Other long term assets		600,701	1,345,937	480,801	1,227,400
<b>Total non-current assets</b>		<b>1,690,674,914</b>	<b>1,791,685,357</b>	<b>1,353,216,201</b>	<b>1,633,891,628</b>
<b>Total Assets</b>		<b>1,913,964,536</b>	<b>1,903,041,146</b>	<b>1,531,937,214</b>	<b>1,735,440,312</b>

The accompanying notes form an integral part of the financial statements.

**Balance Sheet**

For the year ended 31 December

	Notes	2025 USD	2024 USD	2025 CHF	2024 CHF
<b>Liabilities</b>					
<b>Current liabilities</b>					
Trade accounts payable		4,865,700	7,078,984	3,894,507	6,455,538
Current payables to subsidiaries		18,623,726	22,315,602	14,906,430	20,350,267
Other current non-interest bearing liabilities		27,116,228	11,385,260	21,703,829	10,382,560
Accrued expenses		56,175,481	14,483,671	44,962,854	13,208,094
<b>Total current liabilities</b>		<b>106,781,135</b>	<b>55,263,517</b>	<b>85,467,620</b>	<b>50,396,459</b>
<b>Non-current liabilities</b>					
Deferred revenue non-current		12,323,473	12,323,473	9,863,708	11,238,145
Other non-current liabilities		4,281,002	2,717,841	3,426,514	2,478,480
<b>Total non-current liabilities</b>		<b>16,604,475</b>	<b>15,041,314</b>	<b>13,290,222</b>	<b>13,716,625</b>
<b>Total liabilities</b>		<b>123,385,610</b>	<b>70,304,831</b>	<b>98,757,842</b>	<b>64,113,084</b>
<b>Equity</b>					
Share capital		3,171,082	2,845,245	2,957,983	2,697,177
<b>Legal capital reserves</b>					
Capital contribution reserves	8	3,758,635,481	3,207,525,507	3,464,982,656	3,015,006,074
Other capital reserves		117,602,613	112,422,245	129,212,033	124,879,541
<b>Total legal capital reserves</b>		<b>3,876,238,094</b>	<b>3,319,947,752</b>	<b>3,594,194,689</b>	<b>3,139,885,615</b>
Revaluation adjustment		—	—	(269,463,172)	(85,403,757)
Loss carried forward		(1,489,873,865)	(1,115,617,798)	(1,385,677,360)	(1,053,626,151)
Net loss for the year		(598,839,407)	(374,256,067)	(508,714,076)	(332,051,209)
<b>Accumulated losses</b>		<b>(2,088,713,272)</b>	<b>(1,489,873,865)</b>	<b>(1,894,391,436)</b>	<b>(1,385,677,360)</b>
Treasury Shares	7	(116,978)	(182,817)	(118,692)	(174,447)
<b>Total equity</b>		<b>1,790,578,926</b>	<b>1,832,736,315</b>	<b>1,433,179,372</b>	<b>1,671,327,228</b>
<b>Total liabilities and equity</b>		<b>1,913,964,536</b>	<b>1,903,041,146</b>	<b>1,531,937,214</b>	<b>1,735,440,312</b>

The accompanying notes form an integral part of the financial statements.

## Notes to the financial statements for the year ended 31 December 2025 and 2024

### 1. Organization

CRISPR Therapeutics AG ("the Company"), headquarters are located at Baarerstrasse 14, CH-6300 Zug, and the CRISPR Therapeutics AG financial statements were prepared according to the provisions of the Swiss Law on Accounting and Financial Reporting (32nd title of the Swiss Code of Obligations) ("Law").

### 2. Accounting Policies

The significant accounting and valuation principles applied that are not prescribed by the Law are described below.

In accordance with the Law, the Company has decided to forego presenting additional information on interest-bearing liabilities and audit fees in the notes, as well as a cash flow statement, because it has prepared its consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, or U.S. GAAP.

#### *Foreign currency*

The accounting records are maintained in United States dollars (USD). All monetary assets and liabilities recognized in foreign currencies are converted into USD at the exchange rate as of the balance sheet date, with the exception of investments in subsidiaries, which are converted at historical rates.

Realized exchange gains and losses arising from these, as well as those from business transactions denominated in foreign currencies, are recorded in the income statement. Net unrealized exchange losses are recorded in the income statement; net unrealized gains, however, are deferred within accrued liabilities.

In the financial statements for the years ended 31 December 2025 and 2024, amounts shown on the balance sheet in CHF are indicative and have been converted from USD at an exchange rate of CHF 0.8004 to USD 1 and CHF 0.9119 to USD 1, respectively, which represents a conversion based on the Swiss tax spot rate as of 31 December 2025 and 2024, respectively. Amounts shown on the income statement for the years ended 31 December 2025 and 2024 have been converted from USD at an exchange rate of CHF 0.8495 to USD 1 and CHF 0.8872 to USD 1, respectively, which represents a conversion based on the Swiss tax average rate for 2025 and 2024, respectively.

#### *Revenue recognition*

In general, the Company's research and collaboration agreements contain the following elements:

1. Upfront payments: Realization of upfront payments are allocated to the contractual obligations on a relative value basis.
2. Milestone payments: Realization of milestones follows the method "the single most likely outcome of the contract" (milestones are recognized to the extent that it is "probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty underlying the variable consideration is resolved", the variable consideration "constraint").
3. Royalty income: Royalties received in exchange for a license of Intellectual Property ("IP") are recognized as revenue at the later of when the sale occurs or when the performance obligation to which the royalty relates has been satisfied.
4. Licenses of IP: The Company's IP license agreements fall under "Functional IP" which typically grant a right to use an entity's IP as it exists at a point in time and has significant standalone functionality.

#### *Cash and cash equivalents*

Cash and cash equivalents include cash held at banking institutions which can be used to fund current operations.

#### *Investments*

Investments in marketable securities. All investments are measured at cost, less any required impairment, and classified as current assets on the balance sheet, as these marketable securities are available to be converted into cash to fund current operations.

#### *Receivables and other current assets*

Receivables and other current assets are reported at their nominal value less any impairments.

#### *Investments in subsidiaries and affiliated companies*

Investments in shareholdings are recorded at acquisition cost less adjustments for impairment of value. The Company evaluates investments in subsidiaries for impairment annually and records an impairment loss when the carrying amount of such assets exceeds the recoverable amount.

### ***Deferred Revenue***

Deferred revenue primarily relate to contracts where we have received payment, but we have not yet satisfied the related performance obligations.

### ***Long term loan to subsidiary***

Long term loan to subsidiary relates to loan from CRISPR Therapeutics AG to CRISPR Therapeutics Inc. for a facility of up to USD 1,655.1 million. Each advance is due on the third-year anniversary on the date of draw and bears interest at the US Applicable Federal Rates. The Company recognizes an intercompany loan receivable based on the remaining interests on the amount drawn as of period end.

### ***Liabilities***

Liabilities are recognized at their nominal value.

### ***Contingent Liabilities***

Contingent liabilities arise from legal or factual obligations for which an outflow of resources is either considered unlikely or cannot be measured reliably. In accordance with Art. 959c para. 2 no. 10 CO, such obligations are not recognized in the balance sheet but must be disclosed in the notes. A contingent liability is disclosed when the probability of an outflow is significantly lower (i.e., possible but not probable) or when the amount of the potential obligation cannot be estimated reliably, even though an obligating event exists. An outflow is considered unlikely if it is possible but not probable. In such cases, even where the potential outflow can be estimated with reasonable reliability, disclosure in the notes is sufficient.

## **3. Significant events**

### ***Sirius Therapeutics Agreement***

On May 19, 2025, the Company entered into a collaboration, option and license agreement, or the Sirius Agreement, with Sirius Therapeutics and certain of its affiliates, or Sirius, pursuant to which, among other things, (1) Sirius and the Company will collaborate on the research, development, manufacture, commercialization and use of certain collaboration products utilizing Sirius' siRNA technology for targeting Factor XI, including CTX611, formerly SRSD107, collectively, the Sirius Collaboration Products; and (2) Sirius granted to the Company options to exclusively license Sirius siRNA technology to target up to two licensed targets from a list of seven reserved targets for the research, development, manufacture and commercialization of licensed products, collectively the Sirius Licensed Products, in exchange for the potential to receive certain option fees, milestone payments and royalties.

In connection with entering into the Sirius Agreement, the Company made an upfront cash payment to Sirius of USD 25.0 million and also entered into a share issuance agreement with Sirius, pursuant to which the Company registered and issued to Sirius 1,842,105 common shares equal to approximately USD 70.0 million based on a price per common share equal to USD 38.00, nominal value CHF 0.03 per share, or the Sirius Shares.

With respect to Sirius Collaboration Products, the Company and Sirius will share equally all development and commercialization costs. For the first collaboration product candidate successfully developed, the Company will be the lead party responsible for commercialization efforts in the United States and Sirius will be the lead party responsible for commercialization efforts in Greater China. The parties will determine the lead party responsible for commercialization in the rest of the world at a future date. The Company and Sirius will share equally net profits and net losses incurred under the Sirius Agreement with respect to all Sirius Collaboration Products, except in the event that a party opts out of the joint development and commercialization. The Company will pay Sirius certain specified future development and regulatory milestones of up to an aggregate of USD 87.5 million for the first Sirius Collaboration Products to achieve the applicable milestone events. At the Company's sole election, such milestone payments may be paid in cash, common shares of the Company, or a combination thereof.

With respect to the Sirius Licensed Products, if the Company elects to exercise its option to a licensed target to research, develop, manufacture and commercialize Sirius Licensed Products, the Company will make a one-time USD 10.0 million payment per option exercise, each, a Sirius Option Payment, to Sirius. The Sirius Option Payment is payable up to two times. In addition, the Company will pay Sirius certain specified future development, regulatory and sales milestones of up to an aggregate of USD 300.0 million for the first Sirius Licensed Product relating to each licensed target to achieve the applicable milestone events, as well as tiered royalty payments in the mid-single digits to low double digits range on future sales of a commercialized Sirius Licensed Product. The royalty payments are subject to reduction under certain specified conditions set forth in the Sirius Agreement. In addition, at the Company's sole election, such milestones may be paid in cash, common shares of the Company, or a combination thereof. The Company is solely responsible for all research, development, manufacturing and global commercialization activities and associated costs for the Sirius Licensed Products, as well as all associated costs related to Sirius activities set forth in any applicable research plan relating thereto.

### ***Vertex Collaboration***

In 2024, the Company received a USD 10.0 million research milestone under a 2023 non-exclusive license agreement in the field of diabetes between the Company and Vertex Pharmaceuticals and recorded a receivable of USD 25.0 million as of December 31, 2024 related to an additional research milestone achieved in the fourth quarter of 2024 under the same agreement. No collaboration revenue was recognized for the year ended December 31, 2025.

### ***3.1 Reissuance of the financial statements for the year ended 31 December 2025***

During the execution of the Sirius transaction (see above in Note 3), the Company concluded that the fair value of the shares issued exceeding the nominal capital should be expensed directly. Subsequently, it has been assessed that this transaction should have been recognized as an intangible asset followed by an impairment in accordance with the prudence principle.

The financial statements for the year ended 31 December 2025 are therefore reissued. Compared to the audited financial statements for the year ended 31 December 2025 approved by the Board of Directors on 12 February 2026, the following changes were made in these financial statements and approved on 2 April 2026 by the Board of Directors: The fair value of the shares issued exceeding the nominal capital of 71'252'621 USD was recognized in other long term assets against capital contribution reserves and impaired to research and development expenses. Further Note 8 and the proposed appropriation of the accumulated loss were adjusted accordingly.

#### 4. Notes to the financial statements

##### Note 1.

##### Direct investments in shareholdings

	<u>Share capital</u>	<u>Share and voting rights</u>
<b>CRISPR Therapeutics Ltd.</b> , London, GB Research and experimental development of biotechnology	GBP 1	100%
<b>CRISPR Therapeutics Inc.</b> , Boston, USA Research and experimental development of biotechnology	USD 1	100%
<b>TRACR Hematology Ltd.</b> , London, GB Research and experimental development of biotechnology	EUR 10'000	100%
<b>CTX Financing GmbH</b> , Zug, CH	CHF 20'000	100%

##### Note 2.

##### Conditional Capital / Capital Band

The Company has the following conditional capital reserved for future issuance:

	<u>31.12.2025</u>	<u>31.12.2024</u>
<b>Number of shares</b>		
Shares available for bonds and similar debt instruments	8,202,832	8,202,832
Shares available for employee benefit plans	19,537,850	20,925,932
<b>Total</b>	<u>27,740,682</u>	<u>29,128,764</u>

In addition, the Board of Directors is authorized to conduct one or more increases of the share capital at any time until June 8, 2028, or the expiration of the capital band if earlier, up to an upper limit of CHF 3,100,452.06 by issuing a corresponding number of registered shares with a nominal value of CHF 0.03 each to be fully paid in. On 27 May 2025, 18 September 2025, and 15 October, 2025, the share capital was increased within the capital band through the issuance of 1,842,105, 3,300,000, and 1,700,000 registered shares with a nominal value of CHF 0.03 each, respectively. As of 31 December 2025 and 2024, the number of shares that may be issued under the capital band is 7,988,487 and 14,830,592 registered common shares, respectively.

##### Note 3.

##### Share Ownership

The tables below represent stock option awards granted during the years ended 31 December 2025 and 2024 to members of the group executive management team and the Board of Directors.

	<b>Number of options granted</b>	<b>Grant date fair value (USD)</b>	<b>Grant date fair value (CHF)</b>
<b>2025</b>			
Executive management team	266,665	6,712,350	5,702,197
Board members	130,000	2,857,400	2,427,360
<b>Total</b>	<u>396,665</u>	<u>9,569,750</u>	<u>8,129,557</u>

	<b>Number of options granted</b>	<b>Grant date fair value (USD)</b>	<b>Grant date fair value (CHF)</b>
<b>2024</b>			
Executive management team	407,833	15,633,509	13,870,569
Board members	130,000	4,139,980	3,701,417
<b>Total</b>	<u>537,833</u>	<u>19,773,489</u>	<u>17,571,986</u>

The tables below represent restricted share awards granted during the years ended 31 December 2025 and 2024 to members of the group executive management team. No restricted share awards were granted to members of the Board of Directors.

	<b>Number of shares granted</b>	<b>Grant date fair value (USD)</b>	<b>Grant date fair value (CHF)</b>
<b>2025</b>			
Executive management team	242,500	9,951,750	8,454,095
<b>Total</b>	<b>242,500</b>	<b>9,951,750</b>	<b>8,454,095</b>

	<b>Number of shares granted</b>	<b>Grant date fair value (USD)</b>	<b>Grant date fair value (CHF)</b>
<b>2024</b>			
Executive management team	648,750	35,598,325	31,584,021
<b>Total</b>	<b>648,750</b>	<b>35,598,325</b>	<b>31,584,021</b>

**Note 4.  
Employees**

	<b>31.12.2025</b>	<b>31.12.2024</b>
CRISPR Therapeutics AG	1	1
<b>Total</b>	<b>1</b>	<b>1</b>

**Note 5.  
Pledged asset (restricted cash for credit cards)**

As of 31 December 2025 and 2024, the Company had restricted cash under certain credit card arrangements of USD 0 (CHF 0) and USD 0 (CHF 0), respectively.

**Note 6.  
Contingent liabilities**

The Company has engaged several research institutions and companies to identify new delivery strategies and applications of the Company's gene-editing technology. The Company is also a party to a number of license agreements which require significant upfront payments and may be required to make future royalty payments and potential milestone payments from time to time. In addition, the Company is also a party to intellectual property agreements, which require maintenance and milestone payments from time to time. Further, the Company is a party to a number of manufacturing agreements that require upfront payments for the future performance of services.

In association with these agreements, on a product-by-product basis, the counterparties are eligible to receive up to low eight-digit potential payments upon specified research, development and regulatory milestones. In addition, on a product-by-product basis, the counterparties are eligible to receive potential commercial milestone payments based on specified annual sales thresholds. The potential payments are low-single digit percentages of the specified annual sales thresholds. The counterparties are also eligible to receive low single-digit royalties on future net sales.

In the second quarter of 2025, a third-party licensor formally engaged with the Company regarding certain matters under their intellectual property contracts with the Company that may lead to further actions that could result in additional amounts being owed by the Company to such third party. Based on the status of ongoing negotiations with the third-party licensor, the Company has recorded incremental research and development expenses of USD 13.0 million (CHF 11.0 million) for the year ended 31 December 2025. The total liability associated with the contingent loss as of 31 December 2025 was USD 14.5 million (CHF 11.6 million) included in current liabilities.

Under certain circumstances and if certain contingent future events occur, Vertex is eligible to receive up to USD 395.0 million (CHF 316.2 million and CHF 360.2 million at 31 December 2025 and 2024, respectively) in potential specified research, development, regulatory and commercial milestones and tiered single-digit percentage royalties on future net sales related to a specified target under an amendment to the 2015 Collaboration Agreement. Vertex also has the option to conduct research at their own cost in certain defined areas that, if beneficial to the CASGEVY program and ultimately achieves regulatory approval, could result in the Company owing Vertex certain milestone payments aggregating to high eight digits, subject to certain limitations on the profitability of the CASGEVY program.

Under the A&R Vertex JDCA, as amended, for 2022, 2023 and 2024, the Company had an option to defer a portion of its share of costs if spending on the CASGEVY program exceeded specified amounts, which the Company exercised in each such year, resulting in deferred costs of USD 221.8 million, in the aggregate (CHF 177.5 million and CHF 192.3 million at 31 December 2025 and 2024, respectively). Any deferred amounts under the A&R Vertex JDCA, as amended, are only payable to Vertex as an offset against future

profitability of the CASGEVY program and the amounts payable are capped at a specified maximum amount per year. These deferred costs on the CASGEVY program will be recognized by the Company when recoverability of such deferred amounts by Vertex is probable and the amount can be reasonably estimated. As of 31 December 2025, no contingent payments have been accrued to date.

The Company may be required to make future potential payments to Sirius under the Sirius Agreement. Potential payments to Sirius include (i) up to USD 20.0 million in Sirius Option Payments (CHF 16.0 million based on Swiss tax spot rate at 31 December 2025), (ii) up to USD 300.0 million in certain specified future development, regulatory and sales milestones for the first Sirius Licensed Product relating to each licensed target to achieve the applicable milestones, as well as tiered royalty payments in the mid-single digits to low double digits range on future sales of a commercialized Sirius Licensed Product (CHF 240.1 million based on Swiss tax spot rate at 31 December 2025), and (iii) up to USD 87.5 million in certain specified future development and regulatory milestones related to the Sirius Collaboration Products (CHF 70.0 million based on Swiss tax spot rate at 31 December 2025).

## Note 7.

### Treasury shares (number of ordinary shares)

	<u>31.12.2025</u>	<u>31.12.2024</u>
<b>Starting balance as of 1 January</b>	4,163,911	4,557,350
ATM shares registered	5,000,000	—
ATM share sale	(6,403,808)	(393,439)
Treasury shares used for employee option exercises	(55,000)	—
<b>Balance as of 31 December</b>	<u>2,705,103</u>	<u>4,163,911</u>

The Company has entered into an Open Market Sale Agreement<sup>SM</sup>, or the Sales Agreement, with Jefferies LLC under which the Company, at its sole discretion, is able to offer and sell, from time to time at prevailing market prices, its common shares. The following are in connection with the Sales Agreement.

#### 2021 ATM

In January 2021, the Company filed a prospectus supplement with the SEC to offer and sell, from time to time, common shares having aggregate gross proceeds of up to USD 600.0 million, or, together with the subsequent prospectus supplements filed in July 2021 and August 2024 relating to the common shares remaining under the original prospectus supplement, the 2021 ATM. In 2025, the Company issued and sold an aggregate of 6.1 million common shares under the 2021 ATM at an average price of USD 59.63 per share for aggregate proceeds of USD 359.0 million, which were net of equity issuance costs of USD 4.7 million, excluding stamp taxes of USD 3.6 million.

In 2024, the Company issued and sold 0.4 million common shares under the 2021 ATM at an average price of USD 55.81 per share for aggregate proceeds of USD 21.7 million, which were net of equity issuance costs of USD \$0.3 million, excluding stamp taxes of USD 0.2 million.

#### 2025 ATM

In October 2025, the Company filed a new prospectus supplement with the SEC to offer and sell, from time to time, common shares having aggregate gross proceeds of up to USD 600.0 million, or the 2025 ATM. In 2025, the Company has issued and sold an aggregate of 0.7 million common shares under the 2025 ATM at an average price of USD 60.81 per share for aggregate proceeds of USD 42.3 million, which were net of equity issuance costs of USD 0.5 million, excluding stamp taxes of USD 0.4 million.

## Note 8.

### Capital contribution reserve

As of 31 December 2025 and 2024, CHF 2'609'278'069.00 (USD 2'861'270'129.00) were approved by the tax authorities. The remainder of CHF 855'704'587.00 (USD 897'365'352.00) is not yet approved.

**Note 9.****Events after balance sheet date**

On 16 March 2026, the Company issued USD 600.0 million aggregate principal amount of its Convertible Senior Notes due 2031, or the 2031 Notes, pursuant to an indenture dated 16 March 2026, between the Company and U.S. Bank Trust Company, National Association, as trustee, in a private offering to qualified institutional buyers, pursuant to Rule 144A under the Securities Act of 1933, as amended. The 2031 Notes issued in the 2026 Note Offering include \$50.0 million aggregate principal amount of 2031 Notes sold to the initial purchasers of the 2031 Notes pursuant to the exercise in full of the initial purchasers' option to purchase additional 2031 Notes.

The 2031 Notes are senior, unsecured obligations of the Company and will mature on 1 March 2031, unless earlier converted, redeemed or repurchased. The 2031 Notes will accrue interest payable semiannually in arrears on March 1 and September 1 of each year, beginning on 1 September 2026, at a rate of 1.7308% per year.

The Company received net proceeds from the 2026 Note Offering of approximately USD 585.2 million, after deducting the initial purchasers' discounts and commissions and the estimated offering expenses payable by the Company.

**Proposed appropriation of the accumulated loss**

The Board of Directors proposes that shareholders at the annual general meeting to be held in 2026 approve the following appropriation:

	<b>31.12.2025</b>	<b>31.12.2025</b>
	<b>USD</b>	<b>CHF</b>
Balance brought forward from previous year	(1,489,873,865)	(1,385,677,360)
Net loss for the year	(598,839,407)	(508,714,076)
Total accumulated loss	<u>(2,088,713,272)</u>	<u>(1,894,391,436)</u>
<b>Balance to be carried forward on this account</b>	<b><u>(2,088,713,272)</u></b>	<b><u>(1,894,391,436)</u></b>