UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2023

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from _____ to _____**

Commission File Number: 001-36866

Summit Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware	**37-1979717**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2882 Sand Hill Road, Suite 106, Menlo Park, CA	**94025**
(Address of principal executive offices)	(Zip Code)

650-460-8308

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value per share	SMMT	The Nasdaq Stock Market LLC

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

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

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

As of October 31, 2023, there were 700,842,898 shares of common stock, par value $0.01 per share, outstanding.

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, or this Report, contains forward-looking statements that involve substantial risks and uncertainties. All statements contained in this Report, other than statements of historical fact, including statements regarding our strategy, future operations, future financial position, future revenues, projected costs, prospects, plans and objectives of management, are forward-looking statements. The words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. The forward-looking statements in this Report include, among other things, statements about:

- the ability to develop a successful product candidate under the License Agreement (as defined below);
- our ability to raise sufficient additional funds to make payments under the License Agreement (as defined below);
- the timing of and the ability to start and effectively execute clinical development of ivonescimab;
- the timing and conduct of clinical trials for any product candidates;
- our ability to advance and conduct, through partners, research and development of SMT-738, the Company's preclinical product candidate for combating multidrug resistant infections, specifically carbapenem-resistant Enterobacteriaceae ("CRE") infections;
- our plans with respect to possible future collaborations and partnering arrangements;
- the potential benefits of possible future acquisitions or investments in other businesses, products or technologies;
- our plans to pursue research and development of other future product candidates;
- the rate and degree of market acceptance and clinical utility of our product candidates;
- our estimates regarding the potential market opportunity for our product candidates;
- our sales, marketing and distribution capabilities and strategy;
- our ability to establish and maintain arrangements for manufacture of our product candidates;
- our intellectual property position;
- our estimates regarding expenses, future revenues, capital requirements and needs for additional financing;
- the impact of government laws and regulations;
- our competitive position;
- the need to raise additional capital to fund ongoing operations and capital needs; and
- the impact of the novel coronavirus pandemic ("COVID-19") and the response to it.

We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. We have included important factors in the cautionary statements included in this Report, particularly in the "Risk Factors" section in this Report, that we believe could cause actual results or events to differ materially from the forward-looking statements that we make. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.

You should read this Report and the documents that we have filed as exhibits to this Report completely and with the understanding that our actual future results may be materially different from what we expect. We do not assume any obligation to update any forward-looking statements.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Summit Therapeutics Inc.
Condensed Consolidated Balance Sheets
(in thousands, except share and per share data)
(Unaudited)

	September 30, 2023	December 31, 2022
Assets		
Current assets:		
Cash and cash equivalents	$ 23,792	$ 348,607
Restricted cash	—	300,000
Short-term investments	175,153	—
Accounts receivable	—	349
Prepaid expenses	5,074	1,504
Other current assets	120	486
Research and development tax credit receivable	812	5,766
Total current assets	204,951	656,712
Non-current assets:		
Research and development tax credit receivable	747	—
Property and equipment, net	229	906
Right-of-use assets	6,403	4,175
Goodwill	1,814	1,798
Other assets	4,332	577
Total assets	$ 218,476	$ 664,168
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 3,314	$ 355
Accrued expenses	3,654	10,664
Accrued compensation	3,510	5,641
Lease liabilities	2,780	1,690
Other current liabilities	484	662
Promissory note payable to a related party	100,000	19,770
Total current liabilities	113,742	38,782
Non-current liabilities:		
Lease liabilities, net of current portion	3,879	2,763
Other non-current liabilities	1,476	1,429
Promissory note payable to a related party	—	494,540
Total liabilities	119,097	537,514
Commitments and contingencies (Note 17)		
Stockholders' equity:		
Preferred stock, $0.01 par value, 20,000,000 shares authorized; none issued and outstanding at September 30, 2023 and December 31, 2022, respectively	—	—
Common stock, $0.01 par value: 1,000,000,000 shares authorized; 697,851,308 and 211,091,425 shares issued and outstanding at September 30, 2023 and December 31, 2022, respectively	6,978	2,110
Additional paid-in capital	1,051,415	504,767
Accumulated other comprehensive loss	(2,323)	(1,893)
Accumulated deficit	(956,691)	(378,330)
Total stockholders' equity	99,379	126,654
Total liabilities and stockholders' equity	$ 218,476	$ 664,168

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

Summit Therapeutics Inc.
Condensed Consolidated Statements of Operations and Comprehensive Loss
(in thousands, except share and per share data)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenue	$ —	$ 220	$ —	$ 705
Operating expenses:				
Research and development	15,323	17,049	34,657	46,613
In-process research and development	—	—	520,915	—
General and administrative	5,434	5,573	18,690	19,165
Total operating expenses	20,757	22,622	574,262	65,778
Other operating income, net	265	5,462	822	13,283
Operating loss	(20,492)	(16,940)	(573,440)	(51,790)
Other (expense) income, net	(776)	(4,445)	(4,921)	(7,763)
Net loss	$ (21,268)	$ (21,385)	$ (578,361)	$ (59,553)
Net loss per share:				
Basic and diluted	$ (0.03)	$ (0.10)	$ (0.98)	$ (0.37)
Weighted-average shares used to compute net loss per share:				
Basic and diluted	697,739,477	208,909,351	592,366,880	161,846,345
Comprehensive loss:				
Net loss	$ (21,268)	$ (21,385)	$ (578,361)	$ (59,553)
Other comprehensive (loss) income:				
Foreign currency translation adjustments	108	(49)	(20)	(1,020)
Reclassification of cumulative currency translation gain to other (expense) income, net	—	—	(419)	—
Net changes related to short-term investments	6	—	9	—
Comprehensive loss	$ (21,154)	$ (21,434)	$ (578,791)	$ (60,573)

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

Summit Therapeutics Inc.
Condensed Consolidated Statements of Stockholders' Equity
(in thousands, except share data)
(Unaudited)

Three Months Ended September 30, 2023

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at June 30, 2023	697,685,365	$ 6,976	$ 1,050,483	$ (2,437)	$ (935,423)	$ 119,599
Issuance of common stock under stock purchase plans and exercise of stock options	165,943	2	227	—	—	229
Stock-based compensation	—	—	705	—	—	705
Net changes related to short-term investments	—	—	—	6	—	6
Foreign currency translation adjustment	—	—	—	108	—	108
Net loss	—	—	—	—	(21,268)	(21,268)
Balance at September 30, 2023	697,851,308	$ 6,978	$ 1,051,415	$ (2,323)	$ (956,691)	$ 99,379

Nine Months Ended September 30, 2023

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2022	211,091,425	$ 2,110	$ 504,767	$ (1,893)	$ (378,330)	$ 126,654
Rights offering of common stock, net of offering costs of $619	476,190,471	4,762	494,619	—	—	499,381
Issuance of common stock under stock purchase plans and exercise of stock options	569,412	6	874	—	—	880
Issuance of common stock in lieu of cash for Akeso upfront payment	10,000,000	100	45,800	—	—	45,900
Stock-based compensation	—	—	5,355	—	—	5,355
Net changes related to short-term investments	—	—	—	9	—	9
Reclassification of cumulative translation gain (Note 8)	—	—	—	(419)	—	(419)
Foreign currency translation adjustment	—	—	—	(20)	—	(20)
Net loss	—	—	—	—	(578,361)	(578,361)
Balance at September 30, 2023	697,851,308	$ 6,978	$ 1,051,415	$ (2,323)	$ (956,691)	$ 99,379

Three Months Ended September 30, 2022

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at June 30, 2022	98,122,356	$ 981	$ 391,220	$ (3,168)	$ (337,716)	$ 51,317
Rights offering of common stock, net of offering costs of $111	103,092,783	1,031	98,858			99,889
Issuance of common stock under stock purchase plans and exercise of stock options	106,036	1	107			108
Stock-based compensation	—	—	2,798	—	—	2,798
Imputed interest on promissory note payable to a related party			570			570
Foreign currency translation adjustment	—	—	—	(49)	—	(49)
Net loss	—	—	—	—	(21,385)	(21,385)
Balance at September 30, 2022	201,321,175	$ 2,013	$ 493,553	$ (3,217)	$ (359,101)	$ 133,248

Nine Months Ended September 30, 2022

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2021	98,039,540	$ 980	$ 384,049	$ (2,197)	$ (299,548)	$ 83,284
Rights offering of common stock, net of offering costs of $111	103,092,783	1,031	98,858			99,889
Issuance of common stock under stock purchase plans and exercise of stock options	188,852	2	293	—	—	295
Stock-based compensation	—	—	9,290	—	—	9,290
Imputed interest on promissory note payable to a related party	—	—	1,063	—	—	1,063
Foreign currency translation adjustment	—	—	—	(1,020)	—	(1,020)
Net loss	—	—	—	—	(59,553)	(59,553)
Balance at September 30, 2022	201,321,175	$ 2,013	$ 493,553	$ (3,217)	$ (359,101)	$ 133,248

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

Summit Therapeutics Inc.
Condensed Consolidated Statements of Cash Flows
(in thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2023	**2022**
Cash flows used in operating activities:		
Net loss	$ (578,361)	$ (59,553)
Adjustments to reconcile net loss to net cash used in operating activities:		
Non-cash interest expense	6,171	853
Amortization of discount on short-term investments	(1,716)	—
Unrealized foreign exchange loss (gain)	(370)	4,271
Reclassification of currency translation gain	(419)	—
Impairment of fixed assets	474	—
Amortization of operating right-of-use assets	1,277	960
Depreciation	168	261
Amortization of intangible assets	—	697
Gain on disposal of assets	(111)	—
Stock-based compensation	5,355	9,290
In-process research and development expense	520,915	—
Change in operating assets and liabilities:		
Accounts receivable	359	2,387
Prepaid expenses	(3,554)	5,006
Other current and long-term assets	(3,378)	558
Research and development tax credit receivable	4,346	(3,675)
Deferred revenue and other income	—	(7,554)
Accounts payable	2,935	(1,763)
Accrued liabilities	(7,728)	4,817
Accrued compensation	(2,145)	(2,437)
Operating lease liabilities	(1,519)	(891)
Net cash used in operating activities	(57,301)	(46,773)
Cash flows used in investing activities:		
Purchases of property and equipment	(126)	(634)
Proceeds from sale of property. plant and equipment	226	—
Purchase of short-term investments	(321,023)	—
Maturities and sales of short-term investments	147,596	—
Payments to Akeso for upfront milestone payments and associated direct transaction costs	(475,015)	—
Net cash used in investing activities	(648,342)	(634)
Cash flows provided by financing activities:		
Proceeds from the issuance of common stock for rights offering	104,686	100,000
Transaction costs related to the issuance of common stock for rights offering	(619)	(111)
Proceeds from related party promissory notes	—	25,000
Repayment of related party promissory notes	(24,686)	(25,000)
Proceeds received related to employee stock awards	880	295
Net cash provided by financing activities	80,261	100,184
Effect of exchange rate changes on cash	567	(2,597)
(Decrease) increase in cash and cash equivalents	(624,815)	50,180
Cash at beginning of the period	648,607	71,791
Cash and cash equivalents at end of the period	$ 23,792	$ 121,971
Supplemental Disclosure of Cash Flow Information:		
Cash paid for interest on related party promissory notes	$ 7,711	$ 434
Cash paid for income taxes	$ 52	$ —
Supplemental Disclosure of Non-Cash Investing and Financing Activities:		
Consideration for the issuance of common stock for rights offering used to satisfy a portion of a related party promissory note (Note 14)	$ 395,314	$ —
Issuance of common stock pursuant to the Akeso License Agreement (Note 8)	$ 45,900	$ —
Lease assets obtained in exchange for operating lease liabilities	$ 4,245	$ 2,756

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

1. Nature of Business and Operations and Recent Events

Nature of Business and Operations

Summit Therapeutics Inc. ("we", "Summit" or the "Company") is a biopharmaceutical company focused on the discovery, development, and commercialization of patient-, physician-, caregiver- and societal-friendly medicinal therapies intended to improve quality of life, increase potential duration of life, and resolve serious unmet medical needs. The Company's pipeline of product candidates is designed with the goal to become the patient-friendly, new-era standard-of-care medicines, in the therapeutic area of oncology.

The Company recently in-licensed from Akeso, Inc. ("Akeso") its breakthrough bispecific antibody, ivonescimab. Ivonescimab, known as AK112 in China and Australia, and also as SMT112 in the United States, Canada, Europe, and Japan, is a novel, potential first-in-class bispecific antibody intending to combine the benefits of immunotherapy via a blockade of PD-1 with the anti-angiogenesis benefits of an anti-VEGF into a single molecule. Ivonescimab was engineered to bring two well-established oncology targeted mechanisms together. Through the License Agreement (as defined below), Summit obtained the rights to develop and commercialize SMT112 in the United States, Canada, Europe, and Japan (the "Licensed Territory").

The entry into the License Agreement represents a significant change in the Company’s strategy. All business activities related to anti-infectives are being reviewed for partnership opportunities for potential further development. The Company's future operations will be focused on the development of ivonescimab and other future activities, as the Company determines.

The Company has begun its development for ivonescimab in non-small cell lung cancer ("NSCLC"), specifically launching Phase III clinical trials in the following indications:

a) ivonescimab combined with chemotherapy in patients with epidermal growth factor receptor ("EGFR")-mutated, locally advanced or metastatic non-squamous NSCLC who have progressed after treatment with a third-generation EGFR tyrosine kinase inhibitor ("TKI") (“HARMONi”); and

b) ivonescimab combined with chemotherapy in first-line metastatic squamous NSCLC patients (“HARMONi-3”)

The Company has been treating patients in the HARMONi clinical trial and has recently commenced enrollment in its second Phase III HARMONi-3 clinical trial.

Recent Events

On December 5, 2022, the Company entered into a Collaboration and License Agreement (the “License Agreement”) with Akeso, Inc. and its affiliates (“Akeso”) pursuant to which the Company is in-licensing breakthrough bispecific antibody, ivonescimab. Ivonescimab, is a novel, potential first-in-class bispecific antibody intending to combine the effects of immunotherapy via a blockade of PD-1 with the anti-angiogenesis effects of an anti-VEGF compound into a single molecule. Through the License Agreement, the Company obtained the rights to develop and commercialize ivonescimab in the United States, Canada, Europe, and Japan (the “Licensed Territory”). The License Agreement and transaction closed in January 2023 following customary waiting periods. See Note 8 for further information.

On December 6, 2022, the Company announced a rights offering for its existing shareholders to participate in the purchase of additional shares of its common stock (the "2023 Rights Offering"). The 2023 Rights Offering commenced on February 7, 2023 and the associated subscription rights expired on March 1, 2023. Aggregate gross proceeds from the Rights Offering were $500,000 from the sale of 476,190,471 shares of the Company's common stock at a price of $1.05 per share, net of issuance costs of $619.

On December 6, 2022, the Company entered into a Note Purchase Agreement (the "Note Purchase Agreement", further defined in Note 14), with its Co-CEOs, Mr. Robert W. Duggan and Dr. Mahkam Zanganeh, pursuant to which the Company agreed to sell to each of Mr. Duggan and Dr. Zanganeh unsecured promissory notes in the aggregate amount of $520,000.

On January 19, 2023, the Company filed Amendment No. 2 to the Restated Certificate of Incorporation (the “Amendment No. 2”) with the Secretary of State of the State of Delaware to increase the number of authorized shares of its common stock by 650,000,000 (from 350,000,000 to 1,000,000,000), which became effective on such date.

On February 15, 2023, the $20,000 Zanganeh Note, as defined in Note 14, matured and the Company repaid the outstanding principal balance. In connection with the closing of the 2023 Rights Offering, the $400,000 Duggan Promissory Note, as defined in Note 14, matured and became due, and the Company satisfied all principal and accrued interest thereunder using a combination of a portion of the cash proceeds from the 2023 Rights Offering and the extinguishment of a portion of the amount due equal to the subscription price for shares subscribed by Mr. Duggan in the 2023 Rights Offering.

On March 17, 2023, the Company filed a registration statement on Form S-3 to register for resale the following shares of the Company's common stock at $0.01 par value: (i) 10,000,000 shares of Common Stock issued on January 17, 2023 in connection with the License Agreement with Akeso pursuant to which the Company issued Akeso such shares; and (ii) the 9,346,434 and 373,857 shares of Common Stock issued in December 2022 to the Company's Co-CEOs, Mr. Duggan and Dr. Mahkam Zanganeh, respectively, as payment of prepaid interest in connection with the Note Purchase Agreement dated December 6, 2022 between Mr. Duggan, Dr. Mahkam Zanganeh and the Company. On April 27, 2023, the SEC issued the Company a Notice of Effectiveness for the registration statement on Form S-3 filed with the SEC.

On October 12, 2023, the Company held a Special Meeting of Stockholders (the "October Special Meeting") whereby an amendment to the Summit Therapeutics Inc. 2020 Stock Incentive Plan (the "Plan") to increase the number of shares of the Company's common stock issuable under the Plan by 70,000,000 shares was approved by a vote of the Company's stockholders at the Special Meeting and subsequently ratified by the Board of Directors.

On October 16, 2023, the Company announced the appointment of Mr. Manmeet Soni as its Chief Operating Officer, effective immediately. Mr. Soni has been a part of the Company's Board of Directors since 2019. He will remain a member of the Board of Directors. In conjunction with his appointment, Mr. Soni entered into a share purchase agreement with the Company to purchase $5,000 of its common stock via a private placement. The transaction was effective October 13, 2023 with a closing price of $1.68, resulting in the purchase of 2,976,190 shares of the Company's common stock.

2. Basis of Presentation, Use of Estimates, and Risks and Uncertainties

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission. Accordingly, certain information and disclosures required by U.S. GAAP for complete consolidated financial statements are not included herein. All intercompany accounts and transactions have been eliminated in consolidation. The interim financial data as of September 30, 2023 and for the three and nine months ended September 30, 2023 are unaudited; however, in the opinion of management, the interim data includes all adjustments, consisting of normal recurring adjustments, necessary for a fair statement of the results for the interim periods. The condensed consolidated balance sheet presented as of December 31, 2022 has been derived from the consolidated audited financial statement as of that date. The results of the period are not necessarily indicative of full year results or any other interim period. These unaudited interim condensed consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto of the Company which are included in the Summit Annual Report on Form 10-K for the year ended December 31, 2022 filed with the Securities and Exchange Commission on March 9, 2023. The financial results of the Company's activities are reported in United States Dollars.

Our accounting policies are consistent with the Notes to Consolidated Financial Statements in our 2022 Form 10-K, except as updated below:

Cash equivalents

During the nine months ended September 30, 2023, cash consisted of non-interest-bearing deposits denominated in the U.S. dollar and British pound, and the Company invested cash in money market funds and U.S. treasury securities. All highly liquid investments with a maturity date of 90 days or less at the date of purchase are considered to be cash equivalents. The appropriate classification of investments in securities as to whether it is classified as a cash equivalent is determined by the Company at the time of purchase.

Marketable securities

Marketable securities consist of investments with original maturities greater than ninety days from the date of acquisition. The Company classifies investments with maturities of greater than 90 days as short-term, based on the liquid nature of the securities and because such marketable securities represent the investment of cash that is available for current operations. The Company considers its investment portfolio of investments as available-for-sale. Accordingly, these investments are recorded at fair value, which is based on quoted market prices or other observable inputs. Unrealized gains and losses are recorded as a component of other comprehensive income (loss). Realized gains and losses are determined on a specific identification basis and are included in other (expense) income. Amortization and accretion of discounts and premiums is also recorded in other (expense) income.

When the fair value is below the amortized cost of the asset, an estimate of expected credit losses is made, this estimate is limited to the amount by which fair value is less than amortized cost. The credit-related impairment amount is recognized in the condensed consolidated statements of operations and comprehensive loss and the remaining impairment amount and unrealized gains are reported as a component of accumulated other comprehensive income (loss) in shareholders' equity. Credit losses are recognized through the use of an allowance for credit losses account and subsequent improvements in expected credit losses are recognized as a reversal of the allowance account. If the Company has the intent to sell the security or it is more likely than not that the Company will be required to sell the security prior to recovery of its amortized cost basis the allowance for credit loss is written off and the excess of the amortized cost basis of the asset over its fair value is recorded in the condensed consolidated statements of operations and comprehensive loss.

Use of Estimates

The preparation of these unaudited condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the unaudited condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments, including those related to revenue recognition, accrued research and development expenses, stock-based compensation, intangible assets, goodwill, other long-lived assets and income taxes. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Risks and Uncertainties

While the impact of COVID-19 decreased during the Company's fiscal 2022 year and the first, second and third quarters of its fiscal 2023 year, outbreaks of COVID-19 or its variants, either locally, nationally or globally, as well as related supply chain issues, could adversely impact the Company's business.

3. Recently Issued or Adopted Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments", which has subsequently been amended by ASU 2019-04 and ASU 2019-10 (collectively "ASU 2016-03"). ASU 2016-13 amends the guidance on the impairment of financial instruments. This update adds an impairment model (known as the current expected credit losses model) that is based on expected losses rather than incurred losses. Under the new guidance, an entity recognizes, as an allowance, its estimate of expected credit losses. The Company adopted this standard on January 1, 2023, and it did not have a material impact on the condensed consolidated financial statements or related disclosures.

In May 2021, the FASB issued ASU No. 2021-04, "Earnings Per Share (Topic 260), Debt - Modifications and Extinguishments (Subtopic 470-50), Compensation - Stock Compensation (Topic 718), and Derivatives and Hedging Contracts in Entity's Own Equity (Subtopic 815-40) - Issuer's Accounting for Certain Modifications or Exchanges of Freestanding Equity-Classified Written Call Options". This ASU provides clarification and reduces diversity in an issuer's accounting for modifications or exchanges of freestanding equity-classified written call options (such as warrants) that remain equity classified after modification or exchange. This ASU is effective for annual periods, and interim periods within those fiscal years, beginning after December 15, 2021. The Company will apply this ASU on a prospective basis for any modifications or exchanges once this ASU is effective and at that time, will be able to determine the potential impact on its

financial position, results of operations or cash flows. There have been no modifications or exchanges relating to this ASU during 2023 or 2022.

Other recent authoritative guidance issued by the FASB (including technical corrections to the FASB ASC), the American Institute of Certified Public Accountants, and the SEC did not or are not expected to have a material impact on the Company's condensed consolidated financial statements.

4. Liquidity and Capital Resources

During the three and nine months ended September 30, 2023, the Company incurred a net loss of $21,268 and $578,361, and cash flows used in operating activities for the nine months ended September 30, 2023 was $57,301. As of September 30, 2023, the Company had an accumulated deficit of $956,691, cash and cash equivalents of $23,792, short-term investments in U.S. treasury securities of $175,153 and current and long-term U.K. research and development tax credits receivable of $1,559. The Company expects to continue to generate operating losses for the foreseeable future.

The Company has evaluated whether its cash, cash equivalents and U.K. research and development tax credits provide sufficient cash to fund its operating cash needs for the next twelve months from the date of issuance of these quarterly financials. The Company is investing in the clinical development of ivonescimab, including its ongoing clinical trials. In addition, the Company has a $100 million promissory note payable to a related party (refer to Note 14 for further details) that matures on September 6, 2024. In order to repay this promissory note, the Company intends to raise additional capital. As of the date of issuance of these condensed consolidated financial statements, additional capital has not yet been secured. These conditions raise substantial doubt about the Company’s ability to continue as a going concern for at least one year from the date these condensed consolidated financial statements are issued.

Until the Company can generate substantial revenue and achieve profitability, the Company will need to raise additional capital to fund its ongoing operations and capital needs. The Company continues to evaluate options to further finance its operating cash needs for its product candidates through a combination of some, or all, of the following: equity and debt offerings, collaborations, strategic alliances, grants and clinical trial support from government entities, philanthropic, non-government and not-for-profit organizations, and marketing, distribution or licensing arrangements. There is no assurance, however, that additional financing will be available when needed or that management of the Company will be able to obtain financing on terms acceptable to the Company. If the Company is unable to obtain funding when required in the future, the Company could be required to delay, reduce, or eliminate research and development programs, product portfolio expansion, or future commercialization efforts, which could adversely affect its business prospects.

The accompanying condensed consolidated financial statements are prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of the business. The condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classifications of liabilities that might result from the outcome of this uncertainty.

5. Segment Reporting

The Company's chief operating decision makers (the "CODM function"), which are the Company's Co-CEOs, Mr. Duggan and Dr. Zanganeh, utilize consolidated financial information to make decisions about allocating resources and assessing performance for the entire Company. The CODM function approves of key operating and strategic decisions, including key decisions in clinical development and clinical operating activities, entering into significant contracts, such as revenue contracts and collaboration agreements and approves the Company's consolidated operating budget. The CODM function views the Company's operations and manages its business as a single reportable operating segment. The Company's single operating segment covers the Company’s research and development activities, primarily comprising of oncology product research activities (including ivonescimab). As the Company operates in one operating segment, all required financial segment information can be found in these condensed consolidated financial statements.

(in thousands, except share and per share data)

The Company operates in two geographic regions: the U.K. and the U.S. The following table summarizes the Company's long-lived assets, which include the Company's property and equipment, net and right-of-use assets by geography:

	September 30, 2023	December 31, 2022
United Kingdom	$ 832	$ 2,517
United States	5,800	2,564
	$ 6,632	$ 5,081

For details of revenue from external customers by geography refer to Note 6.

6. Revenue

The following table summarizes revenue by category:

	Three Months Ended September 30,		Nine Months Ended September 30,	
Revenue by category:	**2023**	**2022**	**2023**	**2022**
Licensing agreements	$ —	$ 220	$ —	$ 705

Revenue recognized for the three and nine months ended September 30, 2022 consists only of amounts received from the Company's license and commercialization agreement with Eurofarma Laboratórios S.A. No revenue has been recognized in the fiscal year 2023.

The following table summarizes revenue by geography:

	Three Months Ended September 30,		Nine Months Ended September 30,	
Revenue by geography:	**2023**	**2022**	**2023**	**2022**
Latin America	$ —	$ 220	$ —	$ 705

The analysis of revenue by geography has been identified on the basis of the customer’s geographical location.

The following table summarizes the deferred revenue relating to the Company's license and commercialization agreement with Eurofarma Laboratórios S.A. and deferred other income relating to BARDA (as defined in Note 7):

	2023	2022
Beginning deferred revenue and other income, January 1 [(1)]	$ —	$ 7,939
Additions	—	956
Amount of deferred revenue and other income recognized in the statement of operations	—	(8,479)
Foreign currency adjustments	—	(416)
Ending deferred revenue and other income, September 30 [(2)]	$ —	$ —

[(1)] Beginning deferred revenue and other income as of January 1, 2023 and 2022 included $0 of current and $0 of long-term deferred revenue and other income, and $7,939 of current and $0 of long-term deferred revenue and other income, respectively.
[(2)] Ending deferred revenue and other income as of September 30, 2023 and 2022 included $0 of current and $0 of long-term deferred revenue and other income, and $0 of current and $0 of long-term deferred revenue and other income, respectively.

Refer to Note 7 below for further details regarding other income recognized under the BARDA contract.

(in thousands, except share and per share data)

7. Other Operating Income, net

The following table sets forth the components of other operating income by category:

	Three Months Ended September 30,		Nine Months Ended September 30,	
Other operating (expense) income, net by category:	**2023**	**2022**	**2023**	**2022**
Funding income from BARDA (as defined below)	$ —	$ 3,889	$ —	$ 7,774
Research and development tax credits	265	1,224	768	3,730
Grant income from CARB-X (as defined below)	—	349	45	1,779
Other income	—	—	9	—
	$ 265	$ 5,462	$ 822	$ 13,283

BARDA (as defined below)

In September 2017, the Company was awarded a funding contract from the Biomedical Advanced Research and Development Authority ("BARDA"), part of the Office of the Assistant Secretary for Preparedness and Response at the United States Department of Health and Human Services, in support of the Company's Ri-CoDIFy clinical trials and clinical development of ridinilazole. The awarded contract was originally worth up to $62,000. In June 2019 and again in January 2020, BARDA increased the value of the contract such that it was worth up to $72,500 and brought the total amount of committed funding to $62,400.

The contract ran through April 2022 and was extended through December 2022 as a no cost contract, solely to close out open activities. As of December 31, 2022, based on translation of historical foreign currency amounts in the period of recognition, the Company had recognized $59,203 of cumulative income since contract inception. As a result of the Company's decision on September 28, 2022 to not pursue further internal clinical development of ridinilazole and seek partners or a divestiture related to ridinilazole as a path forward for the clinical development of the asset, the Company recorded expenses for the remaining clinical trial costs associated with the close out activities of ridinilazole and recognized the remainder of the deferred income that had been received from BARDA prior to the expenses being recognized during the third quarter of 2022.

Research and development tax credits

Income from tax credits, consist of R&D tax credits received in the U.K. The Company benefits from the Small and Medium Enterprise Program ("SME Program") U.K. research and development tax credit cash rebate regime. Qualifying expenditures largely comprise of employment costs for research staff, consumables, a proportion of relevant, permitted sub-contract costs and certain internal overhead costs incurred as part of research projects for which the Company does not receive income. Tax credits related to the SME Program are recorded as other operating income in the consolidated statements of operations and other comprehensive loss. Under this scheme, the Company receives cash payments that are not dependent on the Company’s pre-tax net income levels.

Based on criteria established by His Majesty’s Revenue and Customs ("HMRC"), a portion of expenditures being carried out in relation to the Company's pipeline research and development, clinical trials management and third-party manufacturing development activities are eligible for the SME regime and the Company expects such elements of research and development expenditure incurred in its UK entities will also continue to be eligible for the SME regime for future periods.

As of September 30, 2023, the current and non-current research and development tax credit receivable was $812 and $747, respectively. As of December 31, 2022, the current and non-current research and development tax credit receivable was $5,766 and $0, respectively.

CARB-X (as defined below)

In May 2021, the Company announced the selection of a new preclinical candidate, SMT-738, from the DDS-04 series for development in the fight against multi-drug resistant infections, specifically Carbapenem-resistant Enterobacteriaceae ("CRE") infections. Simultaneously, the Company announced it had received an award from the Trustees of Boston University under the Combating Antibiotic Resistant Bacteria Biopharmaceutical Accelerator program ("CARB-X") to progress this candidate through preclinical development and Phase Ia clinical trials. The award commits initial funding of up to $4,100, with the possibility of up to another $3,700 based on the achievement of future milestones. As of September 30, 2023, based on translation of historical foreign currency amounts in the period, the Company has recognized $2,920 of cumulative income since contract inception. During the quarter ended September 30, 2022, CARB-X announced changes to its funding arrangements and terms and conditions, and as a result, the current arrangement concluded as of June 30, 2022.

8. Akeso Collaboration and License Agreement

On December 5, 2022, the Company entered into a Collaboration and License Agreement (the “License Agreement”) with Akeso, Inc. and its affiliates (“Akeso”) pursuant to which the Company is in-licensing its breakthrough bispecific antibody, ivonescimab. The License Agreement and transaction closed in January 2023 following customary waiting periods.

Ivonescimab, known as AK112 in China and Australia, and also as SMT112 in the United States, Canada, Europe, and Japan, is a novel, potential first-in-class bispecific antibody intending to combine the benefits of immunotherapy via a blockade of PD-1 with the anti-angiogenesis benefits of an anti-VEGF into a single molecule. Ivonescimab was engineered to bring two well established oncology targeted mechanisms together. Ivonescimab is currently in clinical development and, pursuant to the terms of the License Agreement, Summit will design and conduct the clinical trial activities to support regulatory filings in the Licensed Territory that Summit will submit. Pursuant to the terms of the License Agreement, Summit will have final decision making authority with respect to commercial strategy, pricing and reimbursement and other commercialization matters in the Licensed Territory. In connection with the License Agreement, the Company has also entered into a Supply Agreement with Akeso, pursuant to which Summit agrees to purchase a certain portion of drug substance for clinical and commercial supply. Summit is not assuming any liabilities (including contingent liabilities), acquiring any physical assets or trade names, or hiring or acquiring any employees from Akeso in connection with the License Agreement. Through the License Agreement, the Company obtained the rights to develop and commercialize SMT112 in the United States, Canada, Europe, and Japan (the “Licensed Territory”).

In exchange for the rights obtained, an upfront payment of $500,000 was made to Akeso, of which $274,900 was paid in cash and, pursuant to the License Agreement and Issuance Agreement, Akeso elected to receive 10 million shares of our common stock in lieu of $25,100 cash. The remaining $200,000 amount of the upfront payment was paid on March 6, 2023.

The Company has accounted for the License Agreement to acquire the rights to develop and commercialize SMT112 as the acquisition of an asset. All of the consideration relates to SMT112 and technological feasibility of the asset has not yet been established since SMT112 is in clinical development. As such, the Company has expensed the consideration as in-process research and development upon closing of the transaction in the condensed consolidated statement of comprehensive loss. In-process research and development expense for the nine months ended September 30, 2023 was $520,915, which is comprised of the $474,900 paid in cash, the fair value of the 10 million shares of common stock on the date of closing the transaction of $45,900, and $115 of direct transactions costs incurred.

In addition to the payments already made to Akeso, under the License Agreement, there are additional potential milestone payments of up to $4,500,000, as Akeso will be eligible to receive regulatory milestones of up to $1,050,000 and commercial milestones of up to $3,450,000. In addition, Akeso will be eligible to receive low double-digit royalties on net sales.

(in thousands, except share and per share data)

9. Other (Expense) Income, net

The following table sets forth the components of other (expense) income:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Foreign currency gains (losses)	$ (475)	$ (3,799)	$ 344	$ (6,281)
Interest expense on promissory notes payable to related parties	(2,722)	(692)	(13,564)	(1,497)
Interest income	2,485	—	8,028	—
Reclassification of cumulative currency translation gain[(1)]	—	—	419	—
Other expense	(64)	46	(148)	15
	$ (776)	$ (4,445)	$ (4,921)	$ (7,763)

For the three months ended September 30, 2023, other income, net primarily consisted of loan interest expense incurred related to the $100,000 promissory note and unfavorable changes in foreign currency, and for the nine months ended September 30, 2023, other expense, net primarily consisted of loan interest expense incurred related to the $520,000 promissory notes, as described in Note 14, and favorable changes in foreign currency. These amounts are partially offset in both the three and nine months ended September 30, 2023 by interest income related to the Company's money market funds and the Company's short-term investments in U.S. treasury securities.

[(1)] Effective January 17, 2023, the Company dissolved the following dormant entities; Summit (Cambridge) Limited, Summit (Wales) Limited, Summit Corporation Employee Benefit Trust Company Limited, Summit Corporation Limited, Summit Discovery 1 Limited and Summit Infectious Diseases Limited. As a result, the Company reclassified $419 of cumulative foreign currency translation adjustments from accumulated other comprehensive loss relating to these entities.

10. Loss per Share

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net loss	$ (21,268)	$ (21,385)	$ (578,361)	$ (59,553)
Basic weighted average number of shares of common stock outstanding	697,739,477	208,909,351	592,366,880	161,846,345
Diluted weighted average number of shares of common stock outstanding	697,739,477	208,909,351	592,366,880	161,846,345
Basic net loss per share	$ (0.03)	$ (0.10)	$ (0.98)	$ (0.37)
Diluted net loss per share	$ (0.03)	$ (0.10)	$ (0.98)	$ (0.37)

Basic net loss per share is computed by dividing the net loss by the weighted-average number of common shares outstanding for the period. Diluted net loss per share is computed by dividing the diluted net loss by the weighted-average number of common shares outstanding for the period, including potentially dilutive common shares. Since the Company was in a loss position for all periods presented, basic net loss per share is the same as diluted net loss per share for all periods, as the inclusion of all potential common share equivalents outstanding would have been anti-dilutive. The 2023 Rights Offering exercise price of $1.05 per share was less than the closing price of $1.82 per share on March 1, 2023, the expiration of the 2023 Rights Offering. As such, the Company has retroactively adjusted earnings per share and weighted average number of shares outstanding for the bonus elements for all periods presented.

(in thousands, except share and per share data)

The following potentially dilutive securities were excluded from the computation of the diluted net loss per share of common stock for the periods presented because their effect would have been anti-dilutive:

	September 30,	
	2023	**2022**
Options to purchase common stock	20,548,267	19,318,301
Warrants	5,821,137	5,821,137
Shares expected to be purchased under employee stock purchase plan	247,357	248,375
	26,616,761	25,387,813

11. Fair Value Measurements and Investments

In accordance with the provisions of fair value accounting, a fair value measurement assumes that the transaction to sell an asset or transfer a liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability and defines fair value based upon an exit price model.

The fair value measurement guidance establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The guidance describes three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the Company categorizes such assets and liabilities based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

(in thousands, except share and per share data)

The following tables sets forth the Company's fair value hierarchy for its assets and liabilities that are measured at fair value on a recurring basis as of September 30, 2023 and December 31, 2022:

	Fair Value Measurements as of September 30, 2023 using:			
	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	$ 4,711	$ —	$ —	$ 4,711
Short-term investments:				
U.S. Government treasury bills	$ —	$ 175,153	$ —	$ 175,153
Total financial assets	$ 4,711	$ 175,153	$ —	$ 179,864

	Fair Value Measurements as of December 31, 2022 using:			
	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	$ 60,783	$ —	$ —	$ 60,783
U.S. Government treasury bills	$ —	$ 225,730	$ —	$ 225,730
Total financial assets	$ 60,783	$ 225,730	$ —	$ 286,513

The tables above do not include cash at September 30, 2023 and December 31, 2022 of $19,081 and $62,094, respectively.

The Company believes that the carrying amounts of prepaid expenses, other current assets, accounts payable, and accrued expenses approximates their fair values due to the short-term nature of those instruments. The carrying value of the Company's promissory note approximates its fair value due to the recent issuance of the notes in December 2022 and the current interest rate of the note outstanding when compared to market interest rates (which represents a Level 2 measurement). Refer to Note 14 for further details.

The following table summarizes the Company's investments as of September 30, 2023:

	September 30, 2023				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Credit Loss	Fair Value
Assets					
U.S. Government treasury bills	$ 175,144	$ 9	$ —	$ —	$ 175,153
Total	$ 175,144	$ 9	$ —	$ —	$ 175,153

The following table summarizes the Company's investments by contractual maturity as of September 30, 2023:

	September 30, 2023	
	Amortized Cost	Fair Value
Due within one year	$ 175,144	$ 175,153
Total	$ 175,144	$ 175,153

The Company did not have investments as of December 31, 2022.

(in thousands, except share and per share data)

12. Goodwill and Intangible Assets

As of September 30, 2023 and December 31, 2022, goodwill was $1,814 and $1,798, respectively. Changes in goodwill during the three and nine months ended September 30, 2023 and 2022, respectively, are the result of foreign currency movements only. As of September 30, 2023, there have been no cumulative goodwill impairments recognized.

Components of the Company's acquired intangible assets are comprised of the following:

	September 30, 2023			December 31, 2022		
	Gross carrying amount	Accumulated amortization and impairment	Net	Gross carrying amount	Accumulated amortization and impairment	Net
Discuva platform acquired	$ 13,019	$ (13,019)	$ —	$ 12,900	$ (12,900)	$ —
Utrophin program acquired	—	—	—	4,015	(4,015)	—
Option over non-financial asset	824	(824)	—	816	(816)	—
Other licenses	134	(134)	—	133	(133)	—
	$ 13,977	$ (13,977)	$ —	$ 17,864	$ (17,864)	$ —

For the three and nine months ended September 30, 2023, amortization expense was $0, respectively. For the three and nine months ended September 30, 2022, amortization expense was $217 and $697, respectively. Changes in the gross carrying amount are the result of foreign currency movements.

During the nine months ended September 30, 2023, the Company dissolved the wholly-owned subsidiary, Muox Limited, a dormant entity. The Utrophin program intangible assets, which arose from the Muox Limited acquisition, were fully impaired and have now been removed from the Company's accounting records.

13. Leases

The Company has operating leases for real estate. The Company does not have any finance leases.

During the nine months ended September 30, 2023, the Company recorded $4,245 of additional right-of-use assets related to a new lease for office space that commenced during the period in its Menlo Park, California location. The Company will make total lease payments of $4,701 over the 36 month term of the new lease, which expires in May 2026. In addition, during the nine months ended September 30, 2023, the Company terminated the Company's Cambridge, U.K. laboratory and office space lease as a result of the Company re-prioritizing its investments and financial resources towards the development of ivonescimab. This resulted in disposing the carrying value of the right-of use asset of $788, and there were no penalties charged for early termination of this lease. The Company recorded $2,756 of new right-of-use assets during the nine month periods ended September 30, 2022 related to its Menlo Park, California location. The carrying value of the right-of-use assets as of September 30, 2023 and December 31, 2022 was $6,403 and $4,175, respectively.

Lease Cost:	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Fixed lease costs	$ 678	$ 444	$ 1,535	$ 1,033
Variable lease costs	2	53	71	91
Total lease cost	$ 680	$ 497	$ 1,606	$ 1,124

Short-term lease costs for each of the three and nine month periods ended September 30, 2023 and 2022 were immaterial.

(in thousands, except share and per share data)

Other information:	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Operating cash flows used for operating leases	$ 1,519	$ 891
Weighted average remaining lease term (years)	2.6	3.6
Weighted average discount rate	6.5 %	5.7 %

14. Promissory Notes Payable to Related Parties

Non-current and current debt consisted of the following:

	Current notes		Non-current notes	
	September 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
Principal amounts	$ 100,000	$ 20,000	$ —	$ 500,000
Debt discount	—	(230)	—	(5,460)
Total promissory notes payable to related parties	$ 100,000	$ 19,770	$ —	$ 494,540

On December 6, 2022, the Company entered into a Note Purchase Agreement (the "Note Purchase Agreement"), with Mr. Duggan and Dr. Zanganeh, pursuant to which the Company agreed to sell to each of Mr. Duggan and Dr. Zanganeh unsecured promissory notes in the aggregate amount of $520,000. Pursuant to the Note Purchase Agreement, the Company issued to Mr. Duggan and Dr. Zanganeh unsecured promissory notes in the amount of $400,000 (the "Duggan February Note") and $20,000 (the "Zanganeh Note"), respectively, which would mature and become due on February 15, 2023 and an unsecured promissory note to Mr. Duggan in the amount of $100,000 (the “Duggan September Note” and together with the Duggan February Note and the Zanganeh Note, the “December 2022 Notes”), which would mature and become due on September 15, 2023. The maturity dates of the December 2022 Notes could be extended one or more times at the Company’s election, but in no event to a date later than September 6, 2024. In addition, if the Company shall consummate a public offering, then upon the later to occur of (i) five business days after the Company receives the net cash proceeds therefrom or (ii) May 15, 2023, the Duggan February Note and the Zanganeh Note shall be prepaid by an amount equal to the lesser of (a) 100% of the amount of the net proceeds of such offering and (b) the outstanding principal amount on such Notes.

On January 19, 2023, the Company provided notice to extend the term of the Duggan February Note and Duggan September Note to a maturity date of September 6, 2024. Furthermore, on January 19, 2023, the Company and Mr. Duggan rectified the Duggan February Note and Duggan September Note in order to correctly reflect the parties’ intent that the Company may only prepay (i) the Duggan February Note following the completion of a public rights offering to be conducted by Summit in the approximate amount of $500,000, or a similar capital raise, in an amount equal to the lesser of (x) the net proceeds of the Rights Offering or such capital raise or (y) the full amount outstanding of the Duggan February Note, and (ii) Duggan September Note following the completion of a capital raising transaction subsequent to the 2023 Rights Offering in an amount equal to the lesser of (i) the net proceeds of such capital raise or (ii) the full amount outstanding of the Duggan September Note. Following the issuance of the two new Promissory Notes (the “Duggan Promissory Notes”), the Duggan February Note and Duggan September Note were marked as “cancelled” on their face and replaced in their entirety by the Duggan Promissory Notes (together with the Zanganeh Note, the "Notes").

On February 15, 2023, the $20,000 Zanganeh Note matured and the Company repaid the outstanding principal balance. In connection with the closing of the 2023 Rights Offering, the $400,000 Duggan Promissory Note matured and became due, and the Company satisfied all principal and accrued interest thereunder using a combination of a portion of the cash proceeds from the 2023 Rights Offering and the extinguishment of a portion of the amount due equal to the subscription price for shares subscribed by Mr. Duggan in the 2023 Rights Offering.

(in thousands, except share and per share data)

The Notes accrued interest at an initial rate of 7.5%. All interest on the Notes was paid on the date of signing for the period through February 15, 2023. Such prepaid interest was paid in a number of shares of the Company's common stock, par value $0.01 ("Common Stock") equal to the dollar amount of such prepaid interest, divided by $0.7913 (the consolidated closing bid price immediately preceding the time the Company entered into the Note Purchase Agreement, plus $0.01), which was 9,720,291 shares. For all applicable periods following the February 15, 2023, interest shall accrue on the outstanding principal balance of the Notes at the US prime interest rate, as reported in the *Wall Street Journal,* plus 50 basis points, as adjusted monthly, for three months immediately following February 15, 2023, and thereafter at the US prime rate plus 300 basis points, as adjusted monthly. Such accrued interest shall be paid in cash, quarterly in arrears, on each of March 31, June 30, September 30 and December 31.

Debt issuance costs associated with the Notes were $44 and were capitalized as part of the carrying value of the promissory notes payable to related parties. During the three and nine months ended September 30, 2023, the Company incurred interest expense of $2,722 and $13,564 respectively. Interest expense incurred during the nine months ended September 30, 2023 included amortized imputed interest of $761. As of September 30, 2023 and as of December 31, 2022, there was no accrued interest payable included within accrued expenses in the condensed consolidated balance sheets. The $100,000 Duggan September Note is due September 6, 2024.

Imputed interest is calculated as the difference between the expected interest payable and the deemed market rate of interest and is recorded as a debt discount at inception of the note payable with a credit to additional paid-in capital for notes payable to related parties. The debt discount is amortized to interest expense using an effective interest rate method. The effective interest rate of the Duggan February Note and Zanganeh Note was 8.9% and the effective interest rate of the Duggan September Note is 11.2%.

As of September 30, 2023, the estimated future principal payments due were as follows:

	As of September 30, 2023
2023	$ —
2024	100,000
	$ 100,000

(in thousands, except share and per share data)

15. Stock-Based Compensation and Warrants

The Company currently grants stock options to employees and directors under the 2020 Stock Incentive Plan (the "2020 Plan") and formerly, the Company granted stock options under the 2016 Long Term Incentive Plan (the "2016 Plan"). The 2020 Plan is administered by the Compensation Committee of the Company's Board of Directors. The 2020 Plan is intended to attract and retain employees and directors and provide an incentive for these individuals to assist the Company to achieve long-range performance goals and to enable these individuals to participate in the long-term growth of the Company.

On October 12, 2023, the Company held a Special Meeting of Stockholders (the "October Special Meeting") whereby the following matter was submitted to a vote of the Company's stockholders at the Special Meeting and the Board of Directors resolved the following: an amendment to the Summit Therapeutics Inc. 2020 Stock Incentive Plan (the "Plan") to increase the number of shares of the Company's common stock issuable under the Plan by 70,000,000 shares.

The following table presents the stock option activity for both the 2016 Plan and the 2020 Plan as of September 30, 2023:

	Nine Months Ended September 30, 2023	Weighted average exercise price
Outstanding at December 31, 2022	19,476,359	$ 3.55
Granted	3,921,450	2.14
Forfeited	(2,672,305)	3.98
Exercised	(177,237)	2.26
Outstanding at September 30, 2023	20,548,267	$ 3.24
Exercisable at September 30, 2023	5,273,780	$ 5.14

The total intrinsic value of all outstanding and exercisable stock options at September 30, 2023 was $5,683 and $280, respectively. The aggregate intrinsic value of stock options is calculated as the difference between the exercise price of the stock options and the fair value of the Company’s common stock for those stock options that had exercise prices lower than the fair value of the Company’s common stock.

The total stock-based compensation expense included in the Company's condensed consolidated statements of operations and comprehensive loss was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Research and development	$ 149	$ 1,162	$ 1,962	$ 3,300
General and administrative	556	1,636	3,393	5,990
Total stock-based compensation expense	$ 705	$ 2,798	$ 5,355	$ 9,290

Warrants

The Company had outstanding and exercisable warrants of 5,821,137 with a weighted average exercise price of $1.56 as of September 30, 2023 and December 31, 2022.

16. Related Party Transactions

July 25, 2022 First Amendment to Sublease Agreement with Maky Zanganeh and Associates, Inc.

On July 25, 2022 the Company entered into a first amendment, dated July 19, 2022, to its initial sublease agreement with Maky Zanganeh and Associates, Inc. ("MZA") consisting of 4,500 square feet of office space at 2882 Sand Hill Road, Menlo Park, California entered into on March 26, 2021. The sublease term, which was set to expire on September 30, 2022, was extended for a period of thirty-nine months from October 1, 2022 through December 31, 2025. The rent payable under the terms of the sublease is equivalent to the proportionate share of the net payable by MZA to the third-party landlord, based on the square footage of office space sublet by the Company, and no mark-up has been applied. During the three and nine months ended September 30, 2023, payments of $189 and $567, were made pursuant to the first amendment to the Sublease Agreement. During the three and nine months ended September 30, 2022, payments of $179 and $537, were made pursuant to the initial Sublease Agreement.

July 29, 2022 Second Amendment to Sublease Agreement with Maky Zanganeh and Associates, Inc.

On July 29, 2022, the Company entered into a second amendment, dated August 1, 2022, to its existing sublease agreement with MZA, described above. The second amendment was effective as of August 1, 2022 and expires on December 31, 2025. The second amendment includes an additional 1,277 square feet (the "Expansion Premises") of office space at 2882 Sand Hill Road, Menlo Park, California. The rent payable under the terms of the sublease is equivalent to the proportionate share of the net payable by MZA to the third-party landlord, based on the square footage of office space sublet by the Company, and no mark-up has been applied. During the three and nine months ended September 30, 2023, payments of $55 and $163 respectively, were made pursuant to the second amendment to the Sublease Agreement.

March 10, 2022 Note Purchase Agreement

On March 10, 2022, the Company entered into a Note Purchase Agreement (the "March 2022 Note"), with Mr. Duggan, pursuant to which Mr. Duggan loaned the Company $25,000 in exchange for the issuance by the Company of an unsecured promissory note in the amount of $25,000. The March 2022 Note accrued interest at a rate per annum equal to the prime rate as reported in the *Wall Street Journal*, which was 3.25% as of the effective date and 4.75% as of June 30, 2022. The March 2022 Note, including accrued interest, became due upon the earlier of (i) the consummation of a registered public offering with net proceeds of no less than $25,000 or (ii) 18 months from the date of issuance of the March 2022 Note, and was repaid on August 10, 2022.

2022 Rights Offering ("2022 Rights Offering")

In August 2022, the Company announced the closing and final results of its previously announced rights offering. The 2022 Rights Offering commenced on July 18, 2022, and the associated subscription rights expired on August 8, 2022. Aggregate gross proceeds received from the rights offering were $100,000 from the sale of 103,092,783 shares of common stock. Mr. Duggan and Dr. Zanganeh fully subscribed to their respective basic subscription rights and oversubscribed, at a price of $0.97 per share. Issuance costs were $111. In connection with the closing of the 2022 Rights Offering, the March 2022 Note matured and became due, and the Company repaid all principal and accrued interest thereunder using a portion of the proceeds from the 2022 Rights Offering on August 10, 2022.

December 6, 2022 Note Purchase Agreement

On December 6, 2022, the Company entered into a Note Purchase Agreement (the "Note Purchase Agreement"), with Mr. Duggan and Dr. Zanganeh, pursuant to which the Company agreed to sell to each of Mr. Duggan and Dr. Zanganeh unsecured promissory notes in the aggregate amount of $520,000. Pursuant to the Note Purchase Agreement, the Company issued to Mr. Duggan and Dr. Zanganeh unsecured promissory notes in the amount of $400,000 (the "Duggan February Note") and $20,000 (the "Zanganeh Note"), respectively, which would mature and become due on February 15, 2023 and an unsecured promissory note to Mr. Duggan in the amount of $100,000 (the “Duggan September Note” and together with the Duggan February Note and the Zanganeh Note, the “December 2022 Notes”), which will mature and become due on September 15, 2023. The maturity dates of the December 2022 Notes could be extended one or more times at the Company’s election, but in no event to a date later than September 6, 2024. In addition, if the Company shall consummate a public offering, then upon the later to occur of (i) five business days after the Company receives the net cash proceeds therefrom or (ii) May 15, 2023, the Duggan February Note and the Zanganeh Note shall be prepaid by an amount equal to the lesser of (a) 100% of the amount of the net proceeds of such offering and (b) the outstanding principal amount on such notes.

On January 19, 2023, the Company provided notice to extend the term of the Duggan February Note and Duggan September Note to a maturity date of September 6, 2024. Furthermore, on January 19, 2023, the Company and Mr. Duggan rectified the Duggan February Note and Duggan September Note in order to correctly reflect the parties’ intent that the Company may only prepay (i) the Duggan February Note following the completion of a public rights offering to be conducted by Summit in the approximate amount of $500,000, or a similar capital raise, in an amount equal to the lesser of (x) the net proceeds of the 2023 Rights Offering or such capital raise or (y) the full amount outstanding of the Duggan February Note, and (ii) Duggan September Note following the completion of a capital raising transaction subsequent to the 2023 Rights Offering in an amount equal to the lesser of (i) the net proceeds of such capital raise or (ii) the full amount outstanding of the Duggan September Note. Following the issuance of the two new Promissory Notes, the Duggan Promissory Notes, the Duggan February Note and Duggan September Note were marked as “cancelled” on their face and replaced in their entirety by the Duggan Promissory Notes.

On February 15, 2023, the $20,000 Zanganeh Note, matured and the Company repaid the outstanding principal balance. In connection with the closing of the 2023 Rights Offering, the $400,000 Duggan Promissory Note, matured and became due, and the Company satisfied all principal and accrued interest thereunder using a combination of a portion of the cash proceeds from the 2023 Rights Offering and the extinguishment of a portion of the amount due equal to the subscription price for shares subscribed by Mr. Duggan in the 2023 Rights Offering (as defined above).

The Notes accrue interest at an initial rate of 7.5%. All interest on the Notes was paid on the date of signing for the period through February 15, 2023. Such prepaid interest was paid in a number of shares of the Company’s Common Stock equal to the dollar amount of such prepaid interest, divided by $0.7913 (the consolidated closing bid price immediately preceding the time the Company entered into the Note Purchase Agreement, plus $0.01), which was 9,720,291 shares. For all applicable periods following the February 15, 2023, interest shall accrue on the outstanding principal balance of the Notes at the United States prime interest rate, as reported in the *Wall Street Journal,* plus 50 basis points, as adjusted monthly, for three months immediately following February 15, 2023, and thereafter at the United States prime rate plus 300 basis points, as adjusted monthly. During the three and nine months ended September 30, 2023, the Company made payments for interest of $2,917 and $7,711, respectively.

Akeso License Agreement

Upon the closing of the License Agreement, the Board of Directors (the "Board") of the Company appointed Dr. Yu (Michelle) Xia to serve as a member of the Board pursuant to the terms of the License Agreement. Dr. Xia is the founder of Akeso, Inc., and has been the chairwoman, president and CEO of the Company since its inception in 2012. For details on the License Agreement, see Note 8. Furthermore, in connection with the License Agreement, the Company also entered into a Supply Agreement with Akeso, pursuant to which Summit agreed to purchase a certain portion of drug substance for clinical and commercial supply (the "Supply Agreement"). All transactions pursuant to the Supply Agreement, which occurred during 2023, were in the ordinary course of business.

2023 Rights Offering

On December 6, 2022, the Company announced a rights offering for its existing shareholders to participate in the purchase of additional shares of its Common Stock for $1.05 per share. The 2023 Rights Offering commenced on February 7, 2023 and the associated subscription rights expired on March 1, 2023. Aggregate gross proceeds from the 2023 Rights Offering were $500,000 from the sale of 476,190,471 shares of the Company's common stock and issuance costs were $619. Mr. Duggan and Dr. Zanganeh fully subscribed to their respective basic subscription rights at a price of $1.05 per share. To satisfy the $395,314 subscription price for the shares subscribed by Mr. Duggan in the 2023 Rights Offering, Mr. Duggan agreed with the Company to extinguish a portion of the amount due and payable to him by the Company at the closing of the 2023 Rights Offering pursuant to the $400,000 Duggan Promissory Note in an amount equal to the subscription price.

Registration of Shares

On March 17, 2023, the Company filed a registration statement on Form S-3 to register for resale the following shares of the Company's common stock at $0.01 par value: (i) 10,000,000 shares of Common Stock issued on January 17, 2023 in connection with the License Agreement with Akeso pursuant to which the Company issued Akeso such shares; and (ii) the 9,346,434 and 373,857 shares of Common Stock issued in December 2022 to the Company's Co-CEOs, Mr. Duggan and Dr. Zanganeh, respectively, as payment of prepaid interest in connection with the Note Purchase Agreement dated December 6, 2022 between Mr. Duggan, Dr. Zanganeh and the Company. On April 27, 2023, the SEC issued the Company a Notice of Effectiveness for the registration statement on Form S-3.

Private Placement

On October 16, 2023, the Company announced the appointment of Mr. Manmeet Soni as its Chief Operating Officer, effective immediately. Mr. Soni has been a part of the Company's Board of Directors since 2019. He will remain a member of the Board of Directors. In conjunction with his appointment, Mr. Soni entered into a share purchase agreement with the Company to purchase $5,000 of its common stock via a private placement. The transaction was effective October 13, 2023 with a closing price of $1.68, resulting in the purchase of 2,976,190 shares of the Company's common stock.

17. Commitments and Contingencies

Fixed Asset Purchase Commitments

As of September 30, 2023 and December 31, 2022, the Company had no capital commitments.

Lease Commitments

The Company leases office space in Menlo Park, California, United States and in Oxfordshire, United Kingdom. There have been no material changes to the Company's lease commitments as of December 31, 2022 which were disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Securities and Exchange Commission on March 9, 2023, other than the Company's new lease in its Menlo Park, California, U.S. location and the termination of the Company's Cambridge, U.K. laboratory and office space lease as a result of the Company re-prioritizing its investments and financial resources towards the development of ivonescimab, as described in Note 13.

Debt commitments

Refer to Note 14 for discussion of promissory notes payable to related parties.

Other Commitments

The Company enters into contracts in the normal course of business with various third parties for clinical trials, preclinical research studies and testing, manufacturing and other services and products for operating purposes. Most contracts provide for termination upon notice, and therefore are cancellable contracts. There have been no material changes to the Company's other contractual commitments as of December 31, 2022 which were disclosed in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 9, 2023, other than approximately $6,356 of non-cancellable purchase commitments associated with our clinical trials as of September 30, 2023.

The Company has certain commitments under its agreements with the Akeso, Wellcome Trust, the University College London and certain employees, former employees and former directors of Discuva, pursuant to which it will be required to pay royalties or make milestone payments. The License Agreement with Akeso also contains certain manufacturing and purchase commitments. As of September 30, 2023, the Company is unable to estimate the amount, timing or likelihood of achieving the milestones, making future product sales or assessing estimated forecasts for manufacturing and supplied materials which these contingent payment obligations relate to.

Indemnifications

The Company's certificate of incorporation provides that it will indemnify the directors and officers to the fullest extent permitted by Delaware law. In addition, the Company has entered into indemnification agreements with all of the directors and executive officers. These indemnification agreements may require the Company, among other things, to indemnify each such director or executive officer for some expenses, including attorneys' fees, judgments, fines, and settlement amounts incurred by him or her in any action or proceeding arising out of his or her service as one of the Company's directors or executive officers. The Company believes the fair value for these indemnification obligations is minimal. Accordingly, the Company has not recognized any liabilities relating to these obligations as of September 30, 2023 and December 31, 2022.

Legal Proceedings

The Company is not currently subject to any material legal proceedings.

18. Subsequent Events

On October 16, 2023, the Company announced the appointment of Mr. Manmeet Soni as its Chief Operating Officer, effective immediately. Mr. Soni has been a part of the Company's Board of Directors since 2019. He will remain a member of the Board of Directors. In conjunction with his appointment, Mr. Soni entered into a share purchase agreement with the Company to purchase $5,000 of its common stock via a private placement. The transaction was effective October 13, 2023 with a closing price of $1.68, resulting in the purchase of 2,976,190 shares of the Company's common stock.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes included herein and our audited consolidated financial statements and related notes for the year ended December 31, 2022 included in our Form 10-K, filed on March 9, 2023. Some of the information contained in this discussion and analysis or set forth elsewhere in this filing, including information with respect to our plans and strategy for our business, includes 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 involve risks and uncertainties. All statements other than statements relating to historical matters including statements to the effect that we "believe," "expect," "anticipate," "plan," "target," "intend" and similar expressions should be considered forward-looking statements. As a result of many factors, including those factors set forth in the risks identified the "Risk Factors" section of our other filings with the Securities and Exchange Commission, or the SEC, our actual results could differ materially from the results, performance or achievements expressed in or implied by these forward-looking statements.

Company Overview

We are a biopharmaceutical company focused on the discovery, development, and commercialization of patient-, physician-, caregiver- and societal-friendly medicinal therapies intended to improve quality of life, increase potential duration of life, and resolve serious unmet medical needs. Our pipeline of product candidates is designed with the goal to become the patient-friendly, new-era standard-of-care medicines, in the therapeutic area of oncology.

We recently in-licensed from Akeso, Inc. ("Akeso") its breakthrough bispecific antibody, ivonescimab. Ivonescimab, known as AK112 in China and Australia, and also as SMT112 in the United States, Canada, Europe, and Japan, is a novel, potential first-in-class bispecific antibody intending to combine the effects of immunotherapy via a blockade of PD-1 with the anti-angiogenesis effects of an anti-VEGF into a single molecule. Ivonescimab was engineered to bring two well-established oncology targeted mechanisms together. Through the License Agreement (as defined below), we obtained the rights to develop and commercialize SMT112 in the United States, Canada, Europe, and Japan (the "Licensed Territory").

The entry into the License Agreement represents a significant change in our strategy. All business activities related to anti-infectives are being reviewed for partnership opportunities for potential further development. Our future operations will be focused on the development of ivonescimab and other future activities, as we determine.

We have begun our development for ivonescimab in non-small cell lung cancer ("NSCLC"), specifically launching Phase III clinical trials in the following potential indications:

a) ivonescimab combined with chemotherapy in patients with epidermal growth factor receptor ("EGFR")-mutated, locally advanced or metastatic non-squamous NSCLC who have progressed after treatment with a third-generation EGFR tyrosine kinase inhibitor ("TKI") ("HARMONi"); and

b) ivonescimab combined with chemotherapy in first-line metastatic squamous NSCLC patients ("HARMONi-3")

We have been treating patients in the HARMONi clinical trial and have recently commenced enrollment in our second Phase III HARMONi-3 clinical trial.

Recent Events

On December 5, 2022, we entered into a Collaboration and License Agreement (the "License Agreement") with Akeso, Inc. and its affiliates ("Akeso") pursuant to which we are partnering with Akeso to in-license its breakthrough bispecific antibody, ivonescimab. The License Agreement and transaction closed in January 2023 following customary waiting periods. Ivonescimab, known as AK112 in China and Australia, and also as SMT112 in the United States, Canada, Europe, and Japan, is a novel, potential first-in-class bispecific antibody intending to combine the effects of immunotherapy via a blockade of PD-1 with the anti-angiogenesis effects of an anti-VEGF into a single molecule. Ivonescimab was engineered to bring two well established oncology targeted mechanisms together. Through the License Agreement, we obtained the rights to develop and commercialize SMT112 in the United States, Canada, Europe, and Japan (the "Licensed Territory").

On December 6, 2022, we announced a rights offering for its existing shareholders to participate in the purchase of additional shares of its common stock (the "2023 Rights Offering"). The 2023 Rights Offering commenced on February 7, 2023 and the associated subscription rights expired on March 1, 2023. Aggregate gross proceeds from the 2023 Rights Offering were

$500,000 from the sale of 476,190,471 shares of our common stock at a price of $1.05 per share and issuance costs were $619.

On December 6, 2022, the Company entered into a Note Purchase Agreement (the "Note Purchase Agreement", further defined in Note 14), with its Co-CEOs, Mr. Robert W. Duggan and Dr. Mahkam Zanganeh, pursuant to which the Company agreed to sell to each of Mr. Duggan and Dr. Zanganeh unsecured promissory notes in the aggregate amount of $520,000.

On January 19, 2023, we filed Amendment No. 2 to the Restated Certificate of Incorporation (the “Amendment No. 2”) with the Secretary of State of the State of Delaware to increase the number of authorized shares of its common stock by 650,000,000 (from 350,000,000 to 1,000,000,000), which became effective on such date.

On February 15, 2023, the $20,000 Zanganeh Note, as defined in note 14, matured and we repaid the outstanding principal balance. In connection with the closing of the 2023 Rights Offering, the $400,000 Duggan Promissory Note, as defined in note 14, matured and became due, and we satisfied all principal and accrued interest thereunder using a combination of a portion of the cash proceeds from the 2023 Rights Offering and the extinguishment of a portion of the amount due equal to the subscription price for shares subscribed by Mr. Duggan in the 2023 Rights Offering.

On March 17, 2023, we filed a registration statement on Form S-3 to register for resale the following shares of our common stock at $0.01 par value: (i) 10,000,000 shares of Common Stock issued on January 17, 2023 in connection with the License Agreement with Akeso pursuant to which we issued Akeso such shares; and (ii) the 9,346,434 and 373,857 shares of Common Stock issued in December 2022 to our Co-CEOs, Mr. Duggan and Dr. Mahkam Zanganeh, respectively, as payment of prepaid interest in connection with the Note Purchase Agreement dated December 6, 2022 between Mr. Duggan, Dr. Mahkam Zanganeh and the Company. On April 27, 2023, the SEC issued a Notice of Effectiveness for the registration statement on Form S-3 filed with the SEC.

On May 3, 2023 we announced plans to initiate Phase III clinical studies for Ivonescimab in non-small cell lung cancer (NSCLC), specifically in the following indications:

a) Ivonescimab combined with chemotherapy in patients with epidermal growth factor receptor (EGFR)-mutated, locally advanced or metastatic non-squamous NSCLC who have progressed after treatment with a third-generation EGFR tyrosine kinase inhibitor (TKI) (“HARMONi”)
b) Ivonescimab combined with chemotherapy in first-line metastatic squamous NSCLC patients (“HARMONi-3”)

On May 9, 2023, we announced that the first United States-based patient had been enrolled in the Phase III HARMONi study. HARMONi is a Phase III multiregional, randomized, double-blinded study. The study, designed with registration intent, has two primary endpoints: overall survival and progression-free survival.

On June 4, 2023, at the 2023 American Society of Clinical Oncology ("ASCO") Annual Meeting, updated clinical data was presented in poster-form from AK112-201 (NCT04736823), an open-label Phase II study evaluating ivonescimab plus chemotherapy for 174 patients across three cohorts of patients. The poster features data from 135 patients in Cohort 1: those patients with advanced or metastatic NSCLC who are treatment-naïve and whose tumors do not have actionable genomic alterations. Included in this data set were summarized results to date from 63 patients in Cohort 1 with tumors of squamous histology. These patients experienced a median progression-free survival (PFS) of 11.0 months (95% CI: 9.5 to 16.8 months) and an overall response rate (ORR) of 67% (95% CI: 53% to 78%). After a median follow-up time of 13.3 months, median overall survival (OS) was not reached; although, estimated 9-month OS was 93.2%. The frequency of Grade ≥3 treatment-related adverse events (TRAEs) was 41%. The most frequent treatment-emergent adverse events were anemia, decreased neutrophil counts, and alopecia. In addition, brief updates were provided for the other two cohorts of this Phase II clinical trial: (a) Cohort 2, which contained 19 patients with advanced or metastatic non-squamous EGFR-mutated NSCLC whose tumor has progressed following treatment with an EGFR-TKI, and (b) Cohort 3 which contained 20 patients with advanced or metastatic NSCLC patients whose tumor has progressed following PD-(L)1 therapy combined with doublet-platinum chemotherapy.

On October 12, 2023, the Company held a Special Meeting of Stockholders (the "October Special Meeting") whereby the following matter was submitted to a vote of the Company's stockholders at the Special Meeting and the Board of Directors

resolved the following: an amendment to the Summit Therapeutics Inc. 2020 Stock Incentive Plan (the "Plan") to increase the number of shares of the Company's common stock issuable under the Plan by 70,000,000 shares.

On October 16, 2023, we announced the appointment of Mr. Manmeet Soni as our Chief Operating Officer, effective immediately. Mr. Soni has been a part of our Board of Directors since 2019. He will remain a member of the Board of Directors. In conjunction with his appointment, Mr. Soni entered into a share purchase agreement with us to purchase $5,000 of our common stock via a private placement. The transaction was effective October 13, 2023 with a closing price of $1.68, resulting in the purchase of 2,976,190 shares of our common stock.

To date, over 950 patients have been treated with ivonescimab across multiple clinical studies in different proposed indications in China and Australia, with enrollment beginning recently in Summit’s Licensed Territories.

In conjunction with the significant change in our strategy and shift in focus to the therapeutic area of oncology, we are re-prioritizing our investments and financial resources towards the development of ivonescimab. This will result in reduced investment in our infectious diseases programs, including reducing research and development employee compensation-related costs and facility-related costs incurred with respect to our laboratory and office space.

Results of Operations

Amounts reported in millions within this Quarterly Report are computed based on the amounts in thousands, and therefore, the sum of components may not equal the total amount reported in millions due to rounding.

The following table sets forth our results of operations for the three and nine month periods ended September 30, 2023 and 2022:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2023	2022	2023	2022
Revenue	$ —	$ 0.2	$ —	$ 0.7
Operating expenses:				
Research and development	15.3	17.0	34.7	46.6
In-process research and development	—	—	520.9	—
General and administrative	5.4	5.6	18.7	19.2
Total operating expenses	20.7	22.6	574.3	65.8
Other operating income	0.3	5.5	0.8	13.3
Operating loss	(20.4)	(16.9)	(573.5)	(51.8)
Other (expense) income, net	(0.8)	(4.4)	(4.9)	(7.8)
Net loss	$ (21.2)	$ (21.3)	$ (578.4)	$ (59.6)

Revenue

Revenue for the three and nine months ended September 30, 2022 relates to revenue from our license and commercialization agreement with Eurofarma Laboratórios S.A. for ridinilazole, the Company's product candidate for treating patients suffering from Clostridioides difficile infection, also known as C. difficile infection. This revenue was recognized ratably over the determined performance period that the research and development services were provided. The decrease for the three and nine months ended September 30, 2023 compared to the same period in the prior year is attributed to the total milestones received of $4.8 million being fully recognized ratably over the determined performance period, which ended during 2022. We are not currently anticipating receipt of additional milestone payments under this agreement given in September 2022, the Company determined that it would seek partners or a divestiture of ridinilazole as the path forward for the clinical development of the asset.

Operating Expenses

Research and Development Expenses

The table below summarizes our research and development expenses by category for the three and nine month periods ended September 30, 2023 and 2022, respectively.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2023	2022	2023	2022
Oncology	$ 9.4	$ —	$ 16.7	$ —
Anti-infectives	(0.1)	11.9	(1.8)	28.2
Compensation related costs, excluding stock-based compensation	4.8	3.0	14.7	12.1
Stock-based compensation	0.1	1.2	2.0	3.3
Other research and development costs	1.1	0.9	3.1	3.0
Total	$ 15.3	$ 17.0	$ 34.7	$ 46.6

The entry into the License Agreement with Akeso, Inc., effective in January 2023, represents a significant change in our strategy from anti-infectives to the therapeutic area of oncology. We have invested our resources in the clinical development of ivonescimab during the three and nine months ended September 30, 2023.

Oncology expenses represent our investment in the clinical development of ivonescimab, known as SMT112 in the United States, Canada, Europe, and Japan. On May 3, 2023 we announced plans to initiate Phase III clinical studies for ivonescimab in non-small cell lung cancer ("NSCLC") and on May 9, 2023, we announced that the first United States-based patient had been enrolled in the Phase III HARMONi study. We have recently commenced enrollment in our second Phase III HARMONi-3 clinical trial. We are continuing to focus our efforts on patient enrollment in both the Phase III HARMONi and Phase III HARMONi-3 studies.

With this shift in focus from anti-infectives to oncology, research and development expenses decreased by $11.9 million during the nine months ended September 30, 2023, compared to the same period in the prior year, primarily due to a decrease of $30.0 million related to concluding the development activities of our anti-infectives programs for ridinilazole and SMT-738, partially offset by our investment in oncology expenses of $16.7 million, and an increase in compensation related expenses of $2.6 million to support the clinical development of ivonescimab and hiring experts in the oncology field. We expect oncology-related research and development costs to continue to increase as we progress with the development of ivonescimab. The Company recorded a net benefit related to its anti-infectives programs during the nine months ended September 30, 2023 due to completing financial close-out activities with the lead contract research organization for our ridinilazole clinical trials, thus resulting in a true-up of the estimated anti-infectives research and development expenses during the second quarter of 2023.

In-process research and development

The table below summarizes our in-process research and development expenses by category for the three and nine month periods ended September 30, 2023 and 2022, respectively.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2023	2022	2023	2022
Upfront milestone payments	$ —	$ —	$ 520.8	$ —
Direct transaction costs	—	—	0.1	—
Total	$ —	$ —	$ 520.9	$ —

Our investment in ivonescimab totaled $520.9 million for the nine months ended September 30, 2023 and primarily relates to our upfront milestone payments pursuant to the License Agreement with Akeso. The License Agreement closed in January 2023, and both Akeso and Summit entered into the Common Stock Issuance Agreement (“Issuance Agreement”). Pursuant to the License Agreement and Issuance Agreement, Akeso elected to receive 10 million shares of our common stock in lieu of $25.1 million cash and was paid $274.9 million in cash as the initial upfront payment. The remaining $200.0 million upfront payment was paid on March 6, 2023. In-process research and development expense comprised of the $474.9 million paid in cash, the fair value of the 10 million shares of common stock on the date of closing the transaction of $45.9 million, and $0.1 million of direct transactions costs incurred.

General and Administrative Expenses

The table below summarizes our general and administrative expenses by category for the three and nine month periods ended September 30, 2023 and 2022, respectively.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2023	2022	2023	2022
Compensation related costs, excluding stock-based compensation	$ 2.3	$ 2.1	$ 7.3	$ 6.3
Stock-based compensation	0.6	1.6	3.4	6.0
Legal fees and professional services[(1)]	1.3	1.0	4.9	3.9
Other general and administrative expenses	1.2	0.9	3.1	3.0
Total	$ 5.4	$ 5.6	$ 18.7	$ 19.2

General and administrative expenses decreased by $0.2 million and $0.5 million for the three and nine months ended September 30, 2023, compared to the same period in the prior year, respectively, primarily due to a decrease of $1.0 million and $2.6 million in stock-based compensation due to awards becoming fully amortized during the period, awards expensed at lower fair values as compared to awards expensed in the prior period, and reversal of stock-based compensation expenses due to forfeitures of awards from terminations, partially offset by an increase of $0.2 million and $1.0 million in compensation related expenses as the Company is focused on building our executive management team to continue supporting the growth of the Company, and an increase of $0.3 million and $1.0 million in legal fees and professional services due to an increase in corporate projects to create long-term efficiencies. We expect general and administrative expenses to continue to increase in the coming quarters as we continue to support the development of ivonescimab.

[(1)] Note management has updated this category to include general and administrative consulting expenses and has reclassified these expenses in the prior period for consistency. These expenses of $0.3 million and $1.4 million for the three and nine months ended September 30, 2022, respectively, were previously recorded in Compensation related costs.

Other Operating Income

The table below summarizes our other operating income by category for the three and nine month periods ended September 30, 2023 and 2022, respectively.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2023	2022	2023	2022
Research and development tax credits	$ 0.3	$ 1.2	$ 0.8	$ 3.7
Funding income from BARDA	—	3.9	—	7.8
Grant income from CARB-X	—	0.4	—	1.8
	$ 0.3	$ 5.5	$ 0.8	$ 13.3

U.K. research and development tax credits decreased by $0.9 million for the three month period ended September 30, 2023, and $2.9 million for the nine month period ended September 30, 2023 compared to the same periods in the prior year, respectively, due to a decrease in clinical and manufacturing activity spend associated with the ridinilazole Phase III clinical program, which resulted in a decrease in tax credits claimed, coupled with a decrease in eligible expenses claimed due to recent changes in U.K. tax legislation.

Funding income from BARDA decreased by $3.9 million for the three months ended September 30, 2023, and $7.8 million for the nine month period ended September 30, 2023 compared to the same periods in the prior year, respectively, due to management's decision to seek partners or a divestiture of ridinilazole as the path forward for the clinical development of the asset as of September 2022, coupled with our significant change in our strategy to the therapeutic area of oncology. The BARDA contract ended in 2022 and thus, we do not expect further income under this arrangement.

Grant income received from CARB-X decreased by $0.4 million for the three months ended September 30, 2023, and $1.8 million for the nine months ended September 30, 2023, compared to the same periods in the prior year, respectively, due to the CARB-X arrangement for our preclinical candidate SMT-738 concluding in 2022, coupled with the decision that all

business activities related to anti-infectives are being reviewed for partnership opportunities for potential further development in light of our significant change in our strategy to the therapeutic area of oncology. We do not expect further income under this arrangement.

Other (Expense) Income, net

The table below summarizes our other income (expense), net by category for the three and nine month periods ended September 30, 2023 and 2022, respectively.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2023	2022	2023	2022
Foreign currency (losses) gains	$ (0.5)	$ (3.8)	$ 0.3	$ (6.3)
Interest expense on promissory notes payable to related parties	(2.7)	(0.6)	(13.6)	(1.5)
Interest income	2.5	—	8.0	—
Reclassification of cumulative currency translation gain	—	—	0.4	—
Other expense	(0.1)	—	(0.1)	—
	$ (0.8)	$ (4.4)	$ (4.9)	$ (7.8)

Other (expense) income, net decreased by $3.6 million for the three months ended September 30, 2023, compared to the same period in the prior year, primarily due to a decrease of $3.3 million in unfavorable changes in foreign currency losses, an increase of $2.5 million in interest income related to our money market funds and our short-term investments in U.S. government securities, offset by an increase of $2.1 million in interest expense on an outstanding promissory note to a related party, where amounts recognized in 2023 relate to the $100 million promissory note issued to our Co-CEO, Mr. Robert Duggan, in December 2022.

Other (expense) income, net decreased by $2.9 million for the nine months ended September 30, 2023, compared to the same period in the prior year, primarily due to an increase in favorable changes in foreign currency gains of $6.6 million, an increase of $8.0 million in interest income related to our investments in money market funds and our short-term investments in U.S. government securities, and an increase of $0.4 million related to the reclassification of cumulative foreign currency translation gains from accumulated other comprehensive loss, offset by an increase of $12.1 million in interest expense on promissory notes to related parties, where amounts recognized in 2023 relate to the $520 million promissory notes issued to our Co-CEOs in December 2022. Effective January 17, 2023, we dissolved the following dormant entities; Summit (Cambridge) Limited, Summit (Wales) Limited, Summit Corporation Employee Benefit Trust Company Limited, Summit Corporation Limited, Summit Discovery 1 Limited and Summit Infectious Diseases Limited. Effective June 6, 2023, we dissolved the wholly-owned subsidiary, Muox Limited, a dormant entity. As a result, we reclassified $0.4 million of cumulative foreign currency translation gains from accumulated other comprehensive loss relating to these entities.

Liquidity and Capital Resources

Sources of Liquidity

To date, we have financed our operations primarily through issuances of our common stock, payments to us under license, collaboration, and commercialization arrangements, for example, our license and commercialization agreement with Eurofarma Laboratórios SA, or Eurofarma, and development funding and other assistance from government entities, philanthropic, non-government and not-for-profit organizations for our product candidates and promissory notes from related parties. In particular, we have received funding from BARDA, CARB-X, Innovate UK, Wellcome Trust and a number of not-for-profit organizations.

On March 10, 2022, we received net proceeds of $25.0 million from the issuance of an unsecured promissory notes (the "March 2022 Note"). On August 8, 2022, we received net proceeds of $99.9 million from the sale of 103,092,783 share of Common Stock at a price of $0.97 per share from our 2022 Rights Offering, the proceeds of which were used in part to repay amounts outstanding on the March 2022 Note.

On December 6, 2022, the Company entered into a Note Purchase Agreement, with Mr. Duggan and Dr. Zanganeh, pursuant to which the Company agreed to sell to each of Mr. Duggan and Dr. Zanganeh unsecured promissory notes in the aggregate

amount of $520 million. Pursuant to the Note Purchase Agreement, the Company issued to Mr. Duggan and Dr. Zanganeh the unsecured Duggan February Note and Zanganeh Note in the amounts of $400 million and $20 million, respectively, which would mature and become due on February 15, 2023 and an unsecured Duggan September Note to Mr. Duggan in the amount of $100 million, which will mature and become due on September 15, 2023. The maturity dates of the December 2022 Notes could be extended one or more times at the Company's election, but in no event to a date later than September 6, 2024. In addition, if the Company shall consummate a public offering, then upon the later to occur of (i) five business days after the Company receives the net cash proceeds therefrom or (ii) May 15, 2023, the Duggan February Note and the Zanganeh Note shall be prepaid by an amount equal to the lesser of (a) 100% of the amount of the net proceeds of such offering and (b) the outstanding principal amount on such Notes. On January 19, 2023, the Company provided notice to extend the term of the Duggan February Note and Duggan September Note to a maturity date of September 6, 2024. Furthermore, on January 19, 2023, the Company and Mr. Duggan rectified the Duggan February Note and Duggan September Note in order to correctly reflect the parties' intent that the Company may only prepay (i) the Duggan February Note following the completion of a public rights offering to be conducted by Summit in the approximate amount of $500 million, or a similar capital raise, in an amount equal to the lesser of (x) the net proceeds of the 2023 Rights Offering or such capital raise or (y) the full amount outstanding of the Duggan February Note, and (ii) Duggan September Note following the completion of a capital raising transaction subsequent to the 2023 Rights Offering in an amount equal to the lesser of (i) the net proceeds of such capital raise or (ii) the full amount outstanding of the Duggan September Note. Following the issuance of the Duggan Promissory Notes, the Duggan February Note and Duggan September Note were marked as "cancelled" on their face and replaced in their entirety by the Notes. The Notes accrue interest at an initial rate of 7.5%. All interest on the Notes was paid on the date of signing for the period through February 15, 2023. Such prepaid interest was paid in a number of shares of the Company's common stock, par value $0.01 ("Common Stock") equal to the dollar amount of such prepaid interest, divided by $0.7913 (the consolidated closing bid price immediately preceding the time the Company entered into the Note Purchase Agreement, plus $0.01), which was 9,720,291 shares. For all applicable periods following the February 15, 2023, interest shall accrue on the outstanding principal balance of the Notes at the US prime interest rate, as reported in the *Wall Street Journal,* plus 50 basis points, as adjusted monthly, for three months immediately following February 15, 2023, and thereafter at the US prime rate plus 300 basis points, as adjusted monthly. On February 15, 2023, the $20 million Zanganeh Note matured and the Company repaid the outstanding principal balance. In connection with the closing of the 2023 Rights Offering, the $400 million Duggan Promissory Note matured and became due, and the Company satisfied all principal and accrued interest thereunder using a combination of a portion of the cash proceeds from the 2023 Rights Offering and the extinguishment of a portion of the amount due equal to the subscription price for shares subscribed by Mr. Duggan in the 2023 Rights Offering. Following the repayment of this note, only the $100 million Duggan September Note remains outstanding.

We have devoted substantially all of our efforts to research and development, including clinical trials. We have not completed the development of any drugs. We expect to continue to incur significant expenses and increasing operating losses for at least the next few years. The net losses we incur may fluctuate significantly from quarter to quarter and year to year, due to the nature and timing of our research and development activities. We expect that our research and development and general and administrative expenses will continue to be significant in connection with our ongoing research and development efforts. In addition, if we obtain marketing approval for any of our product candidates in the United States or other jurisdictions where we retain commercial rights, and if we choose to retain those rights, we would expect to incur significant sales, marketing, distribution and outsourced manufacturing expenses, as well as ongoing research and development expenses. In addition, our expenses will increase if and as we:

- Invest in clinical development of ivonescimab in our Licensed Territory;
- conduct research and continue development of additional product candidates;
- maintain and augment our intellectual property portfolio and opportunistically acquire complimentary intellectual property;
- seek further regulatory advancement for ivonescimab;
- invest in our manufacturing capabilities for ivonescimab and any other products for which we may obtain regulatory approval;
- seek marketing approvals for any product candidates that successfully complete clinical development;
- ultimately establish a sales, marketing and distribution infrastructure in jurisdictions where we have retained commercialization rights and scale up external manufacturing capabilities to commercialize any product candidates for which we receive marketing approval;
- perform our obligations under our collaboration agreements;
- pursue business development opportunities, including investing in other businesses, products and technologies;

- experience any delays or encounter any issues with any of the above, including but not limited to failed studies, complex results, safety issues or other regulatory challenges
- hire additional clinical, regulatory, scientific and administrative personnel;
- expand our physical presence;
- add operational, financial and management information systems and personnel, including personnel to support our product development and planned future commercialization efforts; and
- borrow capital to fund our resources and have to pay interest expenses on such borrowings.

During the three and nine months ended September 30, 2023, we incurred a net loss of $21.3 million and $578.4 million respectively, and cash flows used in operating activities for the nine months ended September 30, 2023 was $57.3 million. As of September 30, 2023, we had an accumulated deficit of $956.7 million, cash and cash equivalents of $23.8 million, short-term investments in U.S. treasury securities of $175,153 and current and current and long-term U.K. research and development tax credits receivable of $1.6 million. These losses could continue for the next several years as we invest in clinical development of ivonescimab.

We have evaluated whether our cash, cash equivalents and U.K. research and development tax credits provide sufficient cash to fund our operating cash needs for the next twelve months from the date of issuance of these quarterly financials. We are investing in the clinical development of ivonescimab, including its ongoing clinical trials. In addition, we have a $100 million promissory note payable to a related party (refer to Note 14 for further details) that matures on September 6, 2024. In order to repay this promissory note, we intend to raise additional capital. As of the date of issuance of these condensed consolidated financial statements, additional capital has not yet been secured. These conditions raise substantial doubt about our ability to continue as a going concern for at least one year from the date these condensed consolidated financial statements are issued. Based on our planned operating activities and expected repayment of the $100 million note, we have the ability to operate into September 2024.

We have based the foregoing estimate on assumptions that may prove to be wrong, and we could use our capital resources sooner than we currently expect. This estimate assumes, among other things, that we do not obtain any additional funding through grants and clinical trial support or through new collaboration arrangements. Our future capital requirements will depend on many factors, including:

- the costs, timing and outcome of clinical trials required for clinical development of ivonescimab;
- the number and development requirements of other future product candidates that we pursue;
- the costs, timing and outcome of regulatory review of ivonescimab and/or our other product candidates we develop;
- the costs and timing of commercialization activities, including product sales, marketing, distribution and manufacturing, for any of our product candidates that receive marketing approval;
- the extent to which we become liable for milestone payments under our Licensing Agreement for ivonescimab;
- subject to receipt of marketing approval, revenue received from commercial sales of any product candidates;
- the costs and timing of preparing, filing and prosecuting patent applications, maintaining and protecting our intellectual property rights and defending against any intellectual property-related claims;
- our ability to establish and maintain collaborations, licensing or other arrangements and the financial terms of such arrangements;
- the extent to which we acquire or invest in other businesses, products and technologies;
- the rate of the expansion of our physical presence; and
- the extent to which we change our physical presence.

Until we can generate substantial revenue and achieve profitability, we will need to raise additional capital to fund ongoing operations and capital needs, including the payment of the milestone payments referenced above. We continue to evaluate options to further finance its operating cash needs for its product candidates through a combination of some, or all, of the following: equity and debt offerings, collaborations, strategic alliances, grants and clinical trial support from government entities, philanthropic, non-government and not-for-profit organizations, and marketing, distribution or licensing arrangements. There is no assurance, however, that additional financing will be available when needed or that we will be able to obtain financing on acceptable terms. If we are unable to raise additional funds through equity or debt financings or other arrangements when needed, we may be required to delay, limit, reduce, or terminate our product development, product portfolio expansion, future commercialization efforts, or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves, which could adversely affect its business prospects.

We will need to seek additional funding in the future to fund operations. Additional capital, when needed, may not be available to us on acceptable terms, or at all. To the extent that we raise additional capital through the sale of equity or

convertible debt securities, the ownership interest of our existing stockholders may be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our existing stockholders. Additional 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 or other distributions. If we raise additional funds through collaborations, strategic alliances or marketing, distribution, or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or to grant licenses on terms that may not be favorable to us.

Cash Flows

The following table summarizes the results of our cash flows for the nine months ended September 30, 2023 and 2022:

	Nine Months Ended September 30,	
(in millions)	**2023**	**2022**
Net cash used in operating activities	$ (57.3)	$ (46.8)
Net cash used in investing activities	$ (648.3)	$ (0.6)
Net cash provided by financing activities	$ 80.3	$ 100.2

Operating Activities

Net cash used in operating activities for the nine months ended September 30, 2023 was $57.3 million and resulted from a net loss of $578.4 million, which included an adjustment of $475.0 million cash payments to investing activities for the purchase of in-process research and development from Akeso under the terms of the License Agreement and the associated direct transaction costs, non-cash charges of $56.7 million and a net decrease in working capital of $10.7 million. The non-cash charges primarily comprised of $45.9 million issuance of shares in lieu of cash for Akeso upfront payment, $6.2 million of non-cash interest expense, $5.4 million of non-cash charges related to stock-based compensation, partially offset by $1.7 million for amortization of discount on short-term investments. The net decrease in working capital was primarily due to a decrease of $9.9 million in accrued liabilities and accrued compensation, an increase of $3.6 million in prepaid expenses and an increase of $3.8 million in other assets, partially offset by a decrease of $4.3 million in the research and development tax credit receivable and an increase of $2.9 million in accounts payable.

Net cash used in operating activities for the nine months ended September 30, 2022 was $46.8 million and resulted from a net loss of $59.6 million, which included non-cash charges of $16.3 million, which is primarily comprised of $9.3 million of non-cash charges related to stock-based compensation, and a net increase in working capital of $3.6 million. The net increase in working capital was primarily due to a decrease of $7.6 million in deferred revenue and other income, as a result of our decision to not pursue further clinical development of ridinilazole, an increase of $3.7 million in the research and development tax credit receivable, a decrease of $2.4 in accrued compensation, due to a reduction in headcount, and a decrease of $1.8 million in accounts payable, partially offset by a decrease of $5.0 million in prepaid expenses, a decrease of $2.4 million in accounts receivable, an increase of $4.8 in accrued liabilities.

Investing Activities

Net cash used in investing activities for the nine months ended September 30, 2023 primarily comprised of $475.0 million cash payments made to Akeso for the upfront payment pursuant to the License Agreement, $321.0 million for the purchase of short-term investments in U.S. treasury securities, partially offset by $147.6 million received from the maturity and redemption of short-term investments in U.S. treasury securities.

Net cash used in investing activities for the nine months ended September 30, 2022 was for the purchase of property and equipment only.

Financing Activities

Net cash provided by financing activities was $80.3 million for the nine months ended September 30, 2023, and was due to net proceeds received of $104.1 million (net of paid issuance costs) related to the issuance of common stock from the 2023 Rights Offering and net of the extinguishment of $395.3 million of principal and accrued interest due and payable by us under the $400 million Duggan Promissory Note in satisfaction of the subscription price for the shares subscribed by Mr. Duggan in the 2023 Rights Offering, proceeds received of $0.9 million related to employee stock awards, offset by the repayment of $24.7 million related to promissory notes from related parties.

Net cash provided by financing activities was $100.2 million for the nine months ended September 30, 2022 and was due to net proceeds received of $99.9 million (net of issuance costs of $111 thousand) related to the issuance of common stock from our 2022 rights offering, proceeds received of $25.0 million from a promissory note from a related party, and proceeds received of $0.3 million related to employee stock awards, offset by the repayment of $25.0 million related to a promissory note from a related party.

Critical Accounting Policies and Significant Judgments and Estimates

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

Our significant accounting policies are described in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, and in Critical Accounting Policies and Significant Judgments and Estimates in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Securities and Exchange Commission on March 9, 2023. There have been no material changes to our critical accounting policies and estimates that were disclosed in the Annual Report on Form 10-K.

Contractual obligations and commitments

We lease office space in Menlo Park, California, United States and in Oxfordshire, United Kingdom. There have been no material changes to our lease commitments as of December 31, 2022 which were disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Securities and Exchange Commission on March 9, 2023, other than the termination of our Cambridge, U.K. laboratory and office space lease as a result of re-prioritizing our investments and financial resources towards the development of ivonescimab and a new lease for office space in our Menlo Park, California, U.S. location. We will make total lease payments of $4.7 million over the 36 month term of the new lease, which expires in May 2026.

We also have contingent payment obligations which primarily consist of commitments under our agreements with Akeso, the Wellcome Trust, the University College London and certain employees, former employees and former directors of Discuva, pursuant to which we will be required to pay royalties or make milestone payments. The License Agreement with Akeso also contains certain manufacturing and purchase commitments. As of September 30, 2023, we were unable to estimate the amount, timing or likelihood of achieving the milestones or making future product sales or purchases that these contingent payment obligations relate to. For additional information regarding these agreements, see "Business - Our Collaborations and Funding Arrangements" in our Annual Report on Form 10-K, filed with the U.S. Securities and Exchange Commission on March 9, 2023.

Additionally, we enter into contracts in the normal course of business with various third parties for clinical trials, preclinical research studies and testing, manufacturing and other services and products for operating purposes. Most contracts provide for termination upon notice, and therefore are cancellable contracts. There have been no material changes to our other contractual commitments as of December 31, 2022 which were disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Securities and Exchange Commission on March 9, 2023, other than approximately $6.4 million of non-cancellable purchase commitments associated with our clinical trials as of September 30, 2023.

Off-Balance Sheet Arrangements

Other than the contractual obligations and commitments described above, we did not have during the periods presented, and we do not currently have, any off-balance sheet arrangements, as defined in the rules and regulations of the Securities and Exchange Commission.

Recently Issued Accounting Pronouncements

For a discussion of recently issued accounting pronouncements, refer to Note 3, *Recently Issued or Adopted Accounting Pronouncements*, to our condensed consolidated financial statements included in this report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Pursuant to Item 305(e) of Regulation S-K (§ 229.305(e)), the Company is not required to provide the information required by this Item as it is a "smaller reporting company," as defined by Rule 229.10(f)(1).

Item 4. Controls and Procedures.

We have carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) under the supervision and the participation of the Company's management, which is responsible for the management of the internal controls, and which includes our Chief Executive Officers and our Chief Financial Officer. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon our evaluation of our disclosure controls and procedures as of September 30, 2023, our Chief Executive Officers and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at a reasonable level of assurance.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2023, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

We are not currently subject to any material legal proceedings.

Item 1A. Risk Factors.

An investment in our common stock or other securities involves a number of risks. You should carefully consider each of the risks described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the "Annual Report") filed with the Securities and Exchange Commission on March 9, 2023, which Annual Report includes a detailed discussion of the Company's risk factors. If any of the risks develop into actual events, our business, financial condition, or results of operations could be negatively affected, the market price of our common stock or other securities could decline, and you may lose all or part of your investment.

Except as described below, there have been no material changes to the risk factors disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

We do not currently have sufficient working capital to fund our planned operations, including fulfilling our debt obligations, for the next twelve months. There is uncertainty regarding our ability to raise additional capital and as such, we may not be able to continue as a going concern.

Our financial statements have been prepared under the assumption that we would continue as a going concern. However, we have concluded that there is substantial doubt about our ability to continue as a going concern, because without additional sources of funding, our cash and cash equivalents at September 30, 2023 is not sufficient for us to operate as a going concern for a period of at least one year from the date that the financial statements included in this Quarterly Report on Form 10-Q are issued. Management's plans concerning these matters, including raising additional capital, are described in Item 2 – Liquidity and Capital Resources – Sources of Liquidity of our financial statements included within this Quarterly Report on Form 10-Q. However, we cannot guarantee that we will be able to obtain any or sufficient additional funding or that such funding, if available, will be obtainable on terms satisfactory to us. If we cannot continue as a going concern, our stockholders would likely lose most or all of their investment in us.

Inadequate funding for the FDA, the SEC, and other government agencies, including from government shutdowns, or other disruptions to these agencies' operations, could hinder their ability to hire and retain key leadership and other personnel, prevent new products and services from being developed or commercialized in a timely manner or otherwise prevent those agencies from performing normal business functions on which the operation of our business may rely, which could negatively impact our business.

The ability of the FDA to review and approve new products can be affected by a variety of factors, including government budget and funding levels, the ability to hire and retain key personnel and the acceptance of user fees payments, and statutory, regulatory, and policy changes. Average review times at the agency have fluctuated in recent years as a result. If a prolonged government shutdown occurs, if the FDA is required to furlough review staff or necessary employees, or if the agency operations are otherwise impacted, it could significantly affect the ability of the FDA to timely review and process our regulatory submissions, which could have a material adverse effect on our ability to successfully develop and commercialize ivonescimab or any other product candidate in our pipeline. Further, 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.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Index

Exhibit No.	Description
10.1*	Employment Agreement, dated October 13, 2023, by and between Summit Therapeutics, Inc. and Manmeet Soni
10.2*	Securities Purchase Agreement, dated October 13, 2023, by and between Summit Therapeutics, Inc. and Manmeet Soni
31.1*	Certification of Chairman and Co-Chief Executive Officer, Robert W. Duggan, pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Executive Director, Co-Chief Executive Officer, and President, Dr. Maky Zanganeh, pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002
31.3*	Certification of Principal Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Chief Executive Officers and Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002
101.SCH*	Manmeet employment agreement
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	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.

SIGNATURES

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

Date: November 7, 2023

SUMMIT THERAPEUTICS INC.

By: /s/ Ankur Dhingra
Name: Ankur Dhingra
Title Chief Financial Officer
(Principal Financial Officer)

Exhibit 10.1

EMPLOYMENT AGREEMENT
by and between Summit Therapeutics, Inc.
and
Manmeet S. Soni

THIS EMPLOYMENT AGREEMENT (the "Agreement") is made and entered into as of October 13, 2023, by and between Summit Therapeutics, Inc., a Delaware corporation (together with its successors and assigns permitted hereunder, the "Company"), and Manmeet S. Soni (the "Executive").

1. **Position:** As of October 13, 2023 (the "*Effective Date*"), Manmeet S. Soni will be employed in the full-time position as Chief Operating Officer, in addition to serving as member of the board of directors.

2. **Location/Reporting Relationship:** It is expected that duties for the executive will be performed primarily out of or in the vicinity of Dallas, Texas. Executive shall be expected to work one week per month from the Company's office in Menlo Park, California or such other location as the Company may designate. Executive will report to Robert Duggan, Chief Executive Officer and Dr Maky Zanganeh , Co-CEO and President.

3. **Job Duties:** As an executive, Executive shall perform any and all duties normally associated with the position in a satisfactory manner and to the best of abilities at all times. While employed by the Company Executive will devote full business time and best efforts, business judgment, skill and knowledge exclusively to the advancement of the business interests of the Company. By signing this Agreement, Executive confirm to the Company that there are no contractual commitments or other legal obligations that would prohibit from performing duties for the Company.

4. **Compensation and Expenses:** This is a salaried, exempt position. As of the Effective Date, Executive shall get annual base salary will be $600,000 which will be paid by the Company in roughly equal installments in accordance with the Company's normal payroll procedures, and subject to all applicable taxes and withholdings. Executive will be eligible for reimbursement of reasonable business expenses in accordance with applicable law and subject to Company policy.

5. **Benefits:** Executive will be entitled to participate in a number of Company- sponsored benefits. The Company retains the right to modify or discontinue any benefit at any time without notice.

a. Executive will be eligible for paid time off (vacation, sick time and holidays) in accordance with Company policies for similarly situated executives, and as required by applicable state law. Upon the Effective Date, Executive will be eligible for twenty (20) days of paid vacation per calendar year, pro-rated based on the start date, and accrued according to the Company's vacation policy. Executive will be allowed to carry over days of accrued but unused vacation day benefits earned in one year into the next year. Upon termination of employment for any reason, Executive will be paid for any accrued but unused vacation day benefits, but not sick time. Executive will be granted six (6) days of paid sick time upon hire and each year thereafter on anniversary date. Executive will also be entitled to paid holidays each year in accordance with the Company's normal policies, the exact holidays and dates to be confirmed annually.

b. Executive will be entitled to participate in all applicable benefit programs offered by the Company, subject to and in accordance with the terms of any such benefit plan or program. Currently, the Company offers group health insurance, group dental insurance, life insurance, short-term and long-term disability benefits, and a 401(k) "Safe Harbor" retirement plan. The Company may modify, change or cease benefits from time to time in its sole discretion. Where a particular benefit is subject to a formal plan, eligibility to participate in and receive any particular benefit is governed solely by the applicable plan document. Details about these benefit plans and eligibility requirements will be provided.

6. **Discretionary Bonus:** During employment, Executive will be eligible for a yearly discretionary bonus in an amount to be solely determined by the Company of up 60% of annual base salary, payable at some point in the year following the fiscal year in which it is based, provided that Executive must be employed by the Company on the date the discretionary bonus is paid in order to be eligible for such payment. Employee retention is an important reason for the Company's offering of this discretionary bonus. If employment with the Company terminates for any reason prior to the date the discretionary bonus is paid, Executive is not entitled to a discretionary bonus.

7. **Time-Based Equity:** Executive will receive an incentive stock option grant of 14,000,000 shares, vesting annually over four (4) years. The stock option grant will be provided pursuant to the terms and conditions of the Company's 2020 Stock Incentive Plan and the applicable stock option grant agreement.

8. **Performance-Based Equity:** In addition, Executive will receive a performance- based stock option grant of 14,000,000 shares with market service conditions as under:

(i.) 20% vest, when the Company's market capitalization, based on the value of its outstanding shares of common stock, is $3 billion or more (based on closing trading price) for sixty (60) consecutive trading days;

(ii.) 40% vest, upon the satisfaction of both of the following conditions (which are not required to be met at same time, so long as both conditions have been satisfied): (1) the Company's market capitalization, based on the value of its outstanding shares of common stock, is $6 billion or more (based on closing trading price) for sixty (60) consecutive trading days, and (2) the Company's revenue over a twelve (12) month period prior to the vesting date is $300 million or more; and

(iii.) 40% vest, upon the satisfaction of both of the following conditions (which are not required to be met at same time, so long as both conditions have been satisfied): (1) the Company's market capitalization, based on the value of its outstanding shares of common stock, is $9 billion or more (based on closing trading price) for sixty (60) consecutive trading days, and (2) the Company's revenue over a twelve (12) month period prior to the vesting date is $450 million or more.

The performance-based stock option grant will be provided pursuant to the terms and conditions of the Company's 2020 Stock Incentive Plan and the applicable stock option grant agreement.

9. **Gross-Up for Certain Taxes**: In the event that it is determined that any payment or distribution by the Company (or any of its Affiliates) to or for the benefit of Executive, whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise pursuant to or by reason of any other agreement, policy, plan, program or arrangement, including without limitation any stock option or similar right, or the lapse or termination of any restriction on or the vesting or exercisability of any of the foregoing (a "Payment"), would be subject to the excise tax imposed by Section 4999 of the Code (or any successor provision thereto) by reason of being considered "contingent on a change in ownership or control" of the Company, within the meaning of Section 280G of the Code or any successor provision thereto (such tax being hereafter referred to as the "Excise Tax"), then the Executive will be entitled to receive an additional payment or payments (a "Gross-Up Payment"). The Gross-Up Payment will be in an amount such that, after payment by the Executive of all taxes, penalties and interest, including any Excise Tax imposed upon the Gross-Up Payment, the Executive retains an amount of the Gross-Up Payment equal to the Excise Tax imposed upon the Payment. For purposes of determining the amount of the Gross-Up Payment, the Executive will be considered to pay (A) federal income taxes at the highest rate in effect in the year in which the Gross-Up Payment will be made and (B) state and local income taxes at the highest rate in effect in the state or locality in which the Gross-Up Payment would be subject to state or local tax, net of the maximum reduction in federal income tax that could be obtained from deduction of such state and local taxes. The determination of whether an Excise Tax would be imposed, the amount of such Excise Tax, and the calculation of the amounts will be made at the expense of the Company by the Company's regular independent accounting firm (the "Accounting Firm"),

which shall provide detailed supporting calculations. Any determination by the Accounting Firm will be binding upon the Company and the Executive. The Gross-Up Payment will be paid to the Executive as soon as administratively practicable following the later of (i) the date Executive is required to pay the excise tax imposed by Section 4999 of the Code, or (ii) in the event the Executive is determined, in accordance with the methods specified in the regulations issued under Section 409A of the Code, to be a "specified employee" (within the meaning of Section 409A(a)(2)(B)(i) of the Code) of the Company at the time of the Executive's "separation from service" (within the meaning of Section 409A(a)(2)(A)(i) of the Code and the applicable regulations and administrative guidance issued thereunder), the first day of the seventh month after the date of the Executive's "separation from service" or, if earlier, the date of death of Executive. In the event that the Excise Tax is later determined by the Accounting Firm or pursuant to any proceeding or negotiations with the Internal Revenue Service to exceed the Gross-Up Payment at the time the payment is made (including, but not limited to, by reason of any payment the existence or amount of which cannot be determined at the time of such payment), the Company shall make an additional payment in respect of such excess (plus any interest or penalty payable with respect to such excess) at the time that the amount of such excess is finally determined. The Gross-Up Payment will be made in a manner that complies with Treasury Regulation § 1.409A-3(i)(1)(v).

10. **Board Service**: While serving as an officer, Executive shall not receive compensation otherwise owed to him in the capacity as a member of the Board. However, all Board fees paid through the date of the commencement of Executive employment as an officer shall be retained. Any and all options granted to Executive as compensation for service as a Board member shall be retained and shall continue to vest in accordance with their terms.

11. **Relocation Expenses:** The company will provide a one-time relocation assistance package to cover temporary housing, meals, transportation of household goods and automobile, airfare and related expenses for travel.

12. **Confidentiality and Inventions Agreement and Arbitration Agreement:** Executive will be required, as a condition of employment with the Company, to sign and return the Company's standard ***Confidentiality and Inventions*** A***greement*** as well as the Company's standard ***Arbitration Agreement***, copies of which are enclosed.

13. **Employment-At-Will: Employment** with the Company is for no specified period of time. Employment with the Company is at-will which means that either Executive or the Company may terminate employment at any time for any reason or for no reason at all. Any contrary representations that may have been made to Executive are superseded by this

Agreement. This is the full and complete Agreement between Executive and the Company on this term.

14. **Interpretation, Amendment and Enforcement**: This agreement and the ***Confidentiality and Inventions*** A***greement*** constitute the complete agreement between Executive and the Company with respect to employment, contain all of the terms of employment with the Company, and supersede any prior agreements, representations or understandings (whether written, oral or implied) between Executive and the Company. This agreement may not be amended or modified, except by an express written agreement signed by both Executive and a duly authorized officer of the Company. The Company shall have the right to assign, without express consent, this agreement to any person, including its successors and assigns, and all covenants and agreements hereunder shall inure to the benefit of and be enforceable by said successors or assigns.

Very truly yours,

/s/ Robert Duggan	October 13, 2023
Robert Duggan	**Date**
Chief Executive Officer & Chairman of the Board	

/s/ Mahkam Zanganeh	October 13, 2023
Mahkam Zanganeh	**Date**
Chief Executive Officer & President	

I accept the above terms and conditions of employment agreement. I represent that I am not relying upon any representations made to me by anyone other than as set forth above.

Accepted under seal:

/s/ Manmeet Soni	October 13, 2023
Manmeet Singh Soni	**Date**

EXHIBIT 10.2

SECURITIES PURCHASE AGREEMENT

This SECURITIES PURCHASE AGREEMENT (this "Agreement") is made and entered into as of October 13, 2023 by and among Summit Therapeutics Inc., a Delaware corporation, with its principal place of business at 2882 Sand Hill Road, Suite 106, Menlo Park, CA (the "Company"), and the investor named on the signature page hereto (the "Investor").

RECITALS

A. The Company and the Investor are executing and delivering this Agreement in reliance upon the exemption from securities registration afforded by the provisions of Regulation D, as promulgated by the U.S. Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended; and

B. The Investor wishes to purchase from the Company, and the Company wishes to sell and issue to the Investor, upon the terms and subject to the conditions stated in this Agreement, common stock, with a par value of $0.01 per share, of the Company (the "Common Stock").

In consideration of the mutual promises made herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Definitions. For the purposes of this Agreement, the following terms shall have the meanings set forth below:

"Affiliate" means, with respect to any Person, any other Person which directly or indirectly through one or more intermediaries controls, is controlled by, or is under common control with, such Person. A Person shall be deemed to control another Person if such Person possesses, directly or indirectly, the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise. Without limiting the generality of the foregoing, a Person shall be deemed to control another Person if any of the following conditions is met: (i) in the case of corporate entities, direct or indirect ownership of more than fifty percent (50%) of the stock or shares having the right to vote for the election of directors, and (ii) in the case of non-corporate entities, direct or indirect ownership of more than fifty percent (50%) of the equity interest with the power to direct the management and policies of such non-corporate entities.

"Agreement" has the meaning set forth in the preamble to this Agreement.

"Board" means the Company's Board of Directors.

"Business Day" means a day, other than a Saturday, Sunday or United States federal holiday, on which banks in New York City are open for the general transaction of business.

"Closing" has the meaning set forth in Section 3.1.

"Closing Date" has the meaning set forth in Section 3.1.

"Common Stock" has the meaning set forth in the recitals to this Agreement.

"Common Stock Equivalents" shall mean any options, warrants or other securities or rights convertible into or exercisable or exchangeable for, whether directly or following conversion into or exercise or exchange for other options, warrants or other securities or

rights, Common Stock of the Company, or any swap, hedge or similar agreement or arrangement that transfers in whole or in part, the economic risk of ownership of, or voting or other rights of, Common Stock.

"Company" has the meaning set forth in the preamble to this Agreement.

"Disposition" or "Dispose of" shall mean any (i) pledge, sale, contract to sell, sale of any option or contract to purchase, purchase of any option or contract to sell, grant of any option, right or warrant for the sale of, or other disposition of or transfer of any Common Stock or any Common Stock Equivalents, including, without limitation, any "short sale" or similar arrangement, or (ii) swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of the Common Stock or any Common Stock Equivalents, whether any such swap or transaction is to be settled by delivery of securities, in cash or otherwise.

"Enforceability Exceptions" has the meaning set forth in Section 4.4(b).

"GAAP" means generally accepted accounting principles in the United States set forth in the opinions and pronouncements of the Accounting Principles Board and the American Institute of Certified Public Accountants and statements and pronouncements of the Financial Accounting Standards Board or such other principles as may be approved by a significant segment of the accounting profession in the United States, that are applicable to the circumstances as of the date of determination, consistently applied.

"Governmental Authority" shall mean any court, agency, authority, department, regulatory body or other instrumentality of any government or country or of any national, federal, state, provincial, regional, county, city or other political subdivision of any such government or country or any supranational organization of which any such country is a member.

"Group" means the Company and its subsidiaries (and "Group Company" shall be construed accordingly).

"Investor" has the meaning set forth in the preamble to this Agreement.

"Law" or "Laws" shall mean all laws, statutes, rules, regulations, orders, judgments, injunctions and/or ordinances of any Governmental Authority.

"Material Adverse Effect" means a material adverse effect on (i) the assets, liabilities, results of operations, financial condition or business of the Company and its subsidiaries taken as a whole, (ii) the legality or enforceability of this Agreement or (iii) the ability of the Company to perform its obligations under this Agreement.

"Nasdaq" means The Nasdaq Stock Market LLC.

"Person" means an individual, corporation, partnership, limited liability company, trust, business trust, association, joint stock company, joint venture, sole proprietorship, unincorporated organization, Governmental Authority or any other form of entity not specifically listed herein.

"Purchase Consideration" has the meaning set forth in Section 2.

"Purchase Price" has the meaning set forth in Section 2.

"Purchased Shares" has the meaning set forth in Section 2.

"Sarbanes-Oxley Act" has the meaning set forth in Section 4.9(g).

"SEC" has the meaning set forth in the recitals to this Agreement.

"SEC Documents" has the meaning set forth in Section 4.9(a).

"Short Sales" means all "short sales" as defined in Rule 200 of Regulation SHO under the 1934 Act (but shall not be deemed to include the location and/or reservation of borrowable Common Stock).

"Trading Day" shall mean a day on which trading in the Common Stock generally occurs on Nasdaq.

"Transfer Agent" means Computershare Trust Company, N.A., being the Company's transfer agent, or such other transfer agent as the Company may appoint from time to time.

"1933 Act" means the Securities Act of 1933, as amended, or any successor statute, and the rules and regulations promulgated thereunder.

"1934 Act" means the Securities Exchange Act of 1934, as amended, or any successor statute, and the rules and regulations promulgated thereunder.

2. Purchase and Sale of the Common Stock.

2.1. Subject to the terms and conditions of this Agreement, the Investor hereby agrees to purchase, and the Company agrees to issue and sell to the Investor the number of shares of Common Stock set forth on the Investor's signature page hereto (the "Purchased Shares").

2.2. Subject to the terms and conditions of this Agreement, at the Closing, the Company shall issue and sell to the Investor, and the Investor shall purchase from the Company the Purchased Shares, at a price per Purchased Share in the amount set forth on the Investor's signature page hereto (the "Purchase Price"). The aggregate purchase price for the Purchased Shares shall be in the amount set forth on the Investor's signature page hereto (the "Purchase Consideration").

3. Closing.

3.1. The completion of the purchase and sale of the Purchased Shares (the "Closing") shall occur on the date hereof (the "Closing Date"). The Closing shall occur remotely on the Closing Date via exchange of documents and signatures or at such place as the Company and the Investor may agree in writing.

3.2. On the Closing Date the Investor shall deliver or cause to be delivered to the Company (i) the Purchase Consideration via wire transfer of immediately available funds pursuant to the wire instructions delivered to the Investor by the Company after the date of this Agreement and (ii) an executed questionnaire in substantially the form attached hereto as Exhibit A (the "Investor Questionnaire"). At the Closing, the Company shall deliver or cause to be delivered the Purchased Shares to the Investor.

4. Representations and Warranties of the Company. The Company hereby represents and warrants to the Investor that, except as otherwise described in this Agreement or the SEC Documents, which qualify these representations and warranties in their entirety:

4.1. Organization, Good Standing and Qualification. The Company has been duly organized and is validly existing and in good standing under the laws of its jurisdiction of organization, is duly qualified to do business and is in good standing in each jurisdiction in which its ownership or lease of property or the conduct of its businesses requires such qualification, and has all power and authority necessary to own or hold its properties and to conduct the businesses in which it is engaged, except where the failure to be

so qualified or in good standing or have such power or authority would not, individually or in the aggregate, have a Material Adverse Effect.

4.2. Capitalization. As of September 18, 2023, the Company has 697,851,308 shares of Common Stock issued and outstanding. The issued share capital of the Company has been duly and validly issued and is fully paid and non-assessable.

4.3. Subsidiaries. All the outstanding share capital or other equity interests of each subsidiary owned, directly or indirectly, by the Company have been duly authorized and validly issued, are fully paid and are owned directly or indirectly by the Company, free and clear of any lien, charge, encumbrance, security interest, restriction on voting or transfer or any other claim of any third party.

4.4. Authorization.

(a) The Company has the requisite corporate power and authority to execute and deliver this Agreement and (subject to the satisfaction of the conditions to Closing) to perform its obligations hereunder; and all action required to be taken (including the approval of the Board and of the independent Special Committee of the Board formed in connection with the Company's consideration of the transactions undertaken pursuant to the Agreement) for the due and proper authorization, execution and delivery by it of this Agreement and (subject to the satisfaction of the conditions to Closing) the consummation by it of the transactions contemplated hereby has been duly and validly taken.

(b) This Agreement has been duly executed and delivered by the Company, and this Agreement constitutes a valid and legally binding obligation of the Company, enforceable against the Company in accordance with its terms, except as enforceability may be limited by applicable bankruptcy, insolvency or similar laws affecting creditors' rights generally or by equitable principles relating to enforceability (collectively, the "Enforceability Exceptions").

(c) No stop order or suspension of trading of the Company's equity securities has been imposed by the SEC, Nasdaq, or any other Governmental Authority and remains in effect.

4.5. No Defaults. The Company is not (i) in violation of its certificate of incorporation or bylaws; (ii) in default, and no event has occurred that, with notice or lapse of time or both, would constitute such a default, in the due performance or observance of any term, covenant or condition contained in any indenture, mortgage or loan agreement to which the Company is a party or by which the Company is bound or to which any of the property or assets of the Company is subject; (iii) in default, and no event has occurred that, with notice or lapse of time or both, would constitute such a default, in the due performance or observance of any term, covenant or condition contained in any deed of trust or other agreement or instrument to which the Company is a party or by which the Company is bound or to which any of the property or assets of the Company is subject (except for any agreements referred to in clause (ii) above); or (iv) in violation of any law or statute or any judgment, order, rule or regulation of any court or arbitrator or governmental or regulatory authority having jurisdiction over the Company or any of its subsidiaries, except, in the case of clauses (iii) and (iv) above, for any such default or violation that would not, individually or in the aggregate, have a Material Adverse Effect.

4.6. No Conflicts. The execution, delivery and (subject to the satisfaction of the conditions to Closing) performance of this Agreement, the issuance and sale of the Purchased Shares and the consummation of the transactions contemplated hereby will not (i) conflict with or result in a breach or violation of any of the terms or provisions of, or constitute a default under, or result in the creation or imposition of any lien, charge or encumbrance upon any property or assets of the Company pursuant to, any indenture, mortgage or loan agreement to which the Company is a party or by which the Company is

bound or to which any of the property or assets of the Company is subject, (ii) conflict with or result in a breach or violation of any of the terms or provisions of, or constitute a default under, or result in the creation or imposition of any lien, charge or encumbrance upon any property or assets of the Company pursuant to, any deed of trust or other agreement or instrument to which the Company is a party or by which the Company is bound or to which any of the property or assets of the Company is subject (except for any agreements referred to in clause (i) above), (iii) result in any violation of the provisions of the Company's certificate of incorporation or bylaws or (iv) result in the violation of any law or statute or any judgment, order, rule or regulation of any court or arbitrator or governmental or regulatory authority having jurisdiction over the Company or any of its subsidiaries, except, in the case of clauses (ii) and (iv) above, for any such conflict, breach, violation or default that would not, individually or in the aggregate, have a Material Adverse Effect.

4.7. No Governmental Authority or Consents. No consent, approval, authorization, order, license, registration or qualification of or with any court or arbitrator, governmental or regulatory authority is required for the execution, delivery and (subject to the satisfaction of the conditions to Closing) performance by the Company of this Agreement, or (subject to the satisfaction of the conditions to Closing) the issuance and sale of the Purchased Shares, except such filings as may be required to be made with the SEC or under any state securities laws, foreign securities laws, blue sky laws, or the rules and regulations of Nasdaq, which filings shall be made in a timely manner in accordance with all applicable Laws.

4.8. Valid Issuance of Purchased Shares. When issued, sold and delivered at the Closing in accordance with the terms hereof for the Purchase Consideration and subject to the satisfaction of the conditions to Closing, the Purchased Shares shall be duly authorized, validly issued and fully paid, free from any liens, encumbrances or restrictions on transfer, including preemptive rights, rights of first refusal or other similar rights, and shall rank *pari passu* with all Common Stock outstanding as of the date of this Agreement, other than as arising pursuant to this Agreement, as a result of any action by the Investor or under U.S. federal or state securities Laws.

4.9. SEC Documents; Financial Statements; Nasdaq Stock Market.

(a) Since January 1, 2023, the Company has timely filed all required reports, schedules, forms, statements and other documents (including exhibits and all other information incorporated therein), and any required amendments to any of the foregoing, with the SEC (the "SEC Documents"). As of their respective filing dates, each of the SEC Documents complied in all material respects with the requirements of the 1933 Act and the 1934 Act, and the rules and regulations of the SEC promulgated thereunder applicable to such SEC Documents, and no SEC Documents when filed, declared effective or mailed, as applicable, contained any untrue statement of a material fact or omitted to state a material fact required to be stated therein or necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading.

(b) Since January 1, 2023, the Company has filed all notices and documents required to be filed by it under the Nasdaq listing rules. Each such notice or document was filed within the applicable timeframe prescribed by the Nasdaq listing rules. As of their respective dates, each such notice or document complied in all material respects with the applicable requirements of the Nasdaq listing rules.

(c) As of the date of this Agreement, there are no outstanding or unresolved comments in comment letters received from the SEC or its staff.

(d) The financial statements of the Company for the fiscal year ended December 31, 2022 present fairly the financial position of the Company and its consolidated subsidiaries as of the dates indicated and the results of their operations and the changes in their cash flows for the periods specified; such financial statements have been prepared in

conformity with GAAP, applied on a consistent basis throughout the periods covered thereby, except as otherwise disclosed therein and, in the case of unaudited, interim financial statements, subject to normal year-end audit adjustments and the exclusion of certain footnotes, and any supporting schedules included in the SEC Documents present fairly the information required to be stated therein.

(e) The issued Common Stock of the Company as of the date hereof are admitted to trading on Nasdaq. The Company has taken no action designed to, or which is likely to have the effect of, terminating the registration of the Common Stock under the 1934 Act or delisting the Common Stock from Nasdaq. The Company has not received any notification that the SEC or Nasdaq, as applicable, is contemplating terminating such registration or listing.

(f) The Company and its subsidiaries have established systems of "internal control over financial reporting" (as defined in Rule 13a-15(f) of the 1934 Act) that have been designed by, or under the supervision of, their respective principal executive and principal financial officers, or persons performing similar functions, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP, including, but not limited to, internal accounting controls sufficient to provide reasonable assurance that (i) transactions are executed in accordance with management's general or specific authorizations; (ii) transactions are recorded as necessary to permit preparation of financial statements in conformity with GAAP and to maintain asset accountability; (iii) access to assets is permitted only in accordance with management's general or specific authorization; and (iv) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

(g) There is and has been no material failure on the part of the Company or any of the Company's directors or officers, in their capacities as such, to comply with any applicable provision of the Sarbanes-Oxley Act of 2002 and the rules and regulations promulgated in connection therewith (the "Sarbanes-Oxley Act"), including Section 402 related to loans and Sections 302 and 906 related to certifications.

4.10. Interim Financials. The published interim results of the Company and its consolidated subsidiaries for the three months and six months ended June 30, 2023 have been prepared with all due care and attention (having regard to the fact that the results were made publicly available) and on accounting bases and assumptions consistent with those adopted in the preparation of the audited financial statements of the Company and its consolidated subsidiaries for the fiscal year ended December 31, 2022.

4.11. Absence of Certain Changes. Since the interim results of the Company and its consolidated subsidiaries for the three and six months ended on June 30, 2023 were prepared: the businesses of the Company and its consolidated subsidiaries have been carried on in the ordinary and usual course; there has been no significant adverse change in the financial or trading position of the Company taken as a whole or, to the best of the Company's knowledge, information and belief, prospects of the Company; the Company has not acquired or disposed of or agreed to acquire or dispose of any of its assets or businesses other than in the ordinary course of trading; the Company has not entered into any contract or commitment of an unusual, long-term and/or onerous nature or assumed any material liabilities (including contingent liabilities) (other than as contemplated by this Agreement); the Company has not paid or made any payment or transfer to shareholders of any dividend, bonus, loan or distribution other than to the directors of the Company in their capacity as such directors in a manner consistent with the compensation of such directors as disclosed in the SEC Documents; and the Company has complied in all material respects with all the listing requirements of Nasdaq applicable to the Company (including the disclosure and notification requirements) and any requests for disclosure made by Nasdaq.

4.12. Tax. All returns of each member of the Group for taxation purposes have been made for all periods up to and including December 31, 2022, and all such returns are correct, and are not the subject of any dispute with or claim by the Internal Revenue Service or any other relevant taxation authority (other than routine audits) which would be material to the Company are not likely to result in any such dispute or claim.

4.13. Brokers' or Finders' Fees. Neither the Company nor any of its subsidiaries is a party to any contract, agreement or understanding with any person that would give rise to a valid claim against the Company or any of its subsidiaries for a brokerage commission, finder's fee or like payment in connection with the transactions contemplated by this Agreement.

4.14. No General Solicitation. Neither the Company nor any person acting on behalf of the Company has offered or sold any of the Purchased Shares by any form of general solicitation or general advertising. The Company has offered the Purchased Shares for sale only to the Investor.

5. Representations and Warranties of the Investor. The Investor hereby represents and warrants to the Company that:

5.1. Authority. The Investor is an individual with all such capacity necessary to enter into and consummate the transactions contemplated by this Agreement and to carry out its obligations thereunder, and to invest in the Purchased Shares pursuant to this Agreement.

5.2. Authorization. This Agreement has been duly executed and delivered by the Investor, and this Agreement constitutes a valid and legally binding obligation of the Investor, enforceable against the Investor in accordance with its terms, except as enforceability may be limited by the Enforceability Exceptions.

5.3. No Conflicts. The execution, delivery and performance of this Agreement and the consummation of the transactions contemplated by this Agreement will not (i) conflict with or result in a breach or violation of any of the terms or provisions of, or constitute a default under, or result in the creation or imposition of any lien, charge or encumbrance upon any property or assets of the Investor pursuant to, any indenture, mortgage, deed of trust, loan agreement or other agreement or instrument to which the Investor is a party or by which the Investor is bound or to which any of the property or assets of the Investor is subject, or (ii) result in the violation of any law or statute or any judgment, order, rule or regulation of any court or arbitrator or governmental or regulatory authority having jurisdiction over the Investor except, in the case of clauses (i) and (ii) above, for any such conflict, breach, violation or default that would not, individually or in the aggregate, have a material adverse effect on the Investor's ability to perform its obligations or consummate the transactions contemplated by this Agreement.

5.4. Purchase Entirely for Own Account. The Purchased Shares to be received by the Investor hereunder will be acquired for the Investor's own account, not as nominee or agent, and not with a view to the resale or distribution of any part thereof in violation of the 1933 Act, and the Investor has no present intention of selling, granting any participation in, or otherwise distributing the same in violation of the 1933 Act, without prejudice, however, to such Investor's right at all times to sell or otherwise dispose of all or any part of such Purchased Shares in compliance with applicable federal and state securities laws**.** The Investor is not a broker-dealer registered with the SEC under the 1934 Act or an entity engaged in a business that would require it to be so registered.

5.5. Investment Experience. The Investor acknowledges that it can bear the economic risk and complete loss of its investment in the Purchased Shares and has such knowledge and experience in financial or business matters that it is capable of evaluating the merits and risks of the investment contemplated hereby.

5.6. Disclosure of Information. The Investor has had an opportunity to receive, review and understand all information related to the Company requested by it and to ask questions of and receive answers from the Company regarding the Company, its business and the terms and conditions of the offering of the Purchased Shares, and has conducted and completed its own independent due diligence. The Investor acknowledges that copies of the SEC Documents are available on the SEC's EDGAR system. Based on such information as the Investor has deemed appropriate and the representations and warranties of the Company contained in Section 4 of this Agreement, and without reliance upon any other party, it has independently made its own analysis and decision to enter into this Agreement. The Investor has sought such accounting, legal and tax advice as it has considered necessary to make an informed investment decision with respect to its acquisition of the Purchased Shares.

5.7. Restricted Securities. The Investor understands that the Purchased Shares will be characterized as "restricted securities" under the U.S. federal securities laws inasmuch as they are being acquired from the Company in a transaction not involving a public offering and that under such laws and applicable regulations such securities may be resold without registration under the 1933 Act only in certain limited circumstances. The Investor acknowledges that the Company has no obligation to register or qualify the Purchased Shares for resale. The Investor further acknowledges that if an exemption from registration or qualification is available, it may be conditioned on various requirements including, but not limited to, the time and manner of sale, the holding period for the Purchased Shares, and on requirements relating to the Company which are outside of the Investor's control, and which the Company is under no obligation and may not be able to satisfy.

5.8. Legends. It is understood that, except as provided below, certificates evidencing the Purchased Shares may bear the following or any similar legend:

(a) "The securities represented hereby have not been registered with the Securities and Exchange Commission or the securities commission of any state in reliance upon an exemption from registration under the Securities Act of 1933, as amended, and, accordingly, may not be transferred unless (i) such securities have been registered for sale pursuant to the Securities Act of 1933, as amended, (ii) such securities may be sold pursuant to Rule 144 or similar rule, or (iii) the Company has received an opinion of counsel reasonably satisfactory to it that such transfer may lawfully be made without registration under the Securities Act of 1933, as amended."

(b) If required by the authorities of any state in connection with the issuance or sale of the Purchased Shares, the legend required by such state authority.

5.9. Accredited Investor. The Investor is (a) an "accredited investor" within the meaning of Rule 501 under the 1933 Act and has executed and delivered to the Company the Investor Questionnaire, which such Investor represents and warrants is true, correct and complete. The Investor is (b) a sophisticated investor with sufficient knowledge and experience in investing in equity transactions to properly evaluate the risks and merits of its purchase of the Purchased Shares. Such Investor has determined based on its own independent review and such professional advice as it deems appropriate that its purchase of the Purchased Shares and participation in the transactions contemplated by this Agreement (i) are fully consistent with its financial needs, objectives and condition, (ii) comply and are fully consistent with all investment policies, guidelines and other restrictions applicable to such Investor, (iii) have been duly authorized and approved by all necessary action, (iv) do not and will not violate or constitute a default under any law, rule, regulation, agreement or other obligation by which such Investor is bound and (v) are a fit, proper and suitable investment for such Investor, notwithstanding the substantial risks inherent in investing in or holding the Purchased Shares.

5.10. No General Solicitation. The Investor did not learn of the investment in the Purchased Shares as a result of any general solicitation or general advertising.

5.11. Brokers and Finders. No Person will have, as a result of the transactions contemplated by this Agreement, any valid right, interest or claim against or upon the Company or the Investor for any commission, fee or other compensation pursuant to any agreement, arrangement or understanding entered into by or on behalf of the Investor.

5.12. Short Sales and Confidentiality Prior to the Date Hereof. Other than consummating the transactions contemplated hereunder, the Investor has not, nor has any Person acting on behalf of or pursuant to any understanding with the Investor, directly or indirectly executed any purchases or sales, including Short Sales, of the securities of the Company or directly or indirectly engaged in any action designed to, or which might be reasonably expected to, cause or result in any manipulation of the price of the securities of the Company during the period commencing as of the time that such Investor was first contacted by the Company or any other Person regarding the transactions contemplated hereby and ending immediately prior to the date hereof. The Investor has maintained the confidentiality of all disclosures made to it in connection with this transaction (including the existence and terms of this transaction). Notwithstanding the foregoing, for avoidance of doubt, nothing contained herein shall constitute a representation or warranty, or preclude any actions, with respect to the identification of the availability of, or securing of, available securities to borrow in order to effect Short Sales or similar transactions in the future.

5.13. No Government Recommendation or Approval. The Investor understands that no United States federal or state agency, or similar agency of any other country, has reviewed, approved, passed upon, or made any recommendation or endorsement of the Company or the purchase of the Purchased Shares.

5.14. No Rule 506 Disqualifying Activities. The Investor has not taken any of the actions set forth in, and is not subject to, the disqualification provisions of Rule 506(d)(1) of the 1933 Act.

5.15. Financial Assurances. As of the date of this Agreement and as of the Closing Date, the Investor has and will have access to cash in an amount sufficient to pay to the Company the Purchase Consideration.

6. Covenants and Agreements of the Company.

6.1. No Conflicting Agreements. The Company will not take any action, enter into any agreement or make any commitment that would conflict or interfere in any material respect with the Company's obligations to the Investor under this Agreement.

6.2. Short Sales and Confidentiality After the Date Hereof. The Investor covenants that neither it nor any Affiliates acting on its behalf or pursuant to any understanding with it will execute any Short Sales during the period from the date hereof until the earlier of such time as (i) the transactions contemplated by this Agreement are first publicly announced or (ii) this Agreement is terminated in full. The Investor covenants that until such time as the transactions contemplated by this Agreement are publicly disclosed by the Company, the Investor will maintain the confidentiality of all disclosures made to it in connection with this transaction (including the existence and terms of this transaction). The Investor understands and acknowledges that the SEC currently takes the position that coverage of Short Sales of securities "against the box" prior to effectiveness of a resale registration statement with securities included in such registration statement would be a violation of Section 5 of the 1933 Act, as set forth in Item 239.10 of the Securities Act Rules Compliance and Disclosure Interpretations compiled by the Office of Chief Counsel, Division of Corporation Finance.

7. Insider Trading Acknowledgments. In addition to the restrictions in this Agreement on the Disposition of Common Stock and Common Stock Equivalents of the Company, the Investor hereby acknowledges that it is aware that United States securities laws prohibit any person who has material, non-public information about a company obtained

directly or indirectly from that company from purchasing or selling securities of such company or from communicating such information to any other person, including under circumstances in which it is reasonably foreseeable that such person is likely to purchase or sell such securities.

8. Survival. The representations, warranties, covenants and agreements contained in this Agreement shall survive the Closing of the transactions contemplated by this Agreement for one (1) year.

9. Miscellaneous.

9.1. Successors and Assigns. This Agreement may not be assigned by a party hereto without the prior written consent of the Company or the Investor, as applicable. The provisions of this Agreement shall inure to the benefit of and be binding upon the respective permitted successors and assigns of the parties.

9.2. Counterparts; E-mail. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. This Agreement may also be executed via electronic mail, which shall be deemed an original.

9.3. Titles and Subtitles. The titles and subtitles used in this Agreement are used for convenience only and are not to be considered in construing or interpreting this Agreement.

9.4. Notices. Unless otherwise provided, any notice required or permitted under this Agreement shall be given in writing and shall be deemed effectively given as hereinafter described (i) if given by personal delivery, then such notice shall be deemed given upon such delivery, (ii) if given by electronic mail, then such notice shall be deemed given upon receipt of confirmation of complete transmittal, and (iii) if given by an internationally recognized overnight air courier, then such notice shall be deemed given one Business Day after delivery to such carrier. All notices shall be addressed to the party to be notified at the address as follows, or at such other address as such party may designate by ten days' advance written notice to the other party:

If to the Company:

Summit Therapeutics Inc.
2882 Sand Hill Road, Suite 106
Menlo Park, CA 94025
Attention: Chief Financial Officer
Email: Ankur.Dhingra@smmttx.com
With a copy to:
Baker & Hostetler LLP
45 Rockefeller Plaza
New York, NY 10111
Attention: Adam Finerman, Esq.
Email: afinerman@bakerlaw.com

If to the Investor:

to the address set forth on the signature page hereto.

9.5. Expenses. The parties hereto shall pay their own costs and expenses in connection herewith regardless of whether the transactions contemplated hereby are

consummated; it being understood that each of the Company and the Investor has relied on the advice of its own respective counsel and/or other professional advisers.

9.6. Amendments and Waivers. Any term of this Agreement may be amended and the observance of any term of this Agreement may be waived (either generally or in a particular instance and either retroactively or prospectively), only with the written consent of the Company and the Investor.

9.7. Publicity. Except as set forth below, no public release or announcement concerning the transactions contemplated hereby shall be issued by the Investor without the prior consent of the Company, except as such release or announcement may be required by law or the applicable rules or regulations of any securities exchange or securities market, in which case the Investor shall allow the Company, to the extent reasonably practicable in the circumstances, reasonable time to comment on such release or announcement in advance of such issuance. The Company shall not include the name of the Investor in any press release or public announcement (which, for the avoidance of doubt, shall not include any filing with the SEC) without the prior written consent of the Investor, except as otherwise required by law or the applicable rules or regulations of any securities exchange or securities market, in which case the Company shall allow the Investor, to the extent reasonably practicable in the circumstances, reasonable time to comment on such release or announcement in advance of such issuance.

9.8. Severability. Any provision of this Agreement that is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof but shall be interpreted as if it were written so as to be enforceable to the maximum extent permitted by applicable law, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction. To the extent permitted by applicable law, the parties hereby waive any provision of law which renders any provision hereof prohibited or unenforceable in any respect.

9.9. Entire Agreement. This Agreement, including the signature pages and Exhibits hereto, constitutes the entire agreement among the parties hereof with respect to the subject matter hereof and thereof and supersedes all prior agreements and understandings, both oral and written, between the parties with respect to the subject matter hereof and thereof.

9.10. Further Assurances. The parties shall execute and deliver all such further instruments and documents and take all such other actions as may reasonably be required to carry out the transactions contemplated hereby and to evidence the fulfillment of the agreements herein contained.

9.11. Governing Law; Consent to Jurisdiction; Waiver of Jury Trial. This Agreement shall be governed by, and construed in accordance with, the internal laws of the State of New York without regard to the choice of law principles thereof. Each of the parties hereto irrevocably submits to the exclusive jurisdiction of the courts of the State of New York located in New York County and the United States District Court for the Southern District of New York for the purpose of any suit, action, proceeding or judgment relating to or arising out of this Agreement and the transactions contemplated hereby. Service of process in connection with any such suit, action or proceeding may be served on each party hereto anywhere in the world by the same methods as are specified for the giving of notices under this Agreement. Each of the parties hereto irrevocably consents to the jurisdiction of any such court in any such suit, action or proceeding and to the laying of venue in such court. Each party hereto irrevocably waives any objection to the laying of venue of any such suit, action or proceeding brought in such courts and irrevocably waives any claim that any such suit, action or proceeding brought in any such court has been brought in an inconvenient forum. **EACH OF THE PARTIES HERETO WAIVES ANY RIGHT TO REQUEST A TRIAL BY JURY IN ANY LITIGATION WITH RESPECT TO THIS AGREEMENT**

AND REPRESENTS THAT COUNSEL HAS BEEN CONSULTED SPECIFICALLY AS TO THIS WAIVER.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties have executed this Agreement or caused their duly authorized officers to execute this Agreement as of the date first above written.

COMPANY: SUMMIT THERAPEUTICS INC.

By: /s/ Ankur Dhingra October 13, 2023

Name: Ankur Dhingra
Title: Chief Financial Officer

[Company Signature Page to Securities Purchase Agreement]

INVESTOR:

By: /s/ Manmeet Soni October 13, 2023
MANMEET SONI

Purchase Price: $1.68 per share

Purchase Consideration: $5,000,000.00

Purchased Shares: 2,976,190

Address: [**]

Exhibit A

Investor Questionnaire

[**]

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Robert W. Duggan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Summit Therapeutics Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 7, 2023

By: /s/ Robert W. Duggan

Name: **Robert W. Duggan**

Title: **Chairman and Co-Chief Executive Officer**
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Dr. Maky Zanganeh, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Summit Therapeutics Inc.(the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

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

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

Date: November 7, 2023

By: /s/ Maky Zanganeh

Name: **Dr. Maky Zanganeh**

Title: **Executive Director, Co-Chief Executive Officer, and President**
(Principal Executive Officer)

EXHIBIT 31.3

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Ankur Dhingra, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Summit Therapeutics Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

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

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

Date: November 7, 2023

By: /s/ Ankur Dhingra

Name: **Ankur Dhingra**

Title: **Chief Financial Officer**
(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICERS AND PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Summit Therapeutics Inc. (the "Company") for the quarter ended September 30, 2023, as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers does hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: November 7, 2023

By: /s/ Robert W. Duggan
Name: **Robert W. Duggan**
Title: **Chairman and Co-Chief Executive Officer**
(Principal Executive Officer)

Date: November 7, 2023

By: /s/ Maky Zanganeh
Name: **Dr. Maky Zanganeh**
Title: **Executive Director, Co-Chief Executive Officer, and President**
(Principal Executive Officer)

Date: November 7, 2023

By: /s/ Ankur Dhingra
Name: **Ankur Dhingra**
Title: **Chief Financial Officer**
(Principal Financial Officer)