UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2025

OR

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

Commission File Number 001-39871

SAB BIOTHERAPEUTICS, INC.

(Exact name of Registrant as specified in its Charter)

Delaware	**85-3899721**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
777 W 41st St	
Miami Beach, Florida	**33140**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (305) 845-2813

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, $0.0001 par value per share	SABS	The Nasdaq Stock Market LLC
Warrants, each exercisable for one share of Common Stock	SABSW	The Nasdaq Stock Market LLC

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

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

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

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

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

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

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

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

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

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

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based on the closing price of the shares of common stock on The Nasdaq Stock Market on June 30, 2025, was $76,734,681.

The number of shares of the registrant's common stock outstanding as of March 2, 2026 was 50,951,037.

Auditor Firm Id:	274	Auditor Name:	EisnerAmper L.L.P.	Auditor Location:	Iselin, New Jersey

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K ("Annual Report") contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are based on our management's current beliefs and assumptions and on information currently available to our management, and are contained principally in the sections entitled "Business," "Risk Factors," and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Forward-looking statements include all statements that are not historical facts and can be identified by terms such as "anticipates," "believes," "best in class," "could," "seeks," "estimates," "expects," "first-in-class," "focused," "goal," "intends," "may," "objective," "opportunity," "pipeline," "plans," "potential," "predicts," "projects," "pursuing," "should," "target," "treatment option," "will," "would," "might," "can," "continue" or similar expressions and the negatives of those terms.

These forward-looking statements include, among other things, statements about:

- the success, cost and timing of our product development activities and clinical trials, including statements regarding our plans for clinical development of our product candidates, the initiation and completion of clinical trials and related preparatory work and the expected timing of the availability of results of clinical trials;
- our ability to recruit and enroll suitable patients in our clinical trials;
- the potential indications, attributes and benefits of our product candidates;
- our ability to obtain and maintain regulatory approval for our product candidates, and any related restrictions, limitations or warnings in the label of an approved product candidate;
- our ability to obtain funding for our operations, including funding necessary to complete further development, approval and, if approved, commercialization of our product candidates;
- the period over which we anticipate our existing cash and cash equivalents will be sufficient to fund our operating expense and capital expenditure requirements;
- the potential for our business development efforts to maximize the potential value of our portfolio;
- our ability to identify, in-license or acquire additional product candidates;
- our ability to compete with other companies currently marketing or engaged in the development of treatments for the indications that we are pursuing for our product candidates;
- our expectations regarding our ability to obtain and maintain intellectual property protection for our product candidates and the duration of such protection;
- our ability to contract with and rely on third parties to assist in conducting our clinical trials and manufacturing our product candidates;
- our manufacturing capabilities, third-party contractor capabilities and strategy;
- our plans related to manufacturing, supply and other collaborative agreements;
- the size and growth potential of the markets for our product candidates, and our ability to serve those markets, either alone or in partnership with others;
- the rate and degree of market acceptance of our product candidates, if approved;
- the pricing and reimbursement of our product candidates, if approved;
- regulatory developments in the United States and foreign countries;
- the impact of laws, regulations, accounting standards, regulatory requirements, judicial decisions and guidance issued by authoritative bodies;
- our ability to attract and retain key scientific, medical, commercial or management personnel;
- our estimates regarding expenses, future revenue, capital requirements and needs for additional financing;
- our financial performance;
- our ability to maintain our listing on The Nasdaq Capital Market; and
- our ability to continue as a going concern.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in the "Risk Factors" section and elsewhere in this Annual Report. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this Annual Report may not occur, and actual results could differ

materially and adversely from those anticipated or implied in the forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason after the date of this Annual Report to conform these statements to actual results or to changes in our expectations. This Annual Report on Form 10-K includes references and citations to third-party publications. Such publications and related materials are provided for informational purposes only. Neither these publications nor the information contained therein is incorporated by reference into, or deemed to form a part of, this Annual Report on Form 10-K, and we do not adopt or endorse the statements made in such materials.

References to SAB Biotherapeutics, Inc.

In this Annual Report, unless otherwise stated or the context otherwise indicates, references to the "Company," "SAB," "SAB BIO," "we," "our" and "us" mean SAB Biotherapeutics, Inc., a Delaware corporation, and its consolidated subsidiaries.

Trademarks and Tradenames

The SAB BIO logo and other trademarks of the Company appearing in this Annual Report are the property of the Company. All other trademarks, service marks, and trade names in this Annual Report are the property of their respective owners. Solely for convenience, trademarks and trade names referred to in this report may appear without the ® or ™ symbols.

Market Data, Forecasts, and Other Information

Unless otherwise indicated, information in this Annual Report concerning economic conditions, our industry, and our markets, including our general expectations and competitive position, market opportunity and market size, is based on a variety of sources, including information from independent industry analysts and publications, as well as our own estimates and research. In addition, certain information includes references to third-party publications regarding our business, results of operations, products, and product candidates.

Our estimates are derived from industry and general publications, studies and surveys conducted by third-parties, as well as data from our own internal research. These publications, studies and surveys generally indicate that their information has been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information, and we have not independently verified industry data from such third-party sources. While we believe our internal research is reliable and that our internal estimates are reasonable, such research has not been verified by any independent source and our internal estimates are based on our good faith beliefs as of the respective dates of such estimates.

PART I

Item 1. Business.

Business Overview

We are a clinical-stage biopharmaceutical company focused on developing multi-specific, high-potency, human immunoglobulin G (hIgG) to treat and prevent immune and autoimmune disorders. Our programs are based on mechanisms of action that have achieved proof-of-concept in clinical trials in indications with significant unmet medical needs. We are focused on developing product candidates for disease targets where a differentiated approach has the greatest potential to be either first-in-class against novel targets or best-in-class against complex targets to treat diseases, including type 1 diabetes (T1D) and other autoimmune disorders. The Company's lead candidate, SAB-142, targets autoimmune T1D with a disease-modifying therapeutic approach that aims to potentially change the T1D treatment paradigm by delaying onset and potentially preventing disease progression of Stage 3 T1D patients.

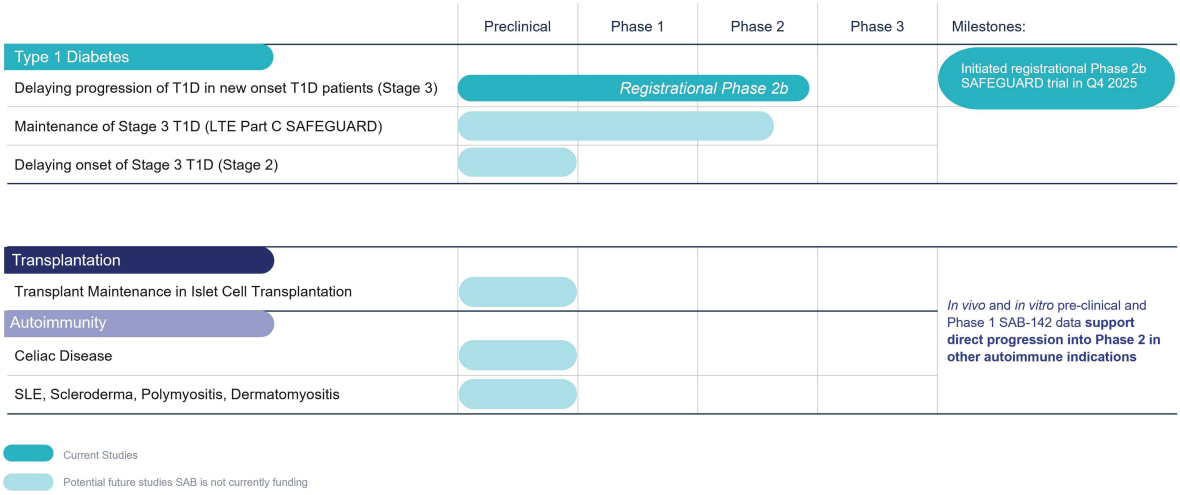
Using advanced genetic engineering and antibody science, we developed a proprietary technology which holds the potential to generate additional novel therapeutic candidates utilizing the human immune response, without the need for human donors or convalescent plasma. We believe it is the only technology capable of producing disease-targeted, hIgG in large quantities without human plasma donors.

We have optimized genetic engineering in the development of transchromosomic cattle, or Tc-Bovine™, to produce hIgG. Our engineering of our production platform drives IgG1 production across our pipeline. In addition, this differentiated approach using polyclonal antibodies has no biosimilar pathway, which provides a significant barrier to competitive polyclonal approaches.

Our proprietary platform holds the potential to generate additional novel therapeutic candidates to expand our pipeline, utilizing the human immune response to generate the optimal repertoire of hIgG for drug targets of interest. Our drug development production system is able to generate a diverse repertoire of specifically targeted, high-potency, hIgGs that can bind to multiple sites on targeted immunogens, making them ideally suited to address the complexities associated with many immune-mediated disorders and address a wide range of serious unmet needs in human diseases.

Our Development Pipeline: Advancing a Pipeline in Autoimmune Diseases Led by SAB-142

The following table highlights our current development pipeline:



SAB-142: Our Lead Product Candidate

Our wholly owned lead product candidate, SAB-142 is a potentially disease-modifying, redosable immunotherapy in clinical development for the treatment of autoimmune type 1 diabetes (T1D). SAB-142 is a multi-specific, fully human anti-thymocyte globulin (hATG) with a mechanism of action analogous to that of rabbit ATG (rATG). rATG has demonstrated in multiple clinical trials the ability to slow disease progression in patients with new- or recent-onset of Stage 3 T1D. SAB-142, like rATG, directly targets multiple immune cells involved in destroying pancreatic beta cells, including modulation of "bad

acting" T-lymphocytes. By stopping immune cells from attacking beta cells, this treatment has the potential to preserve insulin-producing beta cells. The mechanism of action of SAB-142 has been clinically validated in numerous clinical trials with a rabbit anti-thymocyte globulin (rATG). In addition, data from approximately 800 human subjects have been treated with antibodies produced by our platform, including in the Phase 1 study of SAB-142, where we have seen no incidence of serum sickness and neutralizing anti-drug antibodies (ADAs). We expect this finding to continue through the clinical development of SAB-142.

There is an established regulatory path for T1D indications using the SAB-142 modality. Our regulatory pathway has also been established with the United States Food and Drug Administration (FDA), the United Kingdom Medicines and Healthcare products Regulatory Agency (MHRA), and the Therapeutic Good Administration (TGA) in Australia. The FDA regulates polyclonal hIgG and mAbs differently, as mAbs are regulated through the Center for Drug Evaluation and Research (CDER) while pAbs are regulated by the Center for Biologics Evaluation and Research (CBER). CBER has approved more than 30 immunoglobulin products from both human- and animal-derived plasma. Further, CBER is very familiar with our production platform and pAb products. We have navigated three SAB drug products through seven clinical trials with one product having advanced to Phase 3, building our safety database as well as positive efficacy data. As our lead program SAB-142 advances, we intend to expand our pipeline in complementary indications through strategic utilization of our platform.

We received an Investigational New Drug (IND) clearance from the FDA in May 2024 and announced positive topline data from our Phase 1 clinical trial of SAB-142 in January 2025 and December 2025. We initiated our registrational Phase 2b clinical trial, called the SAFEGUARD study, in Q3 2025 and dosed the first patient in December 2025. In May 2025, SAB confirmed its intent with the FDA to utilize the data from the SAFEGUARD study as supportive evidence for future regulatory approval.

Background On Type 1 Diabetes

High Prevalence in Type 1 Diabetes

T1D is a complex and life-threatening autoimmune disease in which the body mistakenly attacks the insulin-producing beta cells of the pancreas. Living with this disease requires daily, sometimes hourly, intensive insulin management with the potential for numerous complications. Despite improvements in glucose monitoring and insulin administrations, mortality amongst people with T1D remains up to 13 times higher compared to matched controls. From a drug development perspective, shifting away from chronic disease management and towards disease-modifying therapies has the potential to change and save millions of lives.

- According to the T1D Index, a global data simulation tool launched by Breakthrough T1D Foundation, formerly known as the Juvenile Diabetes Research Foundation (JDRF), in 2022, the prevalence of T1D has increased at four times the rate of population growth in every country across the globe since 2000.
- Nearly 1 in 300 children in the United States will be diagnosed with T1D during childhood, and one in every seven healthcare dollars can be attributable to the cost of managing diabetes over the lifetime.
- An estimated 9.5 million people were living with T1D worldwide in 2024, and this number is predicted to increase to 14.7 million by 2040.

Based on birth cohorts from 1950 to 2040, 6.85 million lives will be lost by 2040 if people are unable to access interventions to diagnose and treat T1D. According to these estimates, T1D stands to become one of the world's largest deadly chronic health conditions, similar in scale and impact to HIV.

Current Type 1 Diabetes Treatment Landscape and Their Limitations

Despite significant advances in diabetes technology which has enabled those with T1D mellitus to manage and improve their metabolic control, there remains a significant unmet need in this therapeutic area and the patient burden and potential for acute complications remains high. Insulin injection is the current standard of care for T1D, yet self-management of T1D involves complex daily routines and careful monitoring of dietary intake and activity levels to potentially achieve glycemic targets associated with a reduced risk of long-term diabetes complications. Insulin pumps featuring a computerized system for sensing blood glucose to deliver an appropriate dose of insulin have been frequently reported to the FDA for problems. A high incidence of failure in achieving glycemic targets is a consistently reported issue. Additionally, long term complications of the disease include a reduced life expectancy of 10-15 years, and significant acute complications such as hyperglycemia, including diabetic ketoacidosis, premature myocardial infarction, stroke, limb ischemia, gangrene, kidney failure, blindness due to diabetic retinopathy, coma and potentially death. All current therapies require patients to carefully monitor their dietary intake, which is inconvenient in adults and a frequent point of failure in adolescents and children.

Pancreas transplantation for uncontrolled diabetes was first performed in the 1960s and established the principle that replacing the beta cells could restore physiological glucose control. Pancreas transplants are limited due to the availability of organs, complicated surgical interventions, and require lifelong immunosuppression. Despite its limitations, approximately 30,000 pancreas transplants have been performed worldwide to date.

Several existing treatment options for T2D have been investigated to treat T1D, though generally without success. While SGLT-1/2 and SGLT-2 inhibitors were initially approved in Europe and Japan with label restrictions to certain sub-groups of patients with T1D, and continue to be approved for patients with T2D, these therapies have since been withdrawn from the European market and have not received regulatory approval in the U.S. for T1D due to safety risks primarily related to the risk of diabetic ketoacidosis. Pramlintide (Symlin), an amylin peptide analog approved for mealtime injections, has been approved for use in both T1D and T2D since 2005 but has not been adopted widely.

Other therapeutic modalities, including monoclonal antibodies, are under clinical investigation and have demonstrated evidence of the potential to delay the onset of T1D. In November 2022, the FDA approved Tzield (teplizumab), a humanized anti-CD3 monoclonal antibody for the treatment of patients with two or more diabetes-related auto-antibodies to delay the onset of T1D. However, as with any autoimmune disease, a single treatment such as Tzield cannot address the entire spectrum of the unmet need of patients with Stage 1-4 T1D due to the significant heterogeneity of the disease, where every patient may not respond to the therapy. Currently, Tzield (known as Teizeild in Europe) is approved in the U.S. and in the EU for patients with Stage 2 T1D. Tzield has been filed for approval in the United States for Stage 3 T1D after receiving a Commissioner's National Priority Voucher (CNPV) under the CNPV pilot program in late 2025.

The treatment burden for Tzield for Stage 2 and Stage 3 T1D is one course of intravenous (IV) daily therapy for 14 days at Month 1 and two courses of IV daily therapy for 12 days, at Month 1 and Month 6, respectively. Teplizumab also has an immunogenicity liability. Of patients treated with Teplizumab, 57% had ADAs, 46% of which were neutralizing ADAs.

There are currently no approved therapies in delaying the progression of T1D in new onset Stage 3 T1D patients, thus significant unmet medical needs remain for the development of therapies that target specific patient needs across various stages of T1D diagnosis. New onset Stage 3 T1D is the first indication we plan to pursue with SAB-142, as we continue our work to change the lives of people impacted by T1D through unique disease-modifying therapies.

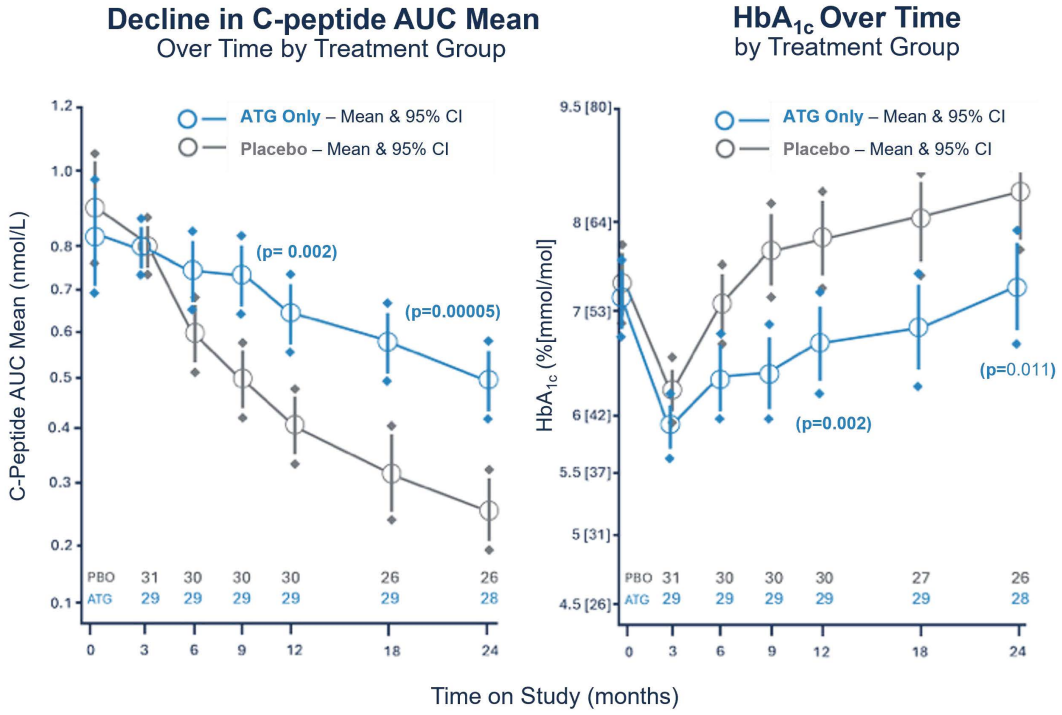
Clinical Validation of Anti-Thymocyte Globulin in New Onset Type 1 Diabetes

Maintenance of the level of connecting peptide (C-peptide), a short 31 amino acid polypeptide that connects insulin’s A chain to its B chain in the proinsulin molecule, is a validated surrogate endpoint for endogenous insulin production, essential for delaying progression of T1D. Placebo controlled trials with low-dose rATG, defined as a single dose of 2.5 milligram per kilogram (mg/kg) and 0.5 mg/kg administered intravenously over two days in an ambulatory, or outpatient setting, have shown statistically significant maintenance of C-peptide levels and thus a delay in progression of recent onset T1D.

TN-19: Low-Dose rATG Preserved C-peptide in New Onset T1D 1 and 2 Years Post Treatment

Based on the results of a Phase 2 clinical trial, TN19, conducted at the University of Florida, a single dose of rATG showed sustained benefit in T1D over a two-year period by maintaining significantly higher C-peptide levels than a placebo control. In addition to the C-peptide data, rATG treated patients showed a significant reduction in glycated hemoglobin A1C (HbA1C) over the placebo group. However, more than 65% of treated patients in this study reported serum sickness due to the infusion of a non-human antibody, with symptoms that included rash, malaise, fever, and joint swelling, with over 50% of those subjects developing serum sickness of Grade 3-4 (severe and life-threatening according to the CTCAE criteria). The symptoms often required treatment with steroids that control serum sickness but impair diabetes management and reduce the capacity to redose rATG when C-peptide levels begin to drop.

The below graph shows the statistically significant preservation of C-peptide (p=0.00005) and the reduction of HbA1C (p=0.011) at year two in low dose rATG from the TN19 study:



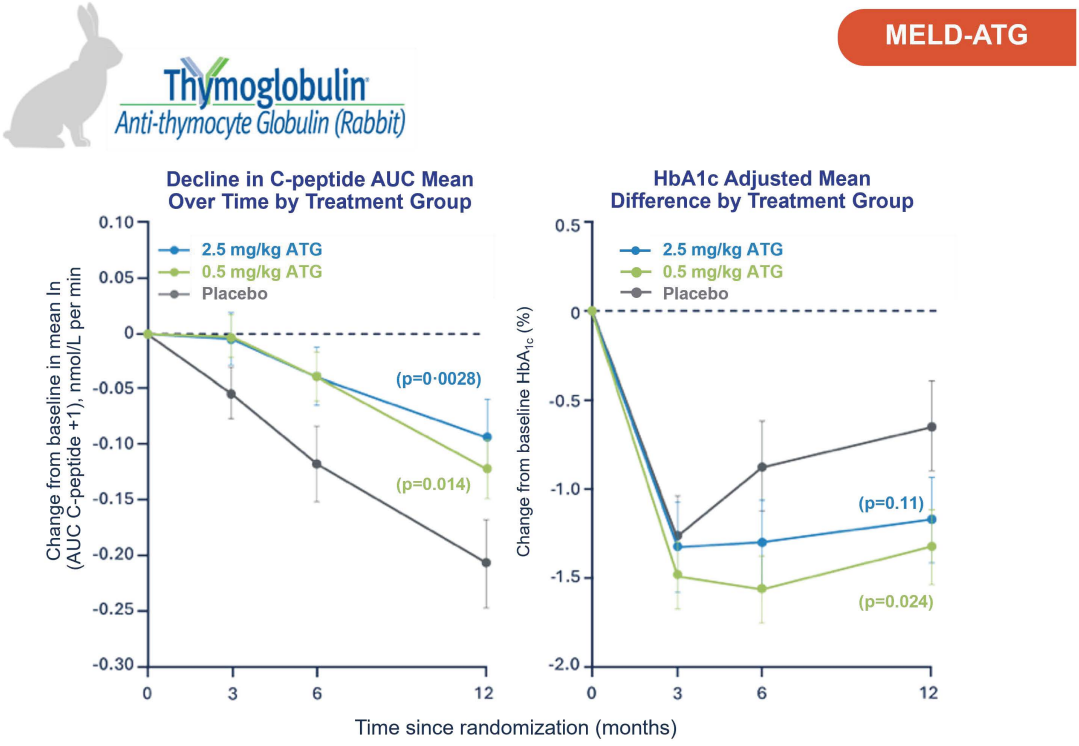
Source: Haller, Michael J., et al. "Low-Dose Anti-Thymocyte Globulin Preserves C-Peptide, Reduces HbA1c, and Increases Regulatory to Conventional T-Cell Ratios in New-Onset Type 1 Diabetes: Two-Year Clinical Trial Data." *Diabetes*, vol. 68, no. 6, 2019, pp. 1267–1276.

MELD-ATG: Minimal Effective Low Dose of rATG Preserved C-peptide in New Onset T1D One Year Post Treatment

In September 2025, results from the Phase 2 MELD-ATG trial were published in *The Lancet*. MELD-ATG was a randomized, double-blind, placebo-controlled, adaptive dose-ranging study evaluating rATG in 117 participants aged 5–25 years with new onset Stage 3 T1D (diagnosed 3–9 weeks prior to treatment).

The primary endpoint was stimulated C-peptide area under the curve (AUC) during a 2-hour mixed-meal tolerance test at 12 months. The 2.5 mg/kg dose demonstrated statistically significant preservation of C-peptide versus placebo (p=0.0028). The 0.5 mg/kg dose, identified as the minimum effective dose, also demonstrated statistically significant preservation of C-peptide versus placebo (p=0.014). At 12 months, the 0.5 mg/kg group demonstrated a statistically significant reduction in adjusted mean HbA1c versus placebo (p=0.024). The 2.5 mg/kg group showed a numerical reduction in adjusted mean HbA1c versus placebo that did not reach statistical significance. Continuous glucose monitoring metrics showed numerically higher time in range in treated participants.

The chart below shows the statistically significant preservation of C-peptide and reduction of HbA1C over one year in the MELD-ATG study:



Source: Mathieu, Chantal, et al. "Minimum Effective Low Dose of Antithymocyte Globulin in People Aged 5–25 Years with Recent-Onset Stage 3 Type 1 Diabetes (MELD-ATG): A Phase 2, Multicentre, Double-Blind, Randomised, Placebo-Controlled, Adaptive Dose-Ranging Trial." *The Lancet*, published online 18 Sept. 2025.

All treated participants experienced at least one AE (most were Grade 1 or 2). Dose-dependent AEs included cytokine release syndrome (33% at 2.5 mg/kg; 24% at 0.5 mg/kg; 0% placebo) and serum sickness (82% at 2.5 mg/kg; 32% at 0.5 mg/kg; 0% placebo). There were no deaths related to adverse events.

Safety Across Clinical Trials of rATG in New Onset T1D

A review of safety parameters based on both short and long-term safety data (up to five years from three separate clinical trials conducted with low-dose rATG in Stage 3 T1D patients) highlights that safety issues associated with dosing humans with rabbit-derived antibodies are predominantly focused on the serum sickness, high immunogenicity, and CD4+ sustained lymphodepletion. These side effects appear to be dose-dependent, with the higher dose level of rATG at 6.5mg/kg having higher proportion of participants with the AEs. Nevertheless, at low dose levels, this mechanism of action (MoA) is proven to be immunomodulatory rather than immunosuppressive. Three studies were conducted with two doses of rATG: a single trial with a 6.5 mg/kg dose, and two studies using a low dose of 2.5 mg/kg. Each trial was adequately designed, randomized, double-blind, and placebo controlled. In all three trials, extensive safety assessments and a long-term safety follow-up showed no increase in infection versus placebo, no opportunistic infections or infections known to develop predominantly in immunosuppressed patients, and no difficulty in clearing infections. The 6.5 mg/kg trial investigated an immune response to either a recall or novel antigen as a representative of an immune response to vaccination or an infection. The findings demonstrated that the administration of a single dose of rATG did not result in decreased humoral response versus placebo. Finally, none of the three trials observed an increase in liquid cancers or solid malignancies.

Limitations to Rabbit Anti-Thymocyte Globulin

Rabbit ATG shows therapeutic promise, but its heterologous nature and high immunogenicity are problematic given adverse events that could inhibit long term disease modification and redosing. It is well established that treatment with heterologous proteins such as rATG can result in serum sickness, which can trigger Grade 3 or higher adverse events. Serum sickness is

defined as a Type 3 hypersensitivity reaction. The heterologous nature of rATG also results in the production of neutralizing ADAs in most patients even after a single course of therapy. Neutralizing ADAs, or NAbs, are a subset of ADAs that bind to the drug and inhibit its pharmacologic action or activity. Once pharmacological function is inhibited, beta cells are left unprotected from attacks by the cytotoxic CD8-positive T-cells or inflammatory mediators, and the disease continues to progress.

SAB-142: Our Proposed Solution for Type 1 Diabetes

SAB-142 is a first-in-class, human, multi-target ATG treatment designed to provide superior efficacy and safety in delaying the onset or progression of T1D and offers a novel human alternative to rabbit- or equine-derived ATG with potential for safe and reliable redosing while eliminating the treatment burden observed with currently available therapies.

While the MOA of our compound closely resembles rATG, we believe SAB-142 has demonstrated clear advantages that are fundamental for safe and reliable redosing required to delay disease progression.

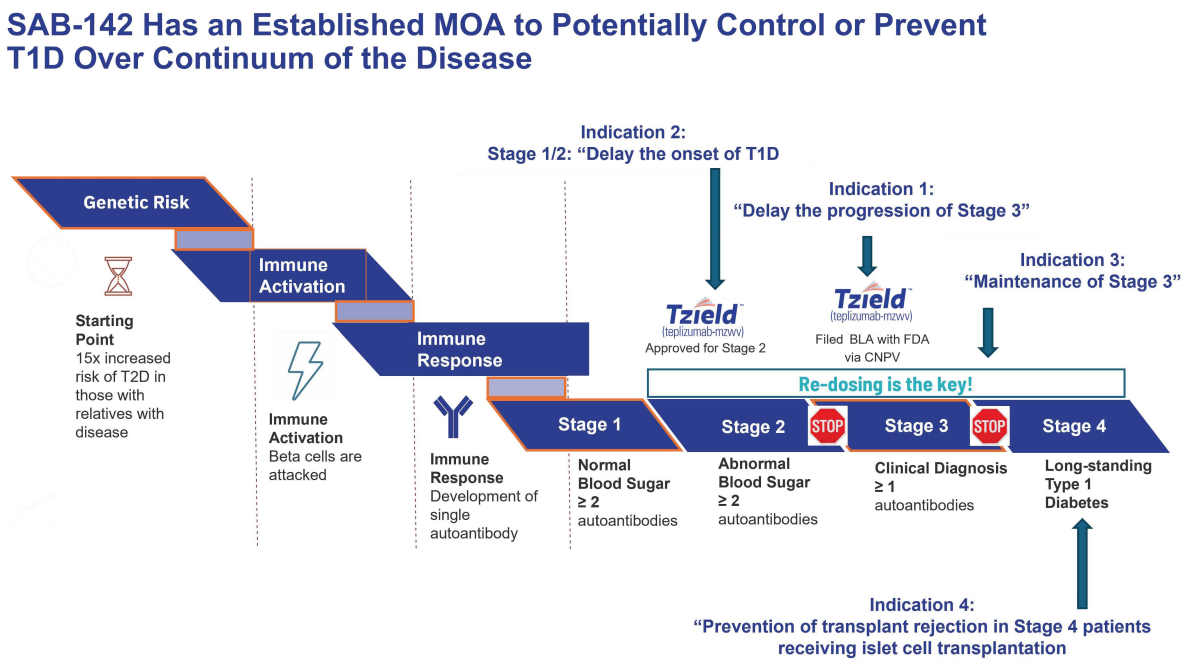
Data from preclinical studies and clinical trials suggest that commercially approved rATG has been shown to transiently restore immune-tolerance and reduce autoimmune attack on pancreatic beta cells in T1D patients. Following IV administration, both rATG and SAB-142 have been shown to target key circulating immune cell types involved in an autoimmune response in T1D. Both ATGs cause a dose proportional sustained exhaustion of CD4+ and CD8+ T-cells while preserving regulatory T cells (Tregs) in addition to modulating other autoimmune pathways involved in T1D pathophysiology. By reducing overreactive CD4+ and CD8+ T cells while preserving Tregs, SAB-142 is expected to reduce autoimmune β-cell destruction to delay the onset (Stage 2) or progression (Stage 3) of autoimmune T1D.

In addition to potentially preserving beta cell function in early T1D patients, SAB-142 offers the potential of safe and reliable redosing when examining clinically meaningful indicators such as C-peptide levels and HbA1c without the potential risk of inducing major immune reactions of animal derived immunoglobulins. In the first-in-human Phase 1 clinical trial, SAB-142 demonstrated zero serum sickness and zero immunogenicity at the target dose levels, including in a cohort of redosed healthy volunteers (HV), thus supporting its potential for safe and reliable redosing.

Clinical Strategy for SAB-142

T1D is an autoimmune disease characterized by destruction of insulin producing beta-cells in the pancreas by the patient's own immune system. Immunological processes resulting in the breakdown of self-tolerance and gradual destruction of pancreatic beta cells by the patient's own immune system preceding the clinical onset of disease oftentimes starts very early in patients' lives, sometimes as early as in utero. T1D affects people of all ages, with the average age of diagnosis at 13 years old. Stage 1 is the start of T1D, marked by individuals having two or more diabetes-related autoantibodies and still normal blood sugar concentrations. In Stage 2, individuals have dysglycemia but without symptoms. Stage 3 is the time of a full clinical diagnosis. Unfortunately, when an individual is first diagnosed with clinical stage T1D, 50-90% of pancreatic insulin-producing beta cells are already destroyed. Hence, it is critical to start therapy that preserves the remaining fully functional beta cells as soon as possible as it may provide the highest benefit throughout the patient's lifetime. The table below illustrates the therapeutic landscape of T1D and its disease continuum.

T1D Disease Continuum



As referenced in the above illustration, one of the early proposed studies in our clinical development program will be in those patients with newly diagnosed Stage 3 T1D. Following the trials in Stage 3, we would progress into clinical trials in Stage 2 patients. Stage 2 patients are those who do not yet have a full clinical onset of T1D and have functional beta cells that can be further preserved. In this patient population, we will aim to delay the onset of Stage 3 clinical T1D along with evaluation of the redosing potentially aimed at fully preventing clinical onset of disease. The ultimate vision for SAB-142 is founded on the potential ability to safely redose by delivering a consistent and effective dose of this medication twice per year to fully halt progression of established clinical disease or delay its onset indefinitely.

Clinical Development of SAB-142

On January 28, 2025, we announced positive topline Phase 1 clinical results with the Company's potentially disease-modifying T1D therapy SAB-142. Based on the data, we advanced SAB-142 into a registrational Phase 2b trial, **SAF**ety and **E**fficacy of human anti-thymocyte immuno**G**lob**U**lin SAB-142 **AR**resting progression of type 1 **D**iabetes (SAFEGUARD), in Q3 2025 to evaluate the therapeutic candidate in adult, adolescent, and pediatric patients with new onset, Stage 3 T1D.

We shared additional Phase 1 clinical trial results on December 17, 2025.

SAB-142 Phase 1 HUMAN Clinical Data

The SAB-142 Phase 1 **HU**man anti-thymocyte biologic in first-in-**MAN**(HUMAN) clinical trial was designed as a randomized, double-blind, placebo-controlled, single-ascending dose, adaptive design clinical study among HV and one cohort of participants with T1D that commenced dosing in November 2023. The objectives include establishing safety, tolerability, pharmacokinetic (PK), immunogenicity, and pharmacodynamic (PD) profile for SAB-142.

The reported topline results showed the following outcomes in HV cohorts and a redosed HV cohort:

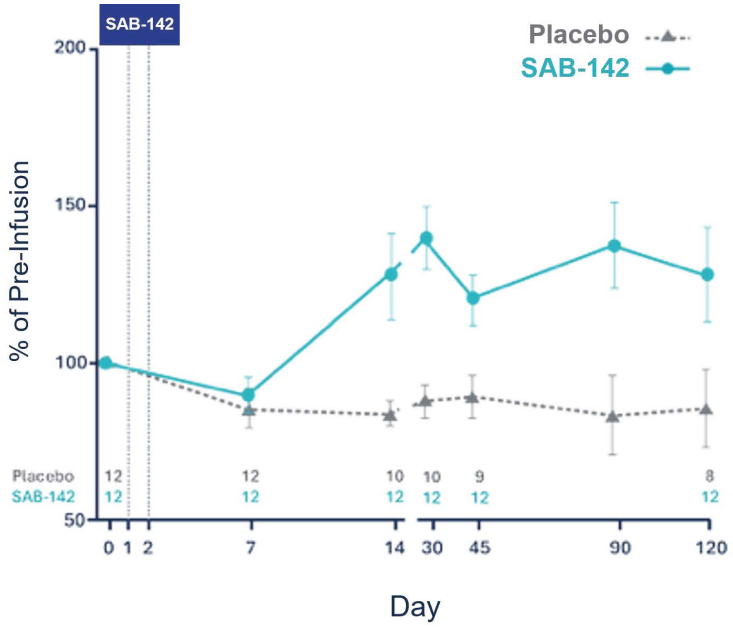
- **Favorable safety profile:** SAB-142 was well-tolerated in both HV and T1D patients. SAB-142 demonstrated a safety profile superior to rabbit anti-thymocyte immunoglobulin (rATG) as the data from the Phase 1 trial confirmed SAB-142 does not cause serum sickness (0%, N=0/68) and there were no adverse events (AEs) associated with anti-drug antibodies (ADAs; 0%, N=0/68) at any dose in any cohort, including in the redosed HVs and T1D patient cohort. In all treated participants, there were no drug-related serious adverse events (SAE). Most AEs were mild and associated with day 1-2 infusions, with only Grade 1 flu-like symptoms and transient

infusion-site reactions including pruritus and tenderness. The most common AE was headache, which is consistent with typical AEs for T-cell modifying therapies.

- **Demonstrated sustained "T-cell exhaustion" signature:** SAB-142 demonstrated PD activity consistent with its intended mechanism of action, including induction of inhibitory receptor expression associated with CD4+ T conventional ("Tconv") cell exhaustion. Tconv cells are a subset of helper T lymphocytes that play a central role in coordinating immune responses. In T1D, autoreactive T cells contribute to immune mediated destruction of pancreatic beta cells resulting in progressive loss of endogenous insulin production.

  - ***PD-1+ Tconv Cells****:* PD-1+ Tconv cells are a type of immune cell that carry a protein called PD-1 on their surface. PD-1 acts as a natural brake on the immune system. When PD-1 levels increase, the activity of these immune cells is reduced. In T1D, certain immune cells attack insulin producing beta cells in the pancreas. When CD4+ Tconv cells express higher levels of PD-1, they become less aggressive and less likely to damage tissue. This state is often referred to as T-cell exhaustion. An increase in PD-1+ Tconv cells after treatment suggests that the immune response may be more controlled. In autoimmune diseases such as T1D, this effect may potentially help slow the destruction of beta cells. As shown in graph below titled "Relative PD-1+ Tconv Cells ± SEM," treatment with SAB-142 was associated with an increase from baseline in the percentage of PD-1–expressing CD4+ Tconv cells compared to placebo. Following infusion, SAB-142 treated participants exhibited a sustained elevation in PD-1+ Tconv cells over the 120 day period, whereas placebo treated participants remained near baseline levels. The separation between treatment and placebo arms was evident beginning in the early post dose period and persisted through Day 120 supporting target engagement and downstream immunomodulatory activity.

Relative PD-1 + Tconv Cells ± SEM

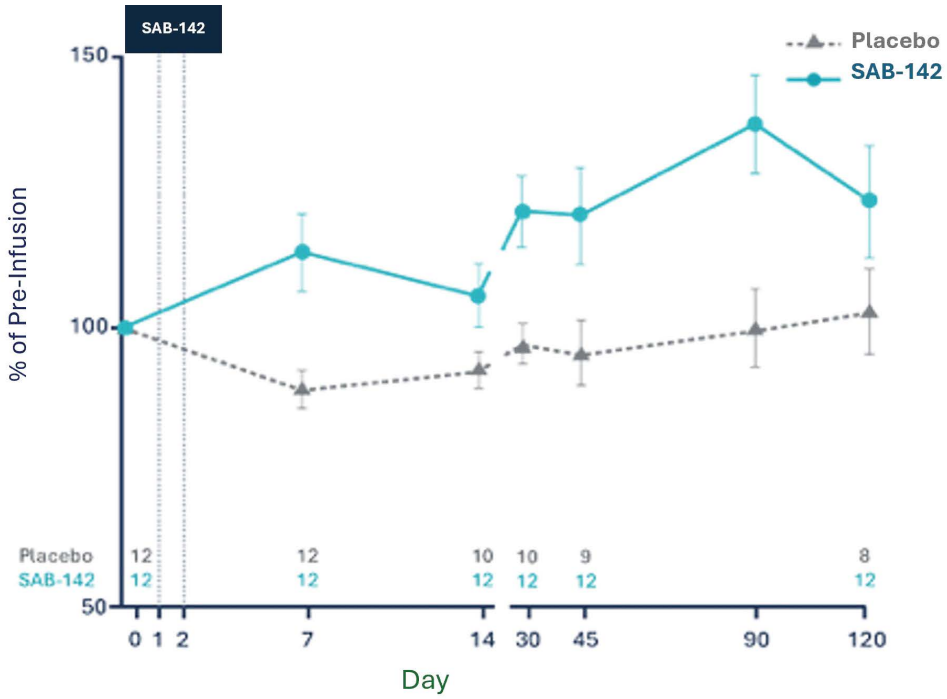


Note: SAB-142: combined 1.5 mg/kg and 2.5 mg/kg dosed cohorts.

  - ***TIGIT+ Tconv Cells***: Similar to PD-1, TIGIT is a protein found on the surface of certain CD4+ Tconv immune cells and also functions as a natural brake on the immune system. When TIGIT levels increase, the activity of these immune cells is reduced. In T1D, where immune cells attack insulin producing beta cells in the pancreas, higher TIGIT expression on CD4+ Tconv cells is associated with a less aggressive immune response. This reduced activity is also consistent with T-cell exhaustion. An increase in TIGIT+ Tconv cells after treatment suggests that the immune response may be more controlled and may potentially help reduce beta cell destruction. As shown in the graph titled "Relative TIGIT+ Tconv Cells ± SEM," treatment with SAB-142 was associated with an increase from baseline in the percentage of TIGIT expressing CD4+ Tconv cells compared to placebo. Following infusion, SAB-142 treated participants exhibited sustained elevation in TIGIT+ Tconv cells over the 120 day period, whereas placebo treated

participants remained near baseline levels. The separation between treatment and placebo arms was observed during the post dose period and persisted through Day 120 supporting PD activity consistent with immune modulation.

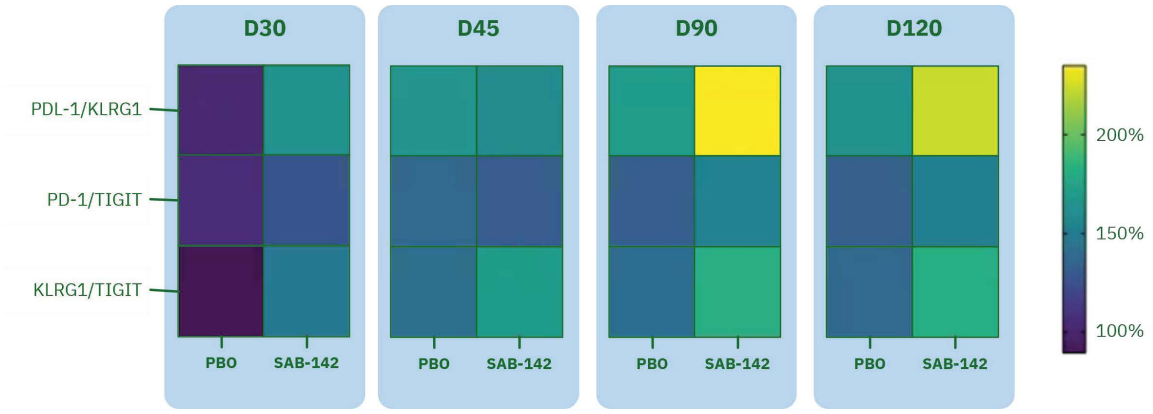
Relative TIGIT^{+}Tconv Cells ± SEM



Note: SAB-142: combined 1.5 mg/kg and 2.5 mg/kg dosed cohorts.

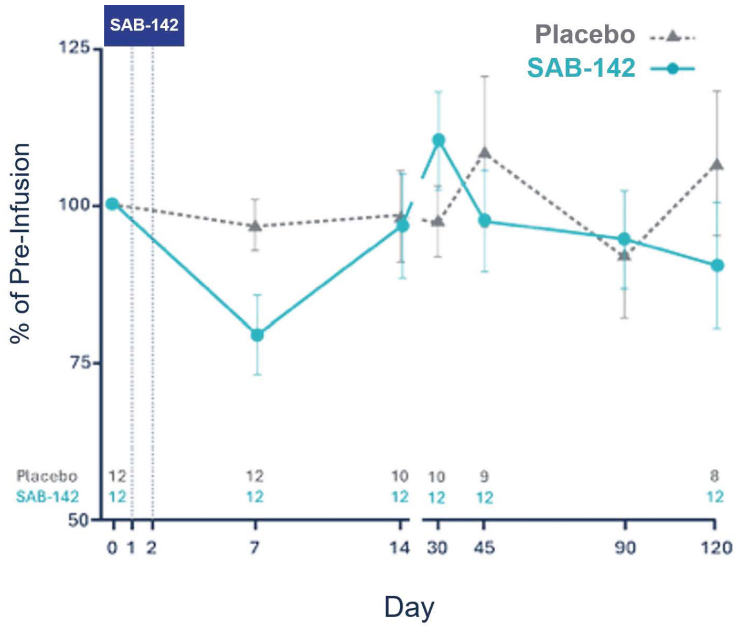
o **CD4+ *Tconv Cell Dual Exhaustion Markers:*** In addition to looking at PD-1 or TIGIT alone, we also measured CD4+ Tconv cells that express two inhibitory proteins at the same time. When CD4+ Tconv cells express combinations such as PD-1 and TIGIT, PD-1 and KLRG1, or KLRG1 and TIGIT, this suggests a deeper level of immune restraint than expression of a single marker alone. Co-expression of these inhibitory proteins is commonly associated with a more exhausted and less active T cell state. As discussed above for PD-1+ and TIGIT+ Tconv cells, higher levels of these inhibitory markers indicate that the immune response may be more controlled. An increase in dual positive Tconv cells after treatment further supports the induction of CD4+ Tconv cell exhaustion. In the context of T1D, this pattern is consistent with reduced immune driven attack on insulin producing beta cells. As presented in the illustration below titled "Tconv Median % Change from Baseline (PD-1/KLRG1, PD-1/TIGIT, KLRG1/TIGIT)," SAB-142–treated participants demonstrated greater median percent increases from baseline in dual positive CD4+ Tconv subsets compared to placebo across multiple time points (Days 30, 45, 90, and 120). The magnitude and persistence of dual marker expression were consistent with enhanced induction of an exhausted phenotype in effector T cells.

Tconv Median % Change from Baseline (PD-1/KLRG1, PD-1/TIGIT, KLRG1/TIGIT)



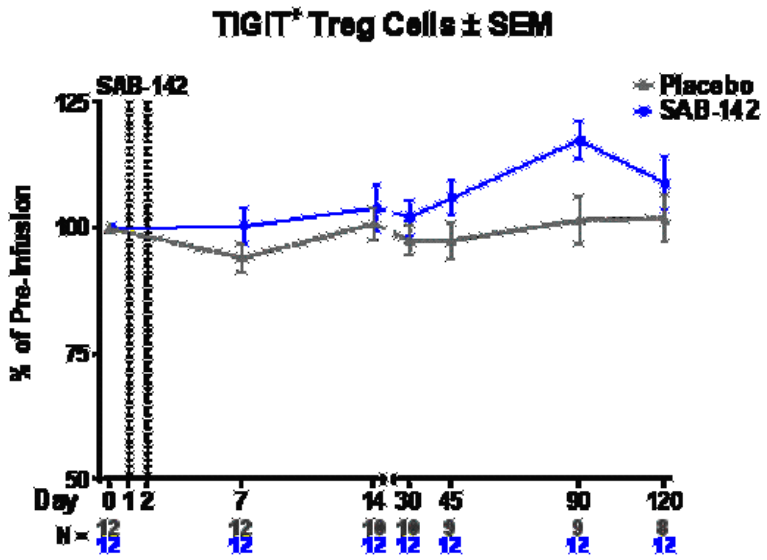
Note: SAB-142: combined 1.5 mg/kg and 2.5 mg/kg dosed cohorts.

- **Preserved and activated regulatory Tregs:** Phase 1 PD data demonstrated that SAB-142 preserved Tregs while simultaneously inducing markers consistent with Treg activation, an immunologic profile aligned with disease-modifying potential in Type 1 Diabetes. The graph below demonstrates that Tregs remained stable relative to baseline with no meaningful decline observed through Day 120, indicating that SAB-142 does not deplete this regulatory subset. Instead, SAB-142 treatment results in the preservation of Tregs in the 1.5 mg/kg and 2.5 mg/kg dose cohorts in HV.



Note: SAB-142: combined 1.5 mg/kg and 2.5 mg/kg dosed cohorts.

Additionally, SAB-142 induces expression of the inhibitory receptor TIGIT on Tregs, a recognized marker of Treg activation that may enhance suppressive immune function in HV. The graph below shows that SAB-142 increases the proportion of TIGIT^{+} Tregs over time, whereas placebo remains relatively unchanged. Across day 120, the SAB-142 cohort trends consistently above pre-infusion baseline with values gradually rising and peaking around Day 90 before stabilizing.

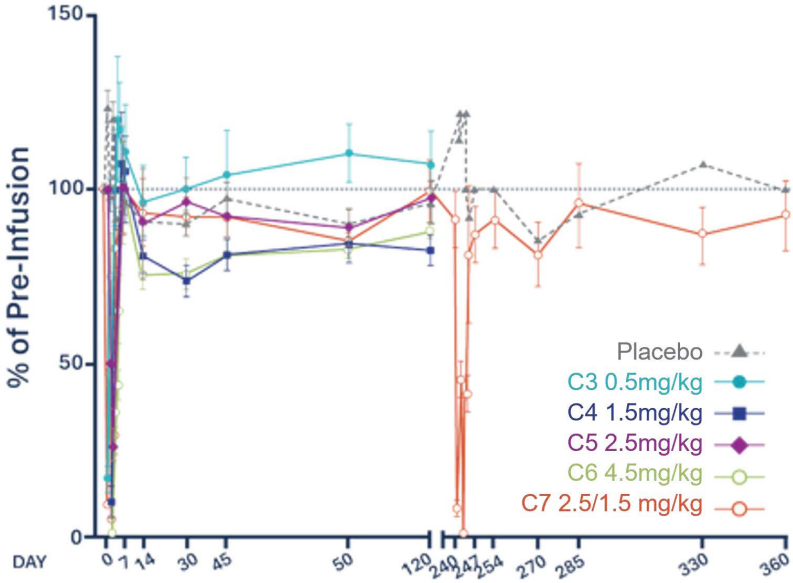


Note: SAB-142: combined 1.5mg/kg and 2.5mg/kg dosed cohorts.

TIGIT+ Tregs acts as a beneficial PD signal potentially contributing to restoration of immune tolerance and improved regulation of effector T-cell activity implicated in beta cell destruction. Across datasets, Tregs exhibit stability, lack of cytotoxic loss, and activation in response to SAB-142. These findings support the mechanistic hypothesis that SAB-142 may modulate the autoimmune environment without triggering broad immunosuppression, while maintaining T cell regulatory capacity and promoting exhausted CD4+ T cell profiles associated with C-peptide preservation.

- **Transient lymphopenia supports maintenance dosing**: Lymphocytes are white blood cells that help regulate immune responses. Monitoring these levels helps evaluate how a treatment affects overall immune cell counts. Transient lymphopenia, an on-target marker of target engagement and PD activity, was observed in all subjects (100%; N=68) following the induction dose with lymphocyte counts returning to baseline within 1 to 3 days. This pattern was also seen after the second administration in the HV cohort (100%; n=8). As shown in the graph titled “Mean Absolute Lymphocytes ± SEM Normalized to Original Pre-SOI in HV,” lymphocyte levels decreased shortly after dosing and then rapidly returned to pre dose levels. Unlike certain immunomodulatory therapies that deplete lymphocytes for extended periods of up to two years, SAB-142 did not demonstrate sustained lymphodepletion. The rapid recovery of lymphocyte counts suggests immune modulation without prolonged suppression and supports the potential for repeat dosing and maintenance administration at six month intervals.

Mean Absolute Lymphocytes ± SEM Normalized to Original Pre-SOI in HV

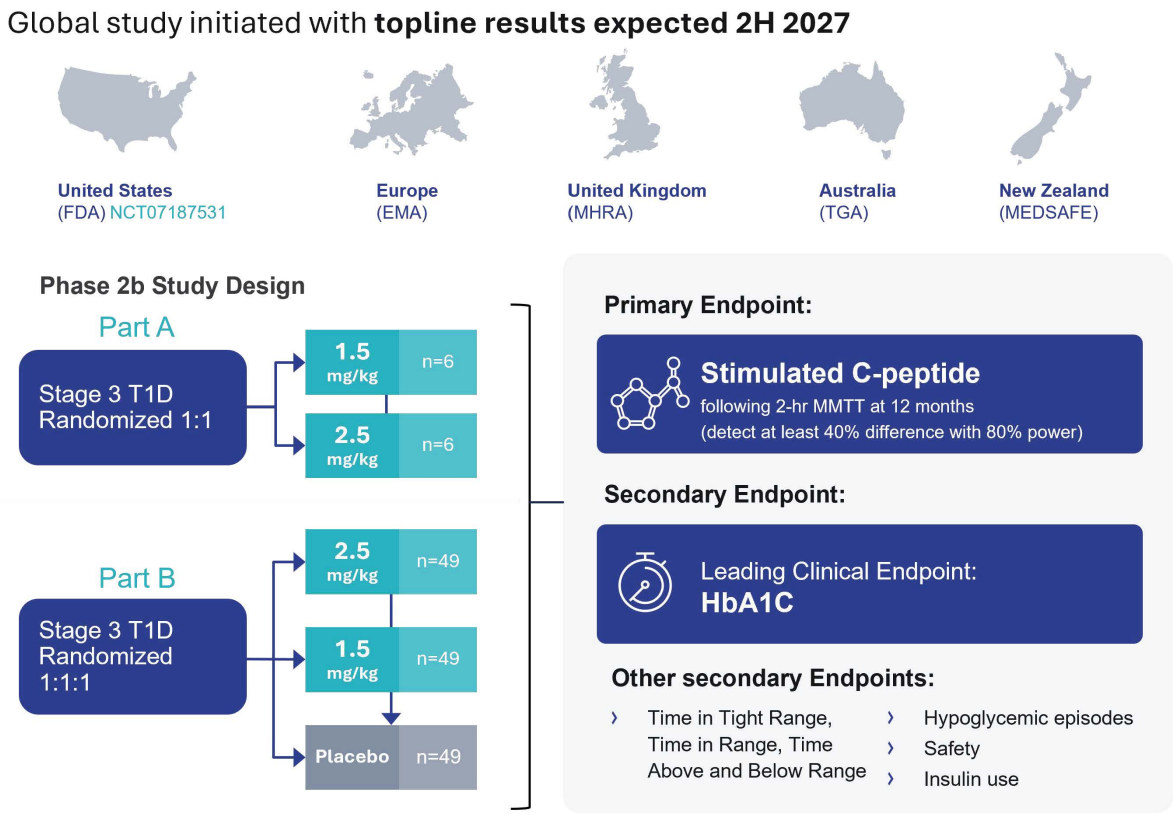


SAFEGUARD: Multicenter, Global Phase 2b for SAB-142 in Stage 3 Type 1 Diabetes Patients

Based on the completed Phase 1 clinical trial, we initiated a global Phase 2b study called SAFEGUARD to assess the safety, efficacy, and tolerability of SAB-142 in patients with Stage 3 new onset T1D. SAFEGUARD, the Company's multicenter, global, randomized, double-blind, placebo-controlled Phase 2b clinical trial, is designed and powered as a registrational program across multiple regions, including the United States, EMA-member states, the United Kingdom, Australia, and New Zealand.

SAFEGUARD, as shown below, would enroll 159 pediatric, adolescent, and adult participants aged 5–40 years with new onset Stage 3 T1D within 100 days of diagnosis and baseline C-peptide ≥200 pmol/L. The study consists of Part A, a 12 patient cohort, and Part B, a 147 patient randomized cohort evaluating two active dose levels of SAB-142, 1.5 mg/kg and 2.5 mg/kg vs. placebo administered intravenously using a split two-day dosing regimen, with a second dose at Month 6. The primary efficacy endpoint of the Phase 2b trial is stimulated C-peptide following a 2-hour Mixed Meal Tolerance Test (MMTT) at 12 months, powered to detect at least a 40% difference with 80% power. Key secondary and other endpoints include HbA1c, Time in Tight Range, Time in Range, Time Above and Below Range, insulin use, hypoglycemic episodes, and other safety assessments. These endpoints are structured to evaluate the potential of SAB-142 to preserve beta cell function and modulate the underlying autoimmune activity responsible for T1D progression.

SAFEGUARD: Global Phase 2b Study Design



All participants, including placebo, who complete the blinded portion of SAFEGUARD Part B are eligible to enroll into Part C, a 12-month long-term extension (LTE). Part C of SAFEGUARD is designed to evaluate the maintenance phase safety and efficacy of SAB-142 over a 24-month treatment period where all individuals receive active treatment to support long-term assessment of durability, redosing feasibility, and extended safety monitoring. Part C enables the Company to collect efficacy and safety data up to 24 months, including redosing safety, maintenance PD activity, and extended metabolic outcomes. In addition to supporting a more robust safety database, Part C provides continuity for sites and participants after completion of Part B and enhances the probability of regulatory approval by contributing multi-dose, long-duration exposure data.

The Phase 2b study's global design, registrational powering, and comprehensive metabolic and immunologic endpoints are intended to support potential future regulatory submissions. On May 29, 2025, the Company held a constructive Type B meeting with the FDA. The meeting followed positive topline data from a Phase 1 single-ascending dose trial in healthy volunteers for SAB-142. The primary discussion centered on questions related to all aspects of SAB-142's Phase 2b SAFEGUARD clinical trial design and chemistry, manufacturing, and controls processes. The FDA provided clear, constructive, and actionable guidance during the discussion leading to alignment on the design and advancement of our Phase 2b SAFEGUARD study. SAB confirmed its intent with the FDA to utilize the data from this study as primary evidence for future regulatory approval. Although, while our ongoing Phase 2b study is designed to provide robust evidence of safety and efficacy, the FDA may require additional supportive clinical trial(s) beyond this study to establish substantial evidence sufficient for BLA approval.

The study was initiated in Q3 2025 and the first patient was dosed in December 2025. Global trial startup activities are underway and study is actively enrolling and dosing patients at multiple global sites with topline data expected in the second half of 2027.

In addition, our clinical development efforts are supported by global T1D research organizations, including INNODIA, the Australasian Type 1 Diabetes Immunotherapy Collaborative, Breakthrough T1D, UK T1D Research Consortium, and specialized clinical research networks such as AK Clinical Research. Collectively, these partnerships reflect our strategy to conduct SAB-142 development alongside leading T1D scientific and clinical experts around the world, integrating academic leadership into study design, patient engagement, and scientific interpretation.

Other Immunology Indications

T- and B-cells are multifunctional lymphocytes whose dysregulation was shown to have a central role in the pathogenesis of more than 80 autoimmune diseases, including T1D, systemic lupus erythematosus (SLE), rheumatoid arthritis (RA), multiple sclerosis (MS), and celiac disease. The therapeutic success to date of lymphocyte-mediating therapies in a variety of autoimmune diseases and our *in vivo* and *in vitro* pre-clinical and Phase 1 work from SAB-142 in T1D supports direct progression into Phase 2 in other autoimmune indications.

Proprietary Production Platform Overview

Our proprietary production platform gives us the unique ability to generate targeted, hIgG without the need for human donors or plasma. Diverse and high-potency hIgG can be targeted to human immunogens for immune disorders or cancer, viruses, bacteria, and toxins. The production system relies on advanced genetic engineering that functionally replaces bovine immunoglobulin with hIgG (resulting in our Tc Bovine) produced from the full germ-line repertoire of human antibody heavy chain and kappa light chain genes on an engineered human artificial chromosome (HAC). The human antibody genes have been further engineered to efficiently produce a diverse repertoire of hIgG in bovine B-cells in response to specifically targeted immunogens as a result of the hyperimmunization of the Tc Bovine. Bovine were selected because they are large animals that produce large amounts of plasma, and as ruminants, have high concentrations of circulating hIgG with a robust response to immunogen challenge that produces high potency, high avidity hIgG.

Through our production platform, we have engineered a targeted hIgG production platform that emulates the way that the human immune system synergistically targets the complexity of human disease. The discovery, development, and production process represents a “plug-and-play” approach:

- ***Develop Immunogen for Disease Target***. An immunogen is developed for a specific target in much the same that human vaccines are developed. The production platform is designed to address virtually any target including bacteria (whole killed), viruses, toxins, nucleic acids (i.e., RNA and DNA vaccines), whole cells, and human tissues.
- ***Hyperimmunize Tc Bovine***. Tc Bovine are genetically engineered to produce hIgG. They are then hyperimmunized with the desired immunogen, driving the immune response beyond protective levels that have been shown in some cases to be 40-60 times more potent than hIgG produced in convalescent patients.
- ***Collect Plasma***. The target specific hIgG is collected from the Tc Bovine by plasma donations.
- ***Isolate hIgG***. hIgG is then isolated from the plasma through a well-established plasma fractionation and purification process and Quality Control tested. This highly purified hIgG is then ready for use as a human immunotherapy treatment or prophylactic.

Our production platform is replicable and scalable given Tc Bovine are genetic clones. Animals can be produced through cloning technology and the plasma fractionation process scaled to meet market demand through a well-established GMP process. We believe that targeted hIgG can be produced against the same immunogen or multiple immunogens, depending on the disease target and indication, in as many Tc Bovine as necessary to generate sufficient doses to fully supply the target market. Consistency of hIgG product is achieved by testing the potency of hIgG contained in each plasma collection and then combining plasma collections in a manufacturing pool that generates specified potencies within a specified antibody protein concentration.

Manufacturing Strategy

In support of our operations, we currently operate two plasma fractionation and purification facilities in Sioux Falls, South Dakota: a 50L small batch scale cGMP suite that has produced clinical grade drug product to accommodate Pre-Clinical and Phase 1 studies, and a 200L scale larger batch cGMP suite that was completed in 2021 which can be used to produce clinical grade drug product to accommodate larger sized advanced Phase 2 clinical studies or Emergency Use scale. As we continue to scale our manufacturing process and capabilities around the advancement of our SAB-142 program, we will begin expanding our manufacturing footprint and adding manufacturing redundancy with a Contract Development and Manufacturing Organization (CDMO) for producing late-stage clinical drug supply and commercial drug product.

In addition, we continue to maintain supportive laboratory facilities and operations in Sioux Falls, South Dakota, for drug discovery, product and process development, and clinical manufacturing. We have fully GLP and cGMP compliant quality control testing facilities and we have further developed our own internal antigen (immunogen) discovery and production capabilities to accommodate the Tc Bovine immunizations that improve our overall plasma production speed and efficiency further enhancing our drug discovery and scaled clinical manufacturing timeline. We recently completed an expansion of our

research and development laboratory facilities to accommodate our discovery programs, support for our pre-clinical pipeline programs, and process development research for our clinical drug product candidates.

Our Tc Bovine are housed at dedicated specialty facilities, accredited by the American Association for Accreditation of Laboratory Animal Care (the "AAALAC") that cater to the production, health, safety, and welfare of the animals, and provide plasma production. The upstream process is scalable. Animals donate plasma three times per month (up to 2.4% of bodyweight each time). To produce more product, more animals are added to the program and immunized to the target. To support the continued scaling of our SAB-142 program and the implementation of a robust risk-mitigation strategy, we are expanding our Tc Bovine capacity by establishing a second, redundant animal facility at a separate location.

Competition

The biopharmaceutical industry is highly competitive and subject to rapid and significant technological change as research provides a deeper understanding of the pathology of diseases and new technologies and treatments are developed. We believe our scientific knowledge, technology, and development capabilities provide us with substantial competitive advantages, but we face potential competition from multiple sources, major pharmaceutical, specialty pharmaceutical and existing or emerging biotechnology companies, academic research institutions, governmental agencies, and public and private research institutions worldwide. We consider the following companies to be among our competitors or future competitors: Sanofi S.A., Sana Biotechnology, Imcyse, vTv Therapeutics, Century Therapeutics, IM Therapeutics, Sernova, and Biomea Fusion.

Our competitors may have significantly greater financial resources, robust drug pipelines, established presence in the market and expertise in research and development, manufacturing, pre-clinical and clinical testing, obtaining regulatory approvals and reimbursement and marketing approved products than we do. These competitors also compete with us in recruiting and retaining qualified clinical, regulatory, scientific, sales, marketing, and management personnel, in establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies.

If any future product candidates identified through our current lead programs are eventually approved for sale, they will likely compete with a range of treatments that are either in development or currently marketed for use in those same disease indications. Our success will partially depend on our ability to obtain, maintain, enforce, and defend patents and other intellectual property rights with respect to our hIgG that are proven to be safer or more effective or are less expensive than competing products. We could see a reduction or elimination in our commercial opportunity if our competitors develop and commercialize drugs that are safer, better tolerated, more effective, more convenient to administer, less expensive, more resistant to viral escape, or receive a more favorable label than our product candidates.

Intellectual Property

We actively seek to protect the intellectual property and proprietary technology production platform that we believe is important to our business, which includes seeking and maintaining patents covering our technology production platform and products, and any other inventions that are commercially or strategically important to the development of our business. We also seek to protect the confidentiality of trade secrets that may be important to the development of our business. Our ability to stop third parties from making, using, selling, offering to sell, or importing our products may depend on the extent to which we have rights under valid and enforceable patents or trade secrets that cover these activities. In addition, we believe our first-ever, wholly-owned, discovered in-house platform, which is capable of generating a diverse repertoire of multi-specific, targeted, fully human immunoglobulins (hIgG), is unique, and we leverage a multi-level IP strategy with no biosimilar pathway creating high barriers to entry.

For more information, please see "Risk Factors – Risks Related to Our Intellectual Property".

The portfolio of intellectual property and trade secrets that we have developed includes patents related to the activity of our HAC and methods that we expect to generate hIgG at commercial scale. The patent portfolio includes composition and method patents. Our goal is to continue expansion of the breadth of claims and length of claim protections. Our technologies may be difficult to replicate, creating potential barriers to entry, as our genetic engineering know-how and suite of proprietary production platform IP and trade secrets have been developed and optimized over nearly two decades.

We expect our global patent protection to extend to 2041 and beyond with respect to producing commercial-scale hIgG using our chromosome engineering that generates high concentrations of hIgG in ungulates. However, we recognize that patents and other intellectual property rights in biotechnology are constantly evolving with many risks and uncertainties, which may affect those rights.

As of March 2026, our patent portfolio includes over 50 issued patents or pending applications. We have made strategic filings in jurisdictions including the United States, Australia, Canada, China, Europe, Japan, and Korea.

These patent families cover:

- Granted patents in the U.S., Europe, Japan, and other major markets relating to a HAC vector comprising a gene encoding the human antibody heavy chain, a gene encoding the human antibody light chain, and and optionally a gene encoding IgM heavy chain constant region derived (at least in part) from an ungulate and an ungulate class switch regulatory element (expiring in 2033).
- Granted patents in the U.S., Europe, Japan, and other major markets relating to a HAC vector comprising a gene encoding the human antibody heavy chain, a gene encoding the human antibody light chain, and a gene encoding IgM heavy chain constant region derived (at least in part) from an ungulate (expiring in 2030 and in the U.S., 2031).
- Granted U.S. patents relating to methods for producing hIgG against a pathogen comprising injecting a non-human animal with a pathogen-derived DNA vaccine in at least two locations of the animal (expiring in 2036).
- Granted U.S. patent and a pending U.S. application covering ungulate-derived human immunoglobulins that specifically bind coronavirus S protein, and methods of making and using the same in treating or preventing coronavirus disease (expiring in 2041).
- Related to anti-thymocyte globulin (ATG) products, pending patent applications in the U.S., Europe, Japan, and other major markets covering ungulate-derived polyclonal immunoglobulin compositions comprising -human or substantially human immunoglobulins that specifically bind human thymocytes, T cells, B cells, and/or monocytes, and methods of making and using the same in treating or preventing organ transplant rejection or T1D (if issued, naturally expiring in 2041).
- Additionally related to anti-thymocyte globulin (ATG) products, pending PCT and U.S. patent applications covering ungulate-derived polyclonal immunoglobulin compositions comprising human or substantially human immunoglobulins that specifically bind human thymocytes, and improved methods of making and using the same in treating or preventing T1D (if issued, naturally expiring in 2045).
- Pending U.S. and European applications covering ungulate-derived hIgG that specifically bind influenza antigen, and methods of making and using the same in treating or preventing influenza (if issued, naturally expiring in 2042) and improvements thereof (if issued, naturally expiring in 2044).

US Patent System

In most countries in which we file patents, including the United States, the patent term is 20 years from the earliest date of filing a non-provisional patent application. In the United States, a patent's term may potentially be lengthened by patent term adjustment, which compensates a patentee for administrative delays by the United States Patent and Trademark Office (the "US PTO") in examining and granting a patent considering delays on the part of the patentee or may be shortened if a patent is terminally disclaimed over an earlier filed patent. In the United States, the patent term that covers an FDA-licensed biologic may also be eligible for patent term extension, which permits patent term restoration as compensation for the patent term lost during the FDA regulatory review process. The Hatch-Waxman Act permits a patent term extension of up to five years beyond the expiration of the patent. The length of the patent term extension is related to the length of time the drug is under regulatory review. Patent term extension cannot extend the remaining term of a patent beyond a total of 14 years from the date of product licensure, only one patent applicable to a licensed biologic may be extended and only those claims covering the licensed biologic, a method for using it, or a method for manufacturing it may be extended. Similar provisions are available in Europe and other foreign jurisdictions to extend the term of a patent that covers a licensed biologic. In the future, if and when our product candidates receive FDA approval or licensure, we expect to apply for patent term extensions on patents covering those products. We expect to seek patent term extensions to any of our issued patents in any jurisdiction where these are available, however there is no guarantee that the applicable authorities, including the FDA in the United States, will agree with our assessment of whether such extensions should be granted, and if granted, the length of such extensions. For more information regarding the risks related to our intellectual property, see the section titled "Risk Factors – Risks Related to Our Intellectual Property".

US Patent Term Restoration

Depending upon the timing, duration, and specifics of FDA approval of product candidates, some of a sponsor's U.S. patents may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Act of 1984, or the Hatch-Waxman Amendments. The Hatch-Waxman Amendments permit a patent restoration term of up to five years as compensation for patent term lost during the product development and FDA regulatory review process. However, patent term restoration cannot extend the remaining term of a patent beyond a total of 14 years from the product's approval or licensure date. The patent term restoration period generally is- once the patent issues- one-half the time between the effective date of an IND and the submission date of a biologics license application ("BLA") less any time the sponsor did not act with due

diligence during the period, plus the time between the submission date of a BLA and the approval of that application less any time the sponsor did not act with due diligence during the period. Only one patent applicable to an approved biological product is eligible for the extension, only those claims covering the licensed biologic, a method for using it or a method for manufacturing it may be extended and the application for the extension must be submitted prior to the expiration of the patent. Moreover, a given patent may only be extended once based on a single product. The U.S. PTO, in consultation with the FDA, reviews and approves the application for any patent term extension or restoration.

Government Regulations in the United States

In the United States, we expect our hIgG product candidates to be regulated by the FDA as biological products. Additionally, in manufacturing our product candidates, we alter the genomic DNA in animals, and FDA considers such altered genomic DNA in an animal to be a new animal drug, which require submission and approval of a New Animal Drug Application (NADA) prior to being marketed in the United States.

Regulation of Transgenic Animals and New Animal Drugs

The U.S. Department of Agriculture (the "USDA") regulates the company's Tc Bovine husbandry activities, including housing, healthcare, and general management of these specialized animals. This includes regulations and periodic facility inspections and reporting. We also are voluntarily accredited by the AAALAC. The AAALAC International accreditation program evaluates organizations that use animals in research, teaching or testing. Those that meet or exceed AAALAC standards are awarded accreditation. The accreditation process includes an extensive internal review conducted by the institution applying for accreditation.

The FDA considers, with limited exclusions, the altered genomic DNA in an animal to be a drug because such altered DNA is an article intended to affect the structure or function of the body of the animal, and, in some cases, intended for use in the diagnosis, cure, mitigation, treatment, or prevention of disease in the animal. In the United States, new animal drugs are subject to regulation under the Federal Food, Drug, and Cosmetic (FDCA), and under the FDCA, in general, a new animal drug is "deemed unsafe" and adulterated unless the FDA has approved a NADA for its intended use or unless the drug is only for investigational use and conforms to specified exemptions for such use under an investigational new animal drug (INAD) exemption. Further, early in the development process, FDA has allowed the submission of information to FDA's Center for Veterinary Medicine (the "CVM"), without the establishment of an INAD file, such as through creation of a veterinary master file (VMF), subject to certain conditions such as restrictions on introducing any food derived from such investigational animals into the food supply.

The requirements governing development and approval of a new animal drug are analogous to those for new human drugs. A NADA must generally be accompanied by payment of a substantial user fee and must contain substantial evidence of the safety and effectiveness of the new animal drug as well as detailed descriptions of the methods used in and the facilities and controls used for the manufacturing, processing and packaging of the new animal drug to enable FDA to reach a determination that such methods, facilities and controls are adequate to preserve the identity, strength, quality and purity of the new animal drug. Further, when FDA reviews and approves a NADA, FDA generally conducts a review of environmental risks pursuant to the requirements of the National Environmental Policy Act (NEPA), if any and where required.

U.S. Biological Products Development Process

In the United States, biologic products are licensed by the FDA for marketing under the Public Health Service Act, (PHS Act), and regulated under the FDCA. Both the FDCA and the PHS Act and their corresponding regulations govern, among other things, the testing, manufacturing, safety, purity, potency, efficacy, labeling, packaging, record keeping, storage, distribution, marketing, sales, import, export, reporting, advertising, and other promotional practices involving biologic products. FDA authorization is required prior to clinical testing of biologic products. FDA licensure also must be obtained prior to marketing of biologic products. The process of obtaining regulatory approvals and the subsequent compliance with appropriate federal, state, local and foreign statutes and regulations require the expenditure of substantial financial resources and time.

Hybrid Process for a Biological Product is Developed from Animals with Intentionally Altered Genomic DNA

The process required by the FDA before a biologic product may be marketed in the United States is generally well documented. In the case of a product that is developed from animals with intentionally altered genomic DNA as the donor material source, the process is more complex and involves both CVM, to oversee the intentionally altered genomic DNA in animals and the Office of Tissues and Advanced Therapies (OTAT) at CBER to oversee the immunoglobulin products.

During all phases of clinical development, regulatory agencies require extensive monitoring and auditing of all clinical activities, clinical data, and clinical trial investigators. Annual progress reports detailing the results of the clinical trials must

be submitted to the FDA. Written INAD and IND safety reports must be promptly submitted to the FDA and the investigators for serious and unexpected adverse events, any findings from other studies, tests in laboratory animals or in vitro testing that suggest a significant risk for human subjects, or any clinically important increase in the rate of a serious suspected adverse reaction over that listed in the protocol or investigator brochure. The sponsor must submit an IND safety report within 15 calendar days after the sponsor determines that the information qualifies for reporting. The sponsor also must notify the FDA of any unexpected fatal or life-threatening suspected adverse reaction within seven calendar days after the sponsor's initial receipt of the information. Phase 1, Phase 2, and Phase 3 clinical trials may not be completed successfully within any specified period, if at all. The FDA or the sponsor or its data safety monitoring board may suspend a clinical trial at any time on various grounds, including a finding that the research subjects or patients are being exposed to an unacceptable health risk. Similarly, an IRB can suspend or terminate approval of a clinical trial at its institution if the clinical trial is not being conducted in accordance with the IRB's requirements or if the biologic has been associated with unexpected serious harm to patients.

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

There are also various laws and regulations regarding laboratory practices, the experimental use of animals and the use and disposal of hazardous or potentially hazardous substances in connection with the research. In each of these areas, the FDA and other regulatory authorities have broad regulatory and enforcement powers, including the ability to levy fines and civil penalties, suspend or delay issuance of approvals, seize or recall products and withdraw approvals.

U.S. Review and Approval Processes

Assuming successful completion of all required testing in accordance with all applicable regulatory requirements, the results of product development, nonclinical studies and clinical trials are submitted to the FDA as part of a NADA requesting approval of the altered genomic DNA in donor animals and a BLA requesting approval to market the product for one or more indications. The BLA must include results of product development, laboratory and animal studies, human studies, information on the manufacture and composition of the product, proposed labeling, and other relevant information. The testing and approval processes require substantial time and effort, and there can be no assurance that the FDA will accept the BLA for filing and, even if filed, that any approval will be granted on a timely basis, if at all.

Under the Prescription Drug User Fee Act (PDUFA), as amended, each BLA may be accompanied by a significant user fee. Under federal law, the submission of most applications for approval of drug and biologic products is subject to an application user fee. The sponsor of an approved application is also subject to an annual program fee. Fee waivers or reductions are available in certain circumstances, including a waiver of the application fee for the first application filed by a small business.

Within 60 days following submission of a BLA or within 30 days following submission of a NADA, the FDA reviews the submitted application to determine if it is substantially complete before the FDA accepts it for filing. The FDA may refuse to file any application that it deems incomplete or not properly reviewable at the time of submission and may request additional information. In this event, the application must be resubmitted with additional information. The resubmitted application also is subject to review to determine if it is substantially complete before the FDA accepts it for filing. In most cases, the submission of an application to FDA is subject to a substantial application user fee, although the fee may be waived under certain circumstances.

Under the performance goals and policies implemented by the FDA under the Animal Drug User Fee Act (ADUFA) for original NADAs, the FDA targets 180 days from the submission date in which to complete its initial review and act on a standard application. A NADA is considered incomplete if it requires additional data or information to enable the FDA to complete and reach a decision on issues presented in the NADA. Once the sponsor reactivates the NADA by addressing identified deficiencies, the FDA targets 135 to 180 days, depending in part on whether the deficiencies are identified as not substantial or substantial, respectively, to complete its review and respond to the applicant.

The sponsor of a new animal drug may voluntarily decide to utilize FDA's "phased review" process to complete all technical sections required for approval of a new animal drug before submitting a NADA by submitting such information during the investigational phase of the animal drug development process. Utilizing this process, the sponsor may submit an administrative NADA, which is a NADA submitted after all technical sections necessary to fulfill the requirements for the

approval of a new animal drug have been reviewed by the CVM and the CVM has issued a technical section complete letter for each of the required technical sections. The FDA targets 60 days from the filing date to complete its review and act on an administrative NADA.

Under the performance goals and policies implemented by the FDA under the PDUFA for original BLAs, the FDA targets ten months from the filing date in which to complete its initial review of a standard application and respond to the applicant, and six months from the filing date for an application with priority review. The FDA does not always meet its PDUFA goal dates, and the review process is often significantly extended by FDA requests for additional information or clarification.

Once the submission is accepted for filing, the FDA begins an in-depth substantive review of the NADA and BLA. The FDA reviews the applications to determine, among other things, whether the proposed product is safe, pure, and potent, for its intended use, and whether the product is being manufactured in accordance with cGMP to ensure its continued safety, purity, and potency. The FDA may refer applications for novel biological products or biological products that present difficult or novel questions of safety or efficacy to an advisory committee, typically a panel that includes clinicians and other experts, for review, evaluation, and a recommendation as to whether the application should be approved and under what conditions. The FDA is not bound by the recommendations of an advisory committee, but it considers such recommendations carefully when making decisions. During the biological product approval process, the FDA also will determine whether a REMS is necessary to assure the safe use of the biological product. If the FDA concludes a REMS is needed, the sponsor of the BLA must submit a proposed REMS; the FDA will not approve the BLA without a REMS, if required.

Post-Approval Requirements

Maintaining substantial compliance with applicable federal, state, and local statutes and regulations requires the expenditure of substantial time and financial resources. Rigorous and extensive FDA regulation of biological products continues after approval, particularly with respect to GMP. We will rely, and expect to continue to rely, on third parties to produce clinical and commercial quantities of any products that we may commercialize. Manufacturers of our products are required to comply with applicable requirements in the GMP regulations, including quality control and quality assurance and maintenance of records and documentation.

Following approval, the manufacturing facilities are subject to periodic inspections by the FDA, and such inspections may result in an issuance of FDA Form 483 deficiency observations, an untitled letter, or a warning letter, which can lead to plant shutdown and other more serious penalties and fines. Prior to the institution of any manufacturing changes, a determination needs to be made whether FDA approval is required in advance. If not done in accordance with FDA expectations, the FDA may restrict supply and may take further enforcement action. Annual product reports are required to be submitted. Other post-approval requirements applicable to biological products include reporting of GMP deviations that may affect the identity, potency, purity and overall safety of a distributed product, record-keeping requirements, reporting of adverse events, reporting updated safety and efficacy information, and complying with electronic record and signature requirements.

Additionally, rigorous and extensive FDA regulation of new animal drugs continues after approval. Owners of approved NADAs continue to have ongoing responsibilities under the FDCA, including registration and listing, recordkeeping, filing supplements, and periodic reporting.

Expedited Review and Approval Programs

The FDA has various programs, including fast track designation, priority review, accelerated approval and breakthrough therapy designation, which are intended to expedite or simplify the process for the development and FDA review of biological products that are intended for the treatment of serious or life-threatening diseases or conditions and demonstrate the potential to address unmet medical needs. The purpose of these programs is to provide important new biological products to patients earlier than under standard FDA review procedures. To be eligible for a fast-track designation, the FDA must determine, based on the request of a sponsor, that a biological product is intended to treat a serious or life-threatening disease or condition and demonstrates the potential to address an unmet medical need. The FDA will determine that a product will fill an unmet medical need if it will provide a therapy where none exists or provide a therapy that may be potentially superior to existing therapy based on efficacy or safety factors. In addition to other benefits, such as the ability to have greater interactions with the FDA, the FDA may initiate review of sections of a fast track BLA before the application is complete, a process known as rolling review.

The FDA may give a priority review designation, such as a rare pediatric disease designation, to biological products that treat a serious condition and, if approved, would provide a significant improvement in safety or effectiveness. A priority review means that the goal for the FDA's review of an application is six months, rather than the standard goal of ten months under current PDUFA guidelines. Most products that are eligible for fast-track designation may also be considered appropriate to receive a priority review. In addition, biological products studied for their safety and effectiveness in treating serious or life-threatening illnesses and that provide meaningful therapeutic benefit over existing treatments may receive accelerated

approval and may be approved on the basis of adequate and well-controlled clinical trials establishing that the biological product has an effect on a surrogate endpoint that is reasonably likely to predict clinical benefit, or on a clinical endpoint that can be measured earlier than irreversible morbidity or mortality, that is reasonably likely to predict an effect on irreversible morbidity or mortality or other clinical benefit, taking into account the severity, rarity or prevalence of the condition and the availability or lack of alternative treatments.

Under the FDA Safety and Innovation Act enacted in 2012, a sponsor can request designation of a product candidate as a "breakthrough therapy." A breakthrough therapy is defined as a drug or biological product that is intended, alone or in combination with one or more other drugs or biologics, to treat a serious or life-threatening disease or condition and preliminary clinical evidence indicates that the drug or biological product may demonstrate substantial improvement over existing therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development. Breakthrough therapy designation comes with all the benefits of fast-track designation, which means that the sponsor may file sections of the BLA for review on a rolling basis if certain conditions are satisfied, including an agreement with the FDA on the proposed schedule for submission of portions of the application and the payment of applicable user fees before the FDA may initiate a review. Drug and biological products designated as breakthrough therapies are also eligible for accelerated approval. The FDA must take certain actions, such as holding timely meetings and providing advice, intended to expedite the development and review of an application for approval of a breakthrough therapy.

Even if a product qualifies for one or more of these programs, the FDA may later decide that the product no longer meets the conditions for qualification and the time period for FDA review or approval will not be shortened. Furthermore, fast track designation, priority review, accelerated approval and breakthrough therapy designation do not change the standards for approval and may not ultimately expedite the development or approval process.

Orphan Drug Designation

Under the Orphan Drug Act, the FDA may grant orphan designation to a drug or biologic intended to treat a rare disease or condition, which is a disease or condition that affects fewer than 200,000 individuals in the United States, or 200,000 or more individuals in the United States for which there is no reasonable expectation that the cost of developing and making available in the United States a drug or biologic for this type of disease or condition will be recovered from sales in the United States for that drug or biologic. Orphan drug designation must be requested before submitting a BLA. After the FDA grants orphan drug designation, the generic identity of the therapeutic agent and its potential orphan use are disclosed publicly by the FDA. The orphan drug designation does not convey any advantage in, or shorten the duration of, the regulatory review or approval process.

Pediatric Trials

Under the Pediatric Research Equity Act (PREA), a BLA or supplement to a BLA must contain data to assess the safety and efficacy of the product for the claimed indications in all relevant pediatric subpopulations and to support dosing and administration for each pediatric subpopulation for which the product is safe and effective. The FDCA requires that a sponsor who is planning to submit a marketing application for a drug or biologic product that includes a new active ingredient, new indication, new dosage form, new dosing regimen or new route of administration submit an initial Pediatric Study Plan, or PSP, within sixty days of an end-of-Phase 2 meeting or as may be agreed between the sponsor and FDA. The initial PSP must include an outline of the pediatric study or studies that the sponsor plans to conduct, including study objectives and design, age groups, relevant endpoints and statistical approach, or a justification for not including such detailed information, and any request for a deferral of pediatric assessments or a full or partial waiver of the requirement to provide data from pediatric studies along with supporting information. The FDA and the sponsor must reach agreement on the PSP. A sponsor can submit amendments to an agreed-upon initial PSP at any time if changes to the pediatric plan need to be considered based on data collected from nonclinical studies, early phase clinical trials, and/or other clinical development programs. The FDA may, on its own initiative or at the request of the applicant, grant deferrals for submission of some or all pediatric data until after approval of the product for use in adults, or full or partial waivers from the pediatric data requirements.

Marketing Exclusivity

Depending upon the timing, duration, and specifics of the FDA approval of the use of our product candidates, some of our United States patents may be eligible for limited patent term extension under the Hatch-Waxman Amendments. The Hatch-Waxman Amendments permit a patent restoration term of up to five years as compensation for patent term lost during product development and the FDA regulatory review process. However, patent term restoration cannot extend the remaining term of a patent beyond a total of 14 years from the product's approval date. The patent term restoration period is generally one-half the time between the effective date of an IND and the submission date of a BLA plus the time between the submission date of a BLA and the approval of that application. Only one patent applicable to an approved biological product is eligible for the extension and the application for the extension must be submitted prior to the expiration of the patent. In

addition, a patent can only be extended once and only for a single product. The U.S. PTO, in consultation with the FDA, reviews and approves the application for any patent term extension or restoration. The Biologics Price Competition and Innovation Act of 2009 ("BPCIA"), which was enacted as part of the Patient Protection and Affordable Care Act of 2010, as amended by the Health Care and Education Reconciliation Act of 2010 (the "ACA"), created an abbreviated approval pathway for biological products that are demonstrated to be "biosimilar" or "interchangeable" with an FDA-licensed reference biological product via an approved BLA. Biosimilarity to an approved reference product requires that there be no differences in conditions of use, route of administration, dosage form and strength and no clinically meaningful differences between the biological product and the reference product in terms of safety, purity, and potency. Biosimilarity is demonstrated in steps beginning with rigorous analytical studies or "fingerprinting," in vitro studies, in vivo animal studies and generally at least one clinical study, absent a waiver from the Secretary of the U.S. Department of Health and Human Services ("HHS"). As previously mentioned, there is no biosimilar pathway for the complexity that exists in a polyclonal antibody drug product.

Additional Regulation

In addition to the foregoing, state and federal laws regarding environmental protection and hazardous substances, including the Occupational Safety and Health Act, the Resource Conservancy and Recovery Act and the Toxic Substances Control Act, affect our business. These and other laws govern our use, handling and disposal of various biological, chemical, and radioactive substances used in, and wastes generated by, our operations. If our operations result in contamination of the environment or expose individuals to hazardous substances, we could be liable for damages and governmental fines. We believe that we are in material compliance with applicable environmental laws and that continued compliance therewith will not have a material adverse effect on our business. We cannot predict, however, how changes in these laws may affect our future operations.

Government Regulation Outside of the United States

In addition to regulations in the United States, we are, and will continue to be, subject to a variety of regulations in other jurisdictions governing, among other things, clinical studies and any commercial sales and distribution of our products. Because biologically sourced raw materials are subject to unique contamination risks, their use may be restricted in some countries. Whether or not we obtain FDA approval for a product, we must obtain the requisite approvals from regulatory authorities in foreign countries prior to the commencement of clinical studies or marketing of the product in those countries. Certain countries outside of the United States have a similar process that requires the submission of a clinical study application much like the IND prior to the commencement of human clinical studies.

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

Our Corporate History

SAB Sciences, Inc. (formerly SAB Biotherapeutics, Inc.) was incorporated in April 2014 as a Delaware corporation ("Legacy SAB"). We acquired all the intellectual property rights to Tc Bovine and the production platform from Sanford Applied Biosciences, a wholly owned subsidiary of Sanford Health, to develop targeted hIgG to specific targets and advance clinical development and commercialization. The technology was originally contemplated in 1998 by professors at the University of Massachusetts Amherst and Amherst College who recognized a significant gap in immunotherapy applications, namely, using the way our bodies fight disease through a hIgG response. The technology founders established a biotech company called "Hematech" to develop the technology. This founding company was purchased and became a wholly owned subsidiary of Kirin in Tokyo, Japan in 2005. In 2007, the pharmaceutical division of Kirin became Kirin Pharma and in 2008 merged with Kyowa Hakko Kogyo to become Kyowa Hakko Kirin ("KHK"). The technology was developed through 2012 by Hematech as a wholly owned subsidiary of KHK. On December 31, 2012, KHK divested the technology and transferred ownership of all property, assets, and intellectual property of Hematech to Sanford Health and the technology was further developed by Sanford Applied Biosciences until we acquired it in its entirety in June 2014.

Since acquiring the technology in 2014, we have continued to develop intellectual property and specifically targeted hIgG to multiple disease indications, and we have conducted or collaborated in eight clinical trials (six of which are in review), where we have demonstrated safety and efficacy in multiple Tc Bovine-derived hIgG product candidates. We have developed our rapid response capabilities and completed proof of concept using private resources as well as over $200 million of funds awarded from the U.S. Government emerging disease and medical countermeasures programs.

In October 2021, we completed our business combination with Big Cypress Acquisition Corp. ("BCYP"), pursuant to which we debuted as a publicly traded company (the "Business Combination"). BCYP was incorporated as a special purpose

acquisition company in the State of Delaware on November 12, 2020. On January 14, 2021, BCYP completed its initial public offering. On October 22, 2021, BCYP consummated the Business Combination with Legacy SAB, which changed its name from SAB Biotherapeutics, Inc. to Legacy SAB. In connection with the closing of the Business Combination, BCYP changed its name to SAB Biotherapeutics, Inc. and Legacy SAB became a wholly-owned subsidiary of SAB Biotherapeutics, Inc.

In June 2024, we announced a new brand, logo mark, and visual identity to reflect the company's strategic evolution in immunotherapy as SAB BIO.

Available Information

Our principal executive offices are located at 777 W 41st St. Suite 401 Miami Beach, FL 33140, and our telephone number is (605)-679-6980. Our corporate website address is www.sab.bio. Our Annual Reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and proxy statements, and all amendments thereto, are available free of charge on our website. These reports are posted on our website as soon as reasonably practicable after they are electronically filed with the U.S. Securities and Exchange Commission (the "SEC"). The public may read and copy any materials that we file with the SEC electronically through the SEC website (www.sec.gov). The information contained on the SEC's website is not incorporated by reference into this Annual Report and should not be considered to be part thereof.

Human Capital

As of December 31, 2025, we had 86 full-time employees, and of these employees, 53 were engaged in research and development activities, 17 were engaged in clinical activities and 16 were engaged in general and administrative activities. As of December 31, 2025, none of our employees were represented by labor unions or covered by collective bargaining agreements. We consider our relationship with our employees to be good. We emphasize several measures and objectives in managing its human capital assets, including, among others, (i) employee safety and wellness, (ii) talent acquisition and retention, (iii) employee engagement, development, and training, (iv) diversity and inclusion and (v) compensation. These targeted ideals may include annual bonuses, stock-based compensation awards, a 401(k) plan with employee matching opportunities, healthcare, and insurance benefits, health savings and flexible spending accounts, paid time off, family leave, family care resources, and/or employee assistance programs. We also provide our employees with access to various innovative, flexible, and convenient health and wellness programs. We designed these programs to support employees' physical and mental health by providing tools and resources to improve or maintain their health status and encourage engagement in healthy behaviors.

Item 1A. Risk Factors.

Investing in our securities involves a high degree of risk. Before you make a decision to buy our securities, in addition to the risks and uncertainties discussed above under "Special Note Regarding Forward-Looking Statements," you should carefully consider the risks and uncertainties described below together with all of the other information contained in this Annual Report, including our financial statements and related notes included at the end of this Annual Report and in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations." If any of the events or developments described below were to occur, our business, prospects, operating results and financial condition could suffer materially, the trading price of our securities could decline, and you could lose all or part of your investment. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business.

Risk Factors Summary

Below is a summary of material factors that make an investment in our securities speculative or risky. Importantly, this summary does not address all of the risks and uncertainties that we face. You should carefully consider the full risk factor disclosure outlined in this Annual Report, in addition to the other information herein, including the section of this report titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our financial statements and related notes.

- We are a clinical-stage biopharmaceutical company and have incurred significant losses since our inception. We may incur losses for the foreseeable future and may not be able to generate sufficient revenue to maintain profitability.
- Our limited operating history makes future forecasting difficult.
- The successful development of pharmaceutical products is highly uncertain.

- All of our product candidates are in preclinical or clinical development. Clinical drug development is expensive, time consuming and uncertain, and we may ultimately not be able to obtain regulatory approvals for the commercialization of some or all of our product candidates.
- Any delay in obtaining or failure to obtain required approvals could materially adversely affect our ability to generate revenue from the particular product candidate, which likely would result in significant harm to our financial position and adversely impact our stock price.
- Regulatory approval for the genetic modification of animals, including those from which antibodies are isolated for injection into human patients, requires the approval of a New Animal Drug Application, which can be a lengthy and expensive process with uncertain outcomes, delays to which could substantially harm our business.
- If we encounter difficulties enrolling patients in clinical trials, clinical trials of our product candidates may be delayed or otherwise adversely affected.
- Our preclinical studies and clinical trials may fail to demonstrate substantial evidence of the safety and efficacy of our product candidates, or serious adverse or unacceptable side effects may be identified during the development of our product candidates, which could prevent, delay or limit the scope of regulatory approval of our product candidates, limit their commercialization, increase costs or necessitate the abandonment or limitation of the development of some of our product candidates.
- Our business is highly dependent on the success of our product candidates. If we are unable to successfully complete clinical development, obtain regulatory approval for or commercialize one or more of our product candidates, or if we experience delays in doing so, our business will be materially harmed.
- We conduct certain research and development operations through our Australian wholly-owned subsidiary. If we lose our ability to operate in Australia, or if our subsidiary is unable to receive the research and development tax credit allowed by Australian regulations, our business and results of operations could suffer.
- The regulatory approval processes of the FDA are lengthy, time-consuming and inherently unpredictable, and if we are ultimately unable to obtain regulatory approval for our product candidates, our business will be substantially harmed.
- We may never obtain FDA approval for any product candidates in the United States, and even if we do, we may never obtain approval for or commercialize any product candidates in any other jurisdiction, which would limit our ability to realize their full market potential.
- The FDA or comparable foreign regulatory authorities may disagree with our regulatory plan for our product candidates.
- If our clinical trials fail to replicate positive results from earlier preclinical studies or clinical trials conducted by us or third parties, we may be unable to successfully develop, obtain regulatory approval for or commercialize our product candidates.
- We may incur unexpected costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of our product candidates.
- Even if we complete the necessary preclinical studies and clinical trials, the marketing approval process for product candidates is expensive, time-consuming and uncertain, and may prevent us from obtaining approvals for the commercialization of our product candidates.
- If we experience delays in obtaining approval or if we fail to obtain approval of any product candidates we may develop, the commercial prospects for those product candidates may be harmed, and our ability to generate revenues will be materially impaired.
- If we do not achieve our projected development and commercialization goals in the timeframes we announce and expect, the development and commercialization of our product candidates may be delayed, and our business and results of operations may be harmed.
- Changes in methods of product candidate manufacturing or formulation may result in additional costs or delays.
- Our product candidates may cause undesirable side effects or have other properties that could delay or prevent their regulatory approval, limit the commercial profile of an approved label, or result in significant negative consequences following regulatory approval, if obtained.
- The future commercial success of our product candidates will depend on the degree of market acceptance of our potential products among physicians, patients, healthcare payers, and the medical community.
- Failure to successfully identify, develop and commercialize additional products or product candidates could impair our ability to grow.

- If we are unable to develop our sales, marketing and distribution capability on our own or through collaborations with marketing partners, we will not be successful in commercializing our product candidates.
- Product liability lawsuits against us or any of our future collaborators could divert our resources and attention, cause us to incur substantial liabilities and limit commercialization of our product candidates.
- Our current and future relationships with customers and third party payors in the United States and elsewhere may be subject, directly or indirectly, to applicable anti-kickback, fraud and abuse, false claims, transparency, health information privacy and security and other healthcare laws and regulations, which could expose us to criminal sanctions, civil penalties, contractual damages, reputational harm, administrative burdens and diminished profits and future earnings.
- Regulatory approval for any approved product is limited by the FDA to those specific indications and conditions for which clinical safety and efficacy have been demonstrated.
- Current and future legislation may increase the difficulty and cost for us to obtain marketing approval of and commercialize any product candidates we or our collaborators develop and may adversely affect the prices for such product candidates.
- Even if we obtain regulatory approval for our product candidates, our products will remain subject to regulatory scrutiny.
- A prolonged U.S. federal government shutdown could materially and adversely affect our business, operations, and legal proceedings.
- Unfavorable global economic conditions and government regulations could adversely affect our business, financial condition or results of operations.
- We must attract and retain highly skilled personnel and strategic partners, and we may be unable to effectively manage our growth with our limited resources.
- We anticipate adding new employees and we will have to integrate such new employees into our operations.
- Our employees and independent contractors may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements, which could negatively impact our business, prospects, financial condition and operating results.
- We are limited in our ability to manufacture pharmaceutical products.
- We depend upon senior management and senior scientific staff, and their loss or unavailability could put us at a competitive disadvantage.
- We rely on third parties to perform some of our research and preclinical studies, and we plan to rely on third parties to conduct our clinical trials. If these third parties do not satisfactorily carry out their contractual duties or fail to meet expected deadlines, our development programs may be delayed or subject to increased costs, each of which may have an adverse effect on our business and prospects.
- We intend to rely on third parties to produce commercial supplies of our product candidates.
- If we fail to successfully operate our animal production facility, it may adversely affect our clinical trials and the commercial viability of our product candidates.
- Our product candidates are uniquely manufactured, and we may encounter difficulties in production, particularly with respect to scaling our manufacturing capabilities.
- We are subject to manufacturing risks that could substantially increase the costs and limit supply of product candidates or prevent us from achieving a commercially viable production process.
- We and our contract manufacturers are subject to significant regulatory oversight with respect to manufacturing our products. The manufacturing facilities on which we rely may not continue to meet regulatory requirements and may have limited capacity.
- The manufacturing facilities in which our product candidates are made could be adversely affected by equipment failures, labor shortages, natural disasters, power failures and numerous other factors.
- Outbreaks of livestock diseases and other events affecting the health of our bovine herd can adversely impact our ability to conduct our operations and production of our product candidates.
- Extreme factors or forces beyond our control could negatively impact our business.
- We have not entered into long term manufacturing and supply agreements with any producers.

- Cyber-attacks or other failures in our telecommunications or information technology systems, or those of our collaborators, CROs, third-party logistics providers, distributors or other contractors or consultants, could result in information theft, data corruption and significant disruption of our business operations.
- Collaborations with third parties may be important to our business. If these collaborations are not successful, our business could be adversely affected.
- We operate in a highly competitive industry.
- We have no sales and marketing experience.
- We are subject to stringent environmental regulation and potentially subject to environmental litigation, proceedings, and investigations.
- If we or any contract manufacturers and suppliers we engage fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could have a material adverse effect on the success of our business.
- Tariffs could adversely affect our business and financial results.
- Our success depends on our ability to maintain the proprietary nature of our technology.
- Third parties may claim we infringe their intellectual property rights.
- We may become involved in litigation to protect or enforce our patents or the patents of our collaborators or licensors, which could be expensive and time-consuming.
- If patent laws or the interpretation of patent laws change, our competitors may be able to develop and commercialize our discoveries.
- We have third party collaborators that might claim rights in or to our technology and/or assets.
- Changes in patent law in the United States and in ex-U.S. jurisdictions could diminish the value of patents in general, thereby impairing our ability to protect our products.
- Patent applications may be denied or issued patents covering our products and product candidates could be found invalid or unenforceable.
- We may not be able to protect our intellectual property rights throughout the world.
- We may be unable to protect the confidentiality of our trade secrets and know-how.
- We rely heavily on trade secrets and proprietary know-how to protect our technology, and if our employees, consultants, or collaborators disclose such information or if our Tc Bovine, HAC or proprietary cell lines are misappropriated, competitors could replicate our platform.
- The U.S. government may have march-in rights with respect to certain of our intellectual property, which could limit our ability to exclusively commercialize products developed with government funding.
- If we do not obtain patent term extension and data exclusivity for any product candidates we may develop, our business may be materially harmed.
- The regulatory pathway for approval of biosimilars or interchangeable biologics to our products is uncertain, which may create competitive risks
- If our trademarks and trade names are not adequately protected, then we may not be able to build name recognition in our markets of interest and our business may be adversely affected.
- We are an “emerging growth company,” and our election to comply with the reduced disclosure requirements as a public company may make our common stock less attractive to investors.
- We incur increased costs and demands upon management as a result of complying with the laws and regulations affecting public companies, which could adversely affect our business, financial condition, and results of operations.
- If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.
- Our warrants are accounted for as liabilities and changes in value of the warrants could have a material effect on our financial results.
- Our business, financial condition, and results of operations may fluctuate on a quarterly and annual basis, which may result in a decline in our stock price if such fluctuations result in a failure to meet the expectations of securities analysts or investors.

- Changes in accounting principles may cause previously unanticipated fluctuations in our financial results, and the implementation of such changes may impact our ability to meet our financial reporting obligations.
- If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our business, financial condition, and results of operations could be adversely affected.
- Anti-takeover provisions contained in our certificate of incorporation as well as provisions of Delaware law, could impair a takeover attempt.
- The market price of our securities may be volatile, which could cause the value of any investment in our securities to decline.
- An investment in our common stock is extremely speculative and there can be no assurance of any return on any such investment.
- There can be no assurance that we will be able to comply with the continued listing standards of Nasdaq.
- Because we have no current plans to pay cash dividends on our common stock for the foreseeable future, investors may not receive any return on their investment unless they sell their common stock for a price greater than the price paid.
- Sales of a substantial number of shares of our common stock in the public market could cause our stock price to fall.
- Future sales and issuances of our common stock or rights to purchase common stock, including pursuant to our equity plans, could result in additional dilution of the percentage ownership of our stockholders and could cause our stock price to fall.
- Our disclosure controls and procedures may not prevent or detect all errors or acts of fraud.
- We have a significant number of (i) warrants which are currently exercisable for shares of our common stock or shares of preferred stock convertible into shares of our common stock, and (ii) shares of preferred stock convertible into shares of common stock, and the exercise or conversion thereof would increase the number of shares eligible for future resale in the public market and result in dilution to our stockholders.
- If securities or industry analysts do not publish research or reports about our business or publish negative reports, the market price of our common stock could decline.
- Reports published by analysts, including projections in those reports that differ from our actual results, could adversely affect the price and trading volume of our common stock.
- We may be subject to securities litigation, which is expensive and could divert management attention.
- Changes in legislation in U.S. and foreign taxation of international business activities or the adoption of other tax reform policies, as well as the application of such laws, could adversely impact our financial position and operating results.
- Our ability to use our net operating losses to offset future taxable income may be subject to certain limitations.

Risks Related to Our Business and Operations

We are a clinical-stage biopharmaceutical company and have incurred significant losses since our inception. We expect to continue to incur net losses for the foreseeable future, and we may never achieve or maintain profitability in the future.

We are a clinical-stage biopharmaceutical company. We expect to experience variability in revenue and expenses which makes it difficult to evaluate our business and prospects. As such, we have incurred and anticipate that we will continue to incur significant operating losses in the foreseeable future. Our historical losses resulted principally from costs incurred in research and development, preclinical testing, clinical development of product candidates as well as costs incurred for research programs and from general and administrative costs associated with these operations. In the future, we intend to continue to conduct research and development, preclinical testing, clinical trials and regulatory compliance activities that, together with anticipated general and administrative expenses, will result in incurring further significant losses for the next several years. We expect that our operating expenses will continue to increase significantly, including as we:

- continue the research and development of our clinical- and preclinical-stage product candidates and discovery stage programs, including the clinical trials of SAB-142;
- advance our preclinical-stage product candidates into clinical development;
- invest in our technology and platform;

- seek to identify, acquire and develop additional product candidates, including through business development efforts to invest in or in-license other technologies or product candidates;
- seek regulatory approvals for any product candidates that successfully complete clinical trials;
- market and sell our solutions to existing and new partners;
- hire additional clinical, quality control, medical, scientific and other technical personnel to support our operations;
- maintain, expand, enforce, protect, and defend our intellectual property portfolio;
- create additional infrastructure to support operations;
- add operational, financial, and management information systems and personnel to support operations as a public company;
- seek regulatory approvals for any product candidates that successfully complete clinical trials;
- undertake any pre-commercialization activities to establish sales, marketing and distribution capabilities for any product candidates for which we may receive regulatory approval in regions where we choose to commercialize our products on our own or jointly with third parties; and
- experience any delays or encounter issues with any of the above.

Biopharmaceutical product development entails substantial upfront capital expenditures and significant risk that any potential product candidate will fail to demonstrate adequate efficacy or an acceptable safety profile, gain regulatory approval, secure market access and reimbursement and become commercially viable, and therefore any investment in us is highly speculative. Accordingly, before making an investment in us, you should consider our prospects, factoring in the costs, uncertainties, delays and difficulties frequently encountered by companies in clinical development, especially clinical-stage biopharmaceutical companies such as ours. Any predictions you make about our future success or viability may not be as accurate as they would otherwise be if we had a longer operating history or a history of successfully developing and commercializing pharmaceutical products. We may encounter unforeseen expenses, difficulties, complications, delays and other known or unknown factors in achieving our business objectives.

Our expenses could increase beyond expectations for a variety of reasons, including due to our growth strategy and the increase in the scope and complexity of our operations. In executing our strategy and plans to invest in enhancing and scaling our business, we will need to generate significant additional revenue to achieve and maintain future profitability. We may not be able to generate sufficient revenue to achieve profitability and our recent and historical growth should not be considered indicative of future performance.

Our limited operating history makes future forecasting difficult.

We commenced operations in April 2014 and became a public company in October 2021. As a result of our limited operating history, it is difficult to accurately forecast revenues or to predict operating expenses. Our current and future expense estimates are based, in large part, on our estimates of future revenue and on our research, development and commercialization plans. In particular, we plan to increase operating expenses significantly in order to expand our research, development and sales and marketing operations. To the extent that these expenses precede increased revenue, our business, results of operations and financial condition would be materially adversely affected. We may be unable to, or may elect not to, adjust spending quickly enough to offset any unexpected revenue shortfall. Therefore, any significant shortfall in revenue in relation to our expectations would also have a material adverse effect on our business, results of operations and financial condition.

The successful development of pharmaceutical products is highly uncertain.

We currently have no products approved for sale and are investing substantially all of our efforts and financial resources in the development of our immunotherapy platform and clinical development of our current lead programs. The success of our business, including our ability to finance our company and generate any revenue in the future, will primarily depend on the successful development, regulatory approval and commercialization of therapeutic biological product candidates. We will need to raise sufficient funds for, and successfully complete, our preclinical development programs and future clinical trials of product candidates for our lead programs.

There is no guarantee that any product candidate we develop will proceed into and through clinical development or achieve regulatory approval to allow such products to be commercialized. Successful development of therapeutic biological products is highly uncertain and is dependent on numerous factors, many of which are beyond our control. Product candidates that appear promising in the early phases of development may fail to reach the market for several reasons, including:

- preclinical study results may show the product candidate to be less effective than desired or to have harmful side effects;
- clinical trial results may show the product candidate to be less effective than expected (e.g., a clinical trial could fail to meet its primary or key secondary endpoint(s) or have an unacceptable safety or tolerability profile);
- failure to receive the necessary regulatory approvals or a delay in receiving such approvals; and
- post-marketing approval requirements.

In addition, the length of time necessary to complete clinical trials and submit an application for marketing approval for a final decision by a regulatory authority varies significantly among product candidates, and any delay in receipt of marketing approval for a product candidate could negatively impact market acceptance of any resulting product. Even if we are successful in obtaining marketing approval, commercial success of any approved products will also depend in large part on the availability of coverage and adequate reimbursement from third-party payors, including government payors such as the Medicare and Medicaid programs and managed care organizations in the United States or country specific governmental organizations in foreign countries, which may be affected by existing and future healthcare reform measures designed to reduce the cost of healthcare. Third-party payors could require us to conduct additional studies, including post-marketing studies related to the cost effectiveness of a product, to qualify for reimbursement, which could be costly and divert our resources. If government and other healthcare payors were not to provide coverage and adequate reimbursement for our products once approved, market acceptance and commercial success would be reduced.

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

All of our product candidates are in preclinical or clinical development. Clinical drug development is expensive, time consuming and uncertain, and we may ultimately not be able to obtain regulatory approvals for the commercialization of some or all of our product candidates.

The research, testing, manufacturing, labeling, approval, selling, marketing and distribution of drug products are subject to extensive regulation by the FDA and other regulatory authorities, which regulations differ from country to country. Our product candidates are in various stages of development and are subject to the risks of failure typical of drug development. The development and approval process is expensive and can take many years to complete, and its outcome is inherently uncertain. We have not submitted an application for, or received, marketing approval for any of our product candidates. We have limited experience in conducting and managing the later-stage clinical trials necessary to obtain regulatory approvals, including approval by the FDA. To receive regulatory approval, we must, among other things, demonstrate with substantial evidence from clinical trials that the product candidate is safe and effective for each indication for which approval is sought, and failure can occur in any stage of development. Satisfaction of the approval requirements typically takes several years, and the time needed to satisfy them may vary substantially, based on the type, complexity and novelty of the pharmaceutical product. We cannot predict if or when we might receive regulatory approvals for any of our product candidates currently under development.

We cannot guarantee that any clinical trials will be conducted as planned or completed on schedule, if at all. Clinical development is susceptible to failure at any stage, including failure to demonstrate efficacy, occurrence of unacceptable adverse events, failure to comply with protocols or regulatory requirements, or determination by regulators that a product candidate is not approvable. Clinical trials may fail to detect beneficial effects or toxicity, or may indicate effects that differ from actual results. Serious adverse events or tolerability issues could hinder or prevent market acceptance of the product candidate.

The FDA and foreign regulatory authorities have substantial discretion in the drug approval process. The number and types of preclinical studies and clinical trials required for approval varies depending on the product candidate and target disease. Approval policies, regulations, and data requirements may change during development and vary among regulatory authorities. Regulatory agencies can delay, limit, or deny approval for many reasons, including:

- the FDA or comparable foreign regulatory authorities may disagree with the design or implementation of our clinical trials;

- the results of clinical trials may not meet the level of statistical or clinical significance required by the FDA or comparable foreign regulatory authorities for approval;
- the clinical trial results may not confirm the positive results from earlier preclinical studies or clinical trials;
- the FDA or comparable foreign regulatory authorities may disagree with our interpretation of data from preclinical studies or clinical trials;
- the data collected from clinical trials of our product candidates may not be sufficient to the satisfaction of FDA or comparable foreign regulatory authorities to support the submission of a BLA or other comparable submission in foreign jurisdictions or to obtain regulatory approval in the United States or elsewhere;
- regulatory agencies might not approve or might require changes to our manufacturing processes or facilities; and
- regulatory agencies may change their approval policies, clinical development guidelines and recommendations, or adopt new regulations in a manner rendering our clinical data insufficient for approval.

This lengthy approval process, as well as the unpredictability of future clinical trial results, may result in our failing to obtain regulatory approval to market our product candidates, which would significantly harm our business, results of operations and prospects. The FDA or a comparable foreign regulatory authority may require more information, including additional preclinical or clinical data to support approval, which may delay or prevent approval and our commercialization plans, or which may lead us to decide to abandon the development program.

In addition, even if we were to obtain marketing approval, regulatory authorities may approve any of our product candidates for fewer or more limited indications than we request (including failing to approve the most commercially promising indications), may require a REMS that restricts prescribing or distribution of our therapeutic biological product candidates, may grant approval contingent on the performance of costly post-marketing clinical studies, or may approve a product candidate with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that product candidate.

Any delay in obtaining or failure to obtain required approvals could materially adversely affect our ability to generate revenue from the particular product candidate, which likely would result in significant harm to our financial position and adversely impact our stock price.

We are not permitted to market our product candidates in the United States until we receive approval of a NADA and BLA from the FDA or in other countries until we receive similar marketing authorization from applicable regulatory authorities outside the United States. We are also not permitted to promote our product candidates as safe and effective therapies until after receiving approval. Obtaining approval of a NADA or BLA can be a lengthy, expensive and uncertain process. If we fail to obtain FDA approval to market our product candidates, we will be unable to sell our product candidates in the United States, which will significantly impair our ability to generate any revenue. In addition, failure to comply with FDA and non-U.S. regulatory requirements may, either before or after product approval, if any, subject our company to administrative or judicially imposed sanctions, including:

- restrictions on our ability to conduct clinical trials, including full or partial clinical holds on ongoing or planned trials;
- restrictions on the products' marketing, promotion, distribution or manufacturing processes;
- warning letters or untitled letters alleging violations;
- civil and criminal penalties;
- injunctions;
- suspension or withdrawal of regulatory approvals;
- product seizures, detentions or import bans;
- voluntary or mandatory product recalls and publicity requirements;
- imposition of restrictions on operations, including costly new manufacturing requirements;
- suspension of substantive review of pending applications, such as NADAs, BLAs, INADs, or INDs, pending data validation; and
- refusal to approve pending NADAs or BLAs or supplements to approved NADAs or BLAs.

Even if we do receive regulatory approval to market a product candidate, any such approval may be subject to limitations on the indicated uses for which we may market the product. It is possible that none of our existing product candidates or any product candidates we may seek to develop in the future will ever obtain the appropriate regulatory approvals necessary for

us to commence product sales. Any delay in obtaining, or an inability to obtain, applicable regulatory approvals would prevent us from commercializing our product candidates, generating revenue and achieving and sustaining profitability.

Regulatory approval for the genetic modification of animals, including those from which antibodies are isolated for injection into human patients, requires the approval of a New Animal Drug Application, which can be a lengthy and expensive process with uncertain outcomes, delays to which could substantially harm our business.

We cannot commercialize our therapeutic biological product candidates in the United States without first obtaining a regulatory approval for our animal drug candidates, i.e., the genomic modifications to our Tc Bovine, in the form of a NADA. The requirements governing development and approval of a new animal drug are largely analogous to those for new human drugs, requiring a demonstration of the safety and efficacy of the drug for the target indication, a demonstration that the manufacturing facilities, processes and controls are adequate with respect to such product candidate to assure safety, purity and potency, and a review of potential environmental impacts from the altered genomic DNA and the transgenic animals pursuant to the requirements of the NEPA.

The time required to obtain approval for a NADA by the FDA and comparable foreign regulatory authorities is unpredictable. Approval policies, regulations, or the type and amount of data necessary to gain approval is dependent on the specific product candidate and may change during the course of the product candidate's preclinical and clinical development. Furthermore, we have not obtained regulatory approval for an animal drug, and it is possible that none of our existing animal drug candidates, or any future animal drug candidates, will ever obtain regulatory approval. The reasons our animal drug candidates could fail to receive regulatory approvals are generally the same as the reasons that human drug product candidates may fail to obtain approval. Our failure to obtain a regulatory approval for our animal drug candidates could significantly harm our business, the results of our operations and our prospects. Requests for additional information from a regulatory authority could delay or prevent approval or result in our decision to abandon the development program entirely.

If we do receive regulatory approval of our animal drug candidates, then we will have ongoing responsibilities including registration, recordkeeping, filing supplements, and periodic reporting, which could reveal additional complications and threaten the ongoing approval of our animal drug candidates. Further, as our polyclonal antibody product candidates are regulated as biological products, such product candidates will also require the submission and approval of a BLA prior to marketing. In general, to commercialize any of our product candidates, we must obtain marketing authorization for both the therapeutic antibody product and the altered animal genomic DNA that enables production of the polyclonal antibodies.

If we encounter difficulties enrolling patients in clinical trials, clinical trials of our product candidates may be delayed or otherwise adversely affected.

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

- the size and nature of the patient population;
- the design of the trial, including the patient eligibility criteria defined in the protocol;
- the size of the study population required for analysis of the trial's primary endpoints;
- the proximity of patients to trial sites;
- our ability to recruit clinical trial investigators with the appropriate competencies and experience;
- competing clinical trials for similar therapies or other new therapeutics;
- clinicians' and patients' perceptions as to the potential advantages and side effects of the drug candidate being studied in relation to other available therapies, including any new drugs or treatments that may be approved for the indications we are investigating;
- our ability to obtain and maintain patient consents;
- travel restrictions and other potential limitations by federal, state, or local governments affecting the workforce or affecting clinical research site policies implemented in response to public health emergencies that may arise in the future;
- delays in or temporary suspension of the enrollment of patients in our anticipated clinical trials due to the public health emergencies that may arise in the future;
- proximity and availability of clinical trial sites for prospective patients;

- the risk that patients enrolled in clinical trials will not complete a clinical trial; and
- the availability of approved therapies that are similar in mechanism to our product candidates.

If we experience delays or difficulties in the enrollment of subjects in our anticipated clinical trials, such clinical trials may be delayed or terminated. Even if we are able to enroll a sufficient number of subjects in our future clinical trials, if the pace of enrollment is slower than we expect, the development costs for our product candidates may increase and the completion of such trials may be delayed, or the trials could become too expensive to complete. Our failure to timely complete our current and planned clinical trials would delay the approval and commercialization of our product candidates, impair the commercial performance of our product candidates, may decrease the period of commercial exclusivity and consequently harm our business and results of operations.

Our preclinical studies and clinical trials may fail to demonstrate substantial evidence of the safety and efficacy of our product candidates, or serious adverse or unacceptable side effects may be identified during the development of our product candidates, which could prevent, delay or limit the scope of regulatory approval of our product candidates, limit their commercialization, increase costs or necessitate the abandonment or limitation of the development of some of our product candidates.

To obtain the requisite regulatory approvals for the commercial sale of our product candidates, we must demonstrate through lengthy, complex and expensive preclinical testing and clinical trials that such product candidates are safe, pure and potent for use in each target indication. These trials are expensive and time consuming, and their outcomes are inherently uncertain. Failures can occur at any time during the development process. Preclinical studies and clinical trials often fail to demonstrate safety or efficacy of the product candidate studied for the target indication, and most product candidates that begin clinical trials are never approved.

Success in preclinical studies does not ensure that later clinical trials will generate adequate data to demonstrate the efficacy and safety of any product candidate we may develop. Likewise, a number of companies in the pharmaceutical and biotechnology industries, including those with greater resources and experience than us, have suffered significant setbacks in clinical trials, even after seeing promising results in earlier preclinical studies or clinical trials. Despite the results reported in preclinical studies for our product candidates to date, results may not be replicated in subsequent studies, and we do not know whether the clinical trials we may conduct will demonstrate adequate efficacy and safety to support regulatory approval of any current or future product candidate we develop. Moreover, later audits of earlier preclinical data may reveal inaccuracies or deviations impacting the integrity of those data.

Moreover, preclinical and clinical data are often susceptible to varying interpretations and analyses, and many companies that believed their product candidates performed satisfactorily in such studies or trials nonetheless failed to obtain FDA or other necessary regulatory agency approval.

We may fail to demonstrate with substantial evidence from adequate and well-controlled trials, and to the satisfaction of the FDA or comparable foreign regulatory authorities, that our product candidates are safe and potent for their intended uses. If any future late-stage clinical trials we may conduct do not produce favorable results, our ability to achieve regulatory approval for any of our product candidates may be adversely impacted. Even if we believe that we have adequate data to support an application for regulatory approval to market any of our product candidates, the FDA or other regulatory authorities may not agree with our interpretation of the relevant data and may require that we conduct additional preclinical studies or clinical trials to support the regulatory approval of any product candidate that we develop. If we fail to obtain results in our planned and future preclinical and clinical activities and studies sufficient to meet the requirements of the relevant regulatory agencies, the development timeline and regulatory approval and commercialization prospects for any potential product candidate, and, correspondingly, our business and financial prospects, would be materially adversely affected.

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

We have not completed the development of any product candidates. Our future success and ability to generate revenue from our product candidates, which we do not expect will occur for several years, if ever, is dependent on our ability to successfully develop, obtain regulatory approval for and commercialize one or more of our product candidates. All of our product candidates, including our lead product candidate SAB-142, are in early stages of development and require substantial additional investment for clinical development, regulatory review and approval in one or more jurisdictions. If any of our product candidates encounters safety or efficacy problems, development delays or regulatory issues or other problems, our development plans and business would be materially harmed.

All of our other product candidates are in earlier stages of development and will require substantial additional investment for clinical development, regulatory review and approval in one or more jurisdictions. If any of our product candidates encounters safety or efficacy problems, development delays or regulatory issues or other problems, our development plans and business would be materially harmed.

We may not have the financial resources to continue development of our product candidates if we experience any issues that delay or prevent regulatory approval of, or our ability to commercialize, our product candidates, including:

- our inability to demonstrate to the satisfaction of the FDA or comparable foreign regulatory authorities that our product candidates are safe and effective;
- insufficiency of our financial and other resources to complete the necessary clinical trials and preclinical studies;
- negative or inconclusive results from our clinical trials, preclinical studies or the clinical trials of others for product candidates similar to ours, leading to a decision or requirement to conduct additional clinical trials or preclinical studies or abandon a program;
- product-related adverse events experienced by subjects in our clinical trials, including unexpected toxicity results, or by individuals using drugs or therapeutic biologics similar to our product candidates;
- delays in submitting an INAD or IND or comparable foreign applications or delays or failure in obtaining the necessary approvals from regulators to commence a clinical trial or a suspension or termination, or hold, of a clinical trial once commenced;
- conditions imposed by the FDA or comparable foreign regulatory authorities regarding the scope or design of our clinical trials;
- poor effectiveness of our product candidates during clinical trials;
- delays in enrolling subjects in our clinical trials;
- higher than anticipated clinical trial or manufacturing costs;
- failure of our third-party contractors or investigators to comply with regulatory requirements or the clinical trial protocol or otherwise meet their contractual obligations in a timely manner, or at all; and
- delays and changes in regulatory requirements, policy and guidelines, including the imposition of additional regulatory oversight around clinical testing generally or with respect to our therapies in particular.

We conduct certain research and development operations through our Australian wholly-owned subsidiary. If we lose our ability to operate in Australia, or if our subsidiary is unable to receive the research and development tax credit allowed by Australian regulations, our business and results of operations could suffer.

Our wholly-owned Australian subsidiary, SAB Australia, was formed to conduct various preclinical and clinical activities for SAB-142 and other future drug candidates in Australia. Due to the geographical distance and lack of employees currently in Australia, as well as our lack of experience operating in Australia, we may not be able to efficiently or successfully monitor, develop and commercialize our lead products in Australia, including conducting clinical trials. Furthermore, we have no assurance that the results of any clinical trials that we conduct for our product candidates in Australia will be accepted by the FDA or applicable foreign authorities.

In addition, current Australian tax regulations provide for a refundable research and development tax credit equal to 48.5% of qualified expenditures. Although we have previously claimed a refundable research and development tax credit there is a possibility that we may not be able to claim such credit, or we might qualify for a lesser credit. If we lose our ability to operate SAB Australia, or if in the future we are ineligible or unable to receive the research and development tax credit or are required to refund any research and development tax credit previously received or have to reserve for such credit in our financial statements, or if the Australian government significantly reduces or eliminates the tax credit, our business and results of operation may be adversely affected.

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

We are not permitted to commercialize, market, promote or sell any product candidate in the United States without obtaining regulatory approval from the FDA. The time required to obtain approval by the FDA and comparable foreign authorities is inherently unpredictable, but typically takes many years following the commencement of clinical trials and depends upon numerous factors, including substantial discretion of the regulatory authorities. In addition, approval policies, regulations, or the type and amount of clinical data necessary to gain approval may change during the course of a product candidate's clinical development and may vary among jurisdictions. To date, we have not submitted a NADA or BLA to the FDA or

similar drug or biological product approval submissions to comparable foreign regulatory authorities for any product candidate.

We may never obtain FDA approval for any product candidates in the United States, and even if we do, we may never obtain approval for or commercialize any product candidates in any other jurisdiction, which would limit our ability to realize their full market potential.

In addition to regulations in the United States, to market and sell our product candidates in the European Union, many Asian countries and other jurisdictions, we must obtain separate regulatory approvals and comply with numerous and varying regulatory requirements, both from a clinical and manufacturing perspective. The approval procedure for complex therapeutic biological product candidates such as ours varies among countries and can involve additional testing and validation and additional administrative review periods. The time required to obtain approval may differ substantially from that required to obtain FDA approval. The regulatory approval process outside the United States generally includes all of the risks associated with obtaining FDA approval. Clinical trials accepted in one country may not be accepted by regulatory authorities in other countries.

In addition, many countries outside the United States require that a product be approved for reimbursement before it can be approved for sale in that country. A product candidate that has been approved for sale in a particular country may not receive reimbursement approval in that country. We may not be able to obtain approvals from regulatory authorities or payor authorities outside the United States on a timely basis, if at all. Approval by the FDA does not ensure approval by regulatory or payor authorities in other countries or jurisdictions, and approval by one regulatory or payor authority outside the United States does not ensure approval by regulatory authorities in other countries or jurisdictions or by the FDA. We may not be able to file for future regulatory approvals and may not receive necessary approvals to commercialize our products in any market. If we are unable to obtain approval of any of our product candidates by regulatory or payor authorities in the European Union, Asia or elsewhere, the commercial prospects of that product candidate may be significantly diminished. We do not have any product candidates approved for sale in any jurisdiction, including in the United States or in international markets, and we do not have experience in obtaining regulatory approval in international markets. If we fail to comply with regulatory requirements in international markets or to obtain and maintain required approvals, or if regulatory approvals in international markets are delayed, our target market will be reduced and our ability to realize the full market potential of our products will be unrealized.

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

The general approach for FDA approval of a new drug is dispositive data from two or more well-controlled Phase 3 clinical trials of the product candidate in the relevant patient population. Phase 3 clinical trials typically involve a large number of patients, have significant costs and take years to complete. In addition, there is no assurance that the endpoints and trial designs that we intend to use for our planned clinical trials, including those that we have developed based on feedback from regulatory agencies or those that have been used for the approval of similar drugs, will be acceptable for future approvals. Our clinical trial results may not support approval of our product candidates. In addition, our product candidates could fail to receive regulatory approval, or regulatory approval could be delayed, for many reasons, including the following:

- the FDA or comparable foreign regulatory authorities may not file or accept our NADA, BLA or other marketing applications for substantive review;
- the FDA or comparable foreign regulatory authorities may disagree with the dosing regimen, design or implementation of our clinical trials;
- we may be unable to demonstrate to the satisfaction of the FDA or comparable foreign regulatory authorities that our product candidates are safe and effective for any of their proposed indications;
- the results of our clinical trials may not meet the level of statistical significance required by the FDA or comparable foreign regulatory authorities for approval;
- we may be unable to demonstrate that our product candidates' clinical and other benefits outweigh their safety risks;
- the data collected from clinical trials of our product candidates may not be sufficient to the satisfaction of the FDA or comparable foreign regulatory authorities to support the submission of a NADA, BLA or other comparable submissions in foreign jurisdictions or to obtain regulatory approval in the United States or elsewhere;

- the FDA or comparable foreign regulatory authorities may find deficiencies with or fail to approve the manufacturing processes or facilities of third-party manufacturers with which we contract for clinical and commercial supplies; and
- the approval policies or regulations of the FDA or comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval.

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

The results observed from preclinical studies or early-stage clinical trials of our product candidates may not necessarily be predictive of the results of later-stage clinical trials that we conduct. Similarly, positive results from such preclinical studies or early-stage clinical trials may not be replicated in our subsequent preclinical studies or clinical trials. There can be no assurance that any of our clinical trials will ultimately be successful or support further clinical development of any of our product candidates. There is a high failure rate for drugs proceeding through clinical trials. Many companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in late-stage clinical trials after achieving positive results in early-stage development, and we cannot be certain that we will not face similar setbacks. These setbacks have been caused by, among other things, preclinical findings made while clinical trials were underway or safety or efficacy observations made in preclinical studies and clinical trials, including previously unreported adverse events.

We may incur unexpected costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of our product candidates.

To obtain the requisite regulatory approvals to commercialize any of our product candidates, we must demonstrate through extensive preclinical studies and clinical trials that our product candidates are safe and effective in humans. We may experience delays in completing our clinical trials or preclinical studies and initiating or completing additional clinical trials or preclinical studies, including as a result of regulators not allowing or delay in allowing clinical trials to proceed under an INAD or IND, or not approving or delaying approval for any clinical trial grant or similar approval we need to initiate a clinical trial. We may also experience numerous unforeseen events during our clinical trials that could delay or prevent our ability to receive marketing approval or commercialize the product candidates we develop, including:

- regulators, institutional review boards (IRBs), or other reviewing bodies may not authorize us or our investigators to commence a clinical trial, or to conduct or continue a clinical trial at a prospective or specific trial site;
- we may not reach agreement on acceptable terms with prospective contract research organizations (CROs), and clinical trial sites, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and trial sites;
- we may experience challenges or delays in recruiting principal investigators or study sites to lead our clinical trials;
- the number of subjects or patients required for clinical trials of our product candidates may be larger than we anticipate, enrollment in these clinical trials may be insufficient or slower than we anticipate, and the number of clinical trials being conducted at any given time may be high and result in fewer available patients for any given clinical trial, or patients may drop out of these clinical trials at a higher rate than we anticipate;
- our third-party contractors, including those manufacturing our product candidates or conducting clinical trials on our behalf, may fail to comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all;
- we may have to amend clinical trial protocols submitted to regulatory authorities or conduct additional studies to reflect changes in regulatory requirements or guidance;
- regulators or other reviewing bodies may find deficiencies with, fail to approve or subsequently find fault with the manufacturing processes or facilities of third-party manufacturers with which we enter into agreements for clinical and commercial supplies, or the supply or quality of any product candidate or other materials necessary to conduct clinical trials of our product candidates may be insufficient, inadequate or not available at an acceptable cost, or we may experience interruptions in supply; and
- the potential for approval policies or regulations of the FDA or the applicable foreign regulatory agencies to significantly change in a manner rendering our clinical data insufficient for approval.

Regulators or IRBs of the institutions in which clinical trials are being conducted may suspend, limit or terminate a clinical trial, or data monitoring committees may recommend that we suspend or terminate a clinical trial, due to a number of factors,

including failure to conduct the clinical trial in accordance with regulatory requirements or our clinical protocols, inspection of the clinical trial operations or trial site by the FDA or other regulatory authorities resulting in the imposition of a clinical hold, safety issues or adverse side effects, failure to demonstrate a benefit from using an investigational product, changes in governmental regulations or administrative actions or lack of adequate funding to continue the clinical trial. Negative or inconclusive results from our clinical trials or preclinical studies could mandate repeated or additional clinical trials and, to the extent we choose to conduct clinical trials in other indications, could result in changes to or delays in clinical trials of our product candidates in such other indications. We do not know whether any clinical trials that we conduct will demonstrate adequate efficacy and safety to result in regulatory approval to market our product candidates for the indications that we are pursuing. If later-stage clinical trials do not produce favorable results, our ability to obtain regulatory approval for our product candidates will be adversely impacted.

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

Any product candidate we develop, and the activities associated with its development and commercialization, including its design, testing, manufacture, safety, efficacy, recordkeeping, labeling, storage, approval, advertising, promotion, sale, and distribution, are subject to comprehensive regulation by the FDA and other regulatory authorities in the United States and by comparable authorities in other countries. Failure to obtain marketing approval for a product candidate will prevent us from commercializing the product candidate in a given jurisdiction. We have not received approval to market any product candidates from regulatory authorities in any jurisdiction and it is possible that none of the product candidates we are developing or may seek to develop in the future will ever obtain regulatory approval.

We have no experience in submitting and supporting the applications necessary to gain marketing approvals and expect to rely on third-party CROs or regulatory consultants to assist us in this process. Securing regulatory approval requires the submission of extensive preclinical and clinical data and supporting information to the various regulatory authorities for each therapeutic indication to establish the product candidate's safety and efficacy. Securing regulatory approval also requires the submission of information about the product manufacturing process to, and successful inspection of manufacturing facilities by, the relevant regulatory authority. Any product candidates we develop may not be effective, may be only moderately effective, or may prove to have undesirable or unintended side effects, toxicities or other characteristics that may preclude its obtaining marketing approval or prevent or limit commercial use.

The process of obtaining marketing approvals, both in the United States and abroad, is expensive, may take many years if additional clinical trials are required, if approval is obtained at all, and can vary substantially based upon a variety of factors, including the type, complexity, and novelty of the product candidates involved. Changes in marketing approval policies during the development period, changes in or the enactment of additional statutes or regulations, or changes in regulatory review for each submitted product application, may cause delays in the approval or rejection of an application. The FDA and comparable authorities in other countries have substantial discretion in the approval process and may refuse to accept any application or may decide that our data are insufficient for approval and require additional preclinical, clinical or other studies. In addition, varying interpretations of the data obtained from preclinical and clinical testing could delay, limit, or prevent marketing approval of a product candidate. Any marketing approval that we may ultimately obtain could be limited or subject to restrictions or post-approval commitments that render the approved product not commercially viable.

If we experience delays in obtaining approval or if we fail to obtain approval of any product candidates we may develop, the commercial prospects for those product candidates may be harmed, and our ability to generate revenues will be materially impaired.

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

From time to time, we may publish interim, topline or preliminary data from our clinical trials. Interim data from clinical trials that we may complete are subject to the risk that one or more of the clinical outcomes may materially change as patient enrollment continues and more patient data become available. Preliminary or topline data also remain subject to audit and verification procedures that may result in the final data being materially different from the preliminary data we previously published. As a result, interim and preliminary data should be viewed with caution until the final data are available. Adverse differences between preliminary or interim data and final data could significantly harm our reputation and business prospects.

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

For planning purposes, we sometimes estimate the timing of the accomplishment of various scientific, clinical, regulatory and other product development objectives. These milestones may include our expectations regarding the commencement or completion of scientific studies and clinical trials, the submission of regulatory filings or commercialization objectives. From time to time, we may publicly announce the expected timing of some of these milestones, such as the completion of an ongoing clinical trial, the initiation of other clinical programs, receipt of marketing approval or a commercial launch of a product. The achievement of many of these milestones may be outside of our control. All of these milestones are based on a variety of assumptions which, if not realized as expected, may cause the timing of achievement of the milestones to vary considerably from our estimates, including:

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

If we fail to achieve announced milestones in the timeframes we expect, the development and commercialization of our product candidates may be delayed, and our business and results of operations may be harmed.

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

As product candidates proceed through preclinical studies to late-stage clinical trials towards potential approval and commercialization, it is common that various aspects of the development program, such as manufacturing methods and formulation, are altered along the way in an effort to optimize processes and results. Such changes carry the risk that they will not achieve these intended objectives. Any of these changes could cause our product candidates to perform differently and affect the results of planned clinical trials or other future clinical trials conducted with the materials manufactured using altered processes. Such changes may also require additional testing, FDA notification or FDA approval. This could delay or prevent completion of clinical trials, require conducting bridging clinical trials or the repetition of one or more clinical trials, increase clinical trial costs, delay or prevent approval of our product candidates and jeopardize our ability to commence sales and generate revenue.

Our product candidates may cause undesirable side effects or have other properties that could delay or prevent their regulatory approval, limit the commercial profile of an approved label, or result in significant negative consequences following regulatory approval, if obtained.

Undesirable side effects caused by any of our product candidates could cause us or regulatory authorities to interrupt, delay or halt clinical trials and could result in a more restrictive label or the delay or denial of regulatory approval by the FDA or comparable foreign regulatory authorities or a more restrictive label for any of our product candidates that may receive regulatory approval. In our planned and future clinical trials of our product candidates, we may observe a more unfavorable safety and tolerability profile than was observed in earlier-stage testing of these candidates.

If unacceptable side effects arise in the development of our product candidates, we, the FDA or comparable foreign regulatory authorities, the IRBs, or independent ethics committees at the institutions in which our trials are conducted, could suspend, limit or terminate our clinical trials, or the independent safety monitoring committee could recommend that we suspend, limit or terminate our trials, or the FDA or comparable foreign regulatory authorities could order us to cease clinical trials or deny approval of our product candidates for any or all targeted indications. Treatment-emergent side effects that are deemed to be related to administration of our product candidates could delay recruitment of clinical trial subjects or may cause subjects that enroll in our clinical trials to discontinue participation in our clinical trials. In addition, these side effects may not be appropriately recognized or managed by the treating medical staff. We may need to train medical personnel using our product candidates to understand the side effect profiles for our clinical trials and upon any commercialization of any of

our product candidates. Inadequate training in recognizing or managing the potential side effects of our product candidates could result in harm to patients that are administered our product candidates.

Additionally, during the course of our product development programs, FDA or comparable foreign regulatory authority review teams may change, and new agency personnel may view the risk-benefit profile of any product candidates we may develop differently than prior agency review teams. Any negative views as to the risk-benefit profile of the product candidates we are developing for our lead programs or any product candidates we may develop in the future could lead FDA or comparable foreign regulatory authorities to require that we conduct additional clinical trials or could require more onerous clinical trial designs for any then-ongoing or future clinical trials. The product-related side effects also could result in potential product liability claims being asserted against us. Furthermore, we or others may later identify undesirable side effects caused by our products, including during any long-term follow-up observation period.

If any of our product candidates receives regulatory approval, and we or others later identify undesirable side effects caused or risks exacerbated by such product, a number of potentially significant negative consequences could result. For example, the FDA could require us to adopt a REMS to ensure that the benefits of treatment with such product candidate outweigh the risks for each potential patient; a REMS may include, among other things, a communication plan to healthcare practitioners, patient education, extensive patient monitoring or distribution systems and processes that are highly controlled, restrictive and more costly than what is typical for the biopharmaceutical industry. Other potentially significant negative consequences include that:

- we may be forced to suspend marketing of that product, or decide to recall the product or remove it from the marketplace;
- regulatory authorities may withdraw or limit their approvals of that product;
- regulatory authorities may require additional statements, specific warnings or contraindications on the label or limit access of that product to selective specialized centers with additional safety reporting and with requirements that patients be geographically close to these centers for all or part of their treatment;
- we may be required to conduct additional clinical trials or costly post-marketing testing and surveillance to monitor the safety and efficacy of the product;
- we may be required to change the way the product is distributed or administered;
- we may be subject to regulatory investigations and government enforcement actions;
- we could be subject to fines, injunctions, or the imposition of criminal or civil penalties, or to sued and held liable for harm caused to subjects or patients; and
- the product may become less competitive, and our reputation may suffer.

Any of these occurrences could diminish the usage or otherwise limit the commercial success of our product candidates and prevent us from achieving or maintaining market acceptance of the affected product candidate, if approved by applicable regulatory authorities, and may adversely affect our business, financial condition and prospects significantly.

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

When available on the market, our products may not achieve an adequate level of acceptance by physicians, patients and the medical community, which may result in us failing to achieve profitability. In addition, efforts to educate the medical community and third-party payers on the benefits of our products may require significant resources and may never be successful, which would prevent us from generating significant revenues or becoming profitable.

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

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

acceptance. If we do not successfully develop and commercialize product candidates based upon its technological approach, we may not be able to obtain product or collaboration revenues in future periods, which would adversely affect our business, prospects, financial condition and results of operations.

Our long-term growth strategy to develop and market additional products and product candidates is heavily dependent on precise, accurate and reliable scientific data to identify, select and develop promising pharmaceutical product candidates and products. Our business decisions may therefore be adversely influenced by improper or fraudulent scientific data sourced from third parties. Any irregularities in the scientific data used by us to determine our focus in research and development of product candidates and products could have a material adverse effect on our business, prospects, financial condition and results of operations.

If we are unable to develop our sales, marketing and distribution capability on our own or through collaborations with marketing partners, we will not be successful in commercializing our product candidates.

We currently have no marketing, sales or distribution capabilities. We intend to establish a sales and marketing organization, either on our own or in collaboration with third parties, with technical expertise and supporting distribution capabilities to commercialize SAB-142, and our other product candidates that may receive regulatory approval in key territories. These efforts will require substantial additional resources, some or all of which may be incurred in advance of any approval of the product candidate. Any failure or delay in the development of our or third parties' internal sales, marketing and distribution capabilities would adversely impact the commercialization of SAB-142, and our other product candidates and other future product candidates.

Factors that may inhibit our efforts to commercialize our product candidates on our own include:

- our inability to recruit and retain adequate numbers of effective sales and marketing personnel;
- our inability of sales personnel to obtain access to or persuade adequate numbers of physicians to prescribe any future products;
- the lack of complementary products to be offered by sales personnel, which may put us at a competitive disadvantage relative to companies with more extensive product lines; and
- unforeseen costs and expenses associated with creating an independent sales and marketing organization.

With respect to our existing and future product candidates, we may choose to collaborate with third parties that have direct sales forces and established distribution systems to serve as an alternative to our own sales force and distribution systems. Our future product revenue may be lower than if we directly marketed or sold our product candidates, if approved. In addition, any revenue we receive will depend in whole or in part upon the efforts of these third parties, which may not be successful and are generally not within our control. If we are not successful in commercializing any approved products, our future product revenue will suffer, and we may incur significant additional losses.

If we do not establish sales and marketing capabilities successfully, either on our own or in collaboration with third parties, we will not be successful in commercializing our product candidates.

Product liability lawsuits against us or any of our future collaborators could divert our resources and attention, cause us to incur substantial liabilities and limit commercialization of our product candidates.

We are exposed to potential product liability and professional indemnity risks that are inherent in the research, development, manufacturing, marketing and use of pharmaceutical products. Currently, we have no products that have been approved for commercial sale; however, the use of our product candidates by us and any collaborators in clinical trials, and the sale of these product candidates, if approved, in the future, may expose us to liability claims. We face an inherent risk of product liability lawsuits related to the use of our product candidates in patients, and will face an even greater risk if product candidates are approved by regulatory authorities and introduced commercially. Product liability claims may be brought against us by participants enrolled in our clinical trials, patients, health care providers, pharmaceutical companies, our collaborators or others using, administering or selling any of our future approved products. If we cannot successfully defend ourselves against any such claims, we may incur substantial liabilities or be required to limit commercialization of our product candidates. Regardless of the merits or eventual outcome, liability claims may result in:

- decreased demand for any of our future approved products;
- injury to our reputation;
- withdrawal of clinical trial participants;
- termination of clinical trial sites or entire trial programs;
- significant litigation costs;

- substantial monetary awards to, or costly settlements with, patients or other claimants;
- product recalls or a change in the indications for which they may be used;
- loss of revenue;
- diversion of management and scientific resources from our business operations; and
- the inability to commercialize our product candidates.

Although the clinical trial process is designed to identify and assess potential side effects, clinical development does not always fully characterize the safety and efficacy profile of a new medicine, and it is always possible that a drug, even after regulatory approval, may exhibit unforeseen side effects. If our product candidates were to cause adverse side effects during clinical trials or after approval, we may be exposed to substantial liabilities. Physicians and patients may not comply with any warnings that identify known potential adverse effects and patients who should not use our product candidates. If any of our product candidates are approved for commercial sale, we will be highly dependent upon consumer perceptions of us and the safety and quality of our products. We could be adversely affected if we are subject to negative publicity associated with illness or other adverse effects resulting from patients' use or misuse of our products or any similar products distributed by other companies.

Although we maintain product liability insurance coverage consistent with industry norms, including clinical trial liability, this insurance may not fully cover potential liabilities that we may incur. The cost of any product liability litigation or other proceeding, even if resolved in our favor, could be substantial. We will need to increase our insurance coverage if we commercialize any product that receives regulatory approval. In addition, insurance coverage is becoming increasingly expensive. If we are unable to maintain sufficient insurance coverage at an acceptable cost or to otherwise protect against potential product liability claims, it could prevent or inhibit the development and commercial production and sale of our product candidates, which could harm our business, financial condition, results of operations and prospects.

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

Healthcare providers, physicians and third-party payors in the United States and elsewhere will play a primary role in the recommendation and prescription of any product candidates for which we obtain marketing approval. Our future arrangements with third party payors, distributors, retailers, marketers and customers may expose us to broadly applicable fraud and abuse and other healthcare laws and regulations, including, without limitation, the federal Anti-Kickback Statute, the federal False Claims Act, and similar state or foreign laws which may constrain the business or financial arrangements and relationships through which we sell, market and distribute any product candidates for which we obtain marketing approval. In addition, we may be subject to transparency laws and patient privacy regulation by U.S. federal and state governments and by governments in foreign jurisdictions in which we conduct our business. The applicable federal, state and foreign healthcare laws and regulations that may affect our ability to operate include, but are not necessarily limited to:

- the federal Anti-Kickback Statute, which prohibits, among other things, persons from knowingly and willfully soliciting, offering, receiving or providing remuneration, directly or indirectly, in cash or in kind, to induce or reward, or in return for, either the referral of an individual for, or the purchase, order or recommendation of, any good or service, for which payment may be made under federal and state healthcare programs, such as Medicare and Medicaid;
- federal civil and criminal false claims laws and civil monetary penalty laws, including the federal False Claims Act, which impose criminal and civil penalties, including civil whistleblower or qui tam actions, against individuals or entities for knowingly presenting, or causing to be presented, to the federal government, including the Medicare and Medicaid programs, claims for payment that are false or fraudulent, making a false statement to avoid, decrease or conceal an obligation to pay money to the federal government, or the knowing retention of an overpayment from government health care programs; the federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, which imposes criminal and civil liability for executing a scheme to defraud any healthcare benefit program or making false statements relating to healthcare matters;
- HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act of 2009, or HITECH, and their respective implementing regulations, which impose obligations on covered healthcare providers, health plans, and healthcare clearinghouses, as well as their business associates that create, receive, maintain or transmit individually identifiable health information for or on behalf of a covered entity, with respect to safeguarding the privacy, security and transmission of individually identifiable health information;

- the federal Physician Payments Sunshine Act, which requires manufacturers of certain drugs, devices, biologics and medical supplies for which payment is available under Medicare, Medicaid or the Children's Health Insurance Program, with specific exceptions, to report annually to the Centers for Medicare & Medicaid Services, or CMS, information related to "payments or other transfers of value" made to physicians, which is defined to include doctors, dentists, optometrists, podiatrists and chiropractors, and certain teaching hospitals and applicable manufacturers to report annually to CMS ownership and investment interests held by the physicians and their immediate family members. Certain manufacturers also are required to report such information regarding payments and transfers of value provided during the previous year to physician assistants, nurse practitioners, clinical nurse specialists, anesthesiologist assistants, certified nurse anesthetists and certified nurse-midwives; and
- analogous state and foreign laws and regulations, such as state anti-kickback and false claims laws, which may apply to sales or marketing arrangements and claims involving healthcare items or services reimbursed by non-governmental third party payors, including private insurers; state and foreign laws that require pharmaceutical companies to comply with the pharmaceutical industry's voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government or otherwise restrict payments that may be made to healthcare providers; state and foreign laws that require drug manufacturers to report information related to payments and other transfers of value to physicians and other healthcare providers or marketing expenditures; and state and foreign laws governing the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways and often are not preempted by HIPAA, thus complicating compliance efforts.

Efforts to ensure that our business arrangements with third parties will comply with applicable healthcare laws and regulations may involve substantial costs. It is possible that governmental authorities will conclude that our business practices may not comply with current or future statutes, regulations or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations are found to be in violation of any of these laws or any other governmental regulations that may apply to us, we may be subject to significant civil, criminal and administrative penalties, including, without limitation, damages, fines, imprisonment, exclusion from participation in government healthcare programs, such as Medicare and Medicaid, and the curtailment or restructuring of our operations, which could have a material adverse effect on our business. If any of the physicians or other healthcare providers or entities with whom we expect to do business, including our collaborators, is found not to be in compliance with applicable laws, it may be subject to criminal, civil or administrative sanctions, including exclusions from participation in government healthcare programs, which could also materially affect our business.

Regulatory approval for any approved product is limited by the FDA to those specific indications and conditions for which clinical safety and efficacy have been demonstrated.

Any regulatory approval is limited to those specific diseases and indications for which a product is deemed to be safe and effective by the FDA. In addition to the FDA approval required for new formulations, any new indication for an approved product also requires FDA approval. If we are not able to obtain FDA approval for any desired future indications for our products, our ability to effectively market and sell our products may be reduced and our business may be adversely affected.

While our ability to promote the products is limited to those indications that are specifically approved by the FDA, physicians may choose to prescribe drugs for uses that are not described in the product's approved labeling and for uses that differ from those tested in clinical studies and approved by the regulatory authorities. These "off-label" uses are common across medical specialties and may constitute an appropriate treatment for some patients in varied circumstances. Regulatory authorities in the United States generally do not regulate a physician's use of professional judgment in prescribing treatments for patients. Regulatory authorities do, however, restrict communications by pharmaceutical companies on the subject of off-label use or off-label information. If our promotional activities fail to comply with these regulations or guidelines, we may be subject to warnings from, or enforcement action by, these authorities. In addition, our failure to follow FDA rules and guidelines relating to promotion and advertising may cause the FDA to suspend or withdraw an approved product from the market, require a recall or corrective advertising, institute fines, or could result in disgorgement of money, operating restrictions, injunctions or civil or criminal prosecution by the government, any of which could harm our reputation and business.

Current and future legislation may increase the difficulty and cost for us to obtain marketing approval of and commercialize any product candidates we or our collaborators develop and may adversely affect the prices for such product candidates.

In the United States and certain non-U.S. jurisdictions, there have been, and we expect there will continue to be, a number of legislative and regulatory changes and proposed changes regarding the healthcare system that could, among other things,

prevent or delay marketing approval of our product candidates, restrict or regulate post-approval activities and affect our or our collaborators' ability to profitably sell any product candidates that obtain marketing approval.

For example, in March 2010, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act, collectively the Affordable Care Act, was enacted in the United States.

Since its enactment, there have been judicial, executive and Congressional challenges to certain aspects of the Affordable Care Act. However, following several years of litigation in the federal courts, in June 2021, the U.S. Supreme Court upheld the ACA when it dismissed a legal challenge to the ACA's constitutionality. Further legislative and regulatory changes under the ACA remain possible, but it is unknown what form any such changes or any law would take or how or whether such changes may affect the biopharmaceutical industry as a whole or our business in the future.

In addition, other legislative changes have been proposed and adopted since the Affordable Care Act was enacted. On August 2, 2011, the Budget Control Act of 2011 was signed into law, which, among other things, included reductions to Medicare payments to providers of 2% per fiscal year, which went into effect on April 1, 2013 and, due to subsequent legislative amendments to the statute, will remain in effect through 2030, unless additional Congressional action is taken. On January 2, 2013, the American Taxpayer Relief Act of 2012 was signed into law, which, among other things, reduced Medicare payments to several providers, including hospitals, and increased the statute of limitations period for the government to recover overpayments to providers from three to five years.

Further, there has been heightened governmental scrutiny recently over pharmaceutical pricing practices in light of the rising cost of prescription drugs and biologics. Such scrutiny has resulted in several Congressional inquiries and proposed and enacted federal and state legislation designed to, among other things, bring more transparency to product pricing, review the relationship between pricing and manufacturer patient programs, and reform government program reimbursement methodologies, rebates and price negotiation for pharmaceutical products. At the state level, legislatures have increasingly passed legislation and implemented regulations designed to control pharmaceutical product and medical device pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. In addition, regional healthcare authorities and individual hospitals are increasingly using bidding procedures to determine what pharmaceutical products and medical devices to purchase, and which suppliers will be included in their prescription drug and other healthcare programs.

We expect that other healthcare reform measures that may be adopted in the future, may result in more rigorous coverage criteria, new payment methodologies and in additional downward pressure on the price that we or our collaborators may receive for any approved or cleared product. Any reduction in reimbursement from Medicare or other government programs may result in a similar reduction in payments from private payors. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the United States or abroad. If we or our collaborators are slow or unable to adapt to new requirements or policies, or if we or our collaborators are not able to maintain regulatory compliance, any of our product candidates may lose any regulatory approval that may have been obtained and we may not achieve or sustain profitability, which would adversely affect our business.

Even if we obtain regulatory approval for our product candidates, our products will remain subject to regulatory scrutiny.

Even if we obtain regulatory approval in a jurisdiction for our product candidates, they will be subject to ongoing regulatory requirements for manufacturing, labeling, packaging, storage, advertising, promotion, sampling, recordkeeping, and submission of safety and other post-market information. Any regulatory approvals that we receive for our product candidates may also be subject to limitations on the approved indicated uses for which the product may be marketed or to the conditions of approval, or contain requirements for potentially costly post-marketing testing, including Phase 4 clinical trials, and surveillance to monitor the safety and efficacy of the product. For example, the holder of an approved BLA is obligated to monitor and report adverse events and any failure of a product to meet the specifications in the BLA. The holder of an approved BLA must also submit new or supplemental applications and obtain FDA approval for certain changes to the approved product, product labeling or manufacturing process. Advertising and promotional materials and claims must be consistent with approved labeling and be in compliance with FDA regulations as well as other potentially applicable federal and state laws. In addition, biological product advertising and promotional materials intended to be used during the first 120 days after approval must be submitted to the FDA during the BLA review period. After approval, advertising and promotional materials must be submitted to the FDA 30 days prior to their intended use.

In addition, product manufacturers are subject to payment of program fees and continual review and periodic inspections by the FDA and other regulatory authorities for compliance with GMP requirements and adherence to commitments made in the BLA or foreign marketing application. If we or a regulatory agency discovers previously unknown problems with a product such as adverse events of unanticipated severity or frequency, or problems with the facility where the product is manufactured or with the integrity or sufficiency of data, records, or documentation, or disagrees with the promotion,

marketing or labeling of that product, a regulatory agency may impose restrictions relative to that product, the manufacturing facility or us, including requiring recall or withdrawal of the product from the market or suspension of manufacturing.

If we or a regulatory agency later discovers previously unknown problems with a product, including adverse events of unanticipated severity or frequency, or with our third-party manufacturers or manufacturing processes, or if we fail to comply with applicable regulatory requirements following approval of any of our product candidates, a regulatory agency may:

- issue a warning letter asserting that we are in violation of the law;
- seek an injunction or impose civil or criminal penalties or monetary fines;
- suspend or withdraw regulatory approval;
- suspend any ongoing clinical trials;
- refuse to approve a pending BLA or comparable foreign marketing application (any supplements thereto) submitted by us or our strategic partners;
- restrict the marketing or labeling of the product;
- restrict manufacturing of the product, the approved manufacturers or the manufacturing process;
- restrict product distribution or use;
- demand a recall;
- seize or detain product or otherwise require the withdrawal of product from the market;
- impose fines, restitution or disgorgement of profits or revenues;
- impose consent decrees, injunctions or the imposition of civil or criminal penalties;
- refuse to permit the import or export of products; or
- refuse to allow us to enter into supply contracts, including government contracts.

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

Advertising and promotion of any human therapeutic biological product candidate that obtains approval in the United States will be heavily scrutinized by the FDA, the U.S. Federal Trade Commission, the Department of Justice (DOJ), the Office of Inspector General of the Department of Health and Human Services (HHS), state attorneys general, members of the U.S. Congress and the public. Additionally, advertising and promotion of any product candidate that obtains approval outside of the United States will be heavily scrutinized by comparable foreign entities and stakeholders. Violations, including actual or alleged promotion of our products for unapproved or off-label uses, are subject to enforcement letters, inquiries and investigations, and civil and criminal sanctions by the FDA, other U.S. governmental authorities, or comparable foreign bodies. Any actual or alleged failure to comply with labeling and promotion requirements may result in fines, warning letters, mandates to issue corrective information to healthcare practitioners and/or the general public, injunctions, or civil or criminal penalties.

In addition, the FDA's policies may change, and additional government laws may be enacted and implementing regulations promulgated, which could prevent, limit or delay regulatory approval of our product candidates. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the United States or abroad. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose any marketing approval that we may have obtained and we may not achieve or sustain profitability, which would adversely affect our business, prospects, financial condition and results of operations.

A prolonged U.S. federal government shutdown could materially and adversely affect our business, operations, and legal proceedings.

On October 1, 2025, the federal government of the United States began a shutdown at 12:01 a.m. EDT as a result of congressional failure to pass appropriations legislation for the 2026 fiscal year, which began that day, and lasted for 43 days. Subsequent partial federal government shutdowns occurred in January and February of 2026. A continued and prolonged shutdown could materially and adversely affect our business, operations, financial condition, and legal matters. A federal government shutdown may result in the furlough of federal employees, reduced availability of government services, and suspension or delay of activities by key agencies that regulate, fund, or interact with our business, including the SEC, the FDA, the HHS, and the U.S. Patent and Trademark Office. During such periods, review and approval of our filings, applications, and submissions could be delayed, and we may be unable to access or rely upon certain government data or

systems. In addition, the Administrative Office of the U.S. Courts and federal judiciary operations rely on appropriated funds and fee-based reserves that may be exhausted in the event of an extended shutdown. If federal court funding lapses or is limited to "essential" functions only, civil litigation, bankruptcy proceedings, and regulatory enforcement actions involving us or our affiliates could be postponed or suspended. Any such delay could impede our ability to resolve disputes, enforce contractual rights, or obtain timely judicial relief, which may have a material adverse effect on our financial position or prospects. Such conditions could negatively impact our access to financing, timing of capital-raising transactions, and the liquidity or trading volume of our securities. Accordingly, the federal government shutdown, or uncertainty regarding the continuity of government operations could have a material adverse effect on our business, results of operations, and stock price.

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

Our results of operations could be adversely affected by general conditions in the global economy and in the global financial markets. Factors such as geopolitical events (including the ongoing wars in Iran, Ukraine and Israel and the risk of increased tensions between China and Taiwan), inflationary pressures, public health crises, and U.S. election cycles, and changes in government administration and policies have caused extreme volatility and disruptions in the capital and credit markets in recent years. Uncertainty or unfavorable global economic conditions could result in a variety of impacts to our business, including weakening demand for our products, and adversely impacting our ability to raise additional capital when needed on acceptable terms, if at all. A weak or declining economy has strained in the past and may in the future strain our manufacturers or suppliers, possibly resulting in supply disruption, or cause our customers to delay making payments for our services. Further, the Trump administration has proposed or enacted tariffs and substantial changes to trade policies, which could adversely affect our business. For example, the Trump administration has imposed tariffs on certain foreign products, including from Canada, Mexico and China, that in the past have resulted in and may result in future retaliatory tariffs on U.S. goods and products. Additionally, on September 25, 2025, the current U.S. administration announced a 100% tariff on brand-name or patented drugs unless pharmaceutical companies expand their manufacturing operations in the U.S., and may impose more restrictions on goods. Although the pharmaceutical tariff is currently on hold, this could have a material adverse effect on our supply chain and business prospects as well as the larger biopharmaceutical industry. While certain tariffs have subsequently been suspended, modified or temporarily reduced, we cannot predict the results of the U.S. government's trade negotiations or the outcome of ongoing legal challenges to specific tariff policies. We cannot predict whether these policies will continue, or if new policies will be enacted, or the impact, if any, that any policy changes could have on our business. Any of the foregoing could harm our business and we cannot anticipate all of the ways in which the economic climate and financial market conditions could adversely affect our business.

There is also uncertainty surrounding potential changes to the healthcare regulatory environment in the United States, and it is not possible to predict how these changes may be implemented, and the ultimate effects of such changes on our business. In addition, the U.S. federal government and other governments may reduce funding for health care or other programs or make changes that adversely affect the number of persons eligible for certain programs, the services provided to enrollees in such programs and premiums we can charge. The levels of U.S. federal government spending are difficult to predict and are subject to significant risk. Considerable uncertainty exists regarding how future budget and program decisions will unfold, including the spending priorities of the new presidential administration and Congress, and what challenges budget reductions, if any, will present for our business and our industry generally. For example, on January 20, 2025, President Trump established by executive order the U.S. DOGE Service Temporary Organization ("DOGE") to reform federal government processes and reduce expenditures, and on February 5, 2025, the Centers for Medicare & Medicaid Services, or CMS, announced that it is collaborating with DOGE to determine where there may be opportunities for more effective and efficient use of resources. Further, there are reports that the administration is exploring and implementing policies which may put limits on, or freeze, credit card spending by government employees on behalf of government agencies. Additionally, the Trump administration took several Executive Actions, including the issuance of a number of Executive Orders, that imposed significant burdens on, or otherwise materially delayed, the FDA's ability to engage in routine oversight activities, such as implementing statutes through rulemaking, issuance of guidance, and review and approval of marketing applications. It is difficult to predict whether additional orders will be implemented, or how these orders will be rescinded and replaced under the current or future administrations.

We must attract and retain highly skilled personnel and strategic partners, and we may be unable to effectively manage our growth with our limited resources.

We have limited human resources and our future success depends and will depend in part on our ability to attract, train, retain and motivate highly skilled executive level management, research and development, and sales personnel and to establish and maintain effective strategic alliances with key companies in our industry. Competition is intense for many of these types of

personnel from other companies, consulting firms and more established organizations, many of which have significantly larger operations and greater financial, marketing, human, and other resources. We may not be successful in attracting and retaining qualified personnel on a timely basis, on competitive terms or at all. If we are not successful in attracting and retaining these personnel, our business, prospects, financial condition and results of operations may be materially adversely affected.

We anticipate adding new employees and we will have to integrate such new employees into our operations.

Our officers and directors may not possess all of the skills or experience necessary to successfully implement our business plan. Further, we anticipate hiring new employees. Failure to fully integrate new employees into our operations could have a material adverse effect on our business, prospects, financial condition and results of operations.

Our employees and independent contractors may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements, which could negatively impact our business, prospects, financial condition and operating results.

We are exposed to the risk that our employees, independent contractors, consultants, commercial partners, suppliers and distributors may engage in fraudulent or illegal activity. Misconduct by these parties could include intentional, reckless or negligent conduct or disclosure of unauthorized activities to us that violates: (i) the rules and regulations of the FDA and other similar foreign regulatory bodies, including those laws requiring the reporting of true, complete and accurate information to such regulators; (ii) manufacturing standards; (iii) healthcare fraud and abuse laws in the United States and similar foreign fraudulent misconduct laws; or (iv) laws that require the true, complete and accurate reporting of financial information or data. These laws may impact, among other things, future sales, marketing and education programs. In particular, the promotion, sales and marketing of healthcare items and services, as well as certain business arrangements in the healthcare industry, are subject to extensive laws designed to prevent fraud, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, structuring and commissions, certain customer incentive programs and other business arrangements generally. Activities subject to these laws also involve the improper use of information obtained in the course of patient recruitment for clinical trials.

We have adopted a code of conduct, but it is not always possible to identify and deter misconduct by our employees and other third parties, and the precautions we take to detect and prevent these activities may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against us and we are not successful in defending ourselves or asserting our rights, those actions could result in the imposition of significant fines or other sanctions, including the imposition of significant civil, criminal and administrative penalties, damages, monetary fines, disgorgement, imprisonment, additional integrity reporting and oversight obligations, possible exclusion from participation in Medicare, Medicaid and other federal healthcare programs, contractual damages, reputational harm, diminished profits and future earnings and curtailment of operations, any of which could adversely affect our ability to operate our business and our results of operations. Whether or not we are successful in defending against any such actions or investigations, we could incur substantial costs, including legal fees, and divert the attention of management in defending ourselves against any of these claims or investigations, which could harm our business, financial condition and results of operations.

We are limited in our ability to manufacture pharmaceutical products.

To be successful, our products and the products of our partners must be manufactured in commercial quantities in compliance with regulatory requirements and at a commercially acceptable cost. We have not commercialized any pharmaceutical products, nor have we demonstrated an ability to manufacture commercial quantities of our or our partners' product candidates in accordance with regulatory requirements. If we are unable to produce suitable quantities of our or our partners' products, or contract third parties to do so, in accordance with regulatory standards at a commercially acceptable cost, our ability or the ability of our partners to conduct clinical trials, obtain regulatory approvals and market such products may be adversely affected, which could adversely affect our competitive position and our chances of achieving profitability. There can be no assurance that such products can be manufactured by us or any other party at a cost or in quantities which are commercially viable.

We depend on our senior management and senior scientific staff, and their loss or unavailability could put us at a competitive disadvantage.

Our success depends largely on the skills, experience and reputation of certain key management and personnel, in particular our directors, executive officers and senior scientific staff. The loss or unavailability of any of these individuals for any significant period of time could have a material adverse effect on our business, prospects, financial condition and results of operations.

We rely on third parties to perform some of our research and preclinical studies, and we plan to rely on third parties to conduct our clinical trials. If these third parties do not satisfactorily carry out their contractual duties or fail to meet expected deadlines, our development programs may be delayed or subject to increased costs, each of which may have an adverse effect on our business and prospects.

We do not have the ability to conduct all aspects of our preclinical studies or clinical trials ourselves. We depend on third parties, including contract research organizations (CROs), contract testing organizations (CTOs), contract manufacturers, and clinical investigators to perform research, preclinical studies, and clinical trials. The timing of our development programs will therefore be partially controlled by such third parties and may result in delays. As the sponsor of the INADs, INDs, and clinical protocols governing our trials, we remain responsible for ensuring compliance with applicable protocols and regulatory standards. We and our third-party contractors must comply with Good Laboratory Practice (GLP) requirements for preclinical studies and Good Clinical Practice (GCP) requirements for clinical trials, which are enforced by the FDA and comparable foreign regulatory authorities through periodic inspections. If we or our contractors fail to comply with these requirements, the data generated may be deemed unreliable, and regulators may require us to repeat studies or trials, which would delay the approval process.

Principal investigators for our clinical trials may serve as scientific advisors or consultants and receive compensation for such services. The FDA or comparable foreign regulatory authorities may conclude that such financial relationships create conflicts of interest that affect interpretation of trial data. This could result in regulators questioning data integrity, leading to delays or rejection of our marketing applications.

There is no guarantee that CROs, CTOs, clinical investigators, or other third parties will devote adequate time and resources to our development activities or perform as contractually required. Third-party performance may also be interrupted by public health emergencies. If any third party fails to meet deadlines, adhere to protocols, or meet regulatory requirements, our development timelines may be extended or suspended. If clinical trial sites terminate, we may lose follow-up information on enrolled subjects unless we can transfer them to another qualified site.

We intend to rely on third parties to produce commercial supplies of our product candidates.

We intend to rely on third-party manufacturers to supply us with sufficient quantities of our product candidates to be used, if approved, for commercialization. We do not yet have a commercial supply agreement for commercial quantities of drug substance or drug product. If we are not able to meet market demand for any approved product, it would negatively impact our ability to generate revenue, harm our reputation, and could have an adverse effect on our business and financial condition.

Further, our reliance on third-party manufacturers entails risks to which we would not be subject if we manufactured product candidates ourselves, including:

- inability to meet our product specifications and quality requirements consistently;
- delay or inability to procure or expand sufficient manufacturing capacity;
- issues related to scale-up of manufacturing;
- costs and validation of new equipment and facilities required for scale-up;
- our third-party manufacturers may not be able to execute our manufacturing procedures and other logistical support requirements appropriately;
- our third-party manufacturers may fail to comply with cGMP requirements and other inspections by the FDA or other comparable regulatory authorities;
- our inability to negotiate manufacturing agreements with third parties under commercially reasonable terms, if at all;
- breach, termination or nonrenewal of manufacturing agreements with third parties in a manner or at a time that is costly or damaging to us;
- reliance on single sources for drug components;

- lack of qualified backup suppliers for those components that are currently purchased from a sole or single-source supplier;
- our third-party manufacturers may not devote sufficient resources to our product candidates;
- we may not own, or may have to share, the intellectual property rights to any improvements made by our third-party manufacturers in the manufacturing process for our product candidates;
- operations of our third-party manufacturers or suppliers could be disrupted by conditions unrelated to our business or operations, including the bankruptcy of the manufacturer or supplier; and
- carrier disruptions or increased costs that are beyond our control.

In addition, if we enter into a strategic collaboration with a third party for the commercialization of our current or any future product candidates, we will not be able to control the amount of time or resources that they devote to such efforts. If any strategic collaborator does not commit adequate resources to the marketing and distribution of our product candidates, it could limit our potential revenues.

Any of these events could lead to clinical trial delays or failure to obtain regulatory approval, or impact our ability to successfully commercialize our current or any future product candidates once approved. Some of these events could be the basis for FDA action, including injunction, request for recall, seizure, or total or partial suspension of production.

If we fail to successfully operate our animal production facility, it may adversely affect our clinical trials and the commercial viability of our product candidates.

We operate our own animal production facility, where we produce supplies of our product candidates for our preclinical and clinical studies, and such facility is currently subject to certain regulatory requirements and inspections, including by the USDA to ensure compliance with the Animal Welfare Act and other regulations relating to the care and welfare of laboratory and research animals.

Before approving any of our product candidates for commercialization, the FDA must conduct a pre-approval inspection of our animal production and manufacturing facilities to determine whether the manufacturing processes and facilities comply with GMPs. If and when we obtain regulatory approval for any of our product candidates, we would need to register our animal production and manufacturing facilities with the FDA and list all licensed biological products manufactured at such facilities. Even if the FDA determines that our facilities are in substantial compliance with applicable regulations and standards, we would be subject to ongoing periodic unannounced inspection by the FDA, the USDA, corresponding state agencies and potentially third-party collaborators to ensure strict compliance with GMPs, animal welfare requirements, and other applicable laws and government regulations. Our license to manufacture such future approved product candidates will be subject to continued regulatory review.

In addition, our animal production facility maintains detailed standard operating procedures and other documentation necessary to comply with the Animal Welfare Act and applicable regulations for the humane treatment of the pigs and piglets in our custody. We also maintain an Institutional Animal Care and Use Committee (IACUC) to provide ongoing oversight and to conduct assessments of the care and use of the animals in our research and development programs. If the USDA determines that our current equipment, facilities, or processes relating to donor animal production do not comply with applicable Animal Welfare Act standards, it may issue an inspection report documenting the deficiencies and setting deadlines for any required corrective actions. For continued noncompliance, the USDA may impose fines, suspend, or revoke animal research licenses or confiscate research animals.

We may encounter difficulties in scaling up our manufacturing processes, which may result in unanticipated technical challenges and require additional regulatory inspections or authorizations. Scaling difficulties could include problems with raw material suppliers, production yields, quality control, personnel shortages, capacity constraints, regulatory compliance, and production costs. Manufacturing costs could be greater than expected and materially affect the commercial viability of our product candidates. Failure to scale production to commercial quantities could jeopardize successful commercialization of any approved products.

The manufacture of polyclonal antibodies from transgenic animals is complex and requires significant expertise. Manufacturers often encounter difficulties in scaling up, validating production, and ensuring the absence of contamination. These problems include difficulties with production costs and yields, quality control, operator error, personnel and raw material shortages, and regulatory compliance. If contaminants are discovered in our animal production facility, it may need to be closed for an extended period. We cannot provide assurance that stability or other manufacturing issues will not occur in the future.

Our manufacturing capabilities could be affected by cost-overruns, resource constraints, unexpected delays, equipment failures, labor shortages or disputes, natural disasters, power failures and numerous other factors that could prevent us from

realizing the intended benefits of our manufacturing strategy, jeopardize our ability to produce our product candidates, and have a material adverse effect on our business, financial condition, results of operations and prospects.

Our product candidates are uniquely manufactured, and we may encounter difficulties in production, particularly with respect to scaling our manufacturing capabilities.

The manufacturing process used to produce Tc Bovine is novel and has not been validated for commercial production.

There is a risk that we may experience manufacturing issues associated with the differences in donor starting materials, interruptions in the manufacturing process, contamination, equipment or reagent failure, improper installation or operation of equipment, vendor or operator error, and variability in product characteristics. Even minor deviations from our normal manufacturing processes could result in reduced production yields, lot failures, product defects, product delays, product recalls, product liability claims and other supply disruptions. Further, as product candidates advance through preclinical to later-stage clinical trials towards approval and commercialization, it is common that various aspects of the development program, such as manufacturing methods, are altered in an effort to optimize processes and results. We may not achieve our intended objectives and any of these changes could cause our product candidates to perform differently than we expect, potentially affecting the results of future clinical trials.

Although we continually attempt to optimize our manufacturing process, doing so is a difficult and uncertain task and there are risks associated with scaling to the level required for future initial clinical trials, advanced late-stage clinical trials or commercialization, including, among others, cost overruns, potential problems with process scale-up, process reproducibility, stability issues, lot consistency and timely availability of reagents or raw materials. If we are unable to adequately validate or scale-up our manufacturing processes, we may encounter lengthy delays in commercializing our product candidates.

The manufacturing process for any products candidates that we may develop is subject to the FDA and foreign regulatory authority approval processes and, if we choose to outsource our commercial production, we will need to contract with third-party manufacturers who we believe can meet applicable FDA, USDA, and foreign regulatory authority requirements on an ongoing basis. If we are unable to reliably produce any product candidate to specifications acceptable to the FDA, the USDA, or other regulatory authorities, we may not obtain or maintain the approvals we need to commercialize our products. Even if we obtain regulatory approval for any of our product candidates, there is no assurance that either we or any third-party manufacturers we may contract with in the future will be able to manufacture the approved product to specifications and under GMPs acceptable to the FDA or other regulatory authorities, to produce it in sufficient quantities to meet the requirements for the potential launch of the product, or to meet potential future demand. Any of these challenges could delay completion of future clinical trials, require bridging clinical trials or the repetition of one or more clinical trials, increase clinical trial costs, delay approval of our product candidates, impair commercialization efforts, increase our cost of goods and have an adverse effect on our business, financial condition, results of operations and growth prospects.

Our future success depends on our ability to manufacture our product candidates on a timely basis with acceptable manufacturing costs, while at the same time maintaining good quality control and complying with applicable regulatory requirements. Our inability to do so could have a material adverse effect on our business, financial condition, prospects and results of operations. In addition, we could incur higher manufacturing costs if manufacturing processes or standards change and we could need to replace, modify, design or build and install equipment, all of which would require additional capital expenditures.

We are subject to manufacturing risks that could substantially increase the costs and limit supply of product candidates or prevent us from achieving a commercially viable production process.

The process of manufacturing our product candidates is complex, highly regulated and subject to several risks, including:

- we do not have experience in manufacturing our product candidates at commercial scale.
- we plan to develop a larger scale manufacturing process for our product candidates.
- we may not succeed in scaling up the process.
- we may need a larger scale manufacturing process for certain product candidates than what has been planned.

Any changes in our manufacturing processes as a result of scaling up may result in the need to obtain additional regulatory approvals. Difficulties in achieving commercial-scale production or the need for additional regulatory approvals as a result of scaling up could delay the development and regulatory approval of our product candidates and ultimately affect our success. We may not achieve the manufacturing productivity (“yield”) required to achieve a commercially viable cost of goods. Low productivities may result in a cost of goods which is too high to allow profitable commercialization, or give rise to the need for additional manufacturing process optimization which would require additional funding and time.

Additionally, the process of manufacturing biologics, such as our product candidates, is extremely susceptible to product loss due to contamination, equipment failure or improper installation or operation of equipment, vendor or operator error, inconsistency in yields, variability in product characteristics and difficulties in scaling the production process. Even minor deviations from normal manufacturing processes could result in reduced production yields, product defects and other supply disruptions. If microbial, viral or other contaminations are discovered in our product candidates or in the manufacturing facilities in which our product candidates are made, such manufacturing facilities may need to be closed for an extended period of time to investigate and remedy the contamination.

We and our contract manufacturers are subject to significant regulatory oversight with respect to manufacturing our products. The manufacturing facilities on which we rely may not continue to meet regulatory requirements and may have limited capacity.

All parties involved in the preparation of therapeutics for clinical trial or commercial sale are subject to extensive regulation. Components of a finished therapeutic product approved for commercial sale or used in late-stage clinical trials must be manufactured in accordance with GMP requirements. These regulations govern manufacturing processes and procedures (including recordkeeping) and the implementation and operation of quality systems to control and assure the quality of investigational products and products approved for sale. In addition, due to our use of transgenic animals to manufacture our product candidates, we, and potentially our third-party manufacturers, are subject to animal welfare requirements as part of our production process. The FDA, the USDA, and comparable foreign regulatory agencies may also implement new standards at any time, or change their interpretations and enforcement of existing standards, including for the manufacture, packaging or testing of biological products or for the care and welfare of research animals.

Poor control of production processes can lead to the introduction of adventitious agents or other contaminants, or to inadvertent changes in the properties or stability of our product candidates that may not be detectable in final product testing. We or our contract manufacturers must supply all necessary documentation in support of a NADA and BLA on a timely basis and must adhere to the FDA's GMP requirements and USDA animal welfare requirements enforced by each agency through its respective facilities inspection program. Our facilities and quality systems and the facilities and quality systems of some or all of our third-party contractors must pass a pre-approval inspection for compliance with the applicable regulations as a condition of regulatory approval of our product candidates. In addition, the regulatory authorities may, at any time, audit or inspect a manufacturing facility involved with the preparation of our product candidates or the associated quality systems for compliance with the regulations applicable to the activities being conducted. If these facilities do not pass a pre-approval plant inspection, FDA approval of the products will not be granted.

The regulatory authorities also may, at any time following approval of a product for sale, audit our manufacturing facilities or those of our third-party manufacturers. If any such inspection or audit identifies a failure to comply with applicable regulations or if a violation of our product specifications or applicable regulations occurs independent of such an inspection or audit, we or the relevant regulatory authority may require remedial measures that may be costly and/or time-consuming for us or our third-party manufacturers to implement and that may include the temporary or permanent suspension of a clinical trial or commercial sales or the temporary or permanent closure of a manufacturing facility. Any such remedial measures imposed upon us or third parties with whom we contract could materially harm our business.

If we or any of our third-party manufacturers or testing contractors fail to maintain regulatory compliance, the FDA can impose regulatory sanctions including, among other things, warning or untitled letters, fines, injunctions, civil penalties, failure of regulatory authorities to grant marketing approvals, delays, suspension or withdrawal of approvals, license revocation, seizures or recalls of products, operating restrictions and criminal prosecutions. Such an occurrence may cause our business, financial condition and results of operations to be materially harmed.

The manufacturing facilities in which our product candidates are made could be adversely affected by equipment failures, labor shortages, natural disasters, power failures and numerous other factors.

We presently manufacture our product candidates at our lab facilities in South Dakota. If our lab facilities were to be damaged or destroyed by fire, flood, other natural disaster or other occurrences of any kind, it would have a material adverse effect on our ability to produce product candidates and on our business, financial condition and results of operations.

We must comply with applicable current Good Manufacturing Practice, or cGMP, regulations and guidelines. We may encounter difficulties in achieving quality control and quality assurance and may experience shortages in qualified personnel. We are subject to inspections by regulatory authorities to confirm compliance with applicable regulatory requirements. Any failure to follow cGMP or other regulatory requirements or delay, interruption or other issues that arise in the manufacture, fill-finish, packaging, or storage of our product candidates as a result of a failure of our facilities or the facilities or operations of third parties to comply with regulatory requirements or pass any regulatory authority inspection could significantly impair our ability to develop and commercialize our product candidates, leading to significant delays in the availability of

therapeutic product for clinical studies or the termination or hold on a clinical study, or the delay or prevention of a filing or approval of marketing applications for our product candidates. Significant noncompliance could also result in the imposition of sanctions, including fines, injunctions, civil penalties, failure of regulatory authorities to grant marketing approvals for our product candidates, delays, suspension or withdrawal of approvals, license revocation, seizures or recalls of products, operating restrictions and criminal prosecutions, any of which could damage our reputation. If we are not able to achieve and maintain regulatory compliance, we may not be permitted to market our product candidates and/or may be subject to product recalls, seizures, injunctions, or criminal prosecution.

Any adverse developments affecting manufacturing operations for our product candidates, if any are approved, may result in shipment delays, inventory shortages, lot failures, product withdrawals or recalls, or other interruptions in the supply of product candidates. We may also have to take inventory write-offs and incur other charges and expenses for products that fail to meet specifications, undertake costly remediation efforts or seek more costly manufacturing alternatives.

Our product candidates that have been produced and are stored for later use may degrade, become contaminated or suffer other quality defects, which may cause the affected product candidates to no longer be suitable for their intended use in clinical studies or other development activities. If the defective product candidates cannot be replaced in a timely fashion, we may incur significant delays in our development programs that could adversely affect the value of such product candidates.

Outbreaks of livestock diseases and other events affecting the health of our bovine herd can adversely impact our ability to conduct our operations and production of our product candidates.

Our product candidates are based on materials produced by genetically engineered bovines. As of February 18, 2026, we maintain a herd of approximately 153 genetically engineered production animals at a single location in South Dakota and a larger herd of recipient animals at other locations. Our ability to produce product candidates is dependent on the continued health and productivity of these animals. The supply of our product candidates can be adversely impacted by outbreaks of livestock diseases, which can have a significant adverse impact on our financial condition. Our animals produced by the recipient herd do not typically become productive until 18 months from the start of gestation. If all or a material number of the productive herd were to become diseased, injured or die as a result of bacterial, fungal or viral infections, such as foot and mouth disease, or natural disaster or other occurrences of any kind, it would have a material adverse effect on our ability to produce product candidates and on our business, financial condition and results of operations.

Extreme factors or forces beyond our control could negatively impact our business.

Natural disasters, fire, bioterrorism or other acts of terrorism or vandalism, animal activist activity or adverse public perception or media coverage or other public relations issues, pandemics or extreme weather, including droughts, floods, excessive cold or heat, hurricanes or other storms, could impair the health or growth of livestock or interfere with our operations due to power outages, fuel shortages, feed shortages, decrease in availability of water, damage to our production and manufacturing facilities or disruption of transportation channels which would delay the development, regulatory approval and manufacture of our product candidates and ultimately affect our success. Any of these factors could have an adverse effect on our financial condition and ability to operate.

We have not entered into long term manufacturing and supply agreements with any producers.

On October 26, 2022, we entered into a Manufacturing Option Agreement (the "Emergent Manufacturing Agreement") and Right of First Refusal Agreement (the "Emergent RoFR Agreement," and together with the Emergent Manufacturing Agreement, the "Emergent Agreements") with Emergent BioSolutions Canada, Inc., a wholly-owned subsidiary of Emergent BioSolutions Inc. ("Emergent"). The Emergent Agreements contemplate that we will enter into one or more binding Master Manufacturing Services Agreements, whereby Emergent will provide contract development and manufacturing services to produce our fully-human polyclonal antibody products. Under the Emergent Manufacturing Agreement, we granted Emergent an exclusive option for the exclusive commercial manufacture of commercial stage product utilizing our humanized polyclonal antibodies. Pursuant to the terms of our arrangement, we will notify Emergent in advance of our first commercial manufacturing needs for any product and each additional product, and Emergent may then exercise the exclusive manufacturing option with respect to such product. Under the Emergent RoFR Agreement, we granted Emergent an exclusive right of first refusal to license and develop our products, developed using humanized polyclonal antibodies based on our platform to treat (i) botulism anti-toxin, (ii) pandemic influenza, or (iii) anti-fungal diseases. Any definitive manufacturing arrangement will be determined at the time any Master Manufacturing Services Agreement is entered into with Emergent, and there is no guarantee we will do so.

We intend to pursue agreements with contract manufacturers to produce the components and drug products that we will use in the future for the commercialization of products that make using of our technology, as well as for labeling and finishing services. We may not be able to enter into such arrangements on acceptable terms or at all. Components of our product

candidates are currently manufactured for us in small quantities for use in our preclinical and clinical studies. We will require significantly greater quantities to commercialize any given product. We may not be able to find alternate sources of comparable components. If we are unable to obtain adequate supplies of components from our existing suppliers or need to switch to an alternate supplier and obtain FDA or other regulatory agency approval of that supplier, commercialization of our product candidates may be delayed. If we are unable to obtain sufficient compounds and labeling services on acceptable terms, or if we should encounter delays or difficulties in our relationships with our current and future suppliers or if our current and future suppliers of each component do not comply with applicable regulations for the manufacturing and production of drugs, our business, financial condition, and results of operations may be materially harmed.

Cyber-attacks or other failures in our telecommunications or information technology systems, or those of our collaborators, CROs, third-party logistics providers, distributors or other contractors or consultants, could result in information theft, data corruption and significant disruption of our business operations.

We, along with our collaborators, CROs, third-party logistics providers, distributors and other contractors and consultants, utilize information technology, or IT, systems and networks to process, transmit and store electronic information in connection with our business activities. As use of digital technologies has increased, cyber incidents, including third parties gaining access to employee accounts using stolen or inferred credentials, computer malware, viruses, spamming, phishing attacks or other means, and deliberate attacks and attempts to gain unauthorized access to computer systems and networks, have increased in frequency and sophistication. These threats pose a risk to the security of our, our collaborators', CROs', third-party logistics providers', distributors' and other contractors' and consultants' systems and networks, and the confidentiality, availability and integrity of our data. There can be no assurance that we will be successful in preventing cyber-attacks or successfully mitigating their effects. Like other companies, we have on occasion experienced, and will continue to experience, threats to our data and systems, including malicious codes and viruses, phishing, business email compromise attacks or other cyber-attacks.

There can be no assurance that our collaborators, CROs, third-party logistics providers, distributors and other contractors and consultants will be successful in protecting our clinical and other data that is stored on their systems. Any cyber-attack, data breach or destruction or loss of data could result in a violation of applicable U.S. and international privacy, data protection and other laws and subject us to litigation and governmental investigations and proceedings by federal, state and local regulatory entities in the United States and by international regulatory entities, resulting in exposure to material civil and/or criminal liability. Further, our general liability insurance and corporate risk program may not cover all potential claims to which we are exposed and may not be adequate to indemnify us for all liability that may be imposed, which could have a material adverse effect on our business and prospects. In addition, we may suffer reputational harm or face litigation or adverse regulatory action as a result of cyber-attacks or other data security breaches and may incur significant additional expense to implement further data protection measures.

See Item 1C. "Cybersecurity", of this Annual Report for more information.

Collaborations with third parties may be important to our business. If these collaborations are not successful, our business could be adversely affected.

In addition to our current collaborations, we may in the future seek third-party collaborators for the development and commercialization of product candidates. If we enter into such collaborations, we will have limited control over the amount and timing of resources that our collaborators will dedicate to the development or commercialization of our product candidates. Our ability to generate revenue from any future collaboration or license agreement will depend on the collaborators' abilities to successfully perform the functions assigned to them in these arrangements. In addition, any collaborators may have the right to abandon research or development projects and terminate applicable agreements, including any funding obligations, prior to or upon the expiration of the agreed upon terms.

Any collaboration that we enter into in the future may pose a number of risks, including the following:

- collaborators have significant discretion in determining the efforts and resources that they will apply to these collaborations;
- collaborators may not perform their obligations as expected;
- collaborators may not pursue development and commercialization of any product candidates that achieve regulatory approval or may elect not to continue or renew development or commercialization programs based on clinical trial results, changes in the collaborators' strategic focus or available funding, or external factors, such as an acquisition, that divert resources or create competing priorities;
- collaborators may decide not to continue the development of collaboration products and could independently develop, or develop with third parties, products that compete directly or indirectly with our products or product

candidates if the collaborators believe that competitive products are more likely to be successfully developed or can be commercialized under terms that are more economically attractive than ours;

- a collaborator with marketing, distribution and commercialization rights to one or more of our product candidates that achieve regulatory approval may not commit sufficient resources to the marketing and distribution of any such product candidate;
- disagreements with collaborators, including disagreements over proprietary rights, contract interpretation or the preferred course of development of any product candidates, might cause delays or termination of the research, development or commercialization of such product candidates, might lead to additional responsibilities for us with respect to such product candidates, or might result in litigation or arbitration, any of which would be time-consuming and expensive;
- collaborations may be terminated at the convenience of the collaborator or for a material breach by either party, and, if a collaboration is terminated, we could be required to make payments to the collaborator or have our potential payments under the collaboration reduced; and
- in the event of the termination of a collaboration, we could be required to raise additional capital to pursue further development or commercialization of the product candidates returned to us by our former collaborator.

Additionally, subject to its contractual obligations to us, if one of our collaborators is involved in a business combination, the collaborator might deemphasize or terminate the development or commercialization of any product candidate licensed to it by us. If one of our collaborators terminates its agreement with us, we may find it more difficult to attract new collaborators and our perception in the business and financial communities could be adversely affected.

We operate in a highly competitive industry.

We are engaged in highly competitive industries. We compete with many public and private companies, including pharmaceutical companies, chemical companies, specialized biotechnology companies and academic institutions. Many of our competitors have substantially greater financial, scientific and technical resources, and manufacturing and marketing experience and capabilities than us. In addition, many of our competitors have significantly greater experience conducting preclinical studies and clinical trials of new pharmaceutical products, and in obtaining regulatory approvals for pharmaceutical products. Our competitors and competitors of our collaborators may develop and commercialize such products more rapidly than we and our collaborators do. Competition may increase further as a result of potential advances from the study of pharmaceutical products, and greater availability of capital for investment in this field. There can be no assurance that our competitors will not succeed in developing technologies and products that are more effective than any being developed by us or that would render our technology and products obsolete or noncompetitive. There can be no assurance that these and other efforts by potential competitors will not be successful, or that other methods will not be developed to compete with our technology. There are specific products and technologies that compete with our current product pipeline and that may outperform or be more competitive than our products. For example, there are multiple products that may be competitive with SAB-142 for T1D such as animal-derived polyclonal biologics Thymoglobulin™ (Sanofi), and Atgam™ (Pfizer), and monoclonal antibodies such as Tzield™ (Sanofi). Competition may increase further as a result of advances in the commercial applicability of technologies and greater availability of capital for investment in these industries. Our competitors may succeed in developing, acquiring or licensing on an exclusive basis, drug products that are more effective, safer or less costly than any product candidate that we may develop. Our existing competitors and new market entrants may respond more quickly to or integrate new or emerging technologies such as artificial intelligence and machine learning, undertake more extensive marketing campaigns, have greater access to clinical information to support ongoing product position in the market, have greater financial, marketing and other resources or be more successful in attracting potential customers, employees and strategic partners.

We have no sales and marketing experience.

We have no experience in sales, marketing or distribution. Before we can market any of our product candidates directly, we must develop a substantial marketing and sales force with technical expertise and supporting distribution capability. Alternatively, we may obtain the assistance of a pharmaceutical company with a large distribution system and a large direct sales force. We do not have any existing distribution arrangements with any pharmaceutical company for our products. There can be no assurance that we will be able to establish sales and distribution capabilities or be successful in gaining market acceptance for our products.

We are subject to stringent environmental regulation and potentially subject to environmental litigation, proceedings, and investigations.

Our business operations and use of real property are subject to stringent federal, state, and local environmental laws and regulations pertaining to safe working conditions, ethical experimental use of animals, the discharge of materials into the environment, and the handling and disposition of wastes (including solid and hazardous wastes) or otherwise relating to protection of the environment. These laws include the Occupational Safety and Health Act, the Toxic Test Substances Control Act and the Resource Conservation and Recovery Act. Compliance with these laws and regulations, and the ability to comply with any modifications to these laws and regulations, is material to our business. New matters or sites may be identified in the future that will require additional investigation, assessment, or expenditures. In addition, some of our facilities have been in operation for some time and, over time, we and any other prior operators of these facilities may have generated and disposed of wastes that now may be considered hazardous. Future discovery of contamination of property underlying or in the vicinity of our present or former properties or manufacturing facilities and/or waste disposal sites could require us to incur additional expenses. In addition, claimants may sue us for injury or contamination that results from our use of or our handling of contaminants, and our liability may exceed our total assets. Compliance with environmental laws and regulations may be expensive, and current or future environmental regulations may impair our research, development or production efforts. The occurrence of any of these events, the implementation of new laws and regulations, or stricter interpretation of existing laws or regulations, could adversely affect our financial condition and ability to operate.

If we or any contract manufacturers and suppliers we engage fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could have a material adverse effect on the success of our business.

We are subject to numerous environmental, health and safety laws and regulations, including those governing laboratory procedures and the handling, use, storage, treatment and disposal of hazardous materials and wastes. Our research and development activities involve the use of biological and hazardous materials and produce hazardous waste products. We generally contract with third parties for the disposal of these materials and wastes. We cannot eliminate the risk of contamination or injury from these materials, which could cause an interruption of our commercialization efforts, research and development efforts and business operations, environmental damage resulting in costly clean-up and liabilities under applicable laws and regulations governing the use, storage, handling and disposal of these materials and specified waste products. Although we believe that the safety procedures utilized by our third-party manufacturers for handling and disposing of these materials generally comply with the standards prescribed by these laws and regulations, we cannot guarantee that this is the case or eliminate the risk of accidental contamination or injury from these materials. In such an event, we may be held liable for any resulting damages and such liability could exceed our resources and state or federal or other applicable authorities may curtail our use of certain materials and/or interrupt our business operations. Furthermore, environmental laws and regulations are complex, change frequently and have tended to become more stringent. We cannot predict the impact of such changes and cannot be certain of our future compliance. In addition, we may incur substantial costs in order to comply with current or future environmental, health and safety laws and regulations. These current or future laws and regulations may impair our research, development or production efforts. Failure to comply with these laws and regulations also may result in substantial fines, penalties or other sanctions.

Although we maintain workers' compensation insurance to cover us for costs and expenses we may incur due to injuries to our employees resulting from the use of hazardous materials or other work-related injuries, this insurance may not provide adequate coverage against potential liabilities. We do not carry specific biological waste or hazardous waste insurance coverage, workers compensation or property and casualty and general liability insurance policies that include coverage for damages and fines arising from biological or hazardous waste exposure or contamination.

Tariffs could adversely affect our business and financial results.

We purchase components of our product candidates, including consumable supplies and raw materials, from U.S. domestic sources, as well as various global sources including but not limited to those located in China and the European Union. . The U.S. government has made and continues to make significant additional changes in U.S. trade policy and may continue to take future actions that could negatively impact U.S. trade. For example, the United States has announced tariffs on many goods imported from specified nations. In addition, there are currently discussions concerning potential increased tariffs for pharmaceutical and medical device products, which may impact our supply chain and create uncertainty in the broader pharmaceutical industry. While certain tariffs have been suspended, modified or temporarily reduced, we cannot predict the results of the U.S. government's trade negotiations or the outcome of ongoing legal challenges to specific tariff policies. Changes in U.S. trade policy, including recently announced tariffs, related to countries where we or our suppliers operate could result in increased costs for raw materials, components, or finished goods for us, or challenges for our third-party contract manufacturers, distributors and suppliers to continue to meet demands for our products at current prices. These cost increases may reduce our margins, require us to raise prices, or make our products less competitive in the marketplace.

Additionally, retaliatory tariffs imposed by other countries on U.S. exports could adversely impact demand for our products in international markets or increase the costs of conducting business. If we are unable to mitigate these risks through supply chain adjustments, pricing strategies, or other measures, our financial performance and growth prospects could be negatively affected.

Risks Related to Our Intellectual Property

Our success depends on our ability to maintain the proprietary nature of our technology.

Our success in large part depends on our ability to maintain the proprietary nature of our technology and other trade secrets. To do so, we must prosecute and maintain existing patents, obtain new patents, protect trade secrets and pursue other intellectual property protection. We also must operate without infringing the proprietary rights of third-parties or allowing third-parties to infringe our rights. Patent issues relating to pharmaceuticals and biologics involve complex legal, scientific and factual questions. To date, no consistent policy has emerged regarding the breadth of biotechnology patent claims that are granted by the US PTO or enforced by the federal courts. Therefore, we do not know whether any particular patent applications will result in the issuance of patents, or that any patents issued to us will provide us with any competitive advantage. We also cannot be sure that we will develop additional proprietary products that are patentable. Furthermore, there is a risk that others will independently develop or duplicate similar technology or products or circumvent the patents issued to us.

While we rely on a combination of patents, trademarks and trade secret protection, as well as other contractual agreements to protect the intellectual property related to product candidates and proprietary technologies, our strategy and future prospects are based, in particular, on our patent portfolio and regulatory exclusivity. The uncertainties with respect to the legal system in the US, Europe and other countries, including uncertainties regarding the enforcement of laws, and sudden or unexpected changes in laws and regulations with little advance notice, or policies and practices that weaken the intellectual property framework (such as laws or regulations that promote or provide broad discretion to issue a compulsory license) could adversely affect us and limit the legal protections available to us. We will best be able to protect our technologies, and product candidates and their uses from unauthorized use by third parties to the extent that valid and enforceable patents, effectively protected trade secrets, or other regulatory exclusivities, cover them. However, the process of obtaining patent protection is expensive and time-consuming, and we may not be able to prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner.

The patent position and other intellectual property rights of biopharmaceutical companies involve complex legal, administrative and factual questions, and the issuance, scope, validity and enforceability of patents cannot be predicted with certainty. Also, intellectual property rights have limitations and do not necessarily address all potential threats to our competitive advantage. Our ability to obtain patent protection for our technologies and product candidates is uncertain, and the degree of future protection afforded by such intellectual property rights is uncertain due to a number of factors, including, but not limited to:

- we may not have been the first to make or file patent applications for the inventions covered by pending patent applications or issued patents;
- others may independently develop identical, similar or alternative technologies, products or compositions and uses thereof;
- any or all of our pending, or any future patent applications may not result in issued patents;
- any patents issued to us may not provide a basis for commercially viable products, or may not provide any competitive advantages in countries of significant business opportunity;
- third parties may initiate interference, re-examination, post-grant review, inter partes review, or derivation actions in the US Patent and Trademark Office ("**USPTO**"), or oppositions in the European Patent Office ("**EPO**"), or observations or protests, or any similar actions in other patent administrative or court proceedings worldwide that challenge the validity, enforceability or scope of such patents, which may result in our patent claims being narrowed or invalidated which could limit our ability to prevent competitors from developing and marketing similar products;
- our technologies, compositions and methods may not be patentable;
- others may design around our patent claims to produce competitive products or uses which fall outside of the scope of our patents;
- third parties may have blocking patents that could prevent us from marketing our products or practicing our own patented technology;

- patent terms may be inadequate to protect our competitive position on our technologies, and product candidates for an adequate amount of time;
- the Supreme Court of the US, other US federal courts, Congress, the USPTO or similar foreign authorities may change the standards of patentability and any such changes could narrow or invalidate, or change the scope of, or change the patent lifetime of, our patents; and
- the USPTO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment, and other similar provisions during the patent application process. In addition, periodic maintenance fees on issued patents often must be paid to the USPTO and foreign patent agencies over the lifetime of the patent. While an unintentional lapse can in many cases be cured by payment of a late fee or by other means in accordance with the applicable rules, there are situations in which noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction.

Third parties may claim we infringe their intellectual property rights.

Our research, development and commercialization activities may be found to infringe patents owned by third-parties from whom we do not hold licenses or other rights to use their intellectual properties. There may be rights we are not aware of, including applications that have been filed, but not published that, when issued, could be asserted against us. These third-parties could bring claims against us, and that may cause us to incur substantial expenses and, if successful against us, could cause us to pay substantial damages. Further, if a patent infringement suit were brought against us, we could be forced to stop or delay research, development, manufacturing or sales of the product or product candidate that is the subject of the suit.

As a result of potential patent infringement claims, or in order to avoid potential claims, we may choose or be required to seek a license from the third-party. These licenses may not be available on acceptable terms, or at all. Even if we are able to obtain a license, the license would likely obligate us to pay license fees or royalties or both, and the rights granted to us might be non-exclusive, which could result in our competitors gaining access to the same intellectual property. Ultimately, we could be prevented from commercializing a product, or be forced to cease some aspect of our business operations, if, as a result of actual or threatened patent infringement claims, we are unable to enter into licenses on acceptable terms. All of the issues described above could also impact our collaborators, which would also impact the success of the collaboration and therefore us.

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

Competitors may infringe our patents or the patents of our collaborators or licensors. As a result, we may be required to file suit to counter infringement for unauthorized use. This can be expensive, particularly for a company of our size, and time-consuming. In addition, in an infringement proceeding, a court may decide that a patent of ours is not valid or is unenforceable or may refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover our technology. An adverse determination of any litigation or defense proceeding could put one or more of our patents at risk of being invalidated or interpreted narrowly and could put our patent applications at the risk of not issuing.

Even if we are successful, litigation may result in substantial costs and distraction to our management. Even with a broad portfolio, we may not be able, alone or with our collaborators and licensors, to prevent misappropriation of our proprietary rights, particularly in countries where the laws may not protect such rights as fully as in the U.S.

Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. In addition, during the course of litigation, there could be public announcements of the results of hearings, motions or other interim proceedings or developments. If investors perceive these results to be negative, the market price for our common stock could be significantly harmed.

If patent laws or the interpretation of patent laws change, our competitors may be able to develop and commercialize our discoveries.

Important legal issues remain to be resolved as to the extent and scope of available patent protection for biopharmaceutical products and processes in the U.S. and other important markets outside the U.S., such as Europe and Japan. In addition, foreign markets may not provide the same level of patent protection as provided under the U.S. patent system. Litigation or administrative proceedings may be necessary to determine the validity and scope of certain of our and others' proprietary rights. Any such litigation or proceeding may result in a significant commitment of resources in the future and could force us to do one or more of the following: cease selling or using any of our products that incorporate the challenged intellectual property, which would adversely affect our revenue; obtain a license from the holder of the intellectual property right alleged

to have been infringed, which license may not be available on reasonable terms, if at all; and redesign our products to avoid infringing the intellectual property rights of third-parties, which may be time-consuming or impossible to do. In addition, changes in, or different interpretations of, patent laws in the U.S. and other countries may result in patent laws that allow others to use our discoveries or develop and commercialize our products. We cannot provide assurance that the patents we obtain or the unpatented technology we hold will afford us significant commercial protection.

We have third party collaborators that might claim rights in or to our technology and/or assets.

We have extensive experience collaborating with multiple parties in Government and industry, and have agreements and collaborations that allow potential claims and actual rights, such as shared publication rights, shared inventions, access to assets, potential claims of co-inventorship, limited rights to data, general purpose rights to data, and other claims that may affect our business operations, intellectual property portfolio, interruption of operating assets or our ability to protect our own rights. There can be no assurance that our competitors, suppliers, service providers, collaborators or other parties will not succeed in asserting rights that are or become contrary to our interests.

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

As is the case with other biopharmaceutical companies, our success is heavily dependent on intellectual property, particularly patents. Obtaining and enforcing patents in the biopharmaceutical industry involve both technological and legal complexity, and is therefore costly, time-consuming and inherently uncertain. In addition, the United States enacted wide-ranging patent reform legislation. Recent U.S. Supreme Court rulings have narrowed the scope of patent protection available in certain circumstances and weakened the rights of patent owners in certain situations. In addition to increasing uncertainty with regard to our ability to obtain patents in the future, this combination of events has created uncertainty with respect to the value of patents, once obtained. Depending on decisions by the U.S. Congress, the federal courts and the US PTO, the laws and regulations governing patents, particularly those directed to pharmaceutical and biopharmaceutical products and uses could change in unpredictable ways that would weaken our ability to obtain new patents or to enforce our existing patents and patents that we might obtain in the future. We cannot predict how these decisions or any future decisions by the U.S. Congress, the federal courts or the US PTO may impact the value of our patents. Similarly, any adverse changes in the patent laws of other jurisdictions could have a material adverse effect on our business and financial condition.

Patent applications may be denied or issued patents covering our products and product candidates could be found invalid or unenforceable.

Even if patents do successfully issue and even if such patents cover our technologies, products, product candidates, compositions and methods of use, third parties may initiate interference, re-examination, post-grant review, inter partes review, or derivation actions in the USPTO, third-party oppositions at the EPO or observations or protests, or similar actions challenging the validity, enforceability or scope of such patents in other patent administrative proceedings worldwide, which may result in our patent claims being narrowed or invalidated. Such proceedings could result in revocation or amendment of such patents in such a way that they no longer cover our technologies, product candidates or competitive products. Further, if we initiate legal proceedings against a third-party to enforce a patent covering our product, product candidate or technology, the defendant could counterclaim that the patent covering our product, product candidate or technology is invalid or unenforceable. In patent litigation in the US, certain European and other countries worldwide, it is commonplace for defendants to make counterclaims alleging invalidity and unenforceability in the same proceeding, or to commence parallel defensive proceedings such as patent nullity actions to challenge validity and enforceability of asserted patent claims. Such proceedings could result in revocation or amendment of such patents in such a way that they no longer cover our technologies, product candidates or competitive products.

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

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

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

We may be unable to protect the confidentiality of our trade secrets and know-how.

In addition to seeking patent protection for our products and product candidates, we also rely on trade secrets, including unpatented know-how, technology and other proprietary information, to maintain our competitive position. We seek to protect these trade secrets, in part, by entering into non-disclosure and confidentiality agreements with parties who have access to them, such as our employees, collaboration partners, consultants, advisors, vendors, university and/or institutional researchers and other third parties. We also have entered or seek to enter into confidentiality and invention or patent assignment agreements with our employees, advisors and consultants. Despite these efforts, any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and once disclosed we may lose trade secret protection. Monitoring unauthorized uses and disclosures of our intellectual property is difficult, and we do not know whether the steps we have taken to protect our intellectual property will be effective. In addition, we may not be able to obtain adequate remedies for such breaches. Our trade secrets may also be obtained by third parties by other means, such as breaches of our physical or computer security systems. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time consuming, and the outcome is unpredictable and may be inadequate. In addition, some courts inside and outside the US are less willing or unwilling to protect trade secrets. Moreover, if any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent them, or those to whom they communicate, from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to, or independently developed by, a competitor, our competitive position would be harmed.

Additionally, because our manufacturing platform is embodied in living biological assets, such as our Tc bovine (our transchromosomic cattle) that embody our engineered human artificial chromosome (HAC)—we face unique risks of physical misappropriation. Unlike traditional pharmaceutical manufacturing equipment or cell lines that can be secured in controlled laboratory environments, our cattle must be maintained in agricultural facilities where they may be more vulnerable to theft or unauthorized access. If one or more of our transchromosomic cattle, particularly breeding animals, were stolen or otherwise misappropriated, a competitor could potentially use such animals to establish a competing herd capable of producing human polyclonal antibodies. The self-replicating nature of these biological assets means that even a small number of misappropriated animals could, over time, be bred into a substantial competing platform. While we maintain security measures and contractual protections, there can be no assurance that these measures will be sufficient to prevent such misappropriation, and our legal remedies in the event of theft may be inadequate to prevent a competitor from exploiting misappropriated genetic material, particularly in jurisdictions with weaker intellectual property enforcement. Any such misappropriation could materially and adversely affect our competitive position, business, financial condition, and results of operations.

We rely heavily on trade secrets and proprietary know-how to protect our technology, and if our employees, consultants, or collaborators disclose such information or if our Tc Bovine, HAC or proprietary cell linesare misappropriated, competitors could replicate our platform.

Our competitive advantage depends significantly on trade secrets and proprietary know-how related to our DiversitAb platform, including specialized knowledge concerning the genetic engineering, breeding, husbandry, immunization protocols, and antibody harvesting processes for our Tc bovine cattle with fully humanized immune systems. We seek to protect this information through confidentiality agreements, invention assignment agreements, and other contractual protections with our employees, consultants, scientific advisors, contractors, and collaborators. However, these agreements may be breached, and we may not have adequate remedies for any such breach. In addition, our trade secrets and proprietary know-how may otherwise become known to or be independently discovered by competitors.

We face particular risks that current or former employees, consultants, or collaborators who have knowledge of our proprietary methods and techniques could join competitors or form competing enterprises and use that knowledge to replicate

aspects of our platform. While we typically require such individuals to sign non-disclosure and, where enforceable, non-compete agreements, these protections may be difficult to enforce, may be subject to legal limitations on enforceability in various jurisdictions, and may not prevent the use of general knowledge, skills, and experience acquired during their tenure with us. The highly specialized nature of our platform means that a relatively small number of individuals possess critical expertise regarding our Tc bovine, our proprietary HAC and cell lines and associated manufacturing and production processes, making the departure of any such individual to a competitor a significant risk.

The U.S. government may have march-in rights with respect to certain of our intellectual property, which could limit our ability to exclusively commercialize products developed with government funding.

Certain of our technologies and product candidates have been developed with funding from the U.S. government, including through contracts with government agencies. As a result, the government may have certain rights to our intellectual property under the Bayh-Dole Act of 1980 and related regulations. Under the Bayh-Dole Act, the U.S. government retains a non-exclusive, royalty-free license to practice any government-funded invention for governmental purposes. More significantly, the government has "march-in" rights, which allow it to require us or our licensees to grant licenses to third parties, or to grant such licenses itself, if the government determines that: (i) we have not taken, or are not expected to take within a reasonable time, effective steps to achieve practical application of the invention; (ii) action is necessary to alleviate health or safety needs which are not reasonably satisfied by us; (iii) action is necessary to meet requirements for public use specified by federal regulations and such requirements are not reasonably satisfied by us; or (iv) we have failed to comply with the agreement regarding the preference for U.S. industry. If the government exercises march-in rights or otherwise requires us to grant licenses to third parties, we may be unable to exclusively commercialize products covered by the applicable intellectual property, which could materially and adversely affect our business, financial condition and results of operations.

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

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

The regulatory pathway for approval of biosimilars or interchangeable biologics to our products is uncertain, which may create competitive risks.

Our product candidates, including human polyclonal antibodies derived from our proprietary DiversitAb platform utilizing genetically modified cattle with humanized immune systems, are regulated as biologics by the FDA. The Biologics Price Competition and Innovation Act ("BPCIA") established an abbreviated pathway for the approval of biosimilar and interchangeable biological products. However, given the novel and highly complex nature of our technology platform—which produces human polyclonal antibodies through immunization of genetically engineered transchromosomic cattle rather than through traditional cell culture or recombinant methods—there is significant uncertainty regarding how the FDA and other regulatory authorities will apply biosimilar standards to products derived from our platform. Unlike traditional monoclonal antibodies or recombinant biologics, human polyclonal antibodies produced through our platform represent a heterogeneous mixture of antibodies that may be difficult to characterize or replicate using conventional biosimilar development approaches. Regulatory authorities may struggle to define appropriate standards for demonstrating biosimilarity or interchangeability for such products, which could result in unpredictable outcomes. On the one hand, this complexity may provide some protection against biosimilar competition because of the inherent difficulty in replicating our manufacturing process and the resulting product profile. On the other hand, regulatory uncertainty could lead to the approval of products that are purportedly "biosimilar" to ours under standards that do not adequately account for the unique characteristics of our products, potentially exposing us to competition from products that may not truly be equivalent. Additionally, we cannot predict how pricing and reimbursement frameworks for biosimilars will evolve or how such frameworks will apply to our

products. Changes in the regulatory landscape, including any guidance issued by the FDA regarding biosimilarity standards for novel biologics platforms such as ours, could materially affect our competitive position and ability to maintain exclusivity for our products, which could have a material adverse effect on our business, financial condition and results of operations.

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

Our trademarks or trade names may be challenged, infringed, circumvented or declared generic or determined to be infringing on other marks. We may not be able to protect our rights to these trademarks and trade names or may be forced to stop using these names, which we need for name recognition by potential partners or customers in our markets of interest. If we are unable to establish name recognition based on our trademarks and trade names, we may not be able to compete effectively, and our business may be adversely affected.

Risks Related to Being a Public Company

We are an "emerging growth company," and our election to comply with the reduced disclosure requirements as a public company may make our common stock less attractive to investors.

For so long as we remain an "emerging growth company" as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart our Business Startups Act of 2012, (the "JOBS Act"), we may take advantage of certain exemptions from various requirements that are applicable to public companies that are not "emerging growth companies," including not being required to comply with the independent auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, being required to provide fewer years of audited financial statements, and exemptions from the requirements of holding a non-binding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

We may lose our emerging growth company status and become subject to the U.S. Securities and Exchange Commission's (the "SEC") internal control over financial reporting management and auditor attestation requirements. If we are unable to certify the effectiveness of our internal controls, or if our internal controls have a material weakness, we could be subject to regulatory scrutiny and a loss of confidence by stockholders, which could harm our business and adversely affect the market price of our common stock. We will cease to be an "emerging growth company" upon the earliest to occur of: (i) the last day of the fiscal year in which we have more than $1.235 billion in annual revenue; (ii) the date we qualify as a large accelerated filer, with at least $700 million of equity securities held by non-affiliates; (iii) the date on which we have, in any three-year period, issued more than $1.0 billion in non-convertible debt securities; and (iv) December 31, 2026 (the last day of the fiscal year following the fifth anniversary of becoming a public company).

As an emerging growth company, we may choose to take advantage of some but not all of these reduced reporting burdens. Accordingly, the information we provide to our stockholders may be different than the information you receive from other public companies in which you hold stock. In addition, the JOBS Act also provides that an "emerging growth company" can take advantage of an extended transition period for complying with new or revised accounting standards. We have elected to take advantage of this extended transition period under the JOBS Act. As a result, our operating results and financial statements may not be comparable to the operating results and financial statements of other companies who have adopted the new or revised accounting standards. It is possible that some investors will find our common stock less attractive as a result, which may result in a less active trading market for our common stock and higher volatility in our stock price.

Investors may find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock, and our stock price may be more volatile and may decline.

We incur increased costs and demands upon management as a result of complying with the laws and regulations affecting public companies, which could adversely affect our business, financial condition, and results of operations.

As a public company, we are and will continue to be subject to the reporting requirements of the Exchange Act, the listing standards of Nasdaq and other applicable securities rules and regulations. We expect that the requirements of these rules and regulations will continue to increase our legal, accounting, and financial compliance costs, make some activities more difficult, time-consuming and costly, and place significant strain on our personnel, systems, and resources. For example, the Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and results of operations. As a result of the complexity involved in complying with the rules and regulations applicable to public companies, our management's attention may be diverted from other business concerns, which could harm our business, financial condition, and results of operations, although we have already hired additional employees to assist us in

complying with these requirements, we may need to hire more employees in the future or engage outside consultants, which will increase our operating expenses.

In addition, changing laws, regulations, and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs, and making some activities more time-consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest substantial resources to comply with evolving laws, regulations, and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from business operations to compliance activities. If our efforts to comply with new laws, regulations, and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against us, and our business may be harmed.

We also expect that being a public company and these new rules and regulations will make it increasingly expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our board of directors (the "Board"), particularly to serve on our Audit Committee of the Board (the "Audit Committee") and compensation committee of the Board (the "Compensation Committee"), and qualified executive officers.

As a result of disclosure of information in filings required of a public company, our business and financial condition are more visible, which may result in an increased risk of threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business, financial condition, and results of operations could be harmed, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and harm our business, financial condition, and results of operations.

If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act and the rules and regulations of the applicable listing standards of Nasdaq. We expect that the requirements of these rules and regulations will continue to increase our legal, accounting and financial compliance costs, make some activities more difficult, time-consuming and costly and place significant strain on our personnel, systems and resources.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we will file with the SEC is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that information required to be disclosed in reports under the Exchange Act is accumulated and communicated to our principal executive and financial officers. We are also continuing to improve our internal control over financial reporting, which includes hiring additional accounting and financial personnel to implement such processes and controls. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended, and anticipate that we will continue to expend, significant resources, including accounting-related costs and significant management oversight. If any of these new or improved controls and systems do not perform as expected, we may experience material weaknesses in our controls.

Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. Further, weaknesses in our disclosure controls and internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could harm our results of operations or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting also could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we will eventually be required to include in our periodic reports that will be filed with the SEC. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the trading price of our common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on Nasdaq. We are not currently required to comply with the SEC rules that implement Section 404 of the Sarbanes-Oxley Act and are therefore not required to make a formal assessment of the effectiveness of our internal control over financial reporting for that

purpose. As a public company, we are required to provide an annual management report on the effectiveness of our internal control over financial reporting.

Our independent registered public accounting firm is not required to formally attest to the effectiveness of our internal control over financial reporting until after we are no longer an "emerging growth company" as defined in the JOBS Act. At such time, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our internal control over financial reporting is documented, designed or operating. Any failure to maintain effective disclosure controls and internal control over financial reporting could have an adverse effect on our business and results of operations and could cause a decline in the price of our common stock.

Our warrants are accounted for as liabilities and changes in value of the warrants could have a material effect on our financial results.

On April 12, 2021, the staff of the SEC issued a Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies ("SPACs") (the "SEC Staff Statement"). The SEC Staff Statement focused on certain accounting and reporting considerations related to warrants of a kind similar to warrants that were issued by BCYP prior to the Business Combination at the time of the BCYP initial public offering and the exercises by the underwriters of their over-allotment options in January 2021. In response to the SEC Staff Statement, we determined to classify these warrants (the "public warrants") as derivative liabilities measured at fair value, with the initial valuation occurring on October 22, 2021, the closing date of the Business Combination, with changes in fair value each period reported in earnings (the "Business Combination Closing Date").

On September 29, 2023, we entered into a securities purchase agreement with certain accredited investors (the "September 2023 Purchase Agreement"), pursuant to which we agreed to issue and sell shares of preferred stock and warrants, in a private placement. See Note 12, *Warrants* for further information about the September 2023 Purchase Agreement.

On July 21, 2025, we entered into a securities purchase agreement with certain accredited investors (the "Series B Offering"), pursuant to which we agreed to issue and sell shares of newly-designated Series B convertible preferred stock and warrants, in a private placement. See Note 12, *Warrants*, for further information about the Series B Offering.

As a result, included on our balance sheet are derivative liabilities related to embedded features contained within the warrants. Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 815-40, *Derivatives and Hedging—Contracts in Entity's Own Equity* provides for the remeasurement of the fair value of such derivatives at each balance sheet date, with a resulting non-cash gain or loss related to the change in the fair value being recognized in earnings in the statement of income. As a result of the recurring fair value measurement, our financial statements and results of operations may fluctuate quarterly based on factors which are outside of our control. Due to the recurring fair value measurement, we expect that we will recognize non-cash gains or losses on the warrants each reporting period and that the amount of such gains or losses could be material.

Our business, financial condition, and results of operations may fluctuate on a quarterly and annual basis, which may result in a decline in our stock price if such fluctuations result in a failure to meet the expectations of securities analysts or investors.

Our operating results have in the past and could in the future vary significantly from quarter-to-quarter and year-to-year and may fail to match our past performance, our projections or the expectations of securities analysts because of a variety of factors, many of which are outside of our control and, as a result, should not be relied upon as an indicator of future performance. As a result, we may not be able to accurately forecast our operating results and growth rate. Any of these events could cause the market price of our common stock to fluctuate. Factors that may contribute to the variability of our operating results include, but are not limited to: our ability to attract new clients and partners, retain existing clients and partners and maximize engagement and enrollment with existing and future clients; changes in our sales and implementation cycles, especially in the case of our large clients; new solution introductions and expansions, or challenges with such introductions; changes in our pricing or fee policies or those of our competitors; the timing and success of new solution introductions by us or our competitors or announcements by competitors or other third parties of significant new products or acquisitions or entrance into certain markets; any other change in the competitive landscape of our industry, including consolidation among our competitors; increases in operating expenses that we may incur to grow and expand our operations and to remain competitive; our ability to successfully expand our business, whether domestically or internationally; breaches of security or privacy; changes in stock-based compensation expenses; the amount and timing of operating costs and capital expenditures related to the expansion of our business; adverse litigation judgments, settlements, or other litigation-related costs; changes in the legislative or regulatory environment, including with respect to privacy or data protection, or enforcement by government regulators, including fines, orders, or consent decrees; the cost and potential outcomes of ongoing or future regulatory investigations or examinations, or of future litigation; changes in our effective tax rate; our ability to make accurate

accounting estimates and appropriately recognize revenue for our solutions for which there are no relevant comparable products; changes in accounting standards, policies, guidance, interpretations, or principles; instability in the financial markets; general economic conditions, both domestic and international; volatility in the global financial markets; political, economic, and social instability, including terrorist activities and health epidemics, and any disruption these events may cause to the global economy; and changes in business or macroeconomic conditions. The impact of one or more of the foregoing or other factors may cause our operating results to vary significantly.

Changes in accounting principles may cause previously unanticipated fluctuations in our financial results, and the implementation of such changes may impact our ability to meet our financial reporting obligations.

We prepare our financial statements in conformity with accounting principles generally accepted in the U.S. ("U.S. GAAP"), which are subject to interpretation or changes by the FASB, the SEC, and other various bodies formed to promulgate and interpret appropriate accounting principles. New accounting pronouncements and changes in accounting principles have occurred in the past and are expected to occur in the future which may have a significant effect on our financial results. Furthermore, any difficulties in implementation of changes in accounting principles, including the ability to modify our accounting systems, could cause us to fail to meet our financial reporting obligations, which could result in regulatory discipline and harm investors' confidence in us.

If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our business, financial condition, and results of operations could be adversely affected.

The preparation of financial statements in conformity with U.S. GAAP and our key metrics require management to make estimates and assumptions that affect the amounts reported in the Consolidated financial statements and accompanying notes and amounts reported in our key metrics. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities, and equity and the amount of revenue and expenses that are not readily apparent from other sources. Significant assumptions and estimates used in preparing our Consolidated financial statements include those related to allowance for doubtful accounts, assessment of the useful life and recoverability of long-lived assets, fair value of guarantees included in revenue arrangements and fair values of stock-based awards, warrants, contingent consideration, and income taxes. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the trading price of our common stock.

Risks Related to our Common Stock

Anti-takeover provisions contained in our certificate of incorporation as well as provisions of Delaware law, could impair a takeover attempt.

Our certificate of incorporation contains provisions that may discourage unsolicited takeover proposals that stockholders may consider to be in their best interests. We are also subject to anti-takeover provisions under Delaware law, which could delay or prevent a change of control. Together these provisions may make more difficult the removal of management and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our securities. These provisions include:

- the right of our Board to issue shares of preferred stock and to fix the terms of such shares;
- no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- a classified Board with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our Board;
- the right of our Board to elect a director to fill a vacancy created by the expansion of our Board or the resignation, death or removal of a director in certain circumstances, which prevents stockholders from being able to fill vacancies on our Board;
- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders; and
- requirement that a meeting of stockholders may only be called by members of our Board and the ability of our stockholders to call a special meeting is specifically denied, which may delay the ability of our stockholders to

force consideration of a proposal or to take action, including the removal of directors. These provisions, alone or together, could delay hostile takeovers and changes in control or changes in our Board and management.

As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the DGCL, which prevents some stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations without approval of the holders of substantially all of our common stock. Any provision of our certificate of incorporation, bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of common stock and could also affect the price that some investors are willing to pay for our common stock.

The market price of our securities may be volatile, which could cause the value of any investment in our securities to decline.

The price of our securities may fluctuate significantly due to general market and economic conditions. An active trading market for our securities may not develop or, if developed, it may not be sustained. In addition, fluctuations in the price of our securities could contribute to the loss of all or part of your investment. Even if an active market for our securities develops and continues, the trading price of our securities could be volatile and subject to wide fluctuations in response to various factors, some of which are beyond our control. Any of the factors listed below could have a material adverse effect on an investment in our securities and our securities may trade at prices significantly below the price paid for them. In such circumstances, the trading price of our securities may not recover and may experience a further decline. Factors affecting the trading price of our securities may include, but are not solely limited to, the risk factors identified herein.

The stock market in general, and Nasdaq and biopharmaceutical companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of these companies. Broad market and industry factors may negatively affect the market price of our common stock, regardless of our actual operating performance. In the past, securities class action litigation has often been instituted against companies following periods of volatility in the market price of a company's securities. This type of litigation, if instituted, could result in substantial costs and a diversion of management's attention and resources, which would harm our business, operating results, or financial condition. These market and industry factors may materially reduce the market price of our common stock and warrants regardless of our operating performance.

An investment in our common stock is extremely speculative and there can be no assurance of any return on any such investment.

An investment in our common stock is extremely speculative and there is no assurance that investors will obtain any return on their investment. Investors will be subject to substantial risks involved in an investment in us, including the risk of losing their entire investment.

There can be no assurance that we will be able to comply with the continued listing standards of Nasdaq.

If Nasdaq delists our securities from trading on its exchange for failure to meet their continued listing standards, we and our stockholders could face significant negative consequences including:

- Limited availability of market quotations for our securities;
- A determination that our common stock is a "penny stock" which will require brokers trading in our securities to adhere to more stringent rules;
- Possibly resulting in a reduced level of trading activity in the secondary trading market for shares of our common stock;
- A limited amount of analyst coverage; and
- A decreased ability to issue additional securities or obtain additional financing in the future.

Nasdaq previously notified the Company that, due to the average closing price of our common stock, it was below the trading price criteria of the exchange. In order to regain compliance, we effected a reverse stock split of our common stock at a ratio of 1-for-10, in January 2024 (the "Reverse Stock Split"). We are no longer considered below the minimum share price continued listing criterion. The Reverse Stock Split may adversely affect the liquidity of the shares of our common stock given the reduced number of shares outstanding following the reverse split, especially if the reverse split-adjusted market price of our common stock does not generate greater investor interest. Furthermore, there can be no assurance that such reverse split will continue to be sufficient to satisfy the minimum share price requirement.

Because we have no current plans to pay cash dividends on our common stock for the foreseeable future, investors may not receive any return on their investment unless they sell their common stock for a price greater than the price paid.

We may retain future earnings, if any, for future operations, expansion and debt repayment and have no current plans to pay any cash dividends for the foreseeable future. Any decision to declare and pay dividends as a public company in the future will be made at the discretion of our Board and will depend on, among other things, our results of operations, financial condition, cash requirements, contractual restrictions and other factors that our Board may deem relevant. As a result, investors may not receive any return on an investment in our common stock unless they sell the common stock for a price greater than the price paid.

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

Sales of a substantial number of shares of our common stock in the public market or the perception that these sales might occur, could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities. We are unable to predict the effect that sales may have on the prevailing market price of our common stock. Sales of significant number of shares of our common stock may make it more difficult for us to sell equity or equity-related securities in the future at a time and price that it deems reasonable or appropriate and make it more difficult for you to sell shares of our common stock. Certain holders of our securities are entitled to rights with respect to the registration of the shares of our common stock under the Securities Act. Any sales of securities by these stockholders could have a material adverse effect on the trading price of our common stock.

Future sales and issuances of our common stock or rights to purchase common stock, including pursuant to our equity plans, could result in additional dilution of the percentage ownership of our stockholders and could cause our stock price to fall.

We expect that significant additional capital may be needed in the future to continue our planned operations, including conducting clinical trials, commercialization efforts, expanded research and development activities and costs associated with operating as a public company. To raise capital, we may sell common stock, convertible securities or other equity securities in one or more transactions at prices and in a manner it determines from time to time. We may also sell our common stock as part of entering into strategic alliances, creating joint ventures or collaborations or entering into additional licensing arrangements with third parties that we believe will complement or augment our development and commercialization efforts. If we raise additional funds through further issuances of equity or convertible debt securities, our existing stockholders could suffer dilution, and any new equity securities we issue could have rights, preferences, and privileges superior to those of holders of our common stock. Any debt financing secured by us in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters. In addition, we may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly limited.

On January 26, 2024, we entered into a Controlled Equity Offering℠ Sales Agreement (the "Cantor Sales Agreement") with Cantor Fitzgerald & Co. ("Cantor"), relating to shares of our common stock. In accordance with the terms of the Cantor Sales Agreement, we may offer and sell shares of our common stock having an aggregate offering price of up to $20,000,000 from time to time through Cantor, acting as our sales agent. Effective December 17, 2025, we terminated the Cantor Sales Agreement. No sales had been made under the Cantor Sales Agreement at the time it was terminated.

On December 29, 2025, we entered into a sales agreement (the "UBS Sales Agreement") with UBS Securities LLC ("UBS"), relating to shares of our common stock. In accordance with the terms of the UBS Sales Agreement, we may offer and sell shares of our common stock having an aggregate offering price of up to $75,000,000 from time to time through UBS, acting as our sales agent. As of the date hereof, no sales have been made under the UBS Sales Agreement.

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

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

We have a significant number of (i) warrants which are currently exercisable for shares of our common stock or shares of preferred stock convertible into shares of our common stock, and (ii) shares of preferred stock convertible into shares of common stock, and the exercise or conversion thereof would increase the number of shares eligible for future resale in the public market and result in dilution to our stockholders.

On January 15, 2022, outstanding public warrants to purchase an aggregate of 5,958,600 shares of our common stock (595,860 shares following the Reverse Stock Split) became exercisable, in accordance with the terms of the warrant agreement governing those securities. The exercise price of these public warrants is $115.00 per share following the Reverse Stock Split. To the extent such public warrants are exercised, additional shares of our common stock will be issued, which will result in dilution to the holders of shares of our common stock and increase the number of shares eligible for resale in the public market. Sales of substantial numbers of such shares in the public market or the fact that such public warrants may be exercised could adversely affect the market price of our common stock.

On November 28, 2023, we registered up to 344,626,967 shares of our common stock (34,462,696 shares following the Reverse Stock Split), in connection with a private placement of securities consummated in October 2023. The shares of common stock offered for resale by these selling stockholders represents approximately 68% of our total common stock outstanding as of March 2, 2026. Although each stockholder for whom the shares of common stock registered for resale is not permitted to convert their Preferred Stock into shares of common stock to the extent that after giving effect to such conversion, such holder would (together with such holder's affiliates and related parties) beneficially own in excess of 4.99% (or 9.99% at the election of the holder) of the shares of common stock outstanding immediately after giving effect to such conversion, the market price of our common stock could decline if the holders of such shares sell them over time or are perceived by the market as intending to sell them.

On September 30, 2025, we registered up to 250,000,000 shares of our common stock, in connection with a private placement of securities consummated in July 2025. The shares of common stock offered for resale by these selling stockholders represents approximately 491% of our total common stock outstanding as of March 2, 2026. Although each stockholder for whom the shares of Common Stock registered for resale hereunder is not permitted to convert their Series B Shares into shares of Common Stock to the extent that after giving effect to such conversion, such holder would (together with such holder's affiliates and related parties) beneficially own in excess of 4.99% (or 9.99% at the election of the holder) of the shares of Common Stock outstanding immediately after giving effect to such conversion, the market price of our Common Stock could decline if the holders of such shares sell them over time or are perceived by the market as intending to sell them

Risks Related to Capital Markets

If securities or industry analysts do not publish research or reports about our business or publish negative reports, the market price of our common stock could decline.

The trading market for our common stock will be influenced by the research and reports that industry or securities analysts publish about us or our business. If regular publication of research reports ceases, we could lose visibility in the financial markets, which in turn could cause the market price or trading volume of our common stock to decline. Moreover, if one or more of the analysts who cover us downgrade our common stock or if reporting results do not meet their expectations, the market price of our securities could decline.

Reports published by analysts, including projections in those reports that differ from our actual results, could adversely affect the price and trading volume of our common stock.

Securities research analysts may establish and publish their own periodic projections for us. These projections may vary widely and may not accurately predict the results we actually achieve. The price of our common stock may decline if our actual results do not match the projections of these securities research analysts. Similarly, if one or more of the analysts who write reports on us downgrades our stock or publishes inaccurate or unfavorable research about our business, the price of our common stock could decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, the price or the trading volume of our common stock could decline.

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

The market price of our securities may be volatile and, in the past, companies that have experienced volatility in the market price of their securities have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert management's attention from other business concerns, which could seriously harm our business.

Risks Related to Tax

Changes in legislation in U.S. and foreign taxation of international business activities or the adoption of other tax reform policies, as well as the application of such laws, could adversely impact our financial position and operating results.

As we expand the scale of our business activities, any changes in the U.S. or foreign taxation of such activities may increase our worldwide effective tax rate and harm our business, results of operations, and financial condition. The impact of future changes to U.S. and foreign tax law on our business, including the impact of Australian tax law on our business and operations in Australia, is uncertain and could be adverse, and we will continue to monitor and assess the impact of any such changes.

Our ability to use our net operating losses to offset future taxable income may be subject to certain limitations.

Our net operating loss carryforwards ("NOLs"), and certain other tax attributes could be unavailable to offset future income tax liabilities because of restrictions under U.S. tax law. Under the Tax Cuts and Jobs Act, or the TCJA, federal NOLs generated in tax years ending after December 31, 2017 may be carried forward indefinitely. The carryforwards are limited to 80% of each subsequent year's net income.

In addition, Sections 382 and 383 of the Code, contain rules that limit the ability of a corporation that undergoes an "ownership change" (generally, any change in ownership of more than 50% of the corporation's stock over a three-year period) to utilize its pre-change NOLs and tax credit carryforwards to offset future taxable income. These rules generally operate by focusing on ownership changes involving stockholders owning directly or indirectly 5% or more of the stock of a corporation and any change in ownership arising from a new issuance of stock by the company. Generally, if an ownership change occurs, the yearly taxable income limitation on the use of NOLs and tax credit carryforwards and certain built-in losses is equal to the product of the applicable long-term, tax-exempt rate and the value of the corporation's stock immediately before the ownership change. As a result, following any such ownership change, we might be unable to offset our taxable income with losses, or our tax liability with credits, before such losses and credits expire, in which event we could incur larger federal and state income tax liabilities than we would have had we not experienced an ownership change.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity.

Risk management and strategy

We recognize the critical importance of developing, implementing, and maintaining cybersecurity measures to safeguard our information systems and protect the confidentiality, integrity, and availability of our data.

Managing Material Risks & Integrated Overall Risk Management

We have implemented tools, processes, and strategies to promote a company-wide culture of cybersecurity risk management. This ensures that cybersecurity considerations are integrated into our decision-making processes to monitor and manage risk. Our IT Department works closely with our leadership and key operating personnel to evaluate and address cybersecurity risks in alignment with our business objectives and operational needs.

Engage Third-parties on Risk Management

Due to the complexity and evolving nature of cybersecurity threats, we engaged with a cybersecurity assessment firm as an external expert, to evaluate and test our risk management systems. This partnership enables us to leverage specialized knowledge and insights, of dedicated cybersecurity firms. Our collaborations with this third-party include regular system audits, threat assessments, 24-hour monitoring, and consultation on security enhancements.

Oversee Third-party Risk

Because we are aware of the risks associated with third-party service providers, we conduct security assessments of all third-party providers before engagement to ensure compliance with industry cybersecurity standards and frameworks. This includes assessments performed by our Vice President of IT and Cybersecurity, who oversees the Company's cybersecurity function.

Risks from Cybersecurity Threats

The Company does not believe that it has experienced any cybersecurity threats or incidents that have materially affected or are reasonably likely to materially affect the Company and its business strategy, results of operations and/or financial

condition. These types of events, which could lead to business disruptions, unplanned downtimes or outages, particularly in critical systems or services, may impact our ability to operate efficiently, affecting business continuity.

Governance

We have implemented standard operating procedures to define the channels by which cybersecurity threats are communicated to the Board. This ensures that the Board has oversight and effective governance in managing risks associated with cybersecurity threats.

Board of Directors Oversight

The Audit Committee is central to the Board's oversight of cybersecurity risks and bears the primary responsibility for this domain. The Audit Committee is composed of board members with diverse expertise including, risk management, and finance, which we believe equips them to oversee cybersecurity and other risks effectively.

Management's Role Managing Risk

The Vice President of IT and Cybersecurity plays a pivotal role in informing the Audit Committee on cybersecurity risks. This role provides briefings to the Audit Committee on a regular basis, with a minimum frequency of once per year. These briefings encompass a broad range of topics, including:

- current cybersecurity landscape and emerging threats;
- status of ongoing cybersecurity initiatives and strategies;
- incident reports and learnings from any cybersecurity events; and
- compliance with regulatory requirements and industry standards.

Risk Management Personnel

Primary responsibility for assessing, monitoring and managing our cybersecurity risks rests with the Vice President of IT and Cybersecurity and department staff. Our IT team oversees our governance programs, tests our compliance with standards, remediates known risks, stays informed of significant developments in the cybersecurity domain, and leads our employee training program.

Monitor Cybersecurity Incidents

The Senior Director of IT is continually informed about the latest developments in cybersecurity, including potential threats and innovative risk management techniques. This ongoing knowledge acquisition is crucial for the effective prevention, detection, mitigation, and remediation of cybersecurity incidents. Under his direction, the IT department implements and oversees processes for the regular monitoring of our information systems. This includes the deployment of advanced security measures and regular system audits to identify potential vulnerabilities. In the event of a cybersecurity incident, the IT department is equipped with a well-defined written procedure. This plan includes immediate actions to mitigate the impact and long-term strategies for remediation and prevention of future incidents.

Reporting to Board of Directors

The Vice President of IT and Cybersecurity consistently communicates with the Audit Committee regarding critical cybersecurity risks and incidents, ensuring that the organization's highest governance bodies remain well-informed about our cybersecurity status and potential vulnerabilities. Moreover, matters of significant cybersecurity importance, along with strategic risk management decisions, are promptly escalated to the Board. This process ensures that the Board maintains thorough oversight and is equipped to offer informed guidance on critical cybersecurity issues.

Item 2. Properties.

Research Center

As of December 31, 2025, our facilities include current Good Manufacturing Practice (cGMP) operations where drug products are manufactured in the clinical manufacturing facility located within the 60,000 square foot laboratory bay at the Sanford Research Center (the "Research Center") in Sioux Falls, South Dakota encompassing a 17,300 square foot manufacturing area that includes the clinical manufacturing facility, -20°C plasma storage, and a controlled warehouse.

The Research Center lease is currently set to expire in December 2029.

Research and Development Campus

The Company leases its research and development campus at 2100 East 54th Street North, Sioux Falls, SD 57104 (the "Research and Development Campus"). The lease covers approximately 49,600 square feet of office and laboratory space, with approximately 18,400 square feet of space dedicated to research and development activities.

The Research and Development Campus lease is set to expire in October 2026 with a Company option to extend for an additional three-year term with a final expiration of October 2029.

TC Cattle Facility

Transchromosomic (Tc) cattle used for hyperimmunization, and plasma collection are housed at our animal facilities which we refer to as the "Pharm". The Pharm is a biosecure site dedicated to housing and rearing these animals. The physical surroundings are maintained in accordance with various governmental regulations. This site also includes surgical suite and plasma collection areas. Facilities are appropriate for cattle housing and give adequate protection from inclement weather conditions. Double barrier fencing (perimeter fencing and locked exterior gating) is designed to prevent Tc cattle from escaping or other unwanted animals from entering. Production animal pens consist of concrete feeding floors, water fountains and outdoor dirt lots. A biosecurity program is critical to the production of human pharmaceuticals from animals. The production herd is considered "closed" from a biosecurity perspective and inputs (feed, nutritional additives, medications, etc.) and outputs to the system are carefully monitored according to the appropriate regulations. A pest control program is instituted to control vermin. The biosecurity program is managed using a combination of procedural controls, facility design features (such as barriers, fencing and housing), controlled access and employee training into or out of the site. Tc Bovine plasma is collected from the animals in designated areas at the Pharm. The areas are cleaned and maintained per the rules and regulations of the FDA. The Fenwal Auto-C plasmapheresis machine (human device) is used to collect plasma. Plasma is collected aseptically under standard sanitary conditions using a closed system and sterile bags to avoid microbial contamination. Following plasmapheresis, the plasma bioprocessing bags are labeled and shipped to the Company's manufacturing facility or to contract manufacturers.

The Pharm real property lease in Canton, South Dakota is currently set to expire in November 2038.

Corporate Headquarters

The Company leases its corporate headquarters located at 777 W 41st Suite 401, Miami Beach, FL (the "Corporate Headquarters"). The lease covers approximately 1,272 square feet of office space. In September 2025, the Company signed a new lease expanding the leased space of 1,272 square feet to 3,099. The new lease commenced in January 2026. The Company believes that its existing facilities and other available properties will be sufficient for its needs for the foreseeable future.

The Corporate Headquarters lease is set to expire in December 2030.

Item 3. Legal Proceedings.

We are not currently a party to any material litigation, nor are we aware of any pending or threatened litigation against us that we believe would materially affect our business, operating results, financial condition, or cash flows. Participants in our industry face frequent claims and litigation, including securities litigation, claims regarding patent and other intellectual property rights, and other liability claims. As a result, we may be involved in various legal proceedings from time to time in the future.

Item 4. Mine Safety Disclosures.

Not Applicable.

PART II

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

Market Information

Our common stock and public warrants are listed on Nasdaq under the symbols "SABS" and "SABSW", respectively. On March 2, 2026, the closing price of our common stock was $4.07 per share and the closing price of our public warrants was $0.030 per warrant.

Holders of Our Common Stock

As of March 2, 2026, we had 253 holders of record of our common stock. Certain shares are held in "street" name and accordingly, the number of beneficial owners of such shares is not known or included in the foregoing number. This number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

Dividend Policy

We currently intend to retain all available funds and any future earnings to fund the growth and development of our business. We have never declared or paid any cash dividends on our capital stock. We do not intend to pay cash dividends to our stockholders in the foreseeable future. Investors should not purchase our common stock with the expectation of receiving cash dividends.

Any future determination to declare dividends will be made at the discretion of our Board and will depend on our financial condition, operating results, capital requirements, general business conditions, and other factors that our Board may deem relevant.

Securities Authorized for Issuance Under Equity Compensation Plans

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

Recent Sales of Unregistered Securities

All sales of unregistered securities by us during the year ended December 31, 2025 have been included previously in a Quarterly Report on Form 10-Q or in a Current Report on Form 8-K.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

Item 6. [Reserved].

Item 7. 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 consolidated financial statements and related notes included elsewhere in this Annual Report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed in "Risk Factors" included elsewhere in this Annual Report. As used in this report, unless the context suggests otherwise, "we," "us," our" or "the Company" refer to SAB Biotherapeutics, Inc. and its subsidiaries.

Company Overview

We are a clinical-stage biopharmaceutical company focused on developing multi-specific, high-potency, human immunoglobulin G (hIgG) to treat and prevent immune and autoimmune disorders. Our programs are based on mechanisms of action that have achieved proof-of-concept in clinical trials in indications with significant unmet medical needs. We are focused on developing product candidates for disease targets where a differentiated approach has the greatest potential to be either first-in-class against novel targets or best-in-class against complex targets to treat diseases, including type 1 diabetes (T1D) and other autoimmune disorders. The Company's lead candidate, SAB-142, targets autoimmune T1D with a disease-modifying therapeutic approach that aims to change the T1D treatment paradigm by delaying onset and potentially preventing disease progression of Stage 3 T1D patients.

Using advanced genetic engineering and antibody science, we developed a proprietary technology which holds the potential to generate additional novel therapeutic candidates utilizing the human immune response, without the need for human donors or convalescent plasma. We believe it is the only technology capable of producing disease-targeted, hIgG in large quantities without human plasma donors.

We have optimized genetic engineering in the development of transchromosomic cattle, or Tc-Bovine™, to produce hIgG. Our engineering of our production platform drives IgG1 production across our pipeline. In addition, this differentiated approach using polyclonal antibodies has no biosimilar pathway, which provides a significant barrier to competitive polyclonal approaches.

Our proprietary platform holds the potential to generate additional novel therapeutic candidates to expand our pipeline, utilizing the human immune response to generate the optimal repertoire of hIgG for drug targets of interest. Our drug development production system is able to generate a diverse repertoire of specifically targeted, high-potency, hIgGs that can bind to multiple sites on targeted immunogens, making them ideally suited to address the complexities associated with many immune-mediated disorders and address a wide range of serious unmet needs in human diseases.

SAB-142: Our Lead Product Candidate

Our wholly owned lead product candidate, SAB-142 is a potentially disease-modifying, redosable immunotherapy in clinical development for the treatment of autoimmune type 1 diabetes (T1D). SAB-142 is a multi-specific, fully human anti-thymocyte globulin (hATG) with a mechanism of action analogous to that of rabbit ATG (rATG). rATG has demonstrated in multiple clinical trials the ability to slow disease progression in patients with new- or recent-onset of Stage 3 T1D. SAB-142, like rATG, directly targets multiple immune cells involved in destroying pancreatic beta cells, including modulation of "bad acting" T-lymphocytes like cytotoxic T-cells. By stopping immune cells from attacking beta cells, this treatment has the potential to preserve insulin-producing beta cells. The mechanism of action of SAB-142 has been clinically validated in numerous clinical trials with a rabbit anti-thymocyte globulin (rATG). In addition, data from more than 800 human subjects have been treated with antibodies produced by our platform, including in the Phase 1 study of SAB-142, and we have seen no serum sickness rate and no incidence of neutralizing anti-drug antibodies (ADA). We expect this finding to continue through the clinical development of SAB-142.

There is an established regulatory path for T1D indications using the SAB-142 modality. Our regulatory pathway has also been established with the United States Food and Drug Administration (FDA), the United Kingdom Medicines and Healthcare products Regulatory Agency (MHRA), and the Therapeutic Good Administration (TGA) in Australia. The FDA regulates polyclonal hIgG and mAbs differently, as mAbs are regulated through the Center for Drug Evaluation and Research (CDER) while pAbs are regulated by CBER. CBER has approved over 36 immunoglobulin products from both human- and animal-derived plasma. Further, CBER is very familiar with our production platform and pAb products. We have navigated three SAB drug products through seven clinical trials with one product having advanced to Phase 3, building our safety database as well as positive efficacy data. As our lead program SAB-142 advances, we intend to expand our pipeline in complementary indications through strategic utilization of our platform.

We recently received an Investigational New Drug (IND) clearance from the FDA in May 2024 and announced positive topline data from our Phase 1 clinical trial of SAB-142 in January 2025, and December 2025. We initiated our pivotal Phase 2b clinical trial, called the SAFEGUARD study, in Q3 2025 and dosed the first patient in December 2025.

In May 2025, SAB confirmed its intent with the FDA to utilize the data from the SAFEGUARD study as supportive evidence for future regulatory approval.

Other Immunology Indications

T- and B-cells are multifunctional lymphocytes whose dysregulation was shown to have a central role in the pathogenesis of more than 80 autoimmune diseases, including T1D, systemic lupus erythematosus (SLE), rheumatoid arthritis (RA), multiple sclerosis (MS) and celiac disease. The therapeutic success to date of lymphocyte-mediating therapies in variety of autoimmune diseases and our *in vivo* and *in vitro* pre-clinical and Phase 1 work from SAB-142 in T1D support direct progression into Phase 2 in other autoimmune indications.

Since the commencement of our operations, we have devoted substantially all of our resources to research and development activities, organizing and staffing our company, business planning, raising capital, establishing and maintaining our intellectual property portfolio, conducting preclinical studies and clinical trials, and providing general and administrative support for these operations.

Components of Results of Operations

Revenue

Government grants

There was no revenue recognized for the year ended December 31, 2025 and approximately $1.3 million recognized from government grants for the year ended December 31, 2024. We had various grants from the US Department of Defense that terminated in 2022. We satisfied all obligations under these arrangements as of December 31, 2024.

Operating Expenses

Research and development expenses

Research and development expenses primarily consist of salaries, benefits, incentive compensation, stock-based compensation, laboratory supplies and materials for employees and contractors engaged in research and product development, licensing fees to use certain technology in our research and development projects, fees paid to consultants and various entities that perform certain research and testing on our behalf. Research and development expenses are tracked by target/project code. Indirect general and administrative costs are allocated based upon a percentage of direct costs. We expense all research and development costs in the period in which they are incurred.

Research and development activities consist of discovery research for our platform development and the indications we are working on. For SAB-142, Avance Clinical PTY, Ltd (“Avance”), acts as the contract research organization (“CRO”) overseeing our Phase 1 safety study. This study started in December 2023 and the terms of that agreement are subject to confidentiality and the status of the agreement is that it is current. Pursuant to an agreement between the Company and Fortrea Holdings Inc. (“Fortrea”). Fortrea will act as the CRO overseeing our Phase 2b efficacy and safety study for SAB-142. The study is started in December 2025.

For the years ended December 31, 2025 and 2024, we continued to incur costs to advance our progress towards commercialization of SAB-142. We expect to continue to incur substantial research and development expenses as we conduct discovery research to enhance our platform and work on our indications. We expect to hire additional employees and continue research and development and manufacturing activities. As a result, we expect that our research and development expenses will continue to increase in future periods and vary from period to period.

Major components within our research and development expenses are salaries and benefits, laboratory supplies, animal care, clinical trial expense, outside laboratory services, project consulting, and facility expense.

Research and development expenses by component for the years ended December 31, 2025 and 2024 were as follows:

	Year Ended December 31,	
	2025	2024
Salaries & benefits	$ 15,016,656	$ 10,159,122
Laboratory supplies	1,326,674	1,408,336
Animal care	674,866	524,937
Clinical trial expense	10,153,742	4,169,487
Outside laboratory services	1,475,168	5,721,954
Project consulting	512,712	1,442,436
Facility expense	4,720,050	6,636,750
Other expenses	472,464	188,645
Total research and development expenses	$ 34,352,332	$ 30,251,667

General and administrative expenses

General and administrative expenses primarily consist of salaries, benefits, and stock-based compensation costs for employees in our executive, accounting and finance, project management, corporate development, office administration, legal and human resources functions as well as professional services fees, such as consulting, audit, tax and legal fees, general corporate costs and allocated overhead expenses. General and administrative expenses also include rent and facilities expenses allocated based upon total direct costs. We anticipate that general and administrative expenses will rise as we expand our workforce and invest in the advancement of our lead therapeutic candidate in preparation for potential commercialization. Additionally, as our operations grow in complexity and we progress toward commercialization, we may incur higher costs related to accounting, audit, legal, regulatory compliance, director and officer insurance, and investor relations. We expect these expenses to vary from period to period in absolute terms and as a percentage of revenue.

Nonoperating Income (Expense)

Gain (loss) on change in fair value of warrant liabilities

Gain (loss) on change in fair value of warrant liabilities consists of the changes in the fair value of the warrant liabilities.

Other income (expense)

Other income primarily consists of income associated with the refundable portion of the Australian research and development tax credit and dividend income from non-interest bearing short-term investments.

Interest income

Interest income consists of interest earned on our investments in debt securities, cash, and cash equivalents.

Interest expense

Interest expense consists primarily of interest related to abated rent and insurance financing.

Results of Operations

The following tables set forth our results of operations for the years ended December 31, 2025 and 2024:

	Year Ended December 31,	
	2025	2024
Revenue		
Grant revenue	$ —	$ 1,322,410
Total revenue	—	1,322,410
Operating expenses		
Research and development	34,352,332	30,251,667
General and administrative	14,601,031	13,981,263
Total operating expenses	48,953,363	44,232,930
Loss from operations	(48,953,363)	(42,910,520)
Other income (expense)		
Changes in fair value of warrant liabilities	62,754,186	5,385,009
Interest expense	(240,664)	(318,401)
Interest income	1,432,032	1,285,998
Other income	3,133,784	2,452,605
Warrant issuance expense	(4,852,292)	—
Total other income	62,227,046	8,805,211
Income (loss) before income taxes	13,273,683	(34,105,309)
Net income (loss)	$ 13,273,683	$ (34,105,309)

Comparison of the Years Ended December 31, 2025 and 2024

Revenue

	Year Ended December 31,			
	2025	2024	Change	% Change
Revenue	$ —	$ 1,322,410	$ (1,322,410)	(100.0)%
Total revenue	$ —	$ 1,322,410		

Revenue decreased by $1.3 million, or 100.0%, in 2025, primarily due to the JPEO Rapid Response Contract Termination. There was no revenue recognized for the year ended December 31, 2025. Included in revenue for the year ended December 31, 2024, are closeout activities and charges of $1.3 million due for outside services for laboratory supply disposal.

Research and development

	Year Ended December 31,			
	2025	2024	Change	% Change
Research and development	$ 34,352,332	$ 30,251,667	$ 4,100,665	13.6%
Total research and development expenses	$ 34,352,332	$ 30,251,667		

Research and development expenses increased by $4.1 million, or 13.6%, for the year ended December 31, 2025 as compared to the year ended December 31, 2024, primarily due to increases in salaries and benefits (year-over-year increase of $4.8 million, 47.8%; clinical trial costs (year-over-year increase of $6.0 million, 143.5%; animal care (year-over-year increase of $0.1 million, 28.6%); offset by a decrease in outside lab services (year-over-year decrease of $4.2 million, 74.2%); laboratory supplies (year-over-year decrease of $0.1 million, 5.8%); project consulting (year-over-year decrease of $0.9 million, 64.5%); and overhead costs (year-over-year decrease of $1.6 million, 64.5%). We expect Research and Development expenses to

increase in future years as we advance our lead therapeutic candidate through Phase 2 clinical trials and invest in the necessary foundation to support potential commercialization.

General and administrative

	Year Ended December 31,			
	2025	2024	Change	% Change
General and administrative	$ 14,601,031	$ 13,981,263	$ 619,768	4.4%
Total general and administrative expenses	$ 14,601,031	$ 13,981,263		

General and administrative expenses increased by $0.6 million, or 4.4%, for the year ended December 31, 2025, as compared to the year ended December 31, 2024, primarily due to other administrative support fees relating to IT, human resources, and legal (year-over-year increase of $1.1 million, 26.2%); project consulting (year-over-year increase of $0.2 million, 23.4%); offset by a decrease in salaries and benefits (year-over-year decrease of $0.6 million, 6.7%); insurance costs (year-over-year decrease of $0.1 million, 8.4%).

Non-operating (expense) income

	Year Ended December 31,			
	2025	2024	Change	% Change
Changes in fair value of warrant liabilities	$ 62,754,186	$ 5,385,009	$ 57,369,177	1,065.35%
Other income	3,133,784	2,452,605	681,179	27.77%
Warrant issuance expense	(4,852,292)	—	(4,852,292)	—
Total non-operating income (expense)	$ 61,035,678	$ 7,837,614		

The total non-operating income increased by $53.2 million, or 678.75% for the year ended December 31, 2025 as compared to the year ended December 31, 2024. The increase was primarily driven by the change in fair value of warrant liabilities of (year-over-year increase of $57.4 million, 1,065.35%). This amount includes a year-over-year decrease of $4.6 million in recurring change in fair value of warrant liabilities and gain of $62.0 million related to the change in fair value of warrant liabilities related to the Series B Offering. Included in total non-operating income are warrant issuance costs associated with the Series B Offering of $4.9 million. Other income increased by $0.7 million primarily related to an increase in dividend income of (year-over-year increase of $1.0 million, 204.5%), offset by a decrease in the Australian research and development tax credit (year-over-year decrease of $0.3 million, 13.0%).

Interest expense

	Year Ended December 31,			
	2025	2024	Change	% Change
Interest expense	$ 240,664	$ 318,401	$ (77,737)	(24.41)%
Total interest expense	$ 240,664	$ 318,401		

Interest expense for the year ended December 31, 2025 remained consistent with interest expense for the year ended December 31, 2024, primarily due to the stability of our finance lease portfolio year-over-year.

Interest income

	Year Ended December 31,			
	2025	2024	Change	% Change
Interest income	$ 1,432,032	$ 1,285,998	$ 146,034	11.36%
Total interest income	$ 1,432,032	$ 1,285,998		

Interest income increased by $0.1 million, or 11.36% for the year ended December 31, 2025 as compared to the year ended December 31, 2024, primarily due to interest earned on our investments in debt securities, and higher interest earning cash, and cash equivalent balances.

Future interest income will be largely dependent on our total liquid cash and investment balances, which are in turn influenced by our capital resources and future fundraising activities.

Liquidity and Capital Resources

As of December 31, 2025 and December 31, 2024, we had $143.5 million and $20.8 million, respectively, of cash, cash equivalents and investments.

We intend to continue to invest in our business and, as a result, may incur operating losses in future periods. We expect to continue to invest in research and development efforts towards expanding our capabilities and expertise along our platform and the primary pipeline development targets we are working on, as well as building our business development team and marketing our solutions to partners in support of the growth of the business.

We anticipate that we will continue to generate losses for the foreseeable future, and we expect the losses to increase as we continue the development of, and seek regulatory approvals for, our product candidates, and begin commercialization of our products. As a result, we will require additional capital to fund our operations in order to support our long-term plans.

We have incurred operating losses for the past several years. While we intend to continue to keep operating expenses at a reduced level, there can be no assurance that our current level of operating expenses will not increase or that other uses of cash will not be necessary. Based on our current level of operating expenses, existing resources will be sufficient to cover operating cash needs through the twelve months following the date these financials are made available for issuance. In the future, we may seek additional capital through equity and/or debt financings, collaborative or other funding arrangements. Should we seek additional financing from outside sources, we may not be able to raise such financing on terms acceptable to us or at all. If we are unable to raise additional capital when required or on acceptable terms, we may be required to scale back or discontinue the advancement of product candidates, reduce headcount, liquidate our assets, file for bankruptcy, reorganize, merge with another entity, or cease operations.

Sources of Liquidity

Since our inception, we have financed our operations primarily from revenue in the form of government grants and from equity financings.

Private Placement Offerings of Equity Securities

During the year ended December 31, 2025, we completed an offering of 1,000,000 shares of newly-designated Series B preferred stock, par value $0.0001 per share, accompanied by 1,000,000 series B enrollment date warrants and 500,000 series B release date warrants. We received approximately $175 million of initial gross proceeds from the sale of these securities.

Notes payable

Insurance Financing

The Company entered into a premium financing agreement to fund certain Directors and Officers ("D&O") liability insurance policy premiums. Under the terms of the agreement, the lender was granted a first-priority lien and security interest in the financed insurance policies and all related amounts, including (a) returned or unearned premiums, (b) additional cash contributions or collateral amounts assessed by insurers and financed by the lender, (c) credits generated by the financed policies, (d) dividend payments, and (e) loss payments that reduce unearned premiums. In cases where premiums under any financed policy may become fully earned in the event of a loss, the lender was designated as a loss payee with respect to such policy.

For the year ended December 31, 2025, the Company did not utilize premium financing for its D&O liability insurance. Instead, the annual policy premium was paid in full at inception in December 2025. For the year ended December 31, 2024, the Company entered into a premium financing agreement for total premiums, taxes, and fees of approximately $516 thousand, bearing an annual interest rate of 7.37%. The financing was repaid through monthly installments, with the final payment due September 22, 2025. The Company incurred approximately $6 thousand and $17 thousand of interest expense related to this financing arrangement for the years ended December 31, 2025 and 2024, respectively.

During the year ended December 31, 2024, we also made payments on a prior insurance financing agreement, which had an original principal balance of $765 thousand with an annual interest rate of 7.96%. This prior agreement was fully repaid, with the final installment made on September 22, 2024.

Please refer to Note 9, *Notes Payable*, in our consolidated financial statements for additional information on our debt.

Shelf Registration Statement

On December 29, 2025 we filed a Registration Statement on Form S-3 (Registration No. 333-292482) (the "Shelf Registration Statement"), declared effective on January 7, 2026 by the SEC, which includes a base prospectus that allows us to offer and sell, from time to time, in one or more offerings, common stock, preferred stock, debt securities, warrants, rights or units up to an aggregate public offering price of $300 million. The Shelf Registration Statement is intended to preserve our flexibility to raise capital from time to time, if and when needed.

On December 29, 2025, the Company entered into a Sales Agreement (the "Agreement") with UBS Securities LLC, relating to shares of common stock. In accordance with the terms of the Agreement, the Company may offer and sell shares of our common stock having an aggregate offering price of up to $75 million from time to time through UBS Securities LLC, acting as the Company's sales agent. As of December 31, 2025, up to $75 million remains to be sold under the Agreement.

On January 26, 2024, the Company entered into a Controlled Equity Offering Sales Agreement with Cantor Fitzgerald & Co. providing for sales of up to $20 million of common stock; no shares were sold during the year ended December 31, 2025, and effective December 17, 2025, the Company terminated the agreement with no costs or payments associated.

Cash Flows

The following table summarizes our cash flows for the years ended December 31, 2025 and 2024:

	Year Ended December 31,	
	2025	2024
Net cash used in operating activities	$ (44,775,111)	$ (34,292,009)
Net cash used in investing activities	(121,706,130)	(11,962,267)
Net cash provided by (used in) financing activities	168,299,452	(1,172,626)
Effect of exchange rate changes on cash and cash equivalents	(213,497)	(241,198)
Net increase (decrease) in cash and cash equivalents	$ 1,604,714	$ (47,668,100)

Operating Activities

Net cash used by operating activities increased by $10.5 million in the year ended December 31, 2025 as compared to the year ended December 31, 2024, primarily due to an increase in our non-cash items plus net income of $9.4 million, offset by an increase in cash used in operating activities related to change in our operating assets and liabilities of $1.4 million. Year-over-year changes in cash used by operating activities is explained by shifts in the working capital balances as we continue to invest in the development of our lead product candidate, SAB-142.

Investing Activities

Net cash used by investing activities increased by $109.7 million for the year ended December 31, 2025 as compared to the year ended December 31, 2024, primarily due to increased purchases of short-term investments. Capital expenditures were minimal in 2025. We anticipate an increase in capital asset purchases in the near term as we continue to invest in the development of our lead therapeutic candidate through Phase 2 clinical trials.

Financing Activities

Net cash provided by financing activities increased by $169.5 million for the year ended December 31, 2025 as compared to the year ended December 31, 2024, primarily due to the Series B Offering.

Contractual Obligations and Commitments

We enter into contracts in the normal course of business with third parties, including contract research organizations ("CRO"). These payments are not included in the table above, as the amount and timing of such payments are not known.

As of December 31, 2025, there were no material changes outside of the ordinary course of business to our commitments and contractual obligations.

Off-Balance Sheet Arrangements

We did not have, for the periods presented, and we do not currently have, any off-balance sheet financing arrangements or any relationships with unconsolidated entities or financial partnerships, including entities sometimes referred to as structured finance or special purpose entities, that were established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Critical Accounting Policies and Estimates

We have prepared our consolidated financial statements in accordance with U.S. GAAP. Our preparation of these consolidated financial statements requires us to make estimates, assumptions and judgments that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures. We evaluate our estimates and judgments on an ongoing basis. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results could therefore differ materially from these estimates under different assumptions or conditions.

While our significant accounting policies are described in more detail in Note 2, *Summary of Significant Accounting Policies,* in our consolidated financial statements, we believe the following accounting policies to be critical to the judgments and estimates used in the preparation of our consolidated financial statements.

Research and development expenses

Costs incurred in connection with research and development activities are expensed as incurred. These include licensing fees to use certain technology in our research and development projects, fees paid to consultants and various entities that perform certain research and testing on behalf of us, and expenses related to animal care, research-use equipment depreciation, salaries, benefits, and stock-based compensation granted to employees in research and development functions.

We have contracts with multiple CROs to complete studies as part of research grant agreements. These costs include upfront, milestone and monthly expenses as well as reimbursement for pass through costs. All research and development costs are expensed as incurred except when we are accounting for nonrefundable advance payments for goods or services to be used in future research and development activities. In these cases, these payments are capitalized at the time of payment and expensed in the period the research and development activity is performed. As actual costs become known, we will adjust the accrual; such changes in estimate may result in a material change in our clinical study accrual, which could also materially affect reported results of operations.

Stock-Based Compensation

FASB ASC Topic 718, *Compensation– Stock Compensation*, prescribes accounting and reporting standards for all share-based payment transactions in which employee and non-employee services are acquired. We recognize compensation cost relating to stock-based payment transactions using a fair-value measurement method, which requires all stock-based

payments to employees, directors, and non-employee consultants, including grants of stock options, to be recognized in operating results as compensation expense based on fair value over the requisite service period of the awards. We determine the fair value of common stock based on the closing market price at closing on the date of the grant.

In determining the fair value of stock-based awards, we utilize the Black-Scholes option-pricing model, which uses both historical and current market data to estimate fair value. The Black-Scholes option-pricing model incorporates various assumptions, such as the value of the underlying common stock, the risk-free interest rate, expected volatility, expected dividend yield, and expected life of the options. For awards with performance-based vesting criteria, we estimate the probability of achievement of the performance criteria and recognizes compensation expense related to those awards expected to vest. No awards may have a term in excess of ten years. Forfeitures are recorded when they occur. Stock-based compensation expense is classified in the consolidated statements of operations based on the function to which the related services are provided. We recognize stock-based compensation expense over the requisite service period, which generally coincides with the vesting period.

Warrants

Liability Classified Warrants

We account for our Public Warrants, Private Placement Warrants, and Tranche C Warrants as liabilities in accordance with ASC 815-40, *Derivatives and Hedging—Contracts in Entity's Own Equity.* The initial fair value of the warrant liabilities was measured at fair value at the Business Combination Closing Date, and changes in the fair value of the warrant liabilities were presented within changes in fair value of warrant liabilities in our consolidated statements of operations.

On the Business Combination Closing Date, the Company established the fair value of the Private Placement Warrants utilizing both the Black-Scholes Merton formula and a Monte Carlo Simulation (the "MCS") analysis. Specifically, we considered an MCS to derive the implied volatility in the publicly-listed price of the Public Warrants. We then considered this implied volatility in selecting the volatility for the application of a Black-Scholes Merton model for the Private Placement Warrants. We determined the fair value of the Public Warrants by reference to the quoted market price. See Note 12, *Warrants*, for the key inputs and further details for our warrants classified as liabilities.

Our Public Warrants were classified as a Level 1 fair value measurement, due to the use of the quoted market price, and our Private Placement Warrants held privately by assignees of Big Cypress Holdings LLC, were classified as a Level 3 fair value measurement, due to the use of unobservable inputs. See Note 13, *Fair Value Measurements,* for changes in fair value of the Private Placement Warrants.

Equity Classified Warrants

We determined the Ladenburg Warrants, PIPE Warrants, PIPE Placement Agent Warrants, Preferred PIPE Placement Agent Warrants, and Preferred PIPE Series B Warrants (each as defined in Note 12, *Warrants*) met all necessary criteria to be accounted for as equity in accordance with ASC 815-40, *Derivatives and Hedging—Contracts in Entity's Own Equity.* As such, they are presented within additional paid-in capital within our consolidated statements of changes in stockholders' equity and consolidated balance sheets.

Warrants classified as equity are initially measured at fair value. Subsequent changes in fair value are not recognized as long as the warrants continue to be classified as equity.

The initial fair value of each Ladenburg Warrant, PIPE Warrant and PIPE Placement Agent Warrant issued was determined using the Black-Scholes option-pricing model. See Note 12, *Warrants* for further details on our warrants classified as equity.

Recently Issued Accounting Pronouncements

A description of recently issued accounting pronouncements that may potentially impact our financial position and results of operations is disclosed in Note 3, *New Accounting Standards,* in our consolidated financial statements.

JOBS Act Accounting Election

The Jumpstart Our Business Startups ("JOBS") Act, enacted in April 2012, permits an "emerging growth company" such as us to take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies until those standards would otherwise apply to private companies. We have and intend to continue to take

advantage of all of the reduced reporting requirements and exemptions, including the longer phase-in periods for the adoption of new or revised financial accounting standards, for an emerging growth company under Section 107 of the JOBS Act.

We may use these provisions until the last day of our fiscal year in which the fifth anniversary of the completion of our initial public offering occurred. However, if certain events occur prior to the end of such five-year period, including if we become a "large accelerated filer," our annual gross revenue exceeds $1.235 billion, or we issue more than $1.0 billion of non-convertible debt in any three-year period, we will cease to be an emerging growth company prior to the end of such five-year period.

We have elected to take advantage of certain of the reduced disclosure obligations in this Annual Report and may elect to take advantage of other reduced reporting requirements in future filings. As a result, the information that we provide to our shareholders may be different than the information you receive from other public companies in which you hold stock.

The JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards, until those standards apply to private companies. We have elected to take advantage of the benefits of this extended transition period and, therefore, we will not be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies. Our financial statements may therefore not be comparable to those of companies that comply with such new or revised accounting standards. Until the date that we are no longer an emerging growth company or affirmatively and irrevocably opt out of the exemption provided by Section 7(a)(2)(B) of the Securities Act upon issuance of a new or revised accounting standard that applies to our financial statements and that has a different effective date for public and private companies, we will disclose the date on which we will adopt the recently issued accounting standard.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

Not Applicable.

Item 8. Financial Statements and Supplementary Data.

The consolidated financial statements required pursuant to this item are included in Part IV, Item 15 of this Annual Report, and are presented beginning on page F-1.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer has evaluated the effectiveness of our disclosure controls and procedures. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, 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 Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC'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 Exchange Act 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.

Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost benefit relationship of possible controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of the end of the fiscal year covered by this Annual Report.

Management's Report on Internal Control over Financial Reporting

Management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a- 15(f) and 15d-15(f) under the Exchange Act and based upon the criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO framework"). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our financial statements for external purposes in accordance with U.S. GAAP.

An effective internal control system, no matter how well designed, has inherent limitations, including the possibility of human error or overriding of controls, and therefore can provide only reasonable assurance with respect to reliable financial reporting. Because of its inherent limitations, our internal control over financial reporting may not prevent or detect all misstatements, including the possibility of human error, the circumvention or overriding of controls, or fraud. Effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have conducted an evaluation of the effectiveness of our internal control over financial reporting based on the COSO framework. Based on evaluation under these criteria, management determined that our internal control over financial reporting was effective as of December 31, 2025.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during the period to which this report relates that has materially affected, or is reasonably likely to affect, our internal control over financial reporting.

Item 9B. Other Information.

Rule 10b5-1 Trading Plans

For the year and quarter ended December 31, 2025, none of our directors or officers adopted, modified, or terminated a "Rule 10b5-1 trading arrangement" (as defined in Item 408 of Regulation S-K of the Exchange Act) intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act. Additionally, for the year and quarter ended December 31, 2025, none of our directors or officers adopted, modified, or terminated a non-Rule 10b5-1 trading arrangement.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Directors and Executive Officers

The following persons are serving as our executive officers and directors:

Name	Age	Position(s)
Samuel J. Reich	51	Class III Director, Chief Executive Officer
Eddie J. Sullivan, PhD	60	Class III Director and President
Rita Jain, MD	63	Class III Director
David Zaccardelli, Pharm D	61	Class II Director and Chairman of the Board
David Link, MBA	70	Class II Director
Katie Ellias	47	Class II Director
Andrew Moin	42	Class II Director
William Polvino, MD	65	Class I Director
Scott Giberson	57	Class I Director
Erick Lucera	58	Class I Director
Jay S. Skyler, MD	79	Class I Director
Lucy To	40	Chief Financial Officer
Christoph Bausch, PhD	55	Chief Operating Officer
Alexandra Kropotova, MD	53	Chief Medical Officer

Family Relationships

There are no family relationships among any of our directors or executive officers.

Executive Officers

Samuel J. Reich has served as a member of the Board from November 2020 and was named Chief Executive Officer in January 2024. Mr. Reich served Chairman of the Board from October 2021 to January 2026. Mr. Reich served as our Chief Executive Officer and Chief Financial Officer from November 2020 until October 2021 prior to the closing of our Business Combination. Mr. Reich co-founded Biscayne Neurotherapeutics, Inc. in 2011 and served as its Executive Chairman until its sale to Supernus Pharmaceuticals (Nasdaq: SUPN) in October 2018. Biscayne Neurotherapeutics was focused on novel treatments for seizure disorders. Previously, Mr. Reich was the Executive Vice President of OPKO Ophthalmologics, a division of OPKO Health, Inc. (Nasdaq: OPK) from March 2007 to November 2008, where Mr. Reich served on the executive committee and led the Ophthalmologics business division. Prior to his position at OPKO, Mr. Reich was the Founder and Executive Vice President of Acuity Pharmaceuticals, Inc., where he worked from July 2002 through March 2007, at which time Acuity Pharmaceuticals merged with OPKO Health. Mr. Reich was a doctoral candidate in the Department of Ophthalmology at the University of Pennsylvania Medical School. He left graduate school prior to the completion of his Ph.D. to establish Acuity. Prior to that, he was a graduate student at the University of Pennsylvania in the Biomedical Studies graduate program. He has authored six peer-reviewed scientific publications and is currently an inventor on sixteen issued U.S. patents and over 50 issued foreign patents. Mr. Reich holds a B.A. with High Honors in Biochemistry from Clark University, cum laude, Phi Beta Kappa. We believe Mr. Reich is qualified to serve on our board of directors because of his extensive industry and leadership experience, and significant familiarity with our company's business and operations.

Eddie J. Sullivan, PhD, is our co-founder and has served as our president and member of the Board since 2014 and our past CEO from 2014 until January 2024. Dr. Sullivan has served in biopharma leadership positions for more than 25 years. Prior to joining us, he held the CEO role or other leadership roles in our predecessor entities, including CEO of Hematech, a subsidiary of Kyowa Hakko Kirin. During that time, he led initiatives to develop infectious disease, cancer, and autoimmune immunotherapies. In addition to raising over $250 million in capital to develop biopharmaceutical platform technologies, he has also led several successful mergers and acquisitions. A recognized thought leader in antibodies and transgenic animals, Dr. Sullivan serves on the board of directors for the Biotechnology Innovation Organization (BIO) and has served on its executive committee. He has worked with industry committees and discussion groups that have focused on animal

biotechnology, regulatory framework, human immunotherapies, and global health threats. Dr. Sullivan was governor-appointed to South Dakota's Research Commercialization Council and is Chairman of the state's National Science Foundation-EPSCoR committee. He also founded, served as president, and remains an advisor to the state affiliate of BIO, South Dakota Biotech, and in 2014 was honored for his leadership, innovation, vision, and entrepreneurship with the inaugural LIVE award. He holds an undergraduate degree from the University of Arizona and graduate degrees from Brigham Young University, Kennedy-Western University, and Utah State University in both reproduction and business. We believe Dr. Sullivan is qualified to serve on our board of directors because of his significant biopharma leadership and management experience, and significant familiarity with our company's business and operations.

Lucy To, is our Chief Financial Officer as of August 2024. Ms. To brings over 18 years of investment banking and strategic operational expertise to SAB BIO and will lead corporate finance, corporate strategy and approach to broader strategic business relationships at the Company. Prior to joining SAB BIO, she was a Managing Director in the Healthcare Investment Banking Group at Wells Fargo from October 2020 to June 2024, where she advised biopharmaceutical companies on financing and strategic transactions. Her career experience includes additional investment banking and operational experience at Deutsche Bank, where she was a director in healthcare investment banking from July 2017 to October 2020, Intercept Pharmaceuticals, Citigroup, and Cowen. Her transaction experience includes M&A, IPOs and other equity and debt financings in the healthcare sector with an aggregate transaction value in excess of $50 billion. She received a B.A. in finance from Southern Methodist University.

Christoph Bausch, PhD, MBA, is our Chief Operating Officer as of May 2022, overseeing all Research & Manufacturing operations of the company. Prior to his role as COO, he served as Chief Science Officer since joining SAB in April 2017, providing leadership in all areas of Research & Development, and functioned as drug development lead for a Stage 3 clinically advanced drug product. Dr. Bausch is an experienced research scientist, biotech entrepreneur and business development executive who has led the successful discovery, development, biomanufacturing, and commercialization of platform technologies in the life sciences. Previously, Dr. Bausch has served as founder and director of a molecular diagnostic company and has provided life science consulting for Keion Group, LLC. Dr. Bausch held several science-based business development positions prior to joining SAB, most recently for multi-billion-dollar global industrial biomanufacturing leader POET, LLC, where he structured strategic partnerships, prospected, and vetted new technologies and streamlined research and development activities. He also worked in both research and commercialization roles for Fortune 500 life science and high technology company Sigma-Aldrich, now MilliporeSigma. Dr. Bausch received his PhD in Microbiology at The Ohio State University, Columbus, Ohio, completed Post-Doctoral Training at the Stowers Institute for Medical Research, Kansas City, Missouri and earned an MBA from St. Louis University, St. Louis, Missouri, in addition to a BA in Biology from the University of Nebraska-Lincoln, Lincoln, Nebraska.

Alexandra Kropotova, M.D., is our Executive Vice President & Chief Medical Officer as of June, 2022, leading the strategy, direction, and execution of the company's clinical development for the entire portfolio. Dr. Kropotova is a biopharmaceutical executive with expertise in all phases of global clinical development, translational medicine and medical affairs. Prior to joining SAB Biotherapeutics, as a Therapeutic Area Head of Global Specialty R&D at Teva Pharmaceuticals from April 2016 to June 2022, Alexandra led innovative drug development focused on delivering a broad portfolio of immunology, respiratory, and immuno-oncology assets spanning from pre-IND to BLA/NDA filing of biologics and complex drug-device combination products. Prior to Teva, Dr. Kropotova served in various roles at Sanofi, including Vice President, Strategy & Strategic Planning Head, North American Medical Affairs; Associate Vice President and subsequently Vice President, Immuno-Inflammation, Global R&D Clinical Development; and Senior Medical Director, Respiratory, Allergy & Anti-Infectives. She also served in various roles at Pfizer Inc., most recently as Director & Head of Global Clinical Respiratory and Analgesics. She continues to serve on the Board of Directors at iBio, a global leader in plant-based biologics manufacturing and development of novel biopharmaceuticals. Dr. Kropotova received her MBA from Ohio University Graduate School of Business, Athens, Ohio; and her M.D. in Internal Medicine from the Vladivostok State Medical University, Vladivostok, Russia.

Non-Employee Directors

Biographical information for Eddie J. Sullivan PhD, our President and Class III director, and Samuel J. Reich, Chief Executive Officer and Class III director, is set forth above in "Item 10. Executive Officers".

David Zaccardelli, Pharm.D. joined the Board in January 2026. Dr. Zaccardelli served as the President, Chief Executive Officer and member of the board of directors of Verona Pharma plc from February 2020 until its acquisition by Merck in October 2025. From 2018 until its acquisition by Swedish Orphan Biovitrum AB ("Sobi") in November 2019, Dr. Zaccardelli served as President and CEO and on the board of directors of Dova Pharmaceuticals, a U.S. company developing therapeutics

for rare diseases. Previously, he was Acting CEO and on the board of directors of Cempra, Inc., a pharmaceuticals company, from 2016 until the company's merger with Melinta Therapeutics in 2017, and he served on the board of directors of Melinta Therapeutics from 2017 to April 2020. From 2004 until 2016, Dr. Zaccardelli served in several senior management roles at United Therapeutics Corporation, a biotechnology company, including as Chief Operating Officer, Chief Manufacturing Officer and Executive Vice President, Pharmaceutical Development and Operations. Prior to United Therapeutics, he founded and led a start-up company focused on contract research positions and held a variety of clinical research positions at Burroughs Wellcome & Co, a non-profit medical research organization, and pharmaceutical companies Glaxo Wellcome and Bausch & Lomb Pharmaceutical. Dr. Zaccardelli received a Pharm.D. from the University of Michigan. We believe that Dr. Zaccardelli's extensive leadership experience in the pharmaceutical industry qualifies him to serve on the Board.

Rita Jain, M.D. joined the Board in January 2026. Dr. Jain has served as a member of the board of directors of Avalo Therapeutics since June 2025, as a member of the board of directors of AnaptysBio, Inc. since April 2023 and as a member of the board of directors of Celldex Therapeutics, Inc. since February 2023, and previously a board member of Provention Bio, Inc. until its acquisition by Sanofi in April 27, 2023. Dr. Jain was also previously a member of the supervisory board of AM-Pharma B.V. from 2020 until 2023. She previously served on the board of directors of ChemoCentryx, Inc. from 2019 until its acquisition by Amgen in 2022. From 2021 to 2022, Dr. Jain served as Executive Vice President, Chief Medical Officer of ChemoCentryx, Inc. and in 2021 served as Chief Medical Officer of Immunovant, Inc. Additionally, since August 2021, Dr. Jain has served as Chief Executive Officer of Heartwood Biopharma Group, a private consulting group, until September 2023 and currently serves as an independent consultant. From 2017 to 2019, Dr. Jain was Senior Vice President and Chief Medical Officer at Akebia Therapeutics, Inc. From 2013 to 2016, Dr. Jain was a Vice President in Clinical Development at AbbVie Inc., including Vice President of Men's and Women's Health and Metabolic Development. Dr. Jain also held various leadership roles at Abbott Laboratories from 2003 through 2012, including as Divisional Vice President of Pain, Respiratory and Metabolic Disease Development. Dr. Jain received her B.S. degree in biology from the Long Island University, and her M.D. from the State University of New York at Stony Brook School of Medicine. The Company believes that Dr. Jain's extensive life sciences experience provides her with the qualifications and skills to serve on the Board.

Katie Ellias, joined the Board in November 2023, bringing more than twenty years of health care and investment experience to SAB. Katie Ellias is a healthcare investor, board member, advisor, and operator with over 20 years of experience building and investing in healthcare and life sciences companies, focused on biotechnology and medical devices. Katie served as Managing Director at the T1D Fund, a venture philanthropy fund with $200 AUM, including an investment in SAB, from 2018 to November 2024. Ms. Ellias led a number of investments in companies developing T1D-oriented therapies, and served as a director on the board of several companies, including, DiogenX, Veralox Therapeutics, i2O Therapeutics, and Capillary Biomedical. Ms. Ellias joined the T1D Fund from Endeavour Vision, a Geneva-based growth-stage venture fund. She was previously Principal at Sofinnova Partners, Paris, a leading early-stage life sciences fund. Ms. Ellias has also held commercial and business development roles with Medtronic and started her career at McKinsey & Company. Ms. Ellias is currently a board member with the French-American Chamber of Commerce. She holds an M.B.A. in Healthcare Management from the Wharton School at the University of Pennsylvania and a B.A. in International Relations and Political Science from Yale University. We believe Ms. Ellias is well qualified to serve on our board of directors due to her extensive T1D and emerging companies experience.

Scott Giberson, RPh, MPH, D.Sc., Rear Admiral (retired), joined the Board in July 2022. He is currently the President of AMI Expeditionary Healthcare, a private global healthcare solutions company where he has fostered global client relations at the highest levels, since March 2021. Clients include senior leadership of multiple U.S. and foreign government entities, the WHO, UN and private industry partners such as the Gates Foundation. RADM Giberson retired after 27 years as two-star admiral and as an Assistant U.S. Surgeon General, serving in a variety of senior roles with the U.S. Department of Health and Human Services from March 2010 to March 2021. RADM (ret.) Giberson served as the acting Deputy Surgeon General of the United States (2013-2014), he was the Surgeon General's principal liaison with health leadership in multiple U.S. Departments. He also held executive positions as the Senior Advisor to the Office of Surgeon General, Director of Commissioned Corps Headquarters, Chief Pharmacist of the USPHS (2010-2014), Director of the IHS National HIV/AIDS Program and Senior Public Health Advisor for Pacific Command's Center of Excellence in Disaster Management and Humanitarian Assistance (2003-2006). He served as overall Commander of the Commissioned Corps' Ebola Response in West Africa. RADM Giberson has authored numerous articles and delivered well over 100 keynote lectures on leadership, global health, and public health at numerous venues both domestically and internationally. RADM Giberson has received many awards including the Presidential Unit Citation from President Obama in the Oval Office for leadership during the West African Ebola response. The Military Officers Association of America selected him as one the of the "Top 100 Veterans in the Last 100 Years You Need to Know". RADM Giberson is a graduate of Temple University and U. of Massachusetts/Amherst, holds a Pharmacy degree and licensure, MPH, and graduate certificate in Health Emergencies in Large Populations from the International Committee of the Red Cross. He has received three honorary Doctoral degrees (one

for his pioneering work in interprofessional practice). He is also a Fellow of Wharton Business School (U. of Pennsylvania) Executive Leadership Program. We believe Mr. Giberson is well qualified to serve on our board of directors because of his extensive experience in the medical industry.

David Link, MBA, has served as a member of the Board since 2018 and is currently Vice-Chairman. Mr. Link is the former executive vice president and chief strategy office at Sanford Health with more than three decades of experience in strategy, planning and financial operations. During his tenure, Mr. Link contributed significantly to growing the organization from a regional health system into one of the nation's largest non-profit, integrated health care delivery systems. He was also charged with overseeing Sanford Health Plan, Sanford Foundation and research and development, including Sanford Research. Under his leadership, the initial Sanford Clinic was created as well as the development of Sanford World Clinics, an initiative designed to provide communities around the world with permanent, sustainable health care infrastructure. Currently, Dave serves as an appointed program director in the President's Office at Dakota State University, one of the nation's leading programs in cyber security. Dave holds board or committee positions with Enterprise 605, the South Dakota REACH Committee, South Dakota Research and Commercialization Council and Sanford Research. In 2019, he was honored for his exemplary leadership and support of the state's bioscience industry with the LIVE Award at the South Dakota Biotech. Dave holds a bachelor's degree in data processing and computer science, an MBA from the University of South Dakota and a master's in healthcare administration from the University of Minnesota. We believe Mr. Link is well qualified to serve on our board of directors because of his extensive experience in the biotechnology industry and his extensive public company board experience.

Erick Lucera, joined the Board in April 2023. Since March 2025, Mr. Lucera has served as Chief Financial Officer of Dyne Therapeutics, a publicly traded biotechnology company focusing on functional improvement for people living with genetically driven neuromuscular diseases. From May 2023 to March 2025 Mr. Lucera served as Executive Vice President and Chief Financial Officer of Editas Medicine, a publicly traded clinical stage biotechnology company. From 2020 to February 2023, Mr. Lucera served as Chief Financial Officer of AVEO Oncology, a public biotech company, and subsequent to the close of its acquisition, worked on integration with LG Chem, Ltd. From 2016 to 2020, Mr. Lucera served as Chief Financial Officer, Treasurer and Secretary of VALERITAS, a publicly traded commercial-stage medical technology company where he led multiple successful public offerings. From 2017 to the present, Mr. Lucera has served as a member of the Board of Directors and Audit Committee Chairman of Beyond Air, a publicly held commercial-stage medical device and biopharmaceutical company developing a platform of nitric oxide generators and delivery systems. From 2021 to the present, Mr. Lucera has served as a member of the Board of Directors and Audit Committee Chairman of Bone Biologics Corporation, a publicly held company focusing on regenerative medicine therapies to treat bone disorders. From 2015 to 2016, Mr. Lucera served as Chief Financial Officer, Treasurer and Secretary of VIVENTIA Bio, acquired by Eleven Biotherapeutics, Inc., now Sesen Bio, a biotechnology company focused on developing targeted protein therapeutics for the treatment of cancer. Early in his career, Mr. Lucera spent more than 15 years covering healthcare and the life sciences in investment management. Given Mr. Lucera's extensive experience in strategic planning and finance, we believe that Mr. Lucera is well qualified to serve as a member of our board of directors.

Andrew Moin, joined the Board in October 2023. Mr. Moin is a Partner and Analyst at Sessa Capital, a New York based investment advisor registered with the SEC. Mr. Moin has been with Sessa since 2012, where he works on idea generation, research, and investment implementation. Prior to Sessa, from 2008-2012, Mr. Moin was in the Tax Group at Sullivan & Cromwell LLP, where he advised corporate and other clients on a variety of transactions. In the non-profit realm, Andrew has served on the Young Leadership Committee of the New York City Chapter of the JDRF and was Chair of the Board of Trustees at the Great Neck Community School. Andrew received a B.A. in Economics, with distinction, from Amherst College and a J.D., magna cum laude, from Harvard Law School. We believe Mr. Moin is well qualified to serve on our board of directors due to his extensive investment experience.

Dr. William J. Polvino, MD, has served as a member of our Board since 2019, after having served as our business advisor for several years. Dr. Polvino is a pharmaceutical entrepreneur with more than 25 years of experience in the healthcare arena. He has been Executive Chairman and co-founder of Traverse Biotech, Inc., an immunotherapy development company, since May 2024. From 2017 to 2024, he was chief executive officer of Bridge Medicines, a pioneering drug discovery company focused on advancing promising early technologies from concept to clinic. Prior to Bridge Medicines, Dr. Polvino was president and chief executive officer of Veloxis Pharmaceuticals A/S (NASDAQ-OMX: VELO), a public biotechnology company that deployed proprietary formulation technology to develop and commercialize an innovative oral drug product for transplant patients. He also served as president and CEO of Helsinn Therapeutics (formerly Sapphire Therapeutics) and has held executive and senior-level positions in drug development at Merck, Wyeth and Theravance. Dr. Polvino earned his medical degree from Rutgers Medical School and a B.S. in Biology from Boston College. He trained in internal medicine at Massachusetts General Hospital and was a fellow in clinical pharmacology at the National Institutes of Health prior to

entering the pharmaceutical and biotechnology industry. We believe Dr. Polvino is well qualified to serve on our board of directors because of his extensive experience in the biotechnology industry and his extensive public company management experience.

Dr. Jay S. Skyler, MD, has served as a member of our Board since May 2024. Dr. Skyler is a Professor of Medicine, Pediatrics and Psychology and Deputy Director of the Diabetes Research Institute at the University of Miami in Florida, where he has been employed since 1976. Dr. Skyler has also served as Study Chairman for the National Institute of Diabetes & Digestive & Kidney Diseases Type 1 Diabetes clinical trials network. He was previously the President of the American Diabetes Association and Vice-President of the International Diabetes Federation. Dr. Skyler served as a director of Amylin Pharmaceuticals, Inc., a pharmaceutical company, until its acquisition by Bristol-Myers Squibb Company in August 2012, and served as a director of MiniMed, Inc., a medical device company, until its acquisition by Medtronic plc. in 2001. From 2002 to 2023, Dr. Skyler served on the board of directors of DexCom, Inc. (NASDAQ: DXCM), a publicly traded medical device company. Dr. Skyler served on the board of directors of Applied Therapeutics, Inc. (NASDAQ: APLT), a publicly-traded clinical-stage biopharmaceutical company from April 2019 until its acquisition by Cycle Group Holdings Limited in February 2026. Dr. Skyler received his B.S. from The Pennsylvania State University, and his M.D. from Jefferson Medical College. We believe that Dr. Skyler's extensive expertise in the life sciences industry and his experience serving on the board of directors of other public companies qualifies him to serve on our board of directors.

Director Independence

The listing rules of Nasdaq require us to maintain a board of directors comprised of a majority of independent directors, as determined affirmatively by our board of directors. In addition, the Nasdaq listing rules require that, subject to specified exceptions, each member of our audit, compensation and nominating and corporate governance committees must be independent. Audit committee members and compensation committee members must also satisfy the independence criteria set forth in Rule 10A-3 and Rule 10C-1, respectively, under the Exchange Act. Under the Nasdaq listing rules, a director will only qualify as an "independent director" if, in the opinion of our board of directors, the director does not have a relationship that would interfere with the exercise of independent judgment in carrying out his or her responsibilities.

Our board of directors has undertaken a review of the independence of our directors and considered whether any director has a material relationship with us that could compromise his or her ability to exercise independent judgment in carrying out his or her responsibilities. Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, including family relationships, our board of directors has determined that none of David Zaccardelli, Rita Jain, William Polvino, David Link, Scott Giberson, Erick Lucera, Katie Ellias, Andrew Moin, and Jay Skyler (representing nine of our 11 directors), has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that they each are an "independent director" as that term is defined under the Nasdaq listing rules.

In making these determinations, the Board considered the relationships that each nonemployee director has with us and all other facts and circumstances our board of directors deemed relevant in determining their independence, including consulting relationships, family relationships and the beneficial ownership of our capital stock by each non-employee director.

None of our executive officers or directors have been involved in a legal proceeding that would be required to be disclosed pursuant to Item 401(f) of Regulation S-K of the Exchange Act.

Board Composition

Our business and affairs are organized under the direction of our board of directors. The Board currently consists of eleven (11) directors divided into three classes as follows:

- each Class I director having a term that expires immediately following our annual meeting of stockholders for the calendar year ended December 31, 2028;
- each Class II director having a term that expires immediately following our annual meeting of stockholders for the calendar year ended December 31, 2026; and
- each Class III director having a term that expires immediately following our annual meeting of stockholders for the calendar year ended December 31, 2027

or, in each case, until their respective successor is duly elected and qualified, or until their earlier resignation, removal or death.

Messrs. Lucera, Giberson, Dr. Polvino, and Dr. Skyler currently serve as the Class I directors, Dr. Zaccardelli, Ms. Ellias, Messrs. Link, and Moin currently serve as the Class II directors, and Mr. Reich, Dr. Sullivan, and Dr. Jain currently serve as Class III directors.

At each annual meeting of stockholders, the successors to directors whose terms then expire will serve until the third annual meeting following their election and until their successors are duly elected and qualified. The authorized size of the board of directors will be fixed exclusively by resolutions of the board of directors. The authorized number of directors may be changed only by resolution of the board of directors. Any additional directorships resulting from an increase in the number of directors will be distributed between the three classes so that, as nearly as possible, each class will consist of one-third of the directors. This classification of the board of directors may have the effect of delaying or preventing changes in its control or management. Our board of directors may be removed for cause by the affirmative vote of the holders of at least 66 2/3% of its voting stock.

Board Meetings

During 2025, our board of directors held six meetings, and each director attended at least 75% of the aggregate of (i) the total number of meetings of our board of directors held during the period for which he or she has been a director and (ii) the total number of meetings held by all committees of our board of directors on which he or she served during the periods that he or she served.

Committees of the Board of Directors

Our board of directors has three standing committees: an audit committee, a nominating and corporate governance committee ("nominating committee") and a compensation committee. Subject to phase-in rules and a limited exception, Nasdaq rules and Rule 10A-3 of the Exchange Act require that the audit committee of a listed company be comprised solely of independent directors, and Nasdaq rules require that the compensation committee and nominating committee of a listed company be comprised solely of independent directors. Each of our committees is comprised entirely of independent directors.

Audit Committee

On October 22, 2021, we established an audit committee of the board of directors. Erick Lucera, William Polvino, and Katie Ellias serve as members of the audit committee, with Erick Lucera serving as the Chairman of the audit committee. Under the Nasdaq listing standards and applicable SEC rules, we are required to have at least three members of the audit committee, all of whom must be independent. Each of Mr. Lucera, Dr. Polvino, and Ms. Ellias meet the independent director standard under Nasdaq listing standards and under Rule 10A-3(b)(1) of the Exchange Act. The Audit Committee held four meetings during 2025.

Each member of the audit committee is financially literate, and our board of directors has determined that Mr. Lucera qualifies as an "audit committee financial expert" as defined in applicable SEC rules.

We adopted a restated audit committee charter on October 22, 2021 which details the principal functions of the audit committee, including:

- the appointment, compensation, retention, replacement, and oversight of the work of the independent registered public accounting firm engaged by us;
- pre-approving all audit and permitted non-audit services to be provided by the independent registered public accounting firm engaged by us, and establishing pre-approval policies and procedures;
- setting clear hiring policies for employees or former employees of the independent registered public accounting firm, including but not limited to, as required by applicable laws and regulations;
- setting clear policies for audit partner rotation in compliance with applicable laws and regulations;
- obtaining and reviewing a report, at least annually, from the independent registered public accounting firm describing (i) the independent registered public accounting firm's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with such issues and (iii)all relationships between the independent registered public accounting firm and us to assess the independent registered public accounting firm's independence;

- reviewing and approving any related party transaction required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC prior to us entering into such transaction; and
- reviewing with management, the independent registered public accounting firm, and our legal advisors, as appropriate, any legal, regulatory or compliance matters, including any correspondence with regulators or government agencies and any employee complaints or published reports that raise material issues regarding our financial statements or accounting policies and any significant changes in accounting standards or rules promulgated by the FASB, the SEC or other regulatory authorities.

A copy of our audit committee charter is available on our website at https://ir.sab.bio/corporate-governance/governance-overview.

Compensation Committee

On October 22, 2021, we established a compensation committee of the board of directors. Katie Ellias, Scott Giberson and Erick Lucera serve as members of the compensation committee. Katie Ellias serves as the Chairwoman of the compensation committee. Under the Nasdaq listing standards and applicable SEC rules, we are required to have at least two members of the compensation committee, all of whom must be independent. Each of Ms. Ellias, Mr. Giberson and Mr. Lucera are independent. The Compensation Committee held five meetings during 2025.

We adopted a restated compensation committee charter on October 22, 2021, which details the principal functions of the compensation committee, including:

- reviewing and approving on an annual basis the corporate goals and objectives relevant to our Chief Executive Officer's compensation, if any is paid by us, evaluating our Chief Executive Officer's performance considering such goals and objectives and determining and approving the remuneration (if any) of our Chief Executive Officer based on such evaluation;
- reviewing and approving on an annual basis the compensation, if any is paid by us, of all our other officers;
- reviewing on an annual basis our executive compensation policies and plans;
- implementing and administering our incentive compensation equity-based remuneration plans;
- assisting management in complying with our proxy statement and Form 10-K disclosure requirements;
- approving all special perquisites, special cash payments and other special compensation and benefit arrangements for our officers and employees;
- if required, producing a report on executive compensation to be included in our annual proxy statement; and
- reviewing, evaluating, and recommending changes, if appropriate, to the remuneration for directors.

Notwithstanding the foregoing, other than as indicated in this Annual Report, no compensation of any kind, including finders, consulting, or other similar fees, will be paid to any of our existing stockholders, officers, directors, or any of their respective affiliates, prior to, or for any services they render to effectuate the offering.

The charter also provides that the compensation committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser and will be directly responsible for the appointment, compensation and oversight of the work of any such adviser. However, before engaging or receiving advice from a compensation consultant, external legal counsel or any other adviser, the compensation committee will consider the independence of each such adviser, including the factors required by Nasdaq and the SEC.

A copy of our compensation committee charter is available on our website at https://ir.sab.bio/corporate-governance/governance-overview.

Nominating Committee

On October 22, 2021, we established a nominating committee of the board of directors. David Link, Scott Giberson, Andrew Moin, and Jay Skyler currently serve as members of the Nominating and Governance Committee. David Link serves as the Chairman of the nominating committee. Under the Nasdaq listing standards and applicable SEC rules, we are required to have at least two members of the nominating committee, all of whom must be independent. Each of Mr. Link, Mr. Giberson, Mr. Moin, and Dr. Skyler are independent. The Nominating Committee held six meetings during 2025.

We adopted a restated nominating committee charter on October 22, 2021, which details the purpose and responsibilities of the nominating committee, including:

- screening and reviewing individuals qualified to serve as directors, consistent with criteria approved by the board, and recommending to the board of directors' candidates for nomination for election at the annual meeting of stockholders or to fill vacancies on the board of directors;
- developing and recommending to the board of directors and overseeing implementation of our corporate governance guidelines; and
- reviewing on a regular basis our overall corporate governance and recommending improvements as and when necessary.

The nominating committee will consider several qualifications relating to management and leadership experience, background and integrity and professionalism in evaluating a person's candidacy for membership on the board of directors. The nominating committee may require certain skills or attributes, such as financial or accounting experience, to meet specific board needs that arise from time to time and will also consider the overall experience and makeup of its members to obtain a broad and diverse mix of board members. The nominating committee does not distinguish among nominees recommended by stockholders and other persons.

We have not formally established any specific, minimum qualifications that must be met or skills that are necessary for directors to possess. In general, in identifying and evaluating nominees for director, the board of directors considers educational background, diversity of professional experience, knowledge of our business, integrity, professional reputation, independence, wisdom, and the ability to represent the best interests of our stockholders.

A copy of our nominating committee charter is available on our website at https://ir.sab.bio/corporate-governance/governance-overview.

Insider Trading Policy

The Company has an Insider Trading Policy applicable to the Company's directors, officers, and all employees of the Company (the "Insider Trading Policy"). The Insider Trading Policy governs the purchase, sale, and/or other dispositions of the Company's securities and prohibits purchasing or selling any securities of the Company while a person covered by the Insider Trading Policy is aware of material, non-public information concerning the Company. The Company believes that its Insider Trading Policy is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards of the Nasdaq Stock Market. A copy of the Company's Insider Trading Policy is incorporated by reference as an exhibit to this Annual Report.

Executive Sessions of Independent Directors

Independent directors are required to meet regularly without management participation. During 2025, there were four meetings of independent directors.

Director Nominations

The process of recommending director nominees for selection by the board of directors is undertaken by the nominating committee (see above).

The board of directors will also consider director candidates recommended for nomination by our stockholders during such times as they are seeking proposed nominees to stand for election at the next annual meeting of stockholders (or, if applicable, a special meeting of stockholders). Our stockholders that wish to nominate a director for election to our board of directors should follow the procedures set forth in our bylaws. In 2025, there were no material changes made to the procedures by which security holders may recommend nominees to our board of directors.

Communication with Directors

Stockholders and interested parties who wish to communicate with our Board, non-management members of our Board as a group, a committee of our Board or a specific member of our Board (including our Chairman and independent directors) may do so by letters addressed to the attention of our corporate secretary.

All communications are reviewed by the corporate secretary and provided to the members of our Board as appropriate. Unsolicited items, sales materials, abusive, threatening or otherwise inappropriate materials and other routine items and items unrelated to the duties and responsibilities of our Board will not be provided to directors.

The address for these communications is:

SAB Biotherapeutics, Inc.
777 W 41st St.; Suite 401
Miami Beach, FL 33140
Attn: Corporate Secretary

Code of Ethics

We adopted a restated Code of Ethics applicable to our directors, officers, and employees. A copy of our Code of Ethics and copies of our audit, nominating and compensation committee charters are available on our website at https://ir.sab.bio/static-files/cf6414d7-b1d5-40d6-83f9-f7598094d99a.

In addition, a copy of the Code of Ethics will be provided without charge upon written request, addressed to:

SAB Biotherapeutics, Inc.
777 W 41st St. Suite 401
Miami Beach, FL 33140
Attn: Corporate Secretary

We intend to disclose any amendments to or waivers of certain provisions of our Code of Ethics in a Current Report on our website.

Board Oversight of Risk

The Board's Role

The Board's role in the Company's risk oversight process includes receipt and review of scheduled and ad hoc reports from members of the executive management team which relate to areas of actual or potential material risk to the Company, including but not limited to, operational, financial, legal, regulatory, strategic, transactional and reputational risks. The full Board receives these reports from the appropriate "risk owner" within the organization to enable each member of the Board to understand our risk identification, risk management and risk mitigation strategies.

Risk Assessment in Compensation Policies and Practices for Employees

The Compensation Committee reviewed the elements of our compensation policies and practices for all of our employees, including our named executive officers, to evaluate whether risks that may arise from such compensation policies and practices are reasonably likely to have a material adverse effect on our Company. The Compensation Committee has concluded that the following current features of our compensation programs guard against excessive risk-taking:

- compensation programs provide a balanced mix of short-term and longer-term incentives;
- base salaries are consistent with employees' duties and responsibilities;
- cash incentive awards are capped by the Compensation Committee;
- cash incentive awards are tied to corporate performance goals, as well as individual performance goals;
- vesting periods for equity awards encourage executives to focus on sustained stock price appreciation;
- our clawback policy provides our Board the ability to recoup any erroneously awarded performance-based compensation from executive officers on account of intentional misconduct; and
- our robust stock ownership guidelines for executive officers provide alignment with stockholder interests.

The Compensation Committee believes that, for all of our employees, including our named executive officers, our compensation programs do not lead to excessive risk-taking and instead encourage behavior that supports sustainable value creation. We believe that risks that may arise from our compensation policies and practices for our employees, including our named executive officers, are not reasonably likely to have a material adverse effect on our Company.

Section 16 Reporting Compliance

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires certain of our officers and our directors, and persons who own more than 10 percent of a registered class of our equity securities, to file reports of ownership and changes in ownership with the SEC. Officers, directors, and greater than 10 percent stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

Based solely on our review of copies of such forms received by us, we believe that during the year ended December 31, 2025, all filing requirements applicable to all of our officers, directors, and greater than 10% beneficial stockholders were timely complied with, except that one inadvertent late Form 4 was filed on behalf of Dr. Kropotova on April 1, 2025 with respect to one transaction.

Item 11. Executive Compensation.

The following is a discussion and analysis of compensation arrangements of the Company's named executive officers. This discussion may contain forward-looking statements that are based on the Company's current plans, considerations, expectations and determinations regarding future compensation programs. The actual compensation programs that the Company adopts may differ materially from the currently planned programs that are summarized in this discussion. As an "emerging growth company" as defined in the JOBS Act, we are not required to include a Compensation Discussion and Analysis section and have elected to comply with the scaled disclosure requirements applicable to emerging growth companies. Although emerging growth companies are only required to disclose compensation information for three named executive officers, we have voluntarily elected to provide disclosure for five named executive officers to enhance transparency for our stockholders.

Summary Executive Compensation Table

The following table sets forth information regarding the compensation awarded to, earned by or paid to our named executive officers for the fiscal years ended December 31, 2025 and 2024.

Name and Principal Position	Year	Salary ($)	Options Awards (1) ($)	Stock Awards (2) ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total ($)
Samuel J. Reich (3)	2025	525,000	8,588,160	—	315,000	6,462	9,434,622
Chief Executive Officer	2024	518,300	1,800,690	—	250,000	13,800	2,582,790
Eddie J. Sullivan, PhD. (4)	2025	485,000	5,367,600	—	247,500	14,000	6,114,100
President	2024	480,900	852,773	—	250,000	13,482	1,597,155
Alexandra Kropotova, MD (5)	2025	540,800	4,294,080	—	277,449	14,000	5,126,329
EVP, Chief Medical Officer	2024	540,100	554,050	—	236,250	13,800	1,344,200
Lucy To (6)	2025	475,000	2,147,040	—	207,572	1,462	2,831,074
EVP, Chief Financial Officer	2024	164,400	239,300	—	—	731	404,431
Christoph Bausch, PhD (7)	2025	425,000	1,073,520	—	170,000	14,000	1,682,520
EVP, Chief Operating Officer	2024	412,200	622,162	—	150,000	12,385	1,196,747

(1) Represents the aggregate grant date fair value of stock option awards granted in the respective fiscal year as computed in accordance with FASB ASC Topic 718, *Compensation — Stock Compensation*. The fair value of each stock option award is estimated on the date of grant using the Black-Scholes option valuation model. A discussion of the assumptions used in calculating the amounts in this column may be found in the Notes to our consolidated financial statements for the year ended December 31, 2025 set forth in this Annual Report. These amounts do not represent the actual amounts paid to or realized by the executives during the fiscal years presented.

(2) Represents the aggregate grant date fair value of restricted stock units granted in the respective fiscal year as computed in accordance with FASB ASC Topic 718, Compensation — Stock Compensation. Restricted stock units are valued at

market price of the Company's common stock at the closing price at the date of grant. These amounts do not represent the actual amounts paid to or realized by the executives during the fiscal years presented.

(3) We granted Mr. Reich a stock option to purchase up to 434,000 shares of our common stock at an exercise price of $5.17 per share, the closing price of our common stock on February 20, 2024. The shares subject to this stock option will vest as to 25% of the shares one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter. We granted Mr. Reich a stock option to purchase up to 35,700 shares of our common stock at an exercise price of $2.90 per share, the closing price of our common stock on July 15, 2024. The shares subject to this stock option will vest as to 25% of the shares one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter. On October 1, 2025, we granted Mr. Reich a stock option to purchase up to 4,800,000 shares of our common stock at an exercise price of $2.165 per share. The shares subject to this stock option will vest as to 25% of the shares one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter. "All Other Compensation" includes only employer matching contributions under our 401(k) plan.

(4) We granted Dr. Sullivan a stock option to purchase up to 190,000 shares of our common stock at an exercise price of $5.17 per share, the closing price of our common stock on February 20, 2024. The shares subject to this stock option vest 25% on the one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter. We granted Dr. Sullivan a stock option to purchase up to 4,447 shares of our common stock at an exercise price of $2.90 per share, the closing price of our common stock on July 15, 2024. The shares subject to this stock option vest 25% on the one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter. On October 1, 2025, we granted Dr. Sullivan a stock option to purchase up to 3,000,000 shares of our common stock at an exercise price of $2.165 per share. The shares subject to this stock option vest 25% on the one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter. We granted Dr. Sullivan a stock option to purchase up to 46,528 shares of our common stock at an exercise price of $5.40 per share on July 15, 2024. The shares subject to this stock option were fully vested as of the grant date. The exercise price and quantity were established to match the terms of a previously granted option for the same number of shares that was set to expire. "All Other Compensation" includes (a) $13,173 representing payment for a lease to occupy an apartment in Sioux Falls, South Dakota, and (b) $12,187 representing employer matching contributions under our 401(k) plan.

(5) We granted Dr. Kropotova a stock option to purchase up to 140,000 shares of our common stock at an exercise price of $5.17 per share, the closing price of our common stock on February 20, 2024. The shares subject to this stock option vest 25% on the one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter. On October 1, 2025, we granted Dr. Kropotova a stock option to purchase up to 2,400,000 shares of our common stock at an exercise price of $2.165 per share. The shares subject to this stock option vest 25% on the one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter. "All Other Compensation" includes only employer matching contributions under our 401(k) plan.

(6) Ms. To was appointed Chief Financial Officer of the Company on July 26, 2024 with a start date of August 12, 2024. We granted Ms. To a stock option to purchase up to 125,000 shares of our common stock at an exercise price of $2.35 per share, the closing price of our common stock on August 12, 2024. The shares subject to this stock option vest 25% on the one-year anniversary of Ms. To's commencement of service as Chief Financial Officer, and vest as to the remainder of the shares in 36 equal monthly installments thereafter. On October 1, 2025, we granted Ms. To a stock option to purchase up to 1,200,000 shares of our common stock at an exercise price of $2.165 per share. The shares subject to this stock option vest 25% on the one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter. "All Other Compensation" includes only employer matching contributions under our 401(k) plan.

(7) We granted Dr. Bausch a stock option to purchase up to 140,000 shares of our common stock at an exercise price of $5.17 per share, the closing price of our common stock on February 20, 2024. The shares subject to this stock option vest 25% on the one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter. We granted Dr. Bausch a stock option to purchase up to 29,249 shares of our common stock at an exercise price of $2.90 per share, the closing price of our common stock on July 15, 2024. The shares subject to this stock option vest 25% on the one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter. On October 1, 2025, we granted Dr. Bausch a stock option to purchase up to 600,000 shares of our common stock at an exercise price of $2.165 per share. The shares subject to this stock option vest 25% on the one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter. "All Other Compensation" includes only employer matching contributions under our 401(k) plan.

Outstanding Equity Awards at Fiscal 2025 Year-End

The following table sets forth information regarding outstanding equity awards held by our named executive officers as of December 31, 2025.

	Option Awards				Stock Awards	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) Exercisable	Market Value of Shares or Units of Stock That Have Not Vested ($)
Samuel J. Reich	35,000	—	111.70	11/16/2031	—	—
	700	—	17.80	3/15/2032	—	—
	42,656	9,844 [1]	7.11	9/12/2032	—	—
	36,093	16,407 [2]	5.35	3/13/2033	—	—
	198,916	235,084 [3]	5.17	2/20/2034	—	—
	12,643	23,057 [4]	2.90	7/15/2034	—	—
	—	4,800,000 [5]	2.17	10/1/2035	—	—
Eddie J. Sullivan, PhD.	2,326	—	26.90	4/26/2030	—	—
	2,121	—	17.80	3/15/2032	—	—
	2,843	657 [6]	7.11	9/12/2032	—	—
	36,093	16,407 [7]	5.35	3/13/2033	—	—
	87,083	102,917 [8]	5.17	2/20/2034	—	—
	46,528	—	5.40	7/15/2034	—	—
	1,575	2,872 [9]	2.90	7/15/2034	—	—
	—	3,000,000 [10]	2.17	10/1/2035	—	—
Alexandra Kropotova, MD	1,488	344 [11]	7.11	9/12/2032	—	—
	64,166	75,834 [12]	5.17	2/20/2034	—	—
	—	2,400,000 [13]	2.17	10/1/2035	—	—
					3,750 [14]	14,025
					8,588 [14]	32,119
Lucy To	41,666	83,334 [15]	2.35	8/12/2034	—	—
	—	1,200,000 [16]	2.17	10/1/2035	—	—
Christoph Bausch, PhD	10,468	—	10.70	3/12/2027	—	—
	8,142	—	10.70	3/12/2027	—	—
	6,979	—	10.70	3/12/2028	—	—
	1,163	—	26.90	4/26/2030	—	—
	2,497	—	17.80	3/15/2032	—	—
	22,333	5,154 [17]	7.11	9/12/2032	—	—
	18,906	8,594 [18]	5.35	3/13/2033	—	—
	64,166	75,834 [19]	5.17	2/20/2034	—	—
	10,359	18,890 [20]	2.90	7/15/2034	—	—
	—	600,000 [21]	2.17	10/1/2035	—	—

(1) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(2) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(3) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(4) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(5) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(6) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(7) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(8) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(9) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(10) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(11) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(12) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(13) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(14) Shares subject to these stock awards vest as to 25% of the RSU’s on the one-year anniversary of the grant date, and the remainder of the RSU’s in 36 equal monthly installments thereafter.

(15) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter.

(16) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of Ms. To’s commencement of service as Chief Financial Officer of the Registrant, and vest as to the remainder of the shares in 36 equal monthly installments thereafter

(17) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter

(18) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter

(19) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter

(20) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter

(21) The shares subject to this stock option award will vest as to 25% of the shares on one-year anniversary of the grant date, and vest as to the remainder of the shares in 36 equal monthly installments thereafter

Named Executive Officer Employment Arrangements

Below are descriptions of the current employment agreements with our named executive officers.

Samuel J. Reich

On November 17, 2021, we entered into an Executive Employment Agreement with Mr. Reich to serve as our Chairman of the Board of Directors. Effective January 30, 2024, Mr. Reich was appointed Chief Executive Officer of the Company. There were no changes to the terms of Mr. Reich's Executive Employment Agreement in connection with Mr. Reich's appointment as Chief Executive Officer of the Company. The agreement provides Mr. Reich an annual base salary of $525,000, and his eligibility to participate in the Company's benefit plans generally. The agreement also subjects Mr. Reich to standard nondisclosure, invention assignment, and arbitration provisions. If Mr. Reich's employment is terminated by the Company without Cause (as defined in the employment agreement) (other than for death or disability) or the term of his employment is not renewed, Mr. Reich will receive (i) a severance payment equal to one year of his then base salary, payable in a lump sum five business days after his release becomes final, (ii) the applicable accrued but unpaid annual bonus, if any, for the fiscal year ended prior to his date of termination, payable at the same time annual bonuses for such fiscal year are paid to other key executives of the Company, (iii) one hundred percent of his outstanding unvested equity awards as of the date of termination will be fully vested and exercisable, and (iv) reimbursement of the COBRA premiums, if any, for continuation coverage for Mr. Reich, his spouse and dependents under the Company's group health, dental and vision plans for a twelve month period from the date of termination.

Eddie J. Sullivan

On March 5, 2024, we entered into an Executive Employment Agreement with Dr. Sullivan to continue to serve as our President. The agreement provides Dr. Sullivan an annual base salary of $485,000, and his eligibility to participate in the Company's benefit plans generally. The agreement also subjects Dr. Sullivan to standard nondisclosure, invention assignment, and arbitration provisions. If Dr. Sullivan's employment is terminated by the Company without Cause (as defined in the employment agreement) (other than for death or disability) or the term of his employment is not renewed, Dr. Sullivan will receive: (i) a severance payment equal to one year of his then base salary, payable in a lump sum five business days after his release becomes final, (ii) the applicable accrued but unpaid annual bonus, if any, for the fiscal year ended prior to his date of termination, payable at the same time annual bonuses for such fiscal year are paid to other key executives of the Company, (iii) one hundred percent of his outstanding unvested equity awards as of the date of termination will be fully vested and exercisable, and (iv) reimbursement of the COBRA premiums, if any, for continuation coverage for Dr. Sullivan, his spouse and dependents under the Company's group health, dental and vision plans for a twelve month period from the date of termination.

Alexandra Kropotova

On May 20, 2022, we entered into an Executive Employment Agreement with Dr. Kropotova to serve as our Executive Vice President – Chief Medical Officer. The agreement provides Dr. Kropotova an annual base salary of $540,800, and her eligibility to participate in the Company's benefit plans generally. The agreement also subjects Dr. Kropotova to standard nondisclosure, invention assignment, and arbitration provisions. If Dr. Kropotova's employment is terminated by the Company without Cause (as defined in the employment agreement) (other than for death or disability) or the term of her employment is not renewed, Dr. Kropotova will receive: (i) a severance payment equal to one year of her then base salary, payable in a lump sum five business days after her release becomes final, (ii) the applicable accrued but unpaid annual bonus, if any, for the fiscal year ended prior to her date of termination, payable at the same time annual bonuses for such fiscal year are paid to other key executives of the Company, (iii) one hundred percent of her outstanding unvested equity awards as of the date of termination will be fully vested and exercisable, and (iv) reimbursement of the COBRA premiums, if any, for continuation coverage for Dr. Kropotova, her spouse and dependents under the Company's group health, dental and vision plans for a six month period from the date of termination.

Lucy To

On July 26, 2024, we entered into an Executive Employment Agreement with Ms. To to serve as our Executive Vice President – Chief Financial Officer. The agreement provides Ms. To (i) an annual base salary of $475,000; (ii) a one-time deferred signing bonus in the amount of $125,000, subject to certain conditions; (iii) eligibility to participate in the Company's annual discretionary bonus plan for executives, with the potential to earn a cash bonus of up to forty five (45%) percent of Ms. To's base salary; (iv) eligibility to participate in the Company's benefit plans; (v) reimbursement for reasonable out-of-pocket expenses; and (vi) options to acquire 125,000 shares of the Company's common stock, par value $0.0001 per share (the "Options") subject to a four-year vesting schedule with 25% of the Options vesting on the one-year anniversary date from Ms. To's start date, and the remaining 75% vesting on a monthly basis thereafter in thirty-six equal

installments. The Employment Agreement subjects Ms. To to standard restrictive covenants for agreements of its type, including non-competition and non-solicitation.

Christoph Bausch

On March 5, 2024, we entered into an Executive Employment Agreement with Dr. Bausch to continue to serve as our Chief Operating Officer. The agreement provides Dr. Bausch an annual base salary of $425,000, and his eligibility to participate in the Company's benefit plans generally. The agreement also subjects Dr. Bausch to standard nondisclosure, invention assignment, and arbitration provisions. If Dr. Bausch's employment is terminated by the Company without Cause (as defined in the employment agreement) (other than for death or disability) or the term of his employment is not renewed, Dr. Bausch will receive: (i) a severance payment equal to one year of his then base salary, payable in a lump sum five business days after his release becomes final, (ii) the applicable accrued but unpaid annual bonus, if any, for the fiscal year ended prior to his date of termination, payable at the same time annual bonuses for such fiscal year are paid to other key executives of the Company, (iii) one hundred percent of his outstanding unvested equity awards as of the date of termination will be fully vested and exercisable, and (iv) reimbursement of the COBRA premiums, if any, for continuation coverage for Dr. Bausch, his spouse and dependents under the Company's group health, dental and vision plans for a twelve month period from the date of termination.

Summary Director Compensation Table

The following table sets forth information regarding the compensation awarded to, earned by or paid to our non-employee directors for the fiscal year ended December 31, 2025.

Name	Fees Earned or Paid in Cash ($)	Option Awards (1) ($)	Stock Awards (2) ($)	Total ($)
David Link, MBA	36,000	453,255	—	489,255
Katie Ellias	37,000	453,255	—	490,255
William Polvino, MD	36,000	453,255	—	489,255
Scott Giberson	35,250	453,255	—	488,505
Erick Lucera	43,000	453,255	—	496,255
Andrew Moin	—	—	—	—
Jay Skyler, MD	34,000	453,255	—	487,255
David Zaccardelli, PharmD (3)	—	—	—	—
Rita Jain, MD (3)	—	—	—	—

(1) Represents the aggregate grant date fair value of stock option awards granted in the respective fiscal year as computed in accordance with FASB ASC Topic 718, *Compensation — Stock Compensation*. The fair value of each stock option award is estimated on the date of grant using the Black-Scholes option valuation model. A discussion of the assumptions used in calculating the amounts in this column may be found in the Notes to our audited consolidated financial statements for the year ended December 31, 2025 set forth in this Annual Report. These amounts do not represent the actual amounts paid to or realized by the executives during the fiscal years presented.

(2) Represents the aggregate grant date fair value of restricted stock units granted in the respective fiscal year as computed in accordance with FASB ASC Topic 718, Compensation — Stock Compensation. Restricted stock units are valued at market price of the Company's common stock at the closing price at the date of grant. These amounts do not represent the actual amounts paid to or realized by the executives during the fiscal years presented.

(3) Dr. Zaccardelli joined the board of directors in January 2026, and so received no compensation during the year ended December 31, 2025. On January 5, 2026, Mr. Zaccardelli received an inaugural option grant, exercisable for 240,000 shares of common stock. The option grant was made pursuant to the 2021 Plan. Shares underlying the option vest in three equal annual installments on January 5, 2027, January 5, 2028 and January 5, 2029.

(4) Dr. Jain joined the board of directors in January 2026, and so received no compensation during the year ended December 31, 2025. On January 5, 2026, Dr. Jain received an inaugural option grant, exercisable for 240,000 shares of common stock. The option grant was made pursuant to the 2021 Plan. Shares underlying the option vest in three equal annual installments on January 5, 2027, January 5, 2028 and January 5, 2029.

Narrative to Director Compensation Table

Our director compensation policy is intended to provide a total compensation package that enables us to attract and retain qualified and experienced individuals to serve as directors and to align our directors' interests with those of our stockholders.

Annual Cash Compensation

The annual retainers payable to non-employee directors for service on the Board and its committees are as follows, as of the date of this Annual Report: Independent directors receive $40 thousand for Board service. Additional retainers are paid for committee roles. The Chairperson or Lead Director receives an additional $25 thousand. The Audit Committee Chairperson receives $20 thousand, the Compensation Committee Chairperson receives $15 thousand, and the Nominating and Governance Committee Chairperson receives $10 thousand. Members of the Audit Committee receive $10 thousand, members of the Compensation Committee receive $8 thousand, and members of the Nominating and Governance Committee receive $5 thousand.

Inaugural Equity Grants

Each non-employee director who joins the board receives an initial equity award of an option to purchase 240 thousand shares of our common stock, which vests over a three-year period in three equal annual installments beginning on the first anniversary of the date of grant.

Annual Equity Grants

Each non-employee director receives an annual equity award of an option to purchase 150 thousand shares of our common stock, which vests over a two-year period in two equal annual installments beginning on the first anniversary of the date of grant.

Indemnification Agreements

We have entered into indemnification agreements with each of our directors and executive officers. For more information, see "Certain Relationships and Related Transactions, and Director Independence - Indemnification Agreements."

Equity Grant Policy and Procedures

The Company's grants stock options and other similar awards in the ordinary course of business in connection with our annual compensation program, hiring new employees, and in recognition of the retention or promotion of employees from time to time, as well as awards to members of the Board. The Company does not grant stock options or similar awards in anticipation of the release of material nonpublic information, such as a significant positive or negative earnings announcement, and does not time the public release of such information based on stock option grant dates.

Under the Company's current practices, executive officers do not choose or have influence over the grant date for their individual stock option grants. Stock option grants to the Company's executive officers if issued during a fiscal year, are approved at a meeting of the Company's Compensation Committee, and the grants are generally effective immediately after the meeting on which the grants are eligible to be made under our grant policies discussed above. Stock option grants to the Company's Board members are generally approved annually at meetings of the Compensation Committee and the Board, held after the Company's Annual General Meeting of Stockholders each year, and are generally effective immediately after the meeting on which the grants are eligible to be made under our grant policies discussed above.

Potential Payments upon Termination or Change in Control

The table below reflects, as applicable, amounts payable to our current named executive officers in connection with a termination by the Company without cause, by the executive for good reason, or upon non-renewal by the Company in the event of a change in control. For purposes of our agreements with our named executive officers, "cause" means, in the judgement of the Company: (i) executive engages in any act or omission which is in bad faith and to the detriment of the Company; (ii) executive willfully and materially violates any of the Company's then-current policies and procedures; (iii) executive's willful failure to perform his or her duties under the employment agreement; (iv) executive exhibits unfitness for service, dishonesty, habitual neglect, persistent and serious deficiencies in performance, or incompetence; (v) executive is convicted of, or there is an entry of guilty (or a nolo contender) plea by executive to, a crime (other than a minor traffic violation); (vi) executive materially breaches provision of the agreement related to nondisclosure, assignment of inventions and/or non-solicitation; or (vii) executive refuses or fails to act on any reasonable or lawful directive or order from the Board or executive's supervisor.

A summary of the potential payments that each of our current named executive officers would have received upon the occurrence of these events, assuming that each triggering event occurred on December 31, 2025, is set forth below.

Triggering Event	Cash Severance ($)	Accelerated Equity Awards (1) ($)	Bonus (2) ($)	Continued Health (3) ($)	Total ($)
Samuel J. Reich					
Termination of Employment Without Cause/Resignation for Good Reason Apart from a Change in Control	525,000	7,975,128	315,000	30,612	8,845,740
Termination of Employment Without Cause/Resignation for Good Reason in Connection with a Change in Control	525,000	7,975,128	315,000	30,612	8,845,740
Eddie J. Sullivan, PhD.					
Termination of Employment Without Cause/Resignation for Good Reason Apart from a Change in Control	485,000	5,019,056	243,000	19,059	5,766,115
Termination of Employment Without Cause/Resignation for Good Reason in Connection with a Change in Control	485,000	5,019,056	243,000	19,059	5,766,115
Alexandra Kropotova, MD					
Termination of Employment Without Cause/Resignation for Good Reason Apart from a Change in Control	540,750	3,967,865	243,000	18,925	4,770,540
Termination of Employment Without Cause/Resignation for Good Reason in Connection with a Change in Control	540,750	3,967,865	243,000	18,925	4,770,540
Lucy To					
Termination of Employment Without Cause/Resignation for Good Reason Apart from a Change in Control	475,000	1,890,000	214,000	9,098	2,588,098
Termination of Employment Without Cause/Resignation for Good Reason in Connection with a Change in Control	475,000	1,890,000	214,000	9,098	2,588,098
Christoph Bausch, PhD					
Termination of Employment Without Cause/Resignation for Good Reason Apart from a Change in Control	425,000	1,114,541	170,000	35,830	1,745,371
Termination of Employment Without Cause/Resignation for Good Reason in Connection with a Change in Control	425,000	1,114,541	170,000	35,830	1,745,371

(1) The values are based on the fair market value of our common stock of $3.74 on December 31, 2025. In the case of unvested options, the value represents the excess of fair market value over the exercise price of the unvested options, multiplied by the number of shares of common stock underlying such unvested options. In the case of unvested RSU's, the value represents the number of shares of common stock underlying the unvested RSU awards that would vest on an accelerated basis, multiplied by the fair market value described above.

(2) Represents accrued but unpaid annual bonus, if any, for the fiscal year ended prior to the date of termination and 100% of the executives target bonus effect for the fiscal year in which the executive is terminated, prorated based on the actual amount of time the executive is employed by the Company.

(3) Continued health payment represents 12 months of COBRA coverage.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth information regarding the beneficial ownership of our common stock as of March 2, 2026, by:

- each person known to be the beneficial owner of more than 5% of our outstanding common stock;
- each of our executive officers and directors; and
- all of our executive officers and directors as a group.

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security. Under those rules, beneficial ownership includes securities that the individual or entity has the right to acquire, such as through the exercise of stock options, within 60 days. Shares subject to options that are currently exercisable or exercisable within 60 days are considered outstanding and beneficially owned by the person holding such options for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the Company believes that the persons and entities named in the table below have sole voting and investment power with respect to all shares shown as beneficially owned by them. Unless otherwise noted, the business address of each of the directors and executive officers of the Company is 777 W 41st St, Suite 401, Miami Beach, Florida 33140.

The percentage of beneficial ownership of the Company is calculated based on 50,951,037 shares of common stock outstanding as of March 2, 2026. Shares of common stock subject to warrants, options or rights currently exercisable, or exercisable within 60 days of March 2, 2026 are counted as beneficially owned.

Shares Beneficially Owned [1]

Beneficial Owner	Common Stock	Percent	Series A-2 Preferred Stock	Percent	Series B Preferred Stock	Percent	Percent of Total Voting Power
Executive Officers and Directors							
Eddie J. Sullivan, PhD [2]	722,669	1.41 %	—	* %	—	* %	* %
Samuel J. Reich [3]	451,565	* %	—	* %	—	* %	* %
William Polvino, MD [4]	30,937	* %	—	* %	—	* %	* %
David Link, MBA [5]	35,046	* %	—	* %	—	* %	* %
Scott Giberson [6]	12,500	* %	—	* %	—	* %	* %
Erick Lucera [7]	12,500	* %	—	* %	—	* %	* %
Andrew Moin [8]	2,198,457	4.31 %	28,380	100 %	211,100	34.48 %	23.84 %
Katie Ellias [9]	21,666	* %	—	* %	—	* %	* %
Jay S. Skyler, M.D., MACP, FRCP [10]	21,666	* %	—	* %	—	* %	* %
Rita Jain, MD	—	* %	—	* %	—	* %	* %
David Zaccardelli, PharmD	—	* %	—	* %	—	* %	* %
Alexandra Kropotova, MD [11]	115,411	* %	—	* %	—	* %	* %
Lucy To [12]	52,083	* %	—	* %	—	* %	* %
Christoph Bausch, PhD [13]	163,699	* %	—	* %	—	* %	* %
All Directors and Executive Officers as a Group (14)	**3,838,199**	**7.39 %**	**28,380**	**100.00 %**	**211,100**	**34.48 %**	**25.03 %**
Other 5% Stockholders							
RA Capital Healthcare Fund, L.P. [14]	4,401,500	8.64 %	—	* %	127,385	20.81 %	9.99% %
Perceptive Advisors LLC [15]	3,471,861	6.81 %	—	* %	—	* %	* %
Entities Affiliated with BVF Partners [16]	—	* %	—	* %	—	* %	* %
Entities Managed by RTW Investments, LP [17]	—	* %	—	* %	—	* %	* %

* Represents beneficial ownership of less than one percent (1%).

(1) Except as indicated in these footnotes: (i) each person named in this table has sole voting and investment power with respect to all shares of Common Stock and Series A Preferred Stock beneficially owned by such person; (ii) the number of shares beneficially owned by each person includes any restricted shares of Common Stock, shares of Common Stock that may be acquired through the exercise of options and warrants that such person has the right to acquire as of, or within 60 days of March 2, 2026, and after giving effect to any applicable limitations on beneficial ownership described in the footnotes below; and (iii) the beneficial ownership percentages shown above are based on a total of 116,671,661 eligible voting shares outstanding as of March 2, 2026, being comprised of (a) 50,951,037 shares of Common Stock, (b) 4,504,824 shares of Common Stock assuming conversion of 28,380 shares of Series A-2 Preferred Stock, par value $0.0001 per share (the “Series A-2 Preferred Stock”), and (c) 61,215,800 shares of common stock assuming conversion of 612,158 shares of Series B Preferred stock, par value $0.0001 per share (the “Series B Preferred Stock”).

(2) Consists of (i) 523,230 shares of common stock held by Dr. Sullivan; and (ii) 199,439 shares of common stock underlying stock options held by Dr. Sullivan exercisable within 60 days of March 2, 2026.

(3) Consists of (i) 21,800 shares of common stock held by Mr. Reich; (ii) 100 shares of common stock held jointly by Mr. Reich and Mr. Reich's spouse; (iii) 54,769 of shares of common stock held by Big Cypress Holdings, LLC that are subject to vesting during a period of up to five years after October 22, 2021, which is the Business Combination Closing Date; (iv) 996 shares of common stock underlying warrants that are currently exercisable; and (v) 373,900 shares of common stock underlying stock options held by Mr. Reich exercisable within 60 days of March 2, 2026. Mr. Reich is a managing member with voting and dispositive power over shares of Big Cypress Holdings, LLC and is deemed to have beneficial ownership of the shares held by Big Cypress Holdings, LLC. Mr. Reich disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, directly or indirectly.

(4) Consists of 30,937 shares of common stock underlying stock options held by Dr. Polvino exercisable within 60 days of March 2, 2026.

(5) Consists of (i) 5,731 shares of common stock held by Mr. Link; (ii) 1,209 of shares of common stock held by Iron Horse Investments, LLC; (iii) 4,149 shares of common stock underlying warrants that are currently exercisable; and (iv) 23,957 shares of common stock underlying stock options held by Mr. Link exercisable within 60 days of March 2, 2026. Mr. Link is a control person with voting and dispositive power over shares of Iron Horse Investments, LLC and is deemed to have beneficial ownership of the shares held by Iron Horse Investments, LLC. Mr. Link disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, directly or indirectly.

(6) Consists of 12,500 shares of common stock underlying stock options held by Mr. Giberson exercisable within 60 days of March 2, 2026.

(7) Consists of 12,500 shares of common stock underlying stock options held by Mr. Lucera exercisable within 60 days of March 2, 2026.

(8) Andrew Moin, an Analyst and Partner with Sessa Capital, is a member of the board of directors of the Company. Sessa Capital (Master), L.P. and its affiliates beneficially own the securities listed in the table above, and Mr. Moin disclaims beneficial ownership of such securities. Sessa is subject to a 4.99% blocker.

(9) Consists of 21,666 shares of common stock underlying stock options held by Ms. Ellias exercisable within 60 days of March 2, 2026.

(10) Consists of 21,666 shares of common stock underlying stock options held by Dr. Skyler exercisable within 60 days of March 2, 2026.

(11) Consists of (i) 31,946 shares of common stock held by Dr. Kropotova; (ii) 77,474 shares of common stock underlying stock options exercisable within 60 days of March 2, 2026; (iii) and 5,991 shares of common stock underlying restricted stock units that will vest within 60 days of March 2, 2026.

(12) Consists of 52,083 shares of common stock underlying stock options held by Ms. To exercisable within 60 days of March 2, 2026.

(13) Consists of 163,699 shares of common stock underlying stock options held by Mr. Bausch exercisable within 60 days of March 2, 2026.

(14) Represents an aggregate of (i) 4,401,500 shares of Common Stock and (ii) 127,385 shares of the Company's Series B Preferred Stock which are convertible into an aggregate of 12,738,500 shares of Common Stock held by RA Capital Healthcare Fund, L.P. ("RACHF") RACHF is subject to a 9.99% blocker on all shares of Series B Preferred Stock and Warrants held by RACHF. RA Capital Management, L.P. is the investment manager for RACHF. The general partner of RA Capital Management, L.P. is RA Capital Management GP, LLC, of which Peter Kolchinsky and Rajeev Shah are the managing members. Each of RA Capital Management, L.P., RA Capital Management GP, LLC, Mr. Kolchinsky and Mr. Shah may be deemed to have voting and investment power over the securities held by RACHF. RA Capital Management, L.P., RA Capital Management GP, LLC, Mr. Kolchinsky and Mr. Shah disclaim beneficial ownership of such securities except to the extent of any pecuniary interest therein. The principal business address of the persons and entities listed above is 200 Berkeley Street, 18th Floor, Boston, MA 02116.

(15) Based solely on a Schedule 13G/A filed with the SEC. Represents an aggregate of 3,471,861 shares of Common Stock directly held by Perceptive Life Sciences Master Fund, Ltd. ("Master Fund"). Perceptive Advisors LLC ("Perceptive Advisors"), as the investment manager to the Master Fund, may be deemed to beneficially own the securities held by the Master Fund. Joseph Edelman, as the managing member of Perceptive Advisors, may be deemed to beneficially own the securities held by the Master Fund. The address of the principal business office of each of the reporting persons is 51 Astor Place, 10th Floor, New York, NY 10003.

(16) Based solely on a Schedule 13G/A filed with the SEC on February 17, 2026. Represents an aggregate of 4,761,902 shares of Common Stock issuable upon conversion of shares of Series A-3 Preferred Stock underlying 30,000 Tranche C Warrants, subject to a 9.99% beneficial ownership limitation. The underlying shares are held by Biotechnology Value Fund, L.P. ("BVF"), Biotechnology Value Fund II, L.P. ("BVF2"), and Trading Fund OS, with additional shares held in a Partners managed account. BVF GP, BVF2 GP, and Partners OS serve as general partners to BVF, BVF2, and Trading Fund OS, respectively. BVF Group Holdings, LLC ("BVF GPH") is the sole member of BVF GP and BVF2 GP. BVF Partners L.P. ("Partners") serves as the investment manager of BVF, BVF2, Trading Fund OS, and the Partners managed account. BVF Inc., as the general partner of Partners, and Mark N. Lampert, as a director and officer of BVF Inc., may each be deemed to beneficially own the securities held by these entities. Each reporting person disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein. The address of the business office of each of the reporting persons is 40 10th Avenue, Floor 7, New York, New York 10014.

(17) Based solely on a Schedule 13G filed with the SEC on February 17, 2026. Represents an aggregate of 1,587,300 shares of Common Stock issuable upon conversion of Series A-3 Preferred Stock underlying 10,000 Tranche C Warrants held by the RTW Funds. RTW Investments, LP ("RTW Investments") serves as the investment adviser to the RTW Funds and may be deemed to beneficially own the securities held by the RTW Funds. Roderick Wong, M.D., as Managing Partner and Chief Investment Officer of RTW Investments, may also be deemed to beneficially own the securities held by the RTW Funds. Each reporting person disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein. The address of the business office of each of the reporting persons is 40 10th Avenue, Floor 7, New York, New York 10014.

Equity Compensation Plan Information

We currently maintain the following equity compensation plans that provide for the issuance of shares of our common stock to our officers and other employees, directors and consultants, each of which has been approved by our stockholders: the SAB Biotherapeutics 2021 Omnibus Equity Incentive Plan (as amended, the "2021 Plan"); and the SAB Biotherapeutics 2021 Employee Stock Purchase Plan (the "ESPP"). We also maintain the SAB Biotherapeutics 2014 Incentive Plan (the "2014 Plan"), which was not approved by our securityholders and was in place prior to us becoming a public company.

The following table presents information as of December 31, 2025 with respect to compensation plans under which shares of our common stock may be issued:

	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options and Awards	(b) Weighted-average exercise price of outstanding securities ($)	(c) Number of securities remaining available for future issuance under equity compensation plans (1)
Equity compensation plans approved by security holders (2)	20,699,594	$ 2.81	11,280,624
Equity compensation plans not approved by security holders (3)	202,817	$ 15.14	525,833
Total	20,902,411	$ 2.93	11,806,457

(1) Excluding securities reflected in column (a).

(2) Consists of our 2021 Plan and our ESPP.

(3) Consists of our 2014 Plan.

In accordance with the terms of the 2021 Plan, the Board shall have the sole authority and discretion, on an annual basis, to increase the number of shares available for issuance under the 2021 Plan by up to five percent (5%) of the total number of shares of common stock issued and outstanding on a fully-diluted basis as of the end of the Company's immediately preceding fiscal year (or such lesser number of shares, including no shares, determined by the Board in its sole discretion).

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Other than as described below, there were no transactions since January 1, 2025 to which we have been a party, in which the amount involved in the transaction exceeded the lesser of (i) $120 thousand and (ii) 1% of the average of the Company's total assets at year-end for the last two completed fiscal years, and in which any of our directors, executive officers or, to our

knowledge, beneficial owners of more than 5% of our capital stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest, other than equity and other compensation, termination, change in control and other arrangements, which are described under "*Executive Compensation*."

Indemnification Agreements

We have entered into indemnification agreements with each of our directors and executive officers. Each indemnification agreement provides for indemnification and advancements by us of certain expenses and costs relating to claims, suits or proceedings arising from his or her service to us or, at our request, service to other entities, as officers or directors to the maximum extent permitted by applicable law.

Policies and Procedures for Transactions with Related Parties

The Company has adopted a written Related Party Transaction Policy that set forth its procedures for the identification, review, consideration and approval or ratification of related person transactions. A related person includes directors, executive officers, beneficial owners of 5% or more of any class of the Company's voting securities, immediate family members of any of the foregoing persons, and any entities in which any of the foregoing is an executive officer or is an owner of 5% or more ownership interest. Under the Related Party Transaction Policy, if a transaction involving an amount in excess of $120,000 has been identified as a related person transaction, including any transaction that was not a related person transaction when originally consummated or any transaction that was not initially identified as a related person transaction prior to consummation, information regarding the related person transaction must be reviewed and approved by the Company's audit committee.

In considering related person transactions, the Company's audit committee will take into account the relevant available facts and circumstances including, but not limited to:

- the related person's interest in the related person transaction;
- the approximate dollar value of the amount involved in the related person transaction;
- the approximate dollar value of the amount of the related person's interest in the transaction without regard to the amount of any profit or loss;
- whether the transaction was undertaken in the ordinary course of business of the Company;
- whether the transaction with the related person is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to the Company of, the transaction; and
- any other information regarding the related person transaction or the related person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

The Related Party Transaction Policy requires that, in determining whether to approve, ratify or reject a related person transaction, the audit committee must review all relevant information available to it about such transaction, and that it may approve or ratify the related person transaction only if it determines that, under all of the circumstances, the transaction is in, or is not inconsistent with, the best interests of the Company.

Item 14. Principal Accounting Fees and Services.

The following table represents aggregate fees billed to the Company for the fiscal year ended December 31, 2025 by EisnerAmper LLP ("EisnerAmper"), the Company's independent registered public accounting firm.

(US Dollars)	**2025**	**2024**
Audit fees	$ 425,250	$ 316,650
Audit-related fees	—	—
Tax fees	—	—
All other fees	—	—
Total	$ 425,250	$ 316,650

Audit fees for the fiscal years ended December 31, 2025 rendered by EisnerAmper relate to professional services rendered for the audit of our financial statements, quarterly reviews, issuance of consents, and review of documents filed with the SEC.

Pre-Approval Policies and Procedures

The Audit Committee has adopted a policy that sets forth the procedures and conditions pursuant to which audit and non-audit services proposed to be performed by the independent auditor may be pre-approved. The policy generally provides that we will not engage our independent registered public accounting firm (EisnerAmper) to render any audit, audit-related, tax or permissible non-audit service unless the service is either (i) explicitly approved by the Audit Committee ("specific pre-approval") or (ii) entered into pursuant to the pre-approval policies and procedures described in the policy ("general pre-approval"). Unless a type of service to be provided by our independent registered public accounting firm has received general pre-approval under the policy, it requires specific pre-approval by the Audit Committee or by a designated member of the Audit Committee to whom the committee has delegated the authority to grant pre-approvals. Any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval. For both types of pre-approval, the Audit Committee will consider whether such services are consistent with the SEC's rules on auditor independence.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(1) For a list of the financial statements included herein, see Index to the Consolidated Financial Statements on page F-1 of this Annual Report, incorporated into this Item by reference.

(2) Financial statement schedules have been omitted because they are either not required or not applicable or the information is included in the consolidated financial statements or the notes thereto.

(3) Exhibits:

Exhibit Number	Description	Schedule/ Form	File No.	Exhibit	Filing Date
1.1***	Sales Agreement, dated December 29, 2025, by and between SAB Biotherapeutics, Inc. and UBS Securities LLC	S-3	333-292482	1.1	December 29, 2025
2.1+	Agreement and Plan of Merger, dated as of June 21, 2021, by and among Big Cypress Acquisition Corp., Big Cypress Merger Sub Inc, SAB Biotherapeutics, Inc., and Shareholder Representative Services LLC as the Stockholders' Representative	8-K	001-39871	2.1+	October 28, 2021
2.2+	First Amendment to Agreement and Plan of Merger, dated August 12, 2021, by and among Big Cypress Acquisition Corp. and SAB Biotherapeutics, Inc.	8-K	001-39871	2.2	October 28, 2021
3.1	Amended and Restated Certificate of Incorporation.	8-K	001-39871	3.1	October 28, 2021
3.2	Amended and Restated Bylaws.	8-K	001-39871	3.2	October 28, 2021
3.3	Certificate of Designation of Preferences, Rights and Limitations of the Series A Convertible Voting Preferred Stock	8-K	001-39871	3.1	October 2, 2023
3.4	Certificate of Amendment to the Amended and Restated Certificate of Incorporation	8-K	001-39871	3.1	November 22, 2023
3.5	Certificate of Amendment to the Certificate of Incorporation, as amended and restated, dated January 2, 2024	8-K	001-39871	3.1	January 3, 2024
3.6	Certificate of Designations of Preferences, Rights and Limitations of the Series B Convertible Non-Voting Preferred Stock	8-K	001-39871	3.1	July 21, 2025
4.1	Specimen common stock Certificate of Registrant.	S-1/A	333-258869	4.2	January 4, 2021
4.2	Specimen Warrant Certificate of Registrant (incorporated by reference to Exhibit 4.3 of Form S-1/A.)	S-1/A	333-258869	4.3	January 4, 2021
4.3	Form of Warrant Agreement between Registrant and Continental Stock Transfer & Trust Company.	S-1/A	333-258869	4.4	January 4, 2021
4.4	Form Warrant	10-Q	001-39871	4.1	May 15, 2023
4.5	Description of Registrant's Securities	10-K	001-39871	4.5	March 29, 2024
4.6	Form of Preferred Tranche A Warrant	8-K	001-39871	4.1	October 2, 2023
4.7	Form of Preferred Tranche B Warrant	8-K	001-39871	4.2	October 2, 2023
4.8	Form of Preferred Tranche C Warrant	8-K	001-39871	4.3	October 2, 2023
4.9	Form of Preferred Warrant	8-K	001-39871	4.1	July 21, 2025
4.10	Form of Preferred Warrant	8-K	001-39871	4.2	July 21, 2025
10.1	Amended and Restated Registration Rights Agreement.	8-K	001-39871	10.1	October 28, 2021

10.2¥	Employment Agreement, dated March 1, 2021, by and between SAB Biotherapeutics, Inc. and Eddie J. Sullivan.	8-K	001-39871	10.2¥	October 28, 2021
10.3¥	Executive Employment Agreement, dated November 17, 2021, by and between SAB Biotherapeutics, Inc. and Samuel J. Reich	8-K	001-39871	10.1	November 19, 2021
10.4	Form of Indemnification Agreement.	10-K	001-39871	10.4	March 31, 2025
10.5¥	SAB Biotherapeutics, Inc. 2021 Omnibus Equity Incentive Plan.	8-K	001-39871	10.7	October 28, 2021
10.6¥	2021 Omnibus Equity Incentive Plan, as amended	8-K	001-39871	10.5	September 26, 2025
10.7	Form of Securities Subscription Agreement, dated November 12, 2020, between BCYP and Big Cypress Holdings LLC.	S-4	333-258869	10.3	September 22, 2021
10.8	Securities Purchase Agreement, dated December 7, 2020, between BCYP and Ladenburg Thalmann & Co. Inc. and certain of its employees.	S-4	333-258869	10.4	September 22, 2021
10.9	Placement Unit Subscription Agreement dated January 11, 2021 between the Company and Big Cypress Holdings LLC.	S-4	333-258869	10.5	September 22, 2021
10.10	BCYP Stockholders Support Agreement.	S-4	333-258869	10.7	September 22, 2021
10.11	SAB Stockholders Support Agreement.	S-4	333-258869	10.8	September 22, 2021
10.12¥	Executive Employment Agreement, dated May 20, 2022, by and between SAB Biotherapeutics, Inc. and Alexandra Kropotova	10-K	001-39871	10.5	April 14, 2023
10.13	Third Amendment to Amended and Restated Lease Agreement	10-K	001-39871	10.14	April 14, 2023
10.14	Fourth Amendment to Amended and Restated Lease Agreement	8-K	001-39871	10.1	October 13, 2022
10.15+	Manufacturing Option Agreement, dated October 26, 2022	8-K	001-39871	10.1	November 1, 2022
10.16+	Right of First Refusal Agreement, dated October 26, 2022	8-K	001-39871	10.2	November 1, 2022
10.17	Securities Purchase Agreement dated December 6, 2022, by and between the Company and the purchasers thereto	8-K	001-39871	10.1	December 12, 2022
10.18	Form of Securities Purchase Agreement, dated September 29, 2023 by and among SAB Biotherapeutics, Inc. and the purchasers named therein	8-K	001-39871	10.1	October 2, 2023
10.19¥	Legacy SAB Biotherapeutics, Inc. 2014 Equity Incentive Plan	S-8	333-277314	99.2	February 23, 2024
10.20¥	Executive Employment Agreement between SAB Biotherapeutics, Inc. and Eddie J. Sullivan, dated March 5, 2024	8-K	001-39871	10.1	March 8, 2024
10.21¥	Executive Employment Agreement between SAB Biotherapeutics, Inc. and Christoph Bausch, dated March 5, 2024	8-K	001-39871	10.2	March 8, 2024
10.22¥	Employment Agreement between SAB Biotherapeutics, Inc. and Mark Conley dated November 6, 2023	8-K	001-39871	10.1	May 31, 2024
10.23¥	Employment Agreement between SAB Biotherapeutics, Inc. and Lucy To dated July 26, 2024	8-K	001-39871	10.1	July 31, 2024
10.24***	Lease Agreement between SAB Biotherapeutics, Inc. and Sanford Health, dated February 1, 2025	8-K	001-39871	10.1	February 5, 2025
10.25	Form of Securities Purchase Agreement, dated July 21, 2025 by and among SAB Biotherapeutics, Inc. and the purchasers named therein	8-K	001-39871	10.1	July 21, 2025

10.26	Form of Registration Rights Agreement, dated July 21, 2025 by and among SAB Biotherapeutics, Inc. and the holders named therein	8-K	001-39871	10.2	July 21, 2025
10.27	Form of Support Agreement, dated July 21, 2025 by and among SAB Biotherapeutics, Inc. and the holders named therein	8-K	001-39871	10.3	July 21, 2025
10.28	Letter Agreement, dated July 21, 2025 by and between SAB Biotherapeutics, Inc. and RA Capital Healthcare Fund, L.P.	8-K	001-39871	10.4	July 21, 2025
19.1	Insider Trading Policy	10-K	001-39871	19.1	March 31, 2025
21.1*	List of Subsidiaries				
23.1*	Consent of EisnerAmper LLP				
24.1*	Power of Attorney (included on a signature page of the initial filing of this Annual Report)				
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
97.1	SAB Biotherapeutics, Inc. Clawback Policy	10-K	001-39871	97.1	March 29, 2024
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.				
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents				
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)				

* Filed herewith.

** The certifications attached as Exhibits 32.1 and 32.2 that accompany this Annual Report are not deemed filed with the SEC and are not to be incorporated by reference into any filing of SAB Biotherapeutics, Inc. under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date of this Annual Report, irrespective of any general incorporation language contained in such filing.

*** Confidential treatment has been granted or requested with respect to portions of this exhibit.
+ Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.
¥ Denotes management contract or any compensatory plan, contract or arrangement.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized**.**

SAB BIOTHERAPEUTICS, INC.

Date: March 9, 2026

By: */s/ Samuel J. Reich*
Samuel J. Reich
Chief Executive Officer

The undersigned officers and directors of SAB Biotherapeutics, Inc., hereby severally constitute and appoint Samuel J. Reich and Lucy To, and each of them individually, with full power of substitution and resubstitution, as their true and lawful attorneys and agents, to do any and all acts and things in their name and behalf in their capacities as directors and officers and to execute any and all instruments for them and in their names in the capacities indicated below, which said attorneys and agents, may deem necessary or advisable to enable said corporation to comply with the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Annual Report, including specifically but without limitation, power and authority to sign for them or any of them in their names in the capacities indicated below, any and all amendments hereto, and they do hereby ratify and confirm all that said attorneys and agents, or either of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Name	Title	Date
/s/ Samuel J. Reich **Samuel J. Reich**	Chief Executive Officer and Director (Principal Executive Officer)	March 9, 2026
/s/ Lucy To **Lucy To**	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 9, 2026
/s/ Eddie J. Sullivan, PhD **Eddie J. Sullivan, PhD**	President and Director	March 9, 2026
/s/ David Zaccardelli, Pharm D. **David Zaccardelli, Pharm D.**	Chairman of the Board	March 9, 2026
/s/ Katie Ellias **Katie Ellias**	Director	March 9, 2026
/s/ Scott Giberson, RPh, MPH, D.Sc. **Scott Giberson, RPh, MPH, D.Sc.**	Director	March 9, 2026
/s/ Rita Jain, MD **Rita Jain, MD**	Director	March 9, 2026
/s/ David Link, MBA **David Link, MBA**	Director	March 9, 2026
/s/ Erick Lucera **Erick Lucera**	Director	March 9, 2026
/s/ Andrew Moin **Andrew Moin**	Director	March 9, 2026
/s/ William Polvino, MD **William Polvino, MD**	Director	March 9, 2026
/s/ Jay Skyler, MD **Jay Skyler, MD**	Director	March 9, 2026

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

SAB Biotherapeutics, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of SAB Biotherapeutics, Inc. and Subsidiaries (the "Company") as of December 31, 2025 and 2024, and the related consolidated statements of operations and comprehensive income (loss), changes in stockholders' equity, and cash flows for each of the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2025 and 2024, and the consolidated results of their operations and their cash flows for each of the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ EisnerAmper LLP

We have served as the Company's auditor since 2023.

EISNERAMPER LLP
Iselin, New Jersey

March 9, 2026

SAB Biotherapeutics, Inc. and Subsidiaries
Consolidated Balance Sheets

	December 31, 2025	December 31, 2024
Assets		
Current assets		
Cash and cash equivalents	$ 10,502,680	$ 8,897,966
Short-term investments	86,089,779	11,862,746
Accrued interest receivable	946,781	54,955
Prepaid expenses and other current assets	3,513,384	2,976,562
Total current assets	101,052,624	23,792,229
Deferred issuance cost	150,145	261,105
Long-term prepaid assets	5,309,345	220,997
Long-term investments	46,892,882	—
Operating lease right-of-use assets	2,603,059	970,294
Financing lease right-of-use assets	3,496,012	3,582,835
Property, plant and equipment, net	13,305,902	15,368,009
Total assets	**$ 172,809,969**	**$ 44,195,469**
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 3,145,805	$ 1,694,722
Notes payable	—	275,849
Accrued expenses and other current liabilities	6,583,996	5,473,036
Operating lease liabilities, current portion	797,402	393,430
Finance lease liabilities, current portion	153,967	142,563
Total current liabilities	10,681,170	7,979,600
Operating lease liabilities, noncurrent	1,877,360	581,148
Finance lease liabilities, noncurrent	3,121,952	3,275,919
Warrant liabilities	5,635,112	6,389,226
Total liabilities	21,315,594	18,225,893
Commitments and contingencies (Note 18)		
Stockholders' equity		
Series A Preferred stock; $0.0001 par value; 10,000,000 shares authorized, 28,380 and 42,019 shares issued and outstanding at December 31, 2025 and December 31, 2024, respectively	3	5
Series B Preferred stock; $0.0001 par value; 2,928,570 shares authorized, 638,558 shares issued and outstanding at December 31, 2025 and 0 shares issued and outstanding as of December 31, 2024	64	—
Common stock; $0.0001 par value; 800,000,000 shares authorized at December 31, 2025 and December 31, 2024; 47,664,564 and 9,343,533 shares issued at December 31, 2025 and December 31, 2024, respectively, and 47,609,899 and 9,288,868 outstanding at December 31, 2025 and December 31, 2024, respectively	4,766	935
Treasury stock, at cost; 54,665 shares held at December 31, 2025 and December 31, 2024, respectively	(5,521,246)	(5,521,246)
Additional paid-in capital	267,719,445	155,794,142
Accumulated other comprehensive income (loss)	186,510	(135,410)
Accumulated deficit	(110,895,167)	(124,168,850)
Total stockholders' equity	151,494,375	25,969,576
Total liabilities and stockholders' equity	**$ 172,809,969**	**$ 44,195,469**

See accompanying notes to the consolidated financial statements.

SAB Biotherapeutics, Inc. and Subsidiaries
Consolidated Statements of Operations and Comprehensive Income (Loss)

	For The Year Ended December 31,	
	2025	**2024**
Revenue		
Grant revenue	$ —	$ 1,322,410
Total revenue	—	1,322,410
Operating expenses		
Research and development	34,352,332	30,251,667
General and administrative	14,601,031	13,981,263
Total operating expenses	48,953,363	44,232,930
Loss from operations	(48,953,363)	(42,910,520)
Other income (expense)		
Changes in fair value of warrant liabilities	62,754,186	5,385,009
Interest expense	(240,664)	(318,401)
Interest income	1,432,032	1,285,998
Other income	3,133,784	2,452,605
Warrant issuance expense	(4,852,292)	—
Total other income	62,227,046	8,805,211
Net income (loss)	$ 13,273,683	$ (34,105,309)
Other comprehensive income (loss):		
Unrealized gain, change in fair value of available-for-sale securities, net of tax	$ 185,464	$ 647
Foreign currency translation gain (loss)	136,456	(162,477)
Total comprehensive income (loss)	$ 13,595,603	$ (34,267,139)
Income (loss) per common share attributable to the Company's shareholders		
Basic income (loss) per common share	$ 0.22	$ (3.68)
Diluted loss per common share	$ (0.79)	$ (3.68)
Weighted-average common shares outstanding – basic	19,311,798	9,261,918
Weighted-average common shares outstanding – diluted	61,340,193	9,261,918

See accompanying notes to the consolidated financial statements.

SAB Biotherapeutics, Inc. and Subsidiaries
Consolidated Statements of Changes In Stockholders' Equity
For the years ended December 31, 2025 and 2024

	Common stock		Mezzanine Equity Series B Preferred Stock		Series B Preferred Stock		Series A Preferred Stock			Treasury Stock				
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Additional Paid-In Capital	Shares	Amount	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at December 31, 2024	**9,343,533**	**$ 935**	**—**	**$ —**	**—**	**$ —**	**42,019**	**$ 5**	**155,794,142**	**(54,665)**	**(5,521,246)**	**(124,168,850)**	**$ (135,410)**	**$ 25,969,576**
Stock-based compensation	—	—	—	—	—	—	—	—	5,210,647	—	—	—	—	5,210,647
Issuance of common stock pursuant to vesting of restricted stock units	11,913	1	—	—	—	—	—	—	(1)	—	—	—	—	—
Payment of taxes withheld on issuance of restricted stock units	—	—	—	—	—	—	—	—	(11,205)	—	—	—	—	(11,205)
Conversion of Series A Preferred Stock into common shares	2,164,918	216	—	—	—	—	(13,639)	(2)	(214)	—	—	—	—	—
Issuance of Series B Preferred Stock and warrants under private placement offering	—	—	1,000,000	100	—	—	—	—	—	—	—	—	—	—
Reclassification of Redeemable Preferred Stock to Permanent Equity upon Requisite Approval	—	—	(1,000,000)	(100)	1,000,000	100	—	—	16,038,560	—	—	—	—	16,038,660
Conversion of Series B Preferred Stock into common shares	36,144,200	3,614	—	—	(361,442)	(36)	—	—	(3,578)	—	—	—	—	—
Reclassification of PIPE Warrants to Permanent Equity following shareholder approval	—	—	—	—	—	—	—	—	90,691,094	—	—	—	—	90,691,094
Net income	—	—	—	—	—	—	—	—	—	—	—	13,273,683	—	13,273,683
Foreign currency translation	—	—	—	—	—	—	—	—	—	—	—	—	136,456	136,456
Unrealized loss, change in fair value of available-for-sale securities	—	—	—	—	—	—	—	—	—	—	—	—	185,464	185,464
Balance at December 31, 2025	**47,664,564**	**$ 6**			**638,558**	**$ 64**	**28,380**	**$ 3**	**$ 267,719,445**	**(54,665)**	**$ (5,521,246)**	**$ (110,895,167)**	**$ 186,510**	**$ 151,494,375**

See accompanying notes to the consolidated financial statements.

	Common stock		Preferred Stock			Treasury Stock				
	Shares	Amount	Shares	Amount	Additional Paid-In Capital	Shares	Amount	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at December 31, 2023	**9,280,159**	**$ 929**	**42,236**	**$ 5**	**$ 152,856,874**	**(54,665)**	**$ (5,521,246)**	**$ (90,063,541)**	**$ 26,420**	**$ 57,299,441**
Stock-based compensation	—	—	—	—	2,941,796	—	—	—	—	2,941,796
Issuance of common stock pursuant to vesting of restricted stock units	25,214	2	—	—	(2)	—	—	—	—	—
Payment of taxes withheld on issuance of restricted stock units	—	—	—	—	(24,931)	—	—	—	—	(24,931)
Issuance of common stock for exercise of stock options	3,780	1	—	—	20,408	—	—	—	—	20,409
Conversion of Series A2 Preferred Stock into common shares	34,380	3	(217)	—	(3)	—	—	—	—	—
Net loss	—	—	—	—	—	—	—	(34,105,309)	—	(34,105,309)
Foreign currency translation	—	—	—	—	—	—	—	—	(162,477)	(162,477)
Unrealized gain, change in fair value of available-for-sale securities	—	—	—	—	—	—	—	—	647	647
Balance at December 31, 2024	**9,343,533**	**$ 935**	**42,019**	**$ 5**	**$ 155,794,142**	**(54,665)**	**$ (5,521,246)**	**$ (124,168,850)**	**$ (135,410)**	**$ 25,969,576**

See accompanying notes to the consolidated financial statements.

SAB Biotherapeutics, Inc. and Subsidiaries
Consolidated Statements of Cash Flows

	Year Ended December 31,	
	2025	**2024**
Cash flows from operating activities:		
Net income (loss)	$ 13,273,683	$ (34,105,309)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization	2,994,763	4,705,771
Amortization of finance right-of-use assets	86,823	86,824
Stock-based compensation expense	5,210,647	2,941,796
Net realized and unrealized gain on investment in short-term securities	(73,967)	—
Changes in fair value of warrant liabilities	(62,754,186)	(5,385,009)
Accretion of discounts on short-term investments	(88,631)	(237,093)
Write-off of deferred issuance costs	261,105	—
Changes in operating assets and liabilities		
Accrued interest receivable	(891,826)	(54,955)
Prepaid expenses and other current assets	(5,285,259)	(590,461)
Operating lease right-of-use assets and liabilities, net	67,420	(23,458)
Accounts payable	1,482,793	923,323
Deferred grant income	—	(1,322,410)
Accrued expense and other current liabilities	941,524	(1,231,028)
Net cash used in operating activities	**(44,775,111)**	**(34,292,009)**
Cash flows from investing activities:		
Proceeds from the sale of equipment	500	—
Purchases of equipment	(933,156)	(337,262)
Purchases of investment securities	(142,035,560)	(37,446,201)
Sales and maturities of investments	21,262,086	25,821,196
Net cash used in investing activities	**(121,706,130)**	**(11,962,267)**
Cash flows from financing activities:		
Proceeds from the 2025 PIPE, net of Series B issuance costs	168,729,827	—
Payment of deferred issuance costs	(758)	(261,105)
Proceeds from issuance of notes payable	—	515,986
Principal payments of notes payable	(275,849)	(1,290,982)
Principal payments on finance leases	(142,563)	(132,003)
Proceeds from exercise of stock options	—	20,409
Tax payments for share settlement of restricted stock units	(11,205)	(24,931)
Net cash provided by (used in) financing activities	**168,299,452**	**(1,172,626)**
Effect of exchange rate changes on cash and cash equivalents	(213,497)	(241,198)
Net increase (decrease) in cash and cash equivalents	1,604,714	(47,668,100)
Cash and cash equivalents		
Beginning of period	8,897,966	56,566,066
End of period	$ 10,502,680	$ 8,897,966
Supplemental cash flow information:		
Cash paid for interest	$ 242,032	$ 373,954
Supplemental information on non-cash investing and finance activities:		
Right-of-use assets obtained in exchange for operating lease liabilities	$ 2,422,191	$ 368,425
Deferred issuance costs included in accrued expenses	149,387	$ —
Reclassification of warrants from liability to equity	90,691,094	—
Reclassification of Redeemable Preferred Stock to Permanent Equity upon Requisite Approval	16,038,660	—

See accompanying notes to the consolidated financial statements.

(1) Nature of Business

SAB Biotherapeutics, Inc., a Delaware corporation ("SAB" or "SAB Biotherapeutics", and together with its subsidiaries, the "Company"), is a clinical-stage biopharmaceutical company focused on the development of human polyclonal immunotherapeutic antibodies, or human immunoglobulins ("hIgG"), to address immune system disorders and infectious diseases. The Company's antibodies are both target-specific and polyclonal, meaning they are comprised of multiple hIgGs and can bind to multiple sites on specific immunogens, making them ideally suited to address the complexities associated with many immune-mediated disorders. The Company's lead candidate, SAB-142 is a human anti-thymocyte globulin ("ATG") focused on preventing or delaying the progression of type 1 diabetes ("T1D").

Australian Research and Development Tax Credit

In June 2023, the Company formed a new subsidiary in Australia, SAB BIO PTY LTD, a proprietary limited company ("SAB Australia"), primarily to conduct preclinical and clinical activities for product candidates. SAB Australia's research and development activities qualify for the Australian government's tax credit program.

Liquidity and Going Concern

As of December 31, 2025, the Company had an accumulated deficit of $110.9 million. The Company anticipates that it will continue to generate losses for the foreseeable future and expects the losses to increase as the Company continues the development of, or seeks regulatory approvals for product candidates, and begins commercialization of products. As a result, the Company will require additional capital to fund operations in order to support long-term plans.

Based on the Company's current level of operating expenses, existing resources will be sufficient to cover operating cash needs through at least the twelve months following the date of this report. In the future, the Company may seek additional funding through a combination of equity or debt financings, or other third-party financing, collaborative or other funding arrangements.

(2) Summary of Significant Accounting Policies

A summary of the significant accounting policies applied in preparation of the accompanying consolidated financial statements is set forth below.

Basis of presentation

The financial statements have been prepared in conformity with U.S. Generally Accepted Accounting Principles ("GAAP" or "U.S. GAAP") and include all adjustments necessary for the fair presentation of the Company's financial position for the years presented.

Emerging growth company status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act of 1933, as amended (the "Securities Act"), as modified by the Jumpstart our Business Startups Act of 2012, (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act") are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the

time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Principles of consolidation

The accompanying consolidated financial statements include the results of the Company and its wholly owned subsidiaries, SAB Sciences, Inc., Diversity Therapeutics, Inc., SAB LLC, SAB Capra, LLC, Aurochs, LLC, and SAB Australia. Intercompany balances and transactions have been eliminated in consolidation.

Significant risks and uncertainties

The Company's operations are subject to a number of factors that can affect its operating results and financial condition. Such factors include, but are not limited to, the results of research and development efforts, clinical trial activities of the Company's product candidates, the Company's ability to obtain regulatory approval to market its product candidates, competition from products manufactured and sold or being developed by other companies, and the Company's ability to raise capital.

The Company currently has no commercially approved products and there can be no assurance that the Company's research and development will be successfully commercialized. Developing and commercializing a product requires significant time and capital and is subject to regulatory review and approval as well as competition from other biotechnology and pharmaceutical companies. The Company operates in an environment of rapid change and is dependent upon the continued services of its employees and obtaining and protecting intellectual property.

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and the disclosure of contingent assets and liabilities in the financial statements. The Company has used significant estimates in its determination of stock-based compensation assumptions, determination of the fair value of the Private Placement Warrant liabilities, determination of the incremental borrowing rate ("IBR") used in the calculation of the Company's right of use assets and lease liabilities, estimation of clinical and other accruals and the valuation allowance on deferred tax assets. Actual amounts realized may differ from these estimates.

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The following fair value hierarchy classifies the inputs to valuation techniques that would be used to measure fair value into one of three levels:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

Certain of the Company's financial instruments are not measured at fair value on a recurring basis but are recorded at amounts that approximate their fair value due to the short-term nature of their maturities, such as cash and cash equivalents, accrued interest receivable, accounts payable, notes payable, accrued expenses and other current liabilities.

The Company accounts for warrants to purchase its common stock par value of $0.0001 per share (its "common stock") pursuant to Accounting Standards Codification ("ASC") Topic 470, *Debt* ("ASC 470"), and ASC Topic 480, *Distinguishing Liabilities from Equity* ("ASC 480"), and classifies warrants for common stock as liabilities or equity. The warrants classified as liabilities are reported at their estimated fair value (see Note 13, *Fair Value Measurements*) and any changes in fair value are reflected in other income and expense. The warrants classified as equity are reported at their estimated relative fair value with no subsequent remeasurement. The Company's outstanding warrants are discussed in more detail in Note 12, *Warrants*.

Deferred Issuance Costs

The Company capitalizes certain legal, professional accounting and other third-party fees that are directly associated with in-process equity financings as deferred issuance costs until such financings are consummated. After consummation of the equity financing, these costs are recorded in shareholders' equity as a reduction of additional paid-in capital generated as a result of the issuance.

The Company had $0.2 million deferred issuance costs as of December 31, 2025 related to the Company's sales agreement with UBS Securities LLC. The Company had $0.3 million in deferred issuance costs as of December 31, 2024 related to the Company's sales agreement with Cantor Fitzgerald & Co. See Note 10, *Stockholders' Equity,* for further details on the sales agreements.

Cash, cash equivalents, and restricted cash

Cash and cash equivalents are comprised of cash and highly liquid investments with original maturities of 90 days or less at the date of purchase. Cash equivalents consist primarily of exchange-traded money market funds and U.S. treasury securities.

The Company is exposed to credit risk in the event of default by the financial institutions or the issuers of these investments to the extent the amounts on deposit or invested are in excess of amounts that are insured.

Short-term investments

The Company accounts for investments in accordance with ASC Topic 320, Investments - Debt and Equity Securities. Management determines the appropriate classification of its investments at the time of purchase and reevaluates such determinations at each reporting period.

At December 31, 2025, the Company's short-term and long-term investments consisted of U.S. treasury securities and corporate bonds with original maturity exceeding 90 days, and investments in exchange-traded mutual funds. The Company classifies these securities as current and non-current. The Company considers all of its securities for which there is a determinable fair market value, and there are no restrictions on the Company's ability to sell within the next twelve months, as available-for-sale securities.

The Company recognizes the change in fair value of equity securities within other income in the consolidated statements of operations and comprehensive income (loss), and available-for-sale debt securities are measured at fair value with unrealized gains and losses reported in accumulated other comprehensive income (loss) in the consolidated balance sheets.

The Company reviews its investments at each reporting date to identify and evaluate whether a decline in fair value below the amortized cost basis of available-for-sale debt securities is due to credit-related factors and determines if such unrealized losses are the result of credit losses that require impairment. The Company records an allowance for credit losses on available-for-sale debt securities when a decline in fair value is determined to be credit-related, rather than recording a direct write-down of the investment's amortized cost. Factors considered in determining whether an unrealized loss is the result of credit-related factors include the extent to which the fair value is less than the cost basis, any changes to the rating of the security by a rating agency, the financial condition and near-term prospects of the issuer, any historical failure of the issuer to make scheduled interest or principal payments, any adverse legal or regulatory events affecting the issuer or issuer's industry, any significant deterioration in economic condition and the Company's intent and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value.

The Company did not record an allowance for credit losses on its available-for-sale debt securities during the years ended December 31, 2025 and 2024.

Concentration of credit risk

The Company maintains its cash and cash equivalent balances in the form of business checking accounts and money market accounts, the balances of which, at times, may exceed federally insured limits. Although the Company currently believes that the financial institutions with whom it does business will be able to fulfill their commitments to the Company, there is no assurance that those institutions will be able to continue to do so. The Company has not experienced any credit losses associated with its balances in such accounts for the years ended December 31, 2025 and 2024.

Lease liabilities and right-of-use assets

The Company is party to certain contractual arrangements for equipment, lab space, and an animal facility, which meet the definition of leases under Financial Accounting Standards Board ("FASB") ASC Topic 842, *Leases* ("ASC 842"). In accordance with ASC 842, the Company recorded right-of-use assets and related lease liabilities for the present value of the

lease payments over the lease terms. The Company's IBR was used in the calculation of its right-of-use assets and lease liabilities.

The Company elected not to apply the recognition requirements of ASC 842 to short-term leases, which are deemed to be leases with a lease term of twelve months or less. Instead, the Company recognized lease payments in the Consolidated Statements of Operations and Comprehensive Income (Loss) on a straight-line basis over the lease term and variable payments in the period in which the obligation for these payments was incurred. The Company elected this policy for all classes of underlying assets.

Research and development expenses

Expenses incurred in connection with research and development activities are expensed as incurred. These include licensing fees to use certain technology in the Company's research and development projects, fees paid to consultants and various entities that perform certain research and testing on behalf of the Company, and expenses related to animal care, research-use equipment depreciation, salaries, benefits, and stock-based compensation granted to employees in research and development functions.

During the years ended December 31, 2025 and 2024, the Company had contracts with multiple contract research organizations ("CRO") to complete studies as part of research grant agreements. These costs include upfront, milestone and monthly expenses as well as reimbursement for pass through costs. All research and development costs are expensed as incurred except when the Company is accounting for nonrefundable advance payments for goods or services to be used in future research and development activities. In these cases, these payments are capitalized at the time of payment and expensed in the period the research and development activity is performed. As actual costs become known, the Company will adjust the accrual; such changes in estimate may result in material changes in the Company's clinical study accrual, which could also materially affect reported results of operations. For the years ended December 31, 2025 and 2024, there were no material adjustments to the Company's prior period estimates of accrued expenses for clinical trials.

Property, Plant and Equipment

The Company records property, plant, and equipment at cost less depreciation and amortization. Depreciation is calculated using straight-line methods over the following estimated useful lives:

Animal facility equipment	7 years
Animal facility	40 years
Laboratory equipment	7 years
Leasehold improvements	Shorter of asset life or lease term
Office furniture and equipment	5 years
Vehicles	5 years

Repairs and maintenance expenses are expensed as incurred.

Impairment of long-lived assets

The Company reviews the recoverability of long-lived assets, including the related useful lives, whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset may not be recoverable. If necessary, the Company compares the estimated undiscounted future net cash flows to the related asset's carrying value to determine whether there has been an impairment. If an asset is considered impaired, the asset is written down to fair value, which is based either on discounted cash flows or appraised values in the period the impairment becomes known. The Company believes that long-lived assets are recoverable, and no impairment was deemed necessary, during the years ended December 31, 2025 and 2024.

Stock-based compensation

FASB ASC Topic 718, *Compensation– Stock Compensation*, prescribes accounting and reporting standards for all share-based payment transactions in which employee and non-employee services are acquired. The Company recognizes compensation cost relating to stock-based payment transactions using a fair-value measurement method, which requires all stock-based payments to employees, directors, and non-employee consultants, including grants of stock options, to be recognized in operating results as compensation expense based on fair value over the requisite service period of the awards. The Company determines the fair value of common stock based on the closing market price at closing on the date of the grant.

In determining the fair value of stock-based awards, the Company utilizes the Black-Scholes option-pricing model, which uses both historical and current market data to estimate fair value. The Black-Scholes option-pricing model incorporates

various assumptions, such as the value of the underlying common stock, the risk-free interest rate, expected volatility, expected dividend yield, and expected life of the options. For awards with performance-based vesting criteria, the Company estimates the probability of achievement of the performance criteria and recognizes compensation expense related to those awards expected to vest. No awards may have a term in excess of ten years. Forfeitures are recorded when they occur. Stock-based compensation expense is classified in the consolidated statements of operations based on the function to which the related services are provided. The Company recognizes stock-based compensation expense over the vesting period.

Income taxes

Deferred income taxes reflect future tax effects of temporary differences between the tax and financial reporting basis of the Company's assets and liabilities measured using enacted tax laws and statutory tax rates applicable to the periods when the temporary differences will affect taxable income. When necessary, deferred tax assets are reduced by a valuation allowance, to reflect realizable value, and all deferred tax balances are reported as long-term on the consolidated balance sheets. Accruals are maintained for uncertain tax positions, as necessary.

The Company uses a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken, or expected to be taken, in a tax return. The Company has elected to treat interest and penalties related to income taxes, to the extent they arise, as a component of income taxes.

Foreign Currency Translations and Transactions

Assets and liabilities of the Company's foreign subsidiary are translated at the year-end exchange rate. Operating results of the Company's foreign subsidiary are translated at average exchange rates during the period. Translation adjustments have no effect on net income (loss) and are included in "Accumulated other comprehensive income (loss)" in the accompanying Consolidated Balance Sheets.

Comprehensive income (loss)

Comprehensive income (loss) includes net loss as well as other changes in stockholders' equity that result from transactions and economic events other than those with stockholders. The components of comprehensive loss for the years ended December 31, 2025 and 2024 consist of net income (loss), foreign currency translation adjustments from its subsidiaries not using the U.S. dollar as their functional currency, and unrealized gains and losses on available-for-sale debt securities.

Litigation

From time to time, the Company is involved in legal proceedings, investigations and claims generally incidental to its normal business activities. In accordance with U.S. GAAP, the Company accrues for loss contingencies when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Legal costs in connection with loss contingencies are expensed as incurred.

Earnings per share

In accordance with ASC 260, *Earnings per Share* ("ASC 260"), basic net income (loss) per share attributable to common stockholders is computed by dividing net income (loss) attributable to common stockholders by the weighted-average number of common stock outstanding during the period. Diluted net income (loss) per share attributable to common stockholders is computed by dividing the diluted net income (loss) attributable to common stockholders by the weighted-average number of common stock outstanding for the period including potential dilutive common shares such as stock options.

Segment reporting

In accordance with ASC 280, *Segment Reporting*, the Company's business activities are organized into one reportable segment, as only the Company's operating results in their entirety are regularly reviewed by the Company's chief operating decision maker to make decisions about resources to be allocated and to assess performance.

Australian Research and Development Tax Credit

The Company recognizes other income from Australian research and development incentives when there is reasonable assurance that the income will be received, the relevant expenditure has been incurred, and the consideration can be reliably measured. The research and development incentive is one of the key elements of the Australian Government's support for Australia's innovation system and is supported by legislative law primarily in the form of the Australian Income Tax

Assessment Act 1997, as long as eligibility criteria are met. Under the program, a percentage of eligible research and development expenses incurred by the Company through its subsidiary in Australia are reimbursed.

SAB Australia's research and development activities qualify for the Australian government's tax credit program, which provides a 48.5% credit for qualifying research and development expenses. The Company recognized $1.9 million and $2.0 million in tax credit income for years ended December 31, 2025 and 2024, respectively.

Management has assessed the Company's research and development activities and expenditures to determine which activities and expenditures are likely to be eligible under the research and development incentive regime described above. At each period end, management estimates the refundable tax offset available to the Company based on available information at the time and it is included in other income in the consolidated statements of operations.

(3) New accounting standards

Recently Adopted Accounting Standards

In December 2023, the FASB issued ASU 2023-09, Improvements to Income Tax Disclosures, which requires entities to disclose disaggregated information about their effective tax rate reconciliations as well as expanded information on income taxes by jurisdiction. The standard is effective for fiscal years beginning after December 15, 2024 on a prospective basis. The Company adopted this standard for fiscal year 2025, which resulted in incremental income tax disclosures. See Note 15, *Income Taxes.*

Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, "Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Topic 220)". ASU 2024-03 requires additional disclosure in the notes to financial statements of specified information about certain expenses such as purchases of inventory, employee compensation, depreciation, intangible asset amortization, and depreciation and other expenses which are presented in the face of the income statement within continuing operations. This ASU is effective for annual periods beginning after December 15, 2026, and interim periods within annual periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of adopting this ASU on its consolidated financial statements and disclosures.

(4) Revenue

Government grants

There was no revenue recognized for the year ended December 31, 2025 and approximately $1.3 million recognized from government grants for the year ended December 31, 2024. We had various grants from the US Department of Defense that terminated in 2022. We satisfied all obligations under these arrangements as of December 31, 2024.

(5) Earnings per share

The Company computed basic earnings (loss) per share of common stock based on the weighted average number of shares of common stock utilizing the two-class method. The Company computed diluted earnings (loss) per share of common stock based on the weighted average number of shares of common stock outstanding plus potentially dilutive shares of common stock outstanding during the period, if applicable.

The following is a reconciliation of the numerator and denominator used to calculate basic earnings per share and diluted earnings per share for the years ended December 31, 2025 and 2024:

	For The Year Ended December 31,	
	2025	2024
Calculation of basic income (loss) per share attributable to the Company's shareholders		
Net income (loss)	$ 13,273,683	$ (34,105,309)
Net income attributable to participating securities	9,012,401	—
Net income (loss) attributable to common stockholders - basic	4,261,282	(34,105,309)
Weighted-average common shares outstanding - basic	19,311,798	9,261,918
Earnings per share - basic	$ 0.22	$ (3.68)
Calculation of diluted income (loss) per share attributable to the Company's shareholders		
Net income (loss)	$ 13,273,683	$ (34,105,309)
Change in fair value of warrant liabilities	(62,000,073)	—
Net income (loss) attributable to common stockholders - diluted	$ (48,726,390)	$ (34,105,309)
Weighted-average common shares outstanding - basic	19,311,798	9,261,918
Series B warrants and preferred stock	42,028,395	—
Weighted-average common shares outstanding – diluted	61,340,193	9,261,918
Net income (loss) per share - diluted	$ (0.79)	$ (3.68)

Net income (loss) per share is calculated utilizing the two-class method. In periods of income, the outstanding shares of preferred stock are considered to be participating securities. As a result, income is allocated to the common stock and participating securities. In periods of loss, the preferred stock is not considered to be a participating security.

Potentially dilutive shares of common stock from employee equity incentive plans, warrants and earnout shares are determined by applying the treasury stock method to the assumed exercise of outstanding stock options, the assumed vesting of outstanding RSUs, warrants, and earnout shares. The potentially dilutive impact from the assumed issuance of common stock associated with a contractual conversion feature is determined by applying the if-converted method to the assumed exercise of the outstanding conversion feature.

When computing diluted income (loss) per share, adjustments to the numerator are made for any changes in income (loss) such as changes in fair value that would not have occurred assuming the exercised or conversion of the potentially dilutive securities. During the year ended December 31, 2025, the Company recognized a gain of $62.0 million related to in-the-money warrants to purchase Series B preferred stock. As a result, the numerator is adjusted by these amounts in applying the treasury stock method and assuming the exercise of these instruments. The denominator is adjusted assuming the exercise of these instruments and the conversion of all outstanding shares of Series B preferred stock.

The Company's other potentially dilutive securities, which include stock options, restricted stock awards, common stock warrants, preferred stock warrants, earnout shares, and contingently issuable earnout shares have been excluded from the computation of diluted net loss per share as the effect would be to reduce the net loss per share. The Company excluded the following potential common shares, presented based on amounts outstanding at each period end, from the computation of diluted net loss per share attributable to common stockholders for the periods indicated because including them would have had an anti-dilutive effect:

	For The Year Ended December 31,	
	2025	2024
Stock options and awards	20,902,411	2,999,312
Common Stock Warrants (1)	2,233,407	2,233,407
Series A Preferred Stock (2)	4,504,824	6,669,742
Preferred Stock Warrants (3)	17,002,381	23,803,334
Contingently issuable Earnout Shares from unexercised Rollover Options	150,806	150,806
Total	44,793,829	35,856,601

(1) Contained within common stock warrants are the 575,000 shares of common stock underlying public warrants (the "Public Warrants"), 20,860 shares of common stock underlying warrants held by assignees of Big Cypress Holdings, LLC (the "Private Placement Warrants"), 30,000 shares underlying warrants held by Ladenburg Thalmann & Co. Inc. (the "Ladenburg Warrants"), 736,337 shares underlying warrants issued to the investors in the December 2022 Private Placement (the "the PIPE Warrants"), 21,091 shares underlying warrants issued to the placement agent in the December 2022 Private Placement (the "PIPE Placement Agent Warrants"), and 850,119 shares underlying the Preferred PIPE Placement Agent Warrants issued to the placement agent in the September 2023 Offering. See Note 12, *Warrants* for further details on the Company's outstanding warrants.

(2) Represents 4,504,824 and 6,669,742 shares of common stock underlying 28,380 and 42,019 issued and outstanding shares of Series A-2 Preferred Stock, for the years ended December 31, 2025 and 2024, respectively. See Note 10, *Stockholders' Equity* for further details on the Company's preferred stock.

(3) Represents 17,002,381 shares of common stock underlying 107,115 outstanding Preferred Tranche C Warrants (as defined below) for the year ended December 31, 2025, and 6,800,953 and 17,002,381 common shares underlying 42,846 outstanding Preferred Tranche B Warrants (as defined below) and 107,115 outstanding Tranche C Warrants, respectively, for the year ended December 31, 2024 See Note 12, *Warrants* for further details on the Company's outstanding warrants.

(6) Property, plant and equipment

As of December 31, 2025 and 2024, the Company's property, plant and equipment was as follows:

	December 31, 2025	December 31, 2024
Laboratory equipment	$ 11,339,840	$ 11,344,007
Animal facility leasehold improvements	8,400,580	8,357,667
Animal facility equipment	1,278,123	1,188,854
Construction-in-progress	759,279	—
Leasehold improvements	7,064,721	7,064,721
Vehicles	201,590	208,453
Office furniture and equipment	1,778,231	1,778,231
Total Property, plant and equipment, gross	30,822,364	29,941,933
Less: accumulated depreciation and amortization	(17,516,462)	(14,573,924)
Property, plant and equipment, net	$ 13,305,902	$ 15,368,009

Depreciation and amortization expense for the years ended December 31, 2025 and 2024 was $3.0 million and $4.7 million, respectively. For the year ended December 31, 2024, the Company recorded an expense of approximately $0.9 million for an out-of period adjustment related to the amortization of leasehold improvements, $0.7 million included in research and development expense and $0.2 million is included in general and administrative expense.

(7) Leases

The Company has an operating lease for lab space from Sanford Health, under a lease that started in June 2014 and initially ended in June 2019, at which time the lease was extended through August 2024. This lease was renewed in January 2025 for a five-year-term ending on December 31, 2029. This lease can be terminated with one-year advance written notice and does not include an option to extend beyond the life of the current term. The lease costs are approximately $50 thousand per month

through 2025, with an annual increase of 2% through 2029. The lease does not provide an implicit rate, and, therefore, the Company used an IBR of 9.90% as the discount rate when measuring the operating lease liability. The Company estimated the IBR based upon comparing interest rates available in the market for similar borrowings and the credit quality of the Company.

The Company entered into a lease for office, laboratory, and warehouse space in November 2020, as amended in July 2022, and renewed in November 2023. This renewed lease has a 3-year term, with options to extend for 3 additional periods of 3 years each. The options were not included in the right of use calculation as it was unclear as to whether or not the location will meet the Company's requirements beyond the next three years. The lease costs are $31 thousand per month for the November 2023 lease renewal. The Company used an IBR of 8.14% as the discount rate when measuring the operating lease liability for the November 2023 lease renewal. The Company estimated the IBR based upon comparing interest rates available in the market for similar borrowings and the credit quality of the Company.

The Company entered into a lease for office space in April 2024. The Company leased 1,272 square feet, representing the Company's principal executive offices, in Miami Beach, Florida. The initial term of the lease is 62 months. The lease costs are approximately $7 thousand per month through 2024, with annual increases of 4% through 2029. The Company used an IBR of 7.12%, as the discount rate when measuring the operating lease liability. In September 2025, the Company signed a new lease, expanding the lease space of 1,272 square feet to 3,099 square feet. The lease commenced in January 2026. The operating lease does not include an option to extend beyond the life of the current term. The Company estimated the IBR based upon comparing interest rates available in the market for similar borrowings and the credit quality of the Company.

The Company has the following finance leases:

- In December 2018, the Company entered into a finance lease with Dakota Ag Properties for a new animal facility which includes the surrounding land. The facility and the land have been accounted for as separate lease components. The lease is based upon payback of $4 million in construction costs, with a 20-year term at an interest rate of 8%. The monthly payment for this lease is $34 thousand. The Company has the option to purchase the asset at any time during the term of the lease for the balance of the unamortized lease payments.
- In December 2018, the Company entered into an equipment lease for a 12,000-gallon propane tank that is located on the Company's animal facility. The lease is for five years, with an annual payment of $8 thousand. The Company has the option to purchase the asset at any time during the term of the lease for the balance of the unamortized lease payments.

The lease agreements do not require material variable lease payments, residual value guarantees or restrictive covenants.

The amortizable lives of the operating lease assets are limited by their expected lease terms. The amortizable lives of the finance lease assets are limited by their expected lives, as the Company intends to exercise the purchase options at the end of the leases. The following is the estimated useful lives of the finance lease assets:

Animal Facility	40 years
Equipment	3 –7 years
Land	Indefinite

The Company's weighted-average remaining lease term and weighted-average discount rate for operating and finance leases as of December 31, 2025 and 2024 are:

	December 31, 2025		December 31, 2024	
	Operating	Finance	Operating	Finance
Weighted-average remaining lease term (years)	3.62	12.92	2.85	13.92
Weighted-average discount rate (percentage)	9.45%	7.72%	7.76%	7.72%

The table below reconciles the undiscounted future minimum lease payments under non-cancelable leases with terms of more than one year to the total lease liabilities recognized on the consolidated balance sheet as of December 31, 2025:

	Operating	Finance
2026	$ 1,007,017	$ 401,496
2027	712,653	401,496
2028	728,650	401,496
2029	708,989	401,496
2030	—	401,496
Thereafter	—	3,178,510
Undiscounted future minimum lease payments	3,157,309	5,185,990
Less: Amount representing interest payments	(482,547)	(1,910,071)
Total lease liabilities	2,674,762	3,275,919
Less current portion	(797,402)	(153,967)
Noncurrent lease liabilities	$ 1,877,360	$ 3,121,952

Operating lease expense was approximately $1.1 million and $0.8 million, respectively, for the years ended December 31, 2025 and 2024. Operating lease costs were approximately $1.0 million and $0.1 million for research and development and general and administrative expenses, respectively, on the consolidated statement of operations for the year ended December 31, 2025. Operating lease costs were approximately $0.7 million and $0.1 million for research and development and general and administrative expenses, respectively, on the consolidated statement of operations for the year ended December 31, 2024.

Finance lease costs for the years ended December 31, 2025 and 2024 included approximately $0.1 million and $0.1 million respectively, in right-of-use asset amortization and approximately $0.3 million and $0.3 million, respectively, of interest expense. Finance lease costs are included within research and development expenses on the consolidated statements of operations.

Cash payments under operating and finance leases were approximately $1.0 million and $0.4 million, respectively, for the year ended December 31, 2025. Cash payments under operating and finance leases were approximately $0.8 million and $0.4 million, respectively, for the year ended December 31, 2024.

The Company incurred no short-term lease costs for the year ended December 31, 2025 and the variable lease cost was insignificant for the year ended December 31, 2025. Short-term lease costs were approximately $0.1 million and variable lease costs were approximately $0.1 million for the year ended December 31, 2024.

(8) Accrued Expenses and Other Current Liabilities

As of December 31, 2025 and 2024, accrued expenses and other current liabilities consisted of the following:

	December 31, 2025	December 31, 2024
Payroll and employee-related costs	$ 5,036,039	$ 4,170,381
Accrued research and development expenses	322,743	237,164
Accrued legal fees	354,361	42,159
Accrued financing fees payable	—	479,250
Accrued interest	21,075	22,443
Other accrued expenses	849,778	521,639
	$ 6,583,996	$ 5,473,036

(9) Notes Payable

Insurance Financing Note

The Company entered into a premium financing agreement to fund certain Directors and Officers (“D&O”) liability insurance policy premiums. Under the terms of the agreement, the lender was granted a first-priority lien and security interest in the financed insurance policies and all related amounts, including (a) returned or unearned premiums, (b) additional cash contributions or collateral amounts assessed by insurers and financed by the lender, (c) credits generated by the financed

policies, (d) dividend payments, and (e) loss payments that reduce unearned premiums. In cases where premiums under any financed policy may become fully earned in the event of a loss, the lender was designated as a loss payee with respect to such policy.

For the year ended December 31, 2025, the Company did not utilize premium financing for its D&O liability insurance. Instead, the annual policy premium was paid in full at inception in December 2025. For the year ended December 31, 2024, the Company entered into a premium financing agreement for total premiums, taxes, and fees of approximately $516 thousand, bearing an annual interest rate of 7.37%. The financing was repaid through monthly installments, with the final payment made on September 22, 2025. The Company incurred approximately $6 thousand and $17 thousand of interest expense related to this financing arrangement for the years ended December 31, 2025 and 2024, respectively.

During the year ended December 31, 2024, the Company also made payments on a prior insurance financing agreement, which had an original principal balance of $765 thousand with an annual interest rate of 7.96%. This prior agreement was fully repaid, with the final installment made on September 22, 2024.

(10) Stockholders' Equity

Authorized and Outstanding Capital Stock

The total number of shares of the Company's authorized capital stock is 810,000,000. The total amount of authorized capital stock consists of 800,000,000 shares of common stock and 10,000,000 shares of preferred stock. As of December 31, 2025, 47,609,899 shares of common stock, 28,380 shares of Series A Preferred Stock and 638,558 shares of Series B Preferred Stock were outstanding.

Series A Preferred Stock and Warrants

On September 29, 2023, the Company entered into a securities purchase agreement (the "September 2023 Purchase Agreement") with certain accredited investors, pursuant to which the Company agreed to issue and sell, in a private placement (the "September 2023 Offering"), (i) 7,500 shares of Series A-1 Convertible Preferred Stock, par value $0.0001 per share (the "Series A-1 Preferred Stock"), (ii) tranche A warrants (the "Preferred Tranche A Warrants") to acquire shares of Series A-1 Preferred Stock or Series A-3 Preferred Stock, par value $0.0001 per share, (iii) tranche B warrants to acquire shares of Series A-3 Preferred Stock, par value $0.0001 per share (the "Preferred Tranche B Warrants"), and (iv) tranche C warrants to purchase Series A-3 Preferred Stock, par value $0.0001 per share (the "Preferred Tranche C Warrants" and together with the Preferred Tranche A Warrants, and Preferred Tranche B Warrants, the "Preferred Warrants"). The Series A-1 Preferred Stock, Series A-2 Preferred Stock, and Series A-3 Preferred Stock are collectively referred to in this section as the "Series A Preferred Stock."

During the fourth quarter of 2023, holders exercised Preferred Tranche A Warrants to purchase an aggregate of 59,654 shares of Series A-1 Preferred Stock for gross proceeds of approximately $59.65 million. Unexercised Preferred Tranche A Warrants, together with the associated Tranche B Warrants, were forfeited or cancelled in accordance with the terms of the September 2023 Purchase Agreement. Preferred Tranche C Warrants remain outstanding and exercisable until the five (5) year anniversary of their exercisability date.

The Company issued an aggregate of 67,154 shares of Series A-1 Preferred Stock in connection with the September 2023 Offering and the exercise of the Preferred Tranche A Warrants.

Following receipt of required stockholder approval, 24,918 shares of Series A-1 Preferred Stock were automatically converted into an aggregate of 3,954,674 shares of common stock at a conversion price of $6.30 per share (approximately 158.8 shares of common stock for each share of Series A-1 Preferred Stock). The remaining 42,236 shares of Series A-1 Preferred Stock were converted into an equal number of shares of Series A-2 Preferred Stock, which are convertible into common stock at the same conversion price of $6.30 per share, subject to certain beneficial ownership limitations as set forth in the Certificate of Designation of Preferences, Rights and Limitations of the Series A Convertible Voting Preferred Stock (the "Certificate of Designation"). 13,639 and 217 shares of series A-2 Preferred Stock were converted into 2,164,918 and 34,445 shares of common stock during the years ended December 31, 2025 and 2024, respectively.

Holders of Series A Preferred Stock are entitled to receive dividends on an as-converted-to-common-stock basis and to vote together with holders of common stock, subject to a beneficial ownership blocker of either 4.99% or 9.99%, as elected by each holder. The shares of Series A Preferred Stock are convertible into common stock at a conversion price of $6.30 per share.

For additional information regarding the Company's outstanding warrants, refer to Note 12, *Warrants*.

Series B Convertible Preferred Stock and Warrants

On July 21, 2025, the Company entered into the July 2025 Purchase Agreement with certain accredited investors, pursuant to which the Company agreed to issue and sell, in a private placement, (i) 1,000,000 Series B Shares convertible into 100,000,000 shares of Common Stock, (ii) Release Date Warrants to purchase up to 500,000 shares of Series B Preferred Stock, and (iii) Enrollment Date Warrants to purchase up to 1,000,000 shares of Series B Preferred Stock. The closing of the Series B Offering occurred on July 22, 2025.

The aggregate gross proceeds to the Company from the issuance and sale of the Series B Shares, Release Date Warrants, and Enrollment Date Warrants was $175 million, before deducting fees to be paid to the placement agents and financial advisors of the Company and other estimated offering expenses payable by the Company. The Company incurred $11.1 million in offering costs resulting in net proceeds of $163.9 million. The aggregate exercise price of the Warrants is approximately $284 million.

The Release Date Warrants and Enrollment Date Warrants were initially recorded at fair value of $152.7 million as these instruments were considered to be liability classified at issuance because the underlying preferred shares were redeemable, requiring the Company to settle the instruments in cash under certain conditions. The remaining gross proceeds of $22.3 million was allocated to the Series B Preferred Stock. The Company allocated the offering costs to each of the instruments utilizing the relative fair value method. As a result, total offering costs of $11.1 million were allocated, with $4.9 million allocated to the warrants and expensed in the period ending September 30, 2025 and $6.2 million allocated to the Series B Preferred Stock and treated as a reduction in proceeds.

At the Company's special meeting of stockholders held on September 26, 2025 (the "2025 Special Meeting"), the stockholders approved, among other things, the issuance of all shares of Common Stock issuable upon conversion of the Series B Preferred Stock. Following such approval, the Series B Preferred Stock automatically converted into the Conversion Shares subject to a conversion cap that limits the conversion of the Series B Preferred Stock such that a holder may not beneficially own more than 4.99% of the shares of Common Stock that would be issued and outstanding following such conversion. This resulted in 361,442 shares of Series B Preferred Stock converting into 36,144,200 shares of Common Stock.

The Series B Preferred Stock is entitled to receive dividends on an as-converted-to-common-stock basis when and if declared by the Board of Directors and converts to common stock at a ratio of one-for-one hundred, subject to certain potential adjustments. From the date of issuance until the requisite approval, the Series B Preferred Shares contained a redemption right that was outside of the Company's control. Following the requisite approval, there is no liquidation preference or redemption rights and the shares are considered to be equity classified. After Requisite Approval at the option of the holder they can convert the Series B Preferred Stock shares to shares of the Company's Common Stock subject to certain ownership limitations. Following stockholder approval, each share of Series B Preferred Stock, is convertible into Conversion Shares at a conversion price of $1.75 per share.

The Release Date and Enrollment Date Warrants provide for the purchase of up to 500,000 and 1,000,000 shares of Series B Preferred Stock, respectively. The Release Date Warrants and Enrollment Date Warrants have an exercise price of $218.75 and $175.00 per share, respectively. The Release Date Warrants have an expiration of the earlier of five years from the issuance date or the Phase II Release Date (as defined in the warrant). The Enrollment Warrants have an expiration date of the earlier of five years from the issuance date or the Phase II Enrollment Date (as defined in the warrant).

The Release Date and Enrollment Date Warrants were initially classified as liabilities because the underlying preferred shares were redeemable, requiring the Company to settle the instruments in cash under certain conditions. Upon receiving the requisite approval on September 26, 2025, the preferred stock was no longer redeemable, and the Release Date Warrants and Enrollment Date Warrants were reclassified from liabilities to stockholders' equity. Following the requisite approval on September 26, 2025, the change in fair value of $62.0 million was recorded as other income.

For additional information regarding the Company's outstanding warrants, refer to Note 12, *Warrants*.

Earnout Shares

On October 22, 2021 (the "Closing Date"), the Company consummated the business combination (the "Business Combination") contemplated by the agreement and plan of merger, dated as of June 21, 2021, as amended on August 12, 2021, made by and among Big Cypress Acquisition Corp., a Delaware corporation ("BCYP"), Big Cypress Merger Sub Inc., a Delaware corporation ("Merger Sub"), the Company, and Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as the representative, agent and attorney-in-fact of the SAB Stockholders (the "Business Combination Agreement "). Upon closing of the Business Combination, Merger Sub merged with SAB

Biotherapeutics, with SAB Biotherapeutics as the surviving company of the merger. Upon closing of the Business Combination, BCYP changed its name to "SAB Biotherapeutics, Inc."

Additionally, the Business Combination Agreement included an earnout provision whereby the shareholders of SAB Biotherapeutics shall be entitled to receive additional consideration ("Earnout Shares") if the Company meets certain Volume Weighted Average Price ("VWAP") thresholds, or a change in control with a per share price exceeding the VWAP thresholds within a five-year period immediately following the Closing.

The Earnout Shares shall be released in four equal increments as follows:

(i) 25% of the Earnout Shares shall be released if, at any time during the five (5)-year period immediately following the Closing Date, the VWAP of the Company's publicly traded common stock is greater than or equal to $150.00 for any twenty (20) trading days within a period of thirty (30) consecutive trading days (the "First Earnout").

(ii) 25% of the Earnout Shares shall be released if, at any time during the five (5)-year period immediately following the Closing Date, the VWAP of the Company's publicly traded common stock is greater than or equal to $200.00 for any twenty (20) trading days within a period of thirty (30) consecutive trading days (the "Second Earnout").

(iii) 25% of the Earnout Shares shall be released if, at any time during the five (5)-year period immediately following the Closing Date, the VWAP of the Company's publicly traded common stock is greater than or equal to $250.00 for any twenty (20) trading days within a period of thirty (30) consecutive trading days (the "Third Earnout").

(iv) 25% of the Earnout Shares shall be released if, at any time during the five (5)-year period immediately following the Closing Date, the VWAP of the Company's publicly traded common stock is greater than or equal to $300.00 for any twenty (20) trading days within a period of thirty (30) consecutive trading days (the "Fourth Earnout" and together with the First Earnout, the Second Earnout and the Third Earnout, the "Earnouts").

Pursuant to the terms of the Business Combination Agreement, SAB Biotherapeutics' securityholders (including vested option holders) who own SAB Biotherapeutics securities immediately prior to the Closing Date will have the contingent right to receive their pro rata portion of (i) an aggregate of 1,200,000 Earnout Shares, of which 150,806 are contingently issuable based upon future satisfaction of the aforementioned VWAP thresholds. The remaining 1,049,194 are legally issued and outstanding, if the Company does not meet the above VWAP thresholds, or a change in control with a per share price below the VWAP thresholds occurs within a five-year period immediately following the Closing Date, the 1,049,194 shares will be returned to the Company.

The Earnout Shares are indexed to the Company's equity and meet the criteria for equity classification. On the Closing Date, the fair value of the 1,200,000 Earnout Shares was $101.3 million. The Company recorded the Earnout Shares as a stock dividend by reducing additional paid-in capital, which was offset by the increase in additional paid-in capital associated with the Business Combination.

Sales Agreement

On December 29, 2025, the Company entered into a Sales Agreement (the "Agreement") with UBS Securities LLC, relating to shares of common stock. In accordance with the terms of the Agreement, the Company may offer and sell shares of our common stock having an aggregate offering price of up to $75 million from time to time through UBS Securities LLC, acting as the Company's sales agent. As of December 31, 2025, up to $75 million remains to be sold under the Agreement.

On January 26, 2024, the Company entered into a Controlled Equity Offering Sales Agreement with Cantor Fitzgerald & Co. providing for sales of up to $20 million of common stock; no shares were sold during the year ended December 31, 2025 and effective December 17, 2025, the Company terminated the agreement with no costs or payments associated.

(11) Stock-based Compensation

On August 5, 2014, the Company approved a stock option grant plan (the "2014 Equity Incentive Plan") for employees, directors, and non-employee consultants, which provides for the issuance of options to purchase common stock. As of December 31, 2025, there were 728,650 shares of common stock reserved for issuance under the 2014 Equity Incentive Plan, with 525,833 shares of common stock available for grant and 202,817 shares of common stock underlying outstanding grants.

The Company adopted the 2021 Omnibus Equity Incentive Plan (as amended, the "2021 Equity Incentive Plan", and collectively with the 2014 Equity Incentive Plan, the "Equity Compensation Plans"), which reserved 1,100,000 shares of common stock for issuance. At of the beginning of each calendar year, the shares reserved for future issuance shall increase by two percent (2%) of the total number of shares of common stock issued and outstanding on a fully-diluted basis as of the end of the Company's immediately preceding fiscal year (or such lesser number of shares, including no shares, determined by the Board in its sole discretion); provided, however, that the aggregate number of additional shares available for issuance

pursuant to this paragraph (b) shall not exceed a total of 500,000 shares (the "Annual Increase"). In June 2024, the Company held the 2024 Annual Meeting of Stockholders (the "2024 Annual Meeting"). At the 2024 Annual Meeting, the stockholders of the Company approved an amendment to the 2021 Equity Incentive Plan which, among other things, increased the number of shares of common stock available for grant under the 2021 Equity Incentive Plan by 3,900,000 and increased the Annual Increase from 2% to 5% (the "2021 Plan Amendment"). At the 2025 Special Meeting, the stockholders of the Company approved an amendment to the 2021 Equity Incentive Plan which, among other things, increased the number of shares of common stock available for grant under the 2021 Equity Incentive Plan by 24,180,000 and increased the maximum number of additional shares available pursuant to the Annual Increase from 10,000,000 shares to 73,750,000 shares. As of December 31, 2025, there were 31,880,218 shares of common stock reserved for issuance under the 2021 Equity Incentive Plan, with 11,180,624 shares of common stock available for grant and 20,699,594 shares of common stock underlying outstanding grants.

The Company offers an Employee Stock Purchase Plan ("ESPP") that allows eligible employees to purchase shares of common stock at a discount of up to 15% from the lower of the fair market value at the beginning or end of the offering period. Under ASC 718, the ESPP is classified as compensatory, and stock-based compensation expense is recognized for the fair value of the discount and any embedded option features. No shares were issued under the ESPP during either the years ended December 31, 2025 and 2024, and no stock-based compensation expense was recognized. As of December 31, 2025, 100,000 shares remained available for future issuance.

The expected term of the stock options was estimated using the "simplified" method, as defined by the SEC's Staff Accounting Bulletin No. 107, *Share-Based Payment*. The volatility assumption was determined by examining the historical volatilities for industry peer companies, as the Company does not have sufficient trading history for its common stock. The risk-free interest rate assumption is based on the U.S. Treasury instruments whose term was consistent with the expected term of the options. The dividend assumption is based on the Company's history and expectation of dividend payouts. The Company has never paid dividends on its common stock and does not anticipate paying dividends on its common stock in the foreseeable future. Therefore, the Company has assumed no dividend yield for purposes of estimating the fair value of the options.

Stock Options

Stock option activity for employees and non-employees under the Equity Compensation Plans for the years ended December 31, 2025 and 2024 was as follows:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (periods)	Aggregate Intrinsic Value
Outstanding options, December 31, 2024	2,967,950	$ 7.05	8.64	$ 1,186,052
Granted	18,194,650	$ 2.37		
Forfeited	(154,280)	$ 3.07		
Expired	(120,548)	$ 19.56		
Outstanding options, December 31, 2025	20,887,772	$ 2.93	9.48	$ 26,069,500
Options vested and exercisable, December 31, 2025	1,449,059	$ 8.99	7.54	$ 412,649

Total unrecognized compensation cost related to non-vested stock options as of December 31, 2025 was approximately $38.0 million and is expected to be recognized within future operating results over a weighted-average period of 3.48 years.

The weighted average grant date fair value of options granted during the years ended December 31, 2025 and 2024, was $1.99 and $2.99 per share, respectively. During the years ended December 31, 2025 and 2024, 950,438 options vested with a fair value totaling $3.1 million and 307,317 options vested with a fair value totaling $1.8 million, respectively.

The estimated fair value of stock options granted to employees and consultants for the years ended December 31, 2025 and 2024, were calculated using the Black-Scholes option-pricing model using the following assumptions:

	For The Year Ended December 31,	
	2025	2024
Expected volatility	103.9 - 124.4 %	89.9 - 104.0 %
Weighted-average volatility	109.1 %	96.1 %
Expected dividends	— %	— %
Expected term (in periods)	5.73 - 6.08	5.00 - 6.08
Risk-free rate	3.77 - 3.97 %	3.68 - 4.32 %

Restricted Stock

Stock award activity for employees and non-employees under the Equity Compensation Plans for the year ended December 31, 2025 was as follows:

	Number of shares	Weighted Average Grant Date Fair Value
Unvested as of December 31, 2024	31,362	$ 10.33
Vested and issued	(16,723)	$ 11.56
Unvested as of December 31, 2025	14,639	$ 8.93

At December 31, 2025, the Company had an aggregate of $0.1 million of unrecognized equity-based compensation related to restricted stock units (“RSUs”) outstanding. During the year ended December 31, 2025, a total of 16,723 RSUs vested. The aggregate fair value of RSU’s vested during the twelve month period was approximately $0.2 million. Of the 16,723 RSU’s issued 4,810 units were withheld and returned to the Company in satisfaction of employee payroll withholding tax obligations. For the year ended December 31, 2025, the Company issued a net total of 11,913 RSUs. The unrecognized expense for restricted stock units is expected to be recognized within future operating results over a weighted average period of 0.94 years.

Stock-based compensation expense

Stock-based compensation expense for the December 31, 2025 and 2024 was as follows:

	For The Year Ended December 31,	
	2025	2024
Research and development	$ 2,876,220	$ 1,307,258
General and administrative	2,334,427	1,634,538
Total	$ 5,210,647	$ 2,941,796

(12) Warrants

Public Warrants

Each whole Public Warrant entitles the holder to purchase one share of the Company's common stock at a price of $115.00 per share (as adjusted following the Reverse Stock Split), subject to adjustment as discussed herein.

Once the warrants become exercisable, the Company may call the warrants for redemption:

- in whole and not in part;
- at a price of $0.01 per warrant;
- upon not less than 30 days’ prior written notice of redemption (the “30-day redemption period”) to each warrant holder; and if, and only if, the reported last sale price of the common stock equals or exceeds $180.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period ending three business days before the Company send the notice of redemption to the warrant holders.

If the Company calls the warrants for redemption as described above, management will have the option to require any holder that wishes to exercise its warrant to do so on a "cashless basis." If management takes advantage of this option, all holders of warrants would pay the exercise price by surrendering their warrants for that number of shares of common stock equal to the quotient obtained by dividing (x) the product of the number of shares of common stock underlying the warrants, multiplied by the excess of the "fair market value" (defined below) over the exercise price of the warrants by (y) the fair market value. The "fair market value" shall mean the average reported last sale price of the common stock for the 10 trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of warrants.

Each warrant will expire on the fifth anniversary of the Business Combination, which occurred on October 22, 2021. As a result, all outstanding warrants will expire on October 22, 2026, unless earlier exercised or redeemed in accordance with their terms. Once expired, the warrants will have no further value and will no longer be exercisable.

Private Placement Warrants

The Private Placement Warrants and the common stock issuable upon the exercise of the Private Placement Warrants were not transferable, assignable or saleable until after the completion of the Company's merger transaction in 2021. Additionally, the Private Placement Warrants are exercisable on a cashless basis and will be non-redeemable as long as they are held by the initial purchasers or their permitted transferees. If the Private Placement Warrants are held by someone other than the initial purchasers or their permitted transferees, the Private Placement Warrants will be redeemable by the Company and exercisable by such holders on the same basis as the Public Warrants.

Each warrant will expire on the fifth anniversary of the Business Combination, which occurred on October 22, 2021. As a result, all outstanding warrants will expire on October 22, 2026, unless earlier exercised or redeemed in accordance with their terms. Once expired, the warrants will have no further value and will no longer be exercisable.

PIPE Warrants and PIPE Placement Agent Warrants

In December 2022, the Company entered into a securities purchase agreement with certain institutional and accredited investors for the sale by the Company of 736,337 shares of common stock and the PIPE Warrants to purchase up to 736,337 shares of common stock, in a private placement offering. The combined purchase price of each share and accompanying PIPE Warrant was $10.80 (the "December 2022 Private Placement"). Three directors of the Company participated in the December 2022 Private Placement, each paying a $1.25 premium per share and accompanying PIPE Warrant. The PIPE Warrants, including those purchased by the participating directors of the Company, are exercisable at an exercise price equal to $10.80 per share, and are exercisable for five years from the date of issuance. The Company received gross proceeds of approximately $8.0 million before deducting transaction related fees and expenses. The Company paid Brookline Capital Markets, the placement agent, a cash fee equal to seven percent of the gross proceeds received by the Company in the December 2022 Private Placement. The Company also issued Brookline Capital Markets the PIPE Placement Agent Warrants to purchase up to an aggregate of 21,091 shares of common stock, equal to 7% of the number of shares purchased by investors introduced to the Company by Brookline Capital Markets. The PIPE Placement Agent Warrants have an exercise price equal to $13.50 per share and are exercisable six months from the date of issuance and expire five years from the date of issuance.

2023 Ladenburg Agreement Warrants

On March 21, 2023, the Company entered into a settlement agreement with Ladenburg Thalmann & Co. Inc. ("Ladenburg"), effective March 23, 2023 (the "2023 Ladenburg Agreement", regarding the action brought by Ladenburg, the "Ladenburg Action"). In connection with the 2023 Ladenburg Agreement, on March 24, 2023, the Company (i) issued the Ladenburg Warrants to purchase up to 30,000 shares of common stock, exercisable for three years from the date of issuance at $5.424 per share; and (ii) furnished to Ladenburg a one-time cash payment of $500 thousand. Pursuant to the terms and subject to the conditions set forth in the 2023 Ladenburg Agreement, the Company will (i) no later than June 30, 2023, pay $1.5 million to Ladenburg in cash or shares of common stock, at the Company's option; and (ii) no later than December 31, 2023, pay $1.1 million to Ladenburg in cash or shares of common stock, at the Company's option. Following the completion of the Company's obligations under the 2023 Ladenburg Agreement, Ladenburg has agreed to dismiss the Ladenburg Action with prejudice and extinguish any and all obligations of the Company in connection therewith. On June 30, 2023, in accord with the terms of the agreement, the Company issued 191,689 shares of common stock to satisfy a portion of its obligations under the 2023 Ladenburg Agreement. Following the completion of the 2023 Private Placement, the Company settled the remaining $1.1 million due to Ladenburg in cash.

September 2023 Purchase Agreement Warrants

As of December 31, 2025, the Company had outstanding 107,115 Preferred Tranche C Warrants to purchase shares of Series A-3 Preferred Stock for an aggregate exercise price of approximately $107.1 million.

The Preferred Tranche C Warrants were classified as derivative liabilities because they are redeemable for cash upon occurrence of a Fundamental Transaction, (as defined in the Forms for such warrants), which may be outside the control of the Company.

For more information see Note 10, *Stockholders' Equity.*

Preferred PIPE Placement Agent Warrant

On November 21, 2023, the Company issued to Chardan Capital Markets LLC, the placement agent for the September 2023 Offering, a warrant to purchase 850,119 shares (as adjusted following the Reverse Stock Split) of the Company's common stock ("the Preferred PIPE Placement Agent Warrants"). The Preferred PIPE Placement Agent Warrants have an exercise price equal to $6.30 per share (subject to adjustment for stock dividends and splits) and are exercisable in whole or in part, at any time or times on or after the issuance date and on or before October 2, 2028. The Preferred PIPE Placement Agent Warrant was classified in equity in additional paid-in capital.

Preferred PIPE Series B Warrants

On July 21, 2025, the Company issued the Release Date Warrants and Enrollment Date Warrants to various investors as part of the Series B Offering. The Release Date Warrants and Enrollment Date Warrants provide for the purchase of up to 500,000 and 1,000,000 shares of Series B Preferred Stock, respectively. The Release Date Warrants and Enrollment Date warrants have an exercise price of $218.75 and $175.00 per share, respectively. The Release Date Warrants have an expiration of the earlier of five years from the issuance date or the Phase II Release Date. The Enrollment Warrants have an expiration date of the earlier of five years from the issuance date or the Phase II Enrollment Date. The Release Date Warrants and Enrollment Date Warrants were initially classified as liabilities because of the underlying preferred shares were redeemable, requiring the Company to settle the instruments in cash under certain conditions; however, upon receiving the requisite approval on September 26, 2025, the preferred stock was no longer redeemable, and the Release Date Warrants and Enrollment Date Warrants were reclassified from liabilities to stockholders' equity.

The following table summarizes warrant activity for the year ended December 31, 2025 and 2024:

	Outstanding December 31, 2024	Warrants Issued	Warrants Exercised	Warrants Forfeited	Outstanding December 31, 2025
Common Stock Warrants					
Equity Classified					
PIPE Placement Agent Warrants	21,091	—	—	—	21,091
Preferred PIPE Placement Agent Warrants	850,119	—	—	—	850,119
Ladenburg Warrants	30,000	—	—	—	30,000
PIPE Warrants	736,337	—	—	—	736,337
Liability Classified					
Business Combination Public Warrants	575,000	—	—	—	575,000
Private Placement Warrants	20,860	—	—	—	20,860
Preferred Stock Warrants					
Equity Classified					
Preferred PIPE Series B Warrants	—	1,500,000	—	—	1,500,000
Liability Classified					
Preferred Tranche B Warrants (1)	42,846	—	—	42,846	—
Preferred Tranche C Warrants	107,115	—	—	—	107,115

(1) On January 1, 2025, 42,846 Preferred Tranche B Warrants expired, unexercised. The Company recognized a gain of $3 thousand in other income in our consolidated statement of operations, representing the fair value of the

warrants at expiration. The valuation as of December 31, 2024, was based on a risk-free interest rate of 3.93%, an expected remaining term of 0.23 periods, implied volatility of 75%, and an underlying stock price of $309.37.

	Outstanding December 31, 2023	Warrants Issued	Warrants Exercised	Warrants Forfeited	Outstanding December 31, 2024
Common Stock Warrants					
Equity Classified					
PIPE Placement Agent Warrants	21,091	—	—	—	21,091
Preferred PIPE Placement Agent Warrants	850,119	—	—	—	850,119
Ladenburg Warrants	30,000	—	—	—	30,000
PIPE Warrants	736,337	—	—	—	736,337
Liability Classified					
Business Combination Public Warrants	575,000	—	—	—	575,000
Private Placement Warrants	20,860	—	—	—	20,860
Preferred Stock Warrants					
Liability Classified					
Tranche B Warrants	42,846	—	—	—	42,846
Tranche C Warrants	107,115	—	—	—	107,115

Presentation and Valuation of the Warrants — Liability Classified Warrants

Public Warrants and Private Placement Warrants

The Public Warrants and Private Placement Warrants are accounted for as liabilities in accordance with ASC 815-40, *Derivatives and Hedging—Contracts in Entity's Own Equity* and were presented within warrant liabilities on the consolidated balance sheets as of December 31, 2025 and 2024. The initial fair value of the warrant liabilities was measured at fair value at the Closing Date, and changes in the fair value of the warrant liabilities were presented within changes in fair value of warrant liabilities in the consolidated statements of operations for the years ended December 31, 2025 and 2024.

On the Closing Date, the Company established the fair value of the Private Placement Warrants utilizing both the Black-Scholes Merton formula and a Monte Carlo Simulation (the "MCS") analysis. Specifically, the Company considered an MCS to derive the implied volatility in the publicly-listed price of the Public Warrants. The Company then considered this implied volatility in selecting the volatility for the application of a Black-Scholes Merton model for the Private Placement Warrants. The Company determined the fair value of the Public Warrants by reference to the quoted market price.

The Public Warrants were classified as a Level 1 fair value measurement, due to the use of the quoted market price, and the Private Placement Warrants held privately by assignees of Big Cypress Holdings LLC, were classified as a Level 3 fair value measurement, due to the use of unobservable inputs. See Note 13, *Fair Value Measurements,* for changes in fair value of the Private Placement Warrants.

The key inputs into the valuations as of the December 31, 2025 and 2024 were as follows:

	December 31, 2025	December 31, 2024
Risk-free interest rate	3.83%	4.19%
Expected term remaining (periods)	0.81	1.81
Implied volatility	200.4%	160.9%
Closing common stock price on the measurement date	$ 3.74	$ 3.79

Series A Preferred Warrants

Should the Company enter into or be party to a fundamental transaction, the Company will be required to purchase all outstanding Warrants from the holders by paying cash in an amount equal to the Black Scholes Value of the unexercised portion of each Series A Preferred Warrant. As a result, the Series A Preferred Warrants are accounted for as derivative liabilities in accordance with ASC 480 and ASC 815-40, *Derivatives and Hedging—Contracts in Entity's Own Equity* and were presented within warrant liabilities on the consolidated balance sheets as of December 31, 2025 and December 31, 2024. The initial fair value of the warrant liabilities was measured at fair value at the Closing Date, and changes in the fair

value of the warrant liabilities were presented within changes in fair value of warrant liabilities in the consolidated statements of operations and comprehensive loss for the years ended December 31, 2025 and 2024.

The Company established the fair value of the Series A Preferred Warrants utilizing the Black-Scholes Merton formula.

All tranches of the Preferred Warrants were classified as Level 3 fair value measurements, due to the use of unobservable inputs. See Note 13, *Fair Value Measurements,* for changes in fair value of the Preferred Warrants.

The key inputs utilized in determining the fair value of each Preferred Tranche C Warrants as of December 31, 2025 and 2024 were as follows:

	December 31, 2025	December 31, 2024
Risk-free interest rate (1)	3.54%	4.32%
Expected term remaining (periods) (1)	2.91	3.91
Implied volatility	105.0%	95.0%
Underlying Stock Price (Preferred Series A)	$ 304.95	$ 309.37

(1) Reflects a probability-weighted input derived from multiple Black-Scholes calculations. These calculations incorporate the Company's estimated probability of dissolution, should SABS' intellectual property fail to yield positive results in forthcoming clinical trials, potentially leading to dissolution before 2028. The probability was 40.0% and 38.5% as of December 31, 2025 and 2024, respectively.

Series B Preferred Warrants

The Release Date Warrants and Enrollment Date Warrants initially classified as liabilities because the underlying preferred shares were redeemable, requiring the Company to settle the instruments in cash in certain conditions. As a result of the redemption feature of the Series B Convertible Preferred Stock, the Release Date Warrants and Enrollment Date Warrants were accounted for as liabilities in accordance with ASC 815-40, *Derivatives and Hedging—Contracts in Entity's Own Equity.* Upon receiving the requisite approval on September 26, 2025, the preferred stock was no longer redeemable and the Release Date Warrants and Enrollment Date Warrants were reclassified from liabilities to stockholders' equity.

The initial fair value of the warrant liabilities were measured at fair value at the closing date of the Series B Offering, and changes in the fair value of the warrant liabilities through September 26, 2025 were presented within changes in fair value of warrant liabilities in the consolidated statements of operations and comprehensive income (loss) for the year ended December 31, 2025. Upon the requisite approval on September 26, 2025, the fair value of the warrants was reclassified into stockholders' equity.

The Company established the fair value of the Release Date Warrants and Enrollment Date Warrants utilizing the Black-Scholes Merton formula.

The Release Date Warrants and Enrollment Date Warrants were classified as Level 3 fair value measurements, due to the use of unobservable inputs. See Note 13, *Fair Value Measurements,* for changes in fair value of the Release Date Warrants and Enrollment Date Warrants.

The key inputs utilized in determining the fair value of each Release Date Warrant as of July 21, 2025 and September 26, 2025, respectively, were as follows:

	July 21, 2025	September 26, 2025
Risk-free interest rate (1)	3.44%	3.28%
Expected term remaining (periods) (1)	2.35	2.19
Implied volatility	110.0%	102.5%
Underlying Stock Price (Preferred Series B)	$ 197.31	$ 146.89

(1) Reflects a probability-weighted input derived from multiple Black-Scholes calculations. These calculations incorporate the Company's estimated probability of failure to release top-line data from the Phase 2b SAFEGUARD trial of SAB -142 (the "Release Date"). The probability was 10% as of September 26, 2025

The key inputs utilized in determining the fair value of each Enrollment Date Warrant as of July 21, 2025 and September 26, 2025, respectively, were as follows:

	July 21, 2025	September 26, 2025
Risk-free interest rate (1)	3.77%	3.48%
Expected term remaining (periods) (1)	1.40	1.23
Implied volatility	105.0%	105.0%
Underlying Stock Price (Preferred Series B)	$ 197.31	$ 146.89

(1) Reflects a probability-weighted input derived from multiple Black-Scholes calculations. These calculations incorporate the Company's estimated probability of failure to achieve full enrollment of the Phase 2b SAFEGUARD trial of SAB-142 (the "Enrollment Date"). The probability was 5% as of September 26, 2025.

(13) Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The following fair value hierarchy classifies the inputs to valuation techniques that would be used to measure fair value into one of three levels:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

The following tables present information about the Company's assets and liabilities that are measured at fair value on a recurring basis at December 31, 2025 and 2024, and indicate the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

	As of December 31, 2025			
	Total	Quoted Prices In Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Assets:				
Cash equivalents				
Money market funds	$ 9,128,243	$ 9,128,243	$ —	$ —
Short-term investments				
Mutual funds	59,129,609	59,129,609	—	—
U.S. treasury securities	24,027,260	24,027,260	—	—
Corporate Bonds	2,932,910	—	2,932,910	—
Long-term investments				
U.S. treasury securities	42,783,989	42,783,989	—	—
Corporate Bonds	4,108,893	—	4,108,893	—
Liabilities:				
Public Warrant liability	$ 179,400	$ 179,400	$ —	$ —
Private Placement Warrant liability	6,508	—	—	6,508
Tranche C Preferred Warrants	5,449,204	—	—	5,449,204

	As of December 31, 2024			
	Total	Quoted Prices In Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Assets:				
Cash equivalents				
Money market funds	$ 3,460,221	$ 3,460,221	$ —	$ —
U.S. treasury securities	3,248,959	3,248,959	—	—
Short-term investments				
Mutual funds	5,638,567	5,638,567	—	—
U.S. treasury securities	6,224,179	6,224,179	—	—
Liabilities:				
Public Warrant liability	$ 432,975	$ 432,975	$ —	
Private Placement Warrant liability	15,708	—	—	15,708
Tranche C and B Preferred Warrants	5,940,543	—	—	5,940,543

The following table provides a summary of changes in Level 3 fair value measurements for the Private Placement Warrant Liability:

Balance, December 31, 2024	$ 15,708
Change in fair value of Private Placement Warrant liability	(9,200)
Balance, December 31, 2025	$ 6,508

The following table provides a summary of the changes in Level 3 fair value measurements for the Preferred Warrant liabilities:

Balance, December 31, 2024	$ 5,940,543
Change in fair value of the Preferred Warrant liabilities	(491,339)
Balance, December 31, 2025	$ 5,449,204

As of December 31, 2025 and 2024, the Company did not have any other assets or liabilities that are recorded at fair value on a recurring basis.

The Company believes that the carrying amounts of its cash and cash equivalents, accrued interest receivable, accounts payable, notes payable, accrued expenses and other current liabilities approximate their fair values due to their near-term maturities.

(14) Investments

Available-For-Sale Debt Securities

At December 31, 2025, the fair value and amortized cost of the Company's available-for-sale debt securities, summarized by type of security, consisted of the following:

	As of December 31, 2025			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Short-term:				
U.S. treasury securities	$ 23,993,821	$ 33,439	$ —	$ 24,027,260
Corporate Bonds	2,923,265	9,677	(32)	2,932,910
Total	26,917,086	43,116	(32)	26,960,170
Long-term:				
U.S. treasury securities	$ 42,651,824	$ 143,223	$ (11,058)	$ 42,783,989
Corporate Bonds	4,098,031	11,698	(836)	$ 4,108,893
Total	46,749,855	154,921	(11,894)	46,892,882

At December 31, 2024, the fair value and amortized cost of the Company's available-for-sale debt securities, summarized by type of security, consisted of the following:

	As of December 31, 2024			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Short-term:				
U.S. treasury securities	$ 6,223,532	$ 1,306	$ (659)	$ 6,224,179
Total	$ 6,223,532	$ 1,306	$ (659)	$ 6,224,179

The amortized cost and estimated fair value by maturity or next repricing date of investment securities at December 31, 2025 are shown in the following table. Fixed rate securities are classified according to their contractual maturities without consideration of principal amortization, potential prepayments or call options. Accordingly, actual maturities may differ from contractual maturities.

	As of December 31, 2025	
	Amortized Cost	Fair Value
Within one year or less	$ 26,917,086	$ 26,960,170
One through five years	46,749,855	46,892,882
Total	73,666,941	73,853,052

The following table shows gross unrealized losses and fair values of available-for-sale securities for which an allowance for credit losses has not been recorded, aggregated by investment category and length of time that individual securities have been in a continuous loss position as of December 31, 2025:

	Unrealized losses less than 12 months			Unrealized losses 12 months or greater			Total		
	Number of Individual Securities	Fair Value	Unrealized Loss	Number of Individual Securities	Fair Value	Unrealized Loss	Number of Individual Securities	Fair Value	Unrealized Loss
Available-for-sale securities:									
U.S. treasury securities	4	$ 7,802,140	$ 11,058	—	$ —	$ —	4	$ 7,802,140	$ 11,058
Corporate Bonds	8	771,767	868	—	—	—	8	771,767	868
Total	12	$ 8,573,907	$ 11,926	—	$ —	$ —	12	$ 8,573,907	$ 11,926

The following table shows gross unrealized losses and fair values of available-for-sale securities for which an allowance for credit losses has not been recorded, aggregated by investment category and length of time that individual securities have been in a continuous loss position as of December 31, 2024:

	Unrealized losses less than 12 months			Unrealized losses 12 months or greater			Total		
	Number of Individual Securities	Fair Value	Unrealized Loss	Number of Individual Securities	Fair Value	Unrealized Loss	Number of Individual Securities	Fair Value	Unrealized Loss
Available-for-sale securities:									
U.S. treasury securities	1	$ 6,224,179	$ 659	—	$ —	$ —	1	$ 6,224,179	$ 659
Total	1	$ 6,224,179	$ 659	—	$ —	$ —	1	$ 6,224,179	$ 659

The unrealized losses on the Company's available-for-sale debt securities as of December 31, 2025 and 2024 were caused by fluctuations in market value and interest rates as a result of the economic environment. The Company concluded that an allowance for credit losses was unnecessary as of December 31, 2025 and 2024 because the decline in the market value was attributable to changes in market conditions and not credit quality, and that it is neither management's intention to sell nor is it more likely than not that the Company will be required to sell these investments prior to recovery.

Gross realized gains and losses on the sale of short-term and long-term investments are included in other income in the Company's consolidated statements of operations and comprehensive income (loss). The Company realized $2 thousand in gains for the year ended December 31, 2025 and realized no gains or losses for the year ended December 31, 2024.

Accrued interest receivable related to the above investment securities was $0.9 million and $0.1 million at December 31, 2025 and 2024, respectively, and is included within accrued interest receivable on the consolidated balance sheets.

Equity Securities

The Company holds investments in mutual funds that are classified as equity securities, primarily representing diversified portfolios of publicly traded equity instruments managed by third-party investment advisors. As of December 31, 2025 and 2024, the Company had $59.1 million and $5.6 million, respectively, of equity securities included within short-term investments on the consolidated balance sheets. The following is a summary of unrealized and realized gains (losses) recognized on equity securities included in other income (expense) in the consolidated statements of operations and comprehensive income (loss).

	For The Year Ended December 31,	
	2025	2024
Net gains (losses) recognized during the period	$ 72,026	$ 1,232
Less: Realized net gains (losses) recognized on equity securities sold	39,694	27,539
Unrealized net gains (losses) recognized on equity securities held	$ 32,332	$ (26,307)

(15) Income Taxes

The components of net income before income tax expense are as follows:

	December 31, 2025
Domestic	$ 16,477,797
Foreign	(3,204,114)
Total	$ 13,273,683

During the years ended December 31, 2025 and 2024, the Company did not record a provision for income taxes because it has incurred operating losses and maintained a full valuation allowance against its deferred tax assets.

Net deferred tax assets as of December 31, 2025 and 2024 consisted of the following:

	December 31, 2025	December 31, 2024
Deferred tax assets:		
Tax carryforwards	$ 19,125,228	$ 14,680,968
Compensation accruals	4,032,869	2,911,154
Amortizable Research and development intangibles	14,024,636	11,202,249
Other deferred tax assets	1,397,331	927,686
Total deferred tax assets	38,580,064	29,722,057
Less valuation allowance	(36,870,709)	(27,853,819)
Total deferred tax assets	1,709,355	1,868,238
Deferred tax liabilities:		
Property, plant and equipment	$ 1,157,421	$ 1,697,673
Other deferred tax liabilities	551,934	170,565
Total deferred tax liabilities	1,709,355	1,868,238
Net deferred tax asset (liability)	$ —	$ —

The reconciliation between the Company's effective tax rate and the statutory tax rate of 21% includes the following significant items: changes in the valuation allowance and permanent items including the change in fair value of warrant liabilities and equity issuance costs. The rate reconciliation was as follows:

	December 31, 2025	
Federal income tax at statutory rate	$ 2,787,474	21.00%
State and local, net of federal effect	—	— %
Nontaxable or nondeductible items		
Warrant liability	(13,178,379)	(99.28)%
Equity issuance costs	1,068,627	8.04%
Other	38,487	0.29%
Effect of changes in tax laws or rates enacted in the current period	—	— %
Effect of cross-border tax laws		
Foreign disregarded entity	(672,864)	(5.07)%
Tax credits		
Research and development tax credit	(382,211)	(2.88)%
True up of research and development tax credit	764,422	5.76%
Change in valuation allowances	8,901,579	67.06%
Foreign tax effects		
Australia		
Effects of rates different than statutory	(288,370)	(2.17)%
Non-deductible item (Research and development expenditures)	951,151	7.17%
Other	10,084	0.08%
Changes in unrecognized tax benefits	—	— %
Other adjustments	—	— %
Effective tax rate	$ —	— %

	December 31, 2024	
Federal income tax at statutory	$ (7,162,115)	21.00%
Equity raise	(1,130,852)	3.30%
Other permanent items	(339,174)	0.89%
Valuation allowance	8,632,141	(25.19)%
	$ —	— %

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of the deferred tax assets is dependent

upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of historical losses and the uncertainty of future taxable income over the periods which the Company will realize the benefits of its net deferred tax assets, management believes it is more likely than not that the Company will not fully realize the benefits on the balance of its net deferred tax asset and, accordingly, the Company has established a valuation allowance on its net deferred tax assets. The valuation allowance increased by approximately $8.9 million and increased by approximately $8.6 million, respectively, for the years ended December 31, 2025 and 2024.

As of December 31, 2025, the Company has federal and state net operating loss carryforwards in the amount of $82.6 million and $2 million, respectively. As of December 31, 2024, the Company has federal and state net operating loss carryforwards in the amount of $59.9 million and $1.1 million, respectively. The federal net operating loss can be carried forward indefinitely. The Company's state net operating loss carryforwards expiration periods range from 2041 to indefinite. In addition, the Company had federal tax credit carryforwards of $1.7 million and $2.0 million, respectively for the years ended December 31, 2025 and 2024 which are available to reduce future federal income taxes through 2045.

Utilization of the Company’s net operating loss (and tax credit carryforwards) are subject to annual limitation(s) due to ownership changes that occurred as a result of the October 2023 Private Placement and the July 2025 Purchase Agreement. In general, an “ownership change”, as defined by Section 382 of the Internal Revenue Code of 1986, as amended, results from a transaction or series of transaction over a three-year period resulting in an ownership change of more than 50 percentage points of the outstanding stock of a company by certain stockholders. However, because the Company was already in a full valuation allowance position, the effect of the ownership was insignificant.

The “One Big Beautiful Bill Act” (“OBBBA”) enacted on July 4, 2025, introduced notable changes to the U.S. Internal Revenue Code, including immediate expensing of domestic Section 174 costs. Section 174 costs are expenditures, which represent research and development costs that are incident to the development or improvement of a product, process, formula, invention, computer software, or technique. As previously required under the Tax Cuts and Jobs Act, we capitalized research and development expenditures in the years ended December 31, 2022 through December 31, 2024. The Company continues to capitalize research and development expenditures for the year ended December 31, 2025.

U.S. GAAP provides that the tax effects from uncertain tax positions can be recognized in the consolidated financial statements only if the position is more likely than not of being sustained on audit, based on the technical merits of the position. As of December 31, 2025 and 2024, there were no uncertain tax provisions. There was no interest or penalties related to income taxes for the years ended December 31, 2025 and 2024, and there was no accrued interest or penalties associated with uncertain tax positions as of December 31, 2025 and 2024.

The Company files tax returns as prescribed by the laws of the jurisdictions in which it operates. In the normal course of business, the Company is subject to examination by federal and state jurisdictions, where applicable. The Company’s tax years are still open under the statute from 2022 to present. However, to the extent allowed by law, the taxing authorities may have the right to examine the period from 2017 through 2024 where net operating losses were generated and carried forward and make adjustments to the amount of the net operating loss carryforward amount. The Company is not currently under examination by federal or state jurisdictions.

(16) Related Party Transactions

For the years ended December 31, 2025 and 2024, there were no related party transactions with directors, executive officers, or beneficial owners of 5% or more of any class of the Company's voting securities, immediate family members of any of the foregoing persons, and any entities in which any of the foregoing is an executive officer or is an owner of 5% or more ownership interest.

(17) Employee Benefit Plan

The Company sponsors a defined contribution retirement plan. All the Company’s employees are eligible to be enrolled in the employer-sponsored contributory retirement savings plan, which include features under Section 401(k) of the Internal Revenue Code of 1986, as amended, and provides for Company matching contributions. The Company’s contributions to the plan are determined by its Board of Directors, subject to certain minimum requirements specified in the plan. The Company has historically made matching contributions of 100% on 3% of the employee contributions, with an additional 50% match on the next 2% of employee contributions. The Company made contributions of approximately $0.4 million and $0.4 million, for the years ended December 31, 2025 and 2024, respectively.

(18) Commitments and Contingencies

The Company is not a party to any litigation, and, to its best knowledge, no action, suit or proceeding has been threatened against the Company which are expected to have a material adverse effect on its financial condition, results of operations or liquidity.

Fortrea Inc.

In October 2024, the Company entered into a clinical master services agreement and work orders with Fortrea Holdings Inc. ("Fortrea") to act as the contract research organization ("CRO") overseeing the Company's Phase 2b efficacy and safety study for SAB-142. Approximately $7.3 million and $0.4 million was expensed with respect to the Fortrea agreements during the years ended December 31, 2025 and 2024, respectively, which amounts are included in research and development expenses in the accompanying consolidated statements of operations and comprehensive income (loss). The Company expects to make substantial payments to Fortrea over the next 12 to 18 months in connection with services provided by Fortrea, as well as clinical trial site and other pass-through costs relating to the Phase 2b efficacy and safety study for SAB-142.

(19) Segment Reporting

Operating segments are defined as components of the entity for which separate financial information is made available and that is regularly evaluated by the chief operating decision maker (CODM) in making decisions regarding resource allocation and assessing performance. The Company's CODM is its chief executive officer and the Company manages its operations as a single segment for the purposes of assessing performance and making operating decisions. The Company is focused on the development of a human anti-thymocyte globulin focused on preventing or delaying the progression of T1D.

The CODM assesses the Company's performance by reviewing GAAP operating expense and significant expenses by function along with the annual budget. The chief operating decision maker considers budget-to-actual variances on a quarterly basis when making decisions about the allocation of operating and capital resources.

The following table is representative of the significant expense categories regularly provided to the CODM when managing the Company's single reporting segment. A reconciliation to consolidated operating expenses as our single segment operating loss for the years ended December 31, 2025 and 2024 is included in the table below:

	Year Ended December 31,	
	2025	2024
Direct research and development expenses		
Research and development salaries and benefits	$ 11,099,651	$ 8,048,062
Clinical trial expense	10,153,742	4,169,487
Lab supplies and animal care	3,042,325	2,737,075
Lab services, consulting, and other direct research costs	2,111,013	7,295,739
Total direct research and development expenses	26,406,731	22,250,363
Indirect research and development expenses	5,069,381	6,694,046
Share based compensation (research and development)	2,876,220	1,307,258
Total research and development expense	34,352,332	30,251,667
General and administrative expense		
Administrative payroll	5,318,225	6,563,608
Professional fees and travel	2,644,934	1,515,131
Insurance, office expense, and other administrative expenses	4,303,443	4,267,987
Share based compensation (general and administrative)	2,334,429	1,634,537
Total general and administrative expenses	14,601,031	13,981,263
Total operating expense	$ 48,953,363	$ 44,232,930

The measure of segment assets is reported on the Consolidated Balance Sheets as Cash and cash equivalents and Short-term and Long-term investments.

Long-lived assets are reported on the Consolidated Balance Sheets as Property, plant and equipment, net of accumulated depreciation and these assets are held in the U.S.

(20) Subsequent Events

The Company has evaluated subsequent events through the date of issuance of these consolidated financial statements. The Company is not aware of any subsequent events that occurred that would be required to be disclosed in, or would be recognized, in these consolidated financial statements.

Exhibit 21.1

LIST OF SUBSIDIARIES

SAB Sciences, Inc., a Delaware Corporation

Diversity Therapeutics, Inc., a Delaware Corporation

SAB LLC, a South Dakota LLC

SAB Capra LLC, a South Dakota LLC

Aurochs LLC, a South Dakota LLC

SAB BIO PTY LTD, a proprietary company in Australia limited by shares

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements of SAB Biotherapeutics, Inc. on post-effective amendment to Form S-1 on Form S-3 (File No. 333-261496), Forms S-3 (Nos. 333-275319, 333-274119, 333-271768, 333-271543, 333-269565, 333-289992, and 333-292482) and Forms S-8 (No. 333-277314, 333-262452, 333-281499, 333-286368, and 333-292143) of our report dated March 9, 2026, on our audits of the financial statements as of December 31, 2025 and 2024 and for each of the years then ended, which report is included in this Annual Report on Form 10-K to be filed on or about March 9, 2026.

/s/ EisnerAmper LLP

EISNERAMPER LLP
Iselin, New Jersey

March 9, 2026

Exhibit 31.1

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

I, Samuel J. Reich, certify that:

1. I have reviewed this Annual Report on Form 10-K of SAB Biotherapeutics, Inc.;

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

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

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

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, 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 issuer's internal control over financial reporting; and

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

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

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

Date: March 9, 2026

By: /s/ Samuel J. Reich

Samuel J. Reich

Chief Executive Officer

(Principal Executive Officer)

Exhibit 31.2

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

I, Lucy To, certify that:

1. I have reviewed this Annual Report on Form 10-K of SAB Biotherapeutics, Inc.;

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

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

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

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, 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 issuer's internal control over financial reporting; and

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

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

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

Date: March 9, 2026

By: /s/ Lucy To

Lucy To
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

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

In connection with the Annual Report of SAB Biotherapeutics, Inc. (the "Company") on Form 10-K for the period ending December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: March 9, 2026

By: /s/ Samuel J. Reich

Samuel J. Reich
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

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

In connection with the Annual Report of SAB Biotherapeutics, Inc. (the "Company") on Form 10-K for the period ending December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: March 9, 2026

By: /s/ Lucy To

Lucy To
Chief Financial Officer
(Principal Financial and Accounting Officer)