RELIEF
THERAPEUTICS

PROVIDING RELIEF TO PATIENTS WITH RARE DISEASES

2024

ANNUAL REPORT

RELIEF
THERAPEUTICS

TABLE OF CONTENTS

LETTER TO OUR SHAREHOLDERS

RELIEF
THERAPEUTICS

DEAR SHAREHOLDERS,

This past year, we built a stronger foundation and made measurable progress in executing our plans as we advanced our core pipeline and optimized our commercial strategy, always guided by our commitment to delivering meaningful solutions for patients with unmet medical needs.

KEY STRATEGIC AND PIPELINE ADVANCEMENTS

We successfully transitioned to and reaffirmed our historical business model—advancing innovative therapies through clinical development and subsequently out-licensing them to commercial partners—exemplified by our agreement with Eton Pharmaceuticals for GOLIKE®. This transition, along with our refined focus on rare dermatology and metabolic diseases, has streamlined our operations while positioning us for long-term value creation for both patients and shareholders.

In rare dermatological conditions, RLF-TD011, our novel hypochlorous acid solution for epidermolysis bullosa (EB), has demonstrated promising microbiome-modulating properties that support wound healing in a recent clinical trial, reinforcing its potential to meaningfully advance EB wound management. We are finalizing our pre-IND submission to the FDA and preparing for the next phase of development.

In rare metabolic diseases, RLF-OD032, our next-generation liquid sapropterin formulation for phenylketonuria, has completed a proof-of-concept study, providing supportive evidence of bioequivalence with existing treatments while offering patients greater flexibility and ease of administration. We remain on track for a pivotal trial in 2025, followed by a potential 505(b)(2) NDA submission.

FINANCIAL AND CORPORATE DEVELOPMENTS

Our experienced executive team has effectively managed operations and advanced our objectives. We have significantly improved our financial position through strategic transactions, cost optimization, and non-dilutive funding. Key financial highlights for 2024 include:

- 40% revenue growth, primarily from licensing income.
- 46% reduction in operating expenses, achieved through SG&A reductions, with R&D unaffected.
- 75% reduction in EBITDA loss, from CHF 16.2 million in 2023 to CHF 4.0 million in 2024.
- Secured CHF 6.5 million in non-dilutive funding through royalty monetization, with an additional CHF 2.9 million potentially receivable in 2025.

- CHF 14.1 million in cash reserves as of March 31, 2025, extending our operational runway into the second half of 2026.
- Renewal of our CHF 50 million Share Subscription Facility with GEM Global Emerging Markets.

Our disciplined approach to financial and operational management aims to ensure we remain well-positioned to capitalize on opportunities before us.

LOOKING AHEAD

As we enter 2025, our priorities remain clear: advancing our core pipeline, leveraging our expertise and assets, and optimizing operations. In parallel, we remain actively exploring strategic opportunities, including M&A transactions, to accelerate and maximize shareholder value.

We remain deeply grateful for the confidence and continued support of our shareholders, partners, and employees, whose dedication makes our progress possible.

Sincerely,

Raghuram Selvaraju, Ph.D., M.B.A.
Chairman of the Board of Directors

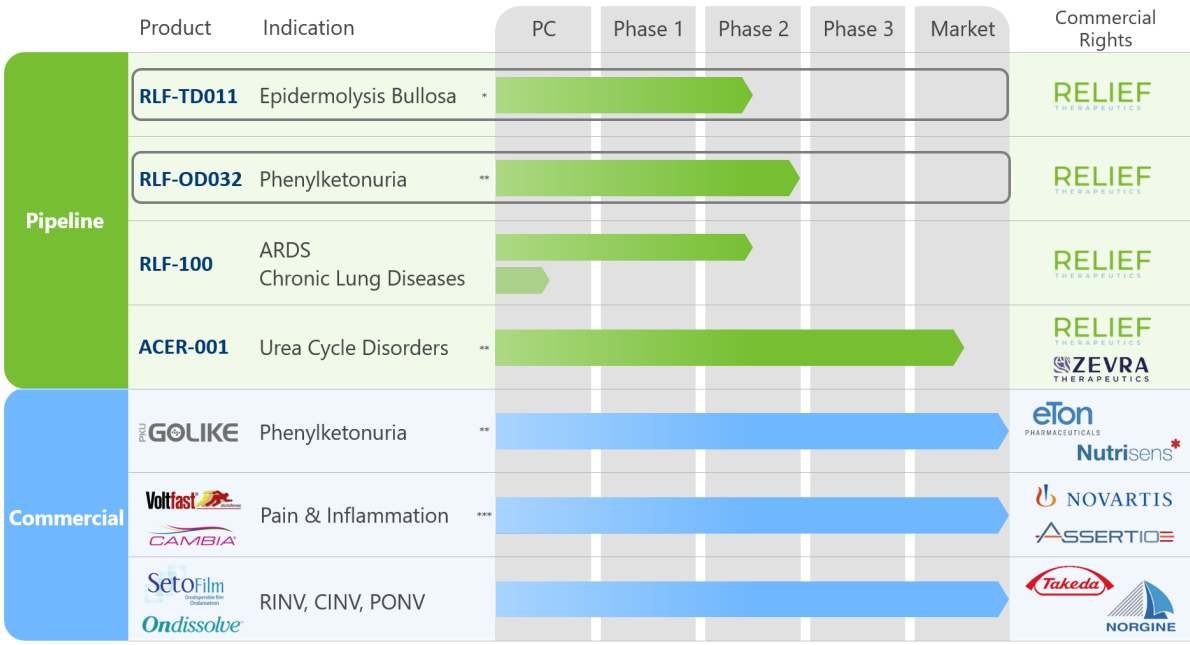
PIPELINE AND PORTFOLIO

PRODUCT PIPELINE AND PORTFOLIO

Relief is a Swiss, commercial-stage biopharmaceutical company developing and commercializing through selected partners novel, patent-protected therapies for specialty, rare, and ultra-rare diseases.

We are dedicated to redefining treatment paradigms by enhancing efficacy, safety, and convenience, ultimately improving the quality of life for patients living with chronic and debilitating conditions. With a lean and agile structure, we leverage our expertise in drug delivery systems and drug repurposing to develop transformative treatments targeting rare dermatological and metabolic diseases with high unmet needs.

Relief's diversified portfolio combines a pipeline of promising drug candidates with revenue-generating products marketed through established partnerships.



* RLF-TD011's classification as a mid-Phase 2 candidate is contingent upon a positive outcome from the upcoming pre-IND meeting with the FDA, as no structured clinical program has yet been validated, potentially enabling progression to a Phase 2/3 trial.

** RLF-OD032 and ACER-001, developed under a 505(b)(2) regulatory pathway, and PKU GOLIKE, classified as food for special medical purposes, do not (or did not) follow the traditional drug development and approval process. Consequently, they do not (or did not) undergo the phase development stages as illustrated. The progression visualization is intended solely for indicative purposes and should not be interpreted as a regulatory pathway.

*** The diclofenac products listed in this table do not represent the full range of diclofenac formulations developed by Relief. Additional information can be found in the "Diclofenac Formulations" section below.

RLF-TD011 FOR THE TREATMENT OF EPIDERMOLYSIS BULLOSA

The Company is dedicated to the development of novel therapies for rare dermatological disorders, an area of significant unmet need where its proprietary platform technology and expertise may offer meaningful improvements in patient outcomes and quality of life.

TEHCLO™ NANOTECHNOLOGY

TEHCLO Nanotechnology, used in the development of RLF-TD011, is our proprietary, globally patented technology platform that enables the production of highly stable electrolytic water with unique therapeutic properties. Characterized by its nanocoated electrodes, this technology produces a hypotonic, acid-oxidizing solution formulated with hypochlorous acid.

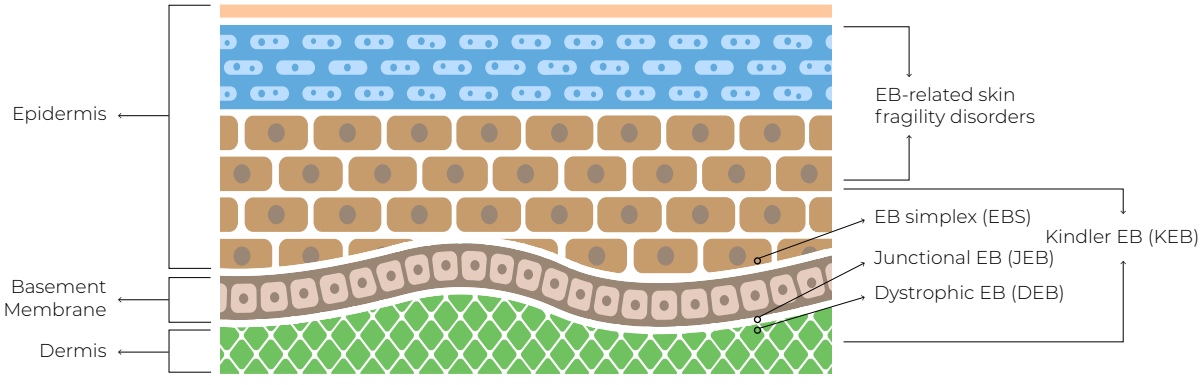
Relief's intellectual property covering TEHCLO Nanotechnology consists of three patent families. Two families cover systems and methods, with 40 patents granted worldwide, expiring between 2026 and 2030 exclusive of any patent term adjustments or other form of exclusivity. A third patent family, granted by the European Patent Office with exclusivity through 2040, protects medical uses, including the treatment with RLF-TD011 of wounds caused by epidermolysis bullosa. Corresponding patent applications are under review in other key markets, including the United States and China.

Epidermolysis Bullosa

Epidermolysis bullosa (EB) is a group of rare genetic skin disorders that cause the skin to blister and tear with minimal friction. Due to the delicate nature of their skin, affected individuals are often referred to as "butterfly children." In EB patients, chronic wounds and sores contribute to severe pain, recurrent infections, and extensive scarring, with the most severe forms leading to disfigurement, disability, and premature mortality. The disease may also extend beyond the skin, affecting internal linings and organs.

According to the National Epidermolysis Bullosa Registry, the estimated incidence of EB in the United States is 19.57 per 1 million live births, with a prevalence of 11.07 per 1 million population. Globally, EB affects approximately 500,000 individuals.

The current classification for EB includes four subtypes defined by the level of cleavage at the dermal and epidermal junction, as illustrated in the following cross-section diagram of the skin.



The current standard of care includes wound management, infection control, pain relief, and nutritional support. While recent therapeutic advancements have emerged for select EB subtypes, significant unmet medical needs remain—no treatment currently exists that can simultaneously control wound bioburden, reduce inflammation, and accelerate wound healing. Additionally, the often-heavy reliance on antibiotics increases the risk of antibiotic resistance and wound sensitization, further complicating wound care and compromising the efficacy of currently available treatments and emerging therapies. Further, wound care management remains a complex and time-consuming process for patients and caregivers.

RLF-TD011

Relief is developing RLF-TD011 as a fast, easy-to-use, and effective EB wound care therapy designed to efficiently control infection and inflammation while reducing antibiotic use and easing the intensive wound care routine required by current treatments. Importantly, RLF-TD011 may also enhance the efficacy and usability of newly developed EB treatments.

RLF-TD011 is a differentiated hypotonic, acid-oxidizing solution formulated with hypochlorous acid (HClO), offering strong antimicrobial and anti-inflammatory properties. Its sprayable, self-administered solution enables targeted application while avoiding direct skin contact and cross-contamination.

RLF-TD011 employs a unique combination of four physio-chemical properties—high-purity HClO, hypotonic, low pH and high oxidation-reduction potential—to create a favorable wound microenvironment supporting faster physiological wound healing. At a mechanistic level, RLF-TD011 inhibits NF-κB to reduce inflammation while activating Nrf2 (nuclear factor erythroid 2) to enhance antioxidant defenses. Additionally, its low pH suppresses metalloprotease activity, preventing excessive tissue degradation and supporting skin repair.

RLF-TD011 has been granted Orphan Drug Designation (ODD) by the U.S. FDA for the treatment of EB, which qualifies the sponsor of the treatment for certain development incentives, including seven years of market exclusivity upon FDA marketing approval. We also intend to seek Qualified Infectious Disease Product (QIDP) designation, which could further extend U.S. market exclusivity and accelerate regulatory review, as well as Rare Pediatric Designation.

Clinical development

Our acid-oxidizing solution has previously demonstrated efficacy in accelerating wound closure and reducing infections in clinical trials for non-EB wounds[1].

In 2024, a proof-of-concept investigator-initiated clinical trial evaluating RLF-TD011's impact on the skin microbiome in EB patients showed promising results. Treated patients with dystrophic or junctional EB had wounds colonized by Staphylococcus aureus. Over an eight-week treatment period, RLF-TD011 led to a 24% reduction in S. aureus relative abundance ($p=0.01$), which correlated strongly ($rho=0.64$) with an average 63.4% reduction in wound size. Microbiome analysis showed that RLF-TD011 led to a marked increase in alpha diversity, with an increase in beneficial bacteria within the wound microbiome, effectively reducing S. aureus without disrupting beneficial bacteria. Improvements in microbiome diversity persisted through a four-week post-treatment observation period, evidencing RLF-TD011's durability effect on the wound environment. These findings suggest RLF-TD011's potential to meaningfully advance EB wound care by modulating the wound microbiome, reducing pathogenic colonization, and promoting healing.

We have since been actively preparing a pre-IND meeting package for submission to the FDA, expected imminently, to finalize the remaining clinical development and regulatory strategy for RLF-TD011.

RLF-OD032 FOR THE TREATMENT OF PHENYLKETONURIA

Leveraging our expertise in the development and commercialization of treatments for metabolic disorders, we initiated the development of RLF-OD032 in 2022 as a next-generation treatment for phenylketonuria and are approaching a pivotal milestone toward potential market approval.

PHENYLKETONURIA

Phenylketonuria (PKU) is a rare genetic disorder caused by a deficiency of the enzyme needed to break down phenylalanine (Phe), leading to a toxic buildup of Phe from the consumption of foods containing protein or aspartame. Individuals with PKU lack the ability to metabolize Phe, which is present in many foods. Without treatment, PKU can cause a toxic accumulation of Phe, which induces severe neurological and developmental issues.

The current standard of care requires a lifelong Phe-restricted diet supplemented with Phe-free medical foods to prevent protein deficiency and optimize metabolic control. However, this diet is highly restrictive and often creates barriers to social interactions, limiting compliance and increasing the risk of poor disease management.

For patients responsive to sapropterin dihydrochloride (Sapropterin), Sapropterin-based drugs allow for a less restrictive diet. However, currently available formulations have several limitations, including the requirement for consumption in fed conditions and immediately after mixing with a large volume of water.

RLF-OD032

RLF-OD032 is an innovative, highly concentrated liquid formulation of Sapropterin for oral administration, designed to address the limitations of current Sapropterin-based treatments for PKU in adult and pediatric patients. If approved, RLF-OD032 would be the first and only ready-to-use, portable, and liquid Sapropterin drug, which may significantly improve PKU management by enhancing treatment compliance and quality of life, particularly among pediatric patients struggling with existing therapies.

By substantially reducing the volume of medication required compared to current Sapropterin formulations, RLF-OD032 is designed to offer a more patient-friendly solution. Additionally, it may enable greater dosing flexibility, allowing administration without the need for concomitant food and water intake, thereby further simplifying the treatment regimen.

With patent protection extending through at least 2043, we believe RLF-OD032 has the potential to capture a significant share of the Sapropterin-based treatment market, which we estimate to exceed USD 350 million annually in the United States alone.

Clinical development

We are pursuing U.S. regulatory approval for RLF-OD032 under the 505(b)(2) NDA submission pathway, demonstrating bioequivalence to a reference listed drug (KUVAN® Powder).

In 2024, we completed a pilot, proof-of-concept, four-way crossover study, which demonstrated that RLF-OD032 administered under fed conditions, with or without water intake, achieved peak and total exposure of Sapropterin similar to those achieved by the reference listed drug under fed conditions with water, considering the range required by the FDA for bioequivalence studies. These results have informed the design of a pivotal bioequivalence trial and have significantly increased the likelihood of achieving bioequivalence in that trial.

Additionally, this study showed unexpected yet promising findings: when administered in a fasted state without water, RLF-OD032 achieved greater Sapropterin absorption compared to the reference product administered under fed conditions with water. Unlike the reference product, which should be taken exclusively in fed conditions with water, these findings indicate that RLF-OD032 may offer new administration options, allowing patients to take their medication anytime, even while on the go. Relief has filed provisional U.S. patent applications covering these novel, potentially life-changing benefits.

The clinical and regulatory implications of this enhanced absorption profile are currently under evaluation. In parallel, we are progressing with CMC activities and finalizing preparations for our pivotal bioequivalence trial, which we expect to complete in 2025. Subject to positive results, we plan to submit a 505(b)(2) NDA application thereafter.

OTHER DRUG CANDIDATES

RLF-100® (Aviptadil Acetate)

Aviptadil acetate is a synthetic form of vasoactive intestinal peptide (VIP), a naturally produced peptide with anti-inflammatory, immunosuppressive, anti-proliferative, and vasodilatory properties. VIP is predominantly localized in the lungs and plays a critical role in the neuroendocrine-immune axis. Prior research suggests Aviptadil as a promising drug candidate for multiple pulmonary disorders.

Relief has developed proprietary, patent-protected Aviptadil formulations (RLF-100) for intravenous and inhaled administration. RLF-100 is intended for use as a standard-of-care therapy in the prevention and treatment of respiratory failure and its complications across both acute intensive care and chronic ambulatory settings.

We believe RLF-100 may address significant unmet medical needs in patients affected by acute respiratory distress syndromes (ARDSs) and certain chronic lung diseases (CLDs), including sarcoidosis, berylliosis, and checkpoint inhibitor-induced pneumonitis (CIP).

As the Company prioritizes its more advanced, risk-mitigated assets, we are actively seeking partnerships or collaborations to support further development and potential commercialization of RLF-100.

ACER-001

ACER-001 is a proprietary, taste-masked formulation of sodium phenylbutyrate powder, owned and developed by Acer Therapeutics, a wholly owned subsidiary of Zevra Therapeutics (NASDAQ: ZVRA).

ACER-001 is approved and marketed by Zevra Therapeutics in the United States as OLPRUVA®, indicated as an adjunctive therapy for the long-term management of urea cycle disorders involving deficiencies in carbamylphosphate synthetase, ornithine transcarbamylase, or argininosuccinic acid synthetase.

Relief holds exclusive development and commercialization rights for ACER-001 in Europe and is entitled to receive royalties on U.S. net sales. However, commercialization in Relief's territory is contingent on commercial viability, which remains challenging due to pricing considerations, and on completion of a bridging pharmacokinetic study.

COMMERCIAL PRODUCTS

Relief's portfolio comprises several approved products marketed across multiple regions, including the United States and Europe. These products, originally developed and patented by Relief, have been licensed to third parties for commercialization, generating ongoing licensing and supply revenues.

PKU GOLIKE®

Relief developed PKU GOLIKE, the first prolonged-release medical food for the dietary management of PKU. Characterized by a special coating that enables more physiological absorption, mirroring the absorption profile of natural proteins, PKU GOLIKE offers enhanced metabolic control and palatability compared to standard amino acid protein substitutes.

In March 2024, we granted an exclusive license to Eton Pharmaceuticals (NASDAQ: ETON) for the commercialization of GOLIKE in the United States, and in January 2025, we sold intellectual property and commercialization rights for GOLIKE outside the United States to Nutrisens. As of this report, Relief remains the exclusive global supplier of PKU GOLIKE and continues to develop product line extensions in PKU and other metabolic disorders.

Diclofenac formulations

Relief has developed a diverse portfolio of diclofenac formulations for multiple pain and inflammatory conditions, including migraine, arthritis, and localized pain. Diclofenac, a nonsteroidal anti-inflammatory drug (NSAID), inhibits cyclooxygenase enzymes, thereby reducing the production of prostaglandins responsible for pain and inflammation.

These formulations include oral tablets, rapid-release formulations, topical gels, and medicated patches. Notably, we developed the first and only NSAID approved by the FDA for the treatment of acute migraine attacks with or without aura in adults.

Although the market has become increasingly genericized, our diclofenac portfolio continues to generate licensing and supply revenues through strategic partnerships. Out-licensed formulations are marketed by third parties under established brands, including CAMBIA® (Assertio Therapeutics), Voltfast® (Novartis), Diclo-ratiopharm® (Ratiopharm), Potafast® (DLBEEN), and Voltadol® (Fidia Farmaceutici).

SETOFILM® / ONDISSOLVE®

SETOFILM and ONDISSOLVE are an orodispersible film (ODF) formulation of ondansetron, developed by Relief for the prevention and treatment of nausea and vomiting associated with radiotherapy-induced (RINV), chemotherapy (CINV), and postoperative sequels (PONV). Ondansetron, a selective serotonin 5-HT_3 receptor antagonist, works by blocking serotonin receptors in the brain.

Relief licensed the rights in Canada to Takeda Pharmaceuticals, which markets the product as ONDISSOLVE. Commercial and intellectual property rights in Europe, Australia and New Zealand, were acquired in 2020 by Norgine, which markets the product as SETOFILM.

[1] Lacopi E., et al. *The Use of a Novel Super-Oxidized Solution on Top of Standard Treatment in the Home Care Management of Postsurgical Lesions of the Diabetic Foot Reduces Reinfections and Shortens Healing Time.* Int J Low Extrem Wounds. 2018 Dec; 17(4):268-274.

Strohal R, et al. *The management of critically colonized and locally infected leg ulcers with an Acid-Oxidizing Solution: A pilot study.* Adv Skin Wound Care 31(4):163-171, 2018.

Ricci E, et al. *The management of chronic ulcers with an AcidOxidizing Solution.* J Wound Care 25(8):443-50, 2016.

CORPORATE GOVERNANCE

The corporate governance principles of RELIEF THERAPEUTICS Holding SA (Relief or the Company, and together with its subsidiaries, the Group) are outlined in the Company's Articles of Association (the Articles) and the organizational regulations (the Organizational Regulations) adopted by the Board of Directors (the Board). The Articles are available on the Company's website at **www.relieftherapeutics.com/investor-relations**.

The following disclosures conform with the Directive on Information relating to Corporate Governance issued by SIX Exchange Regulation. To enhance clarity and avoid redundancies, references to other sections of this Annual Report and links to the Company's website are included, where additional information can be found.

1 LISTED COMPANY

Company name	RELIEF THERAPEUTICS Holding SA
Domicile	Avenue de Sécheron 15, CH-1202 Geneva
Register number	CHE-113.516.874
Listing	SIX Swiss Exchange, symbol "RLF"
ISIN	CH1251125998
Swiss security ID	125112599
Market capitalization	CHF 52'795'248 (as of December 31, 2024)
Company duration	Unlimited

2 GROUP STRUCTURE

As of December 31, 2024, the Group comprised RELIEF THERAPEUTICS Holding SA, the publicly listed parent company, and the following non-listed direct and indirect subsidiaries, operating as a single integrated entity.

Name	Domicile	Share Capital	Shareholder	% Owned
Relief Therapeutics International SA	Geneva (CH)	CHF 338'364	RELIEF THERAPEUTICS Holding SA	100
Relief Therapeutics US, Inc.	Connecticut (U.S.)	USD 1	RELIEF THERAPEUTICS Holding SA	100
Relief Therapeutics, Inc.	Delaware (U.S.)	USD 1	RELIEF THERAPEUTICS Holding SA	100
APR Applied Pharma Research SA	Balerna (CH)	CHF 640'596	RELIEF THERAPEUTICS Holding SA	100
APR Applied Pharma Research Holding SA	Balerna (CH)	CHF 100'000	APR Applied Pharma Research SA	100
APR Applied Pharma Research-Italy s.r.l.	Monza (IT)	EUR 10'000	APR Applied Pharma Research Holding SA	100
APR Applied Pharma Research Deutschland GmbH	Offenbach am Main (DE)	EUR 25'000	APR Applied Pharma Research Holding SA	100
AdVita Lifescience GmbH	Hamburg (DE)	EUR 25'918	RELIEF THERAPEUTICS Holding SA	100
AdVita Lifescience AG	Basel (CH)	CHF 100'000	AdVita Lifescience GmbH	100
AdVita Lifescience, Inc.	New York (U.S.)	USD 0	AdVita Lifescience GmbH	100

3 SIGNIFICANT SHAREHOLDERS

According to disclosure notifications filed with the Company and the SIX Swiss Exchange, the following shareholders held more than 3% of the Company's registered share capital as of December 31, 2024. The number of shares and percentages correspond to the figures set forth in the notifications filed with the SIX Swiss Exchange. Derivative holdings are not included.

	Shares	Percentage of voting rights	Percentage of capital
GEM Global Yield LLC SCS[1] *SIX publication date: April 7, 2023*	2'889'747	20.58%	20.58%
Relief Therapeutics International SA[2] Beneficial owner: RELIEF THERAPEUTICS Holding SA	1'500'398	—	10.69%

[1] Persons who can exercise the voting rights at their own discretion: Christopher Brown

[2] Shares held by Relief in treasury as of December 31, 2024.

As of December 31, 2024, the Company was not aware of any other person or group, whether directly or indirectly, acting alone or in concert with third parties, holding 3% or more of the Company's voting rights or maintaining a sale position exceeding 3% of the voting rights.

Details on changes subject to disclosure requirements can be viewed on the SIX Swiss Exchange disclosure platform at www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#/.

4 CROSS-SHAREHOLDINGS

The Company does not have any cross-shareholdings exceeding 5% of the capital or voting rights.

5 CAPITAL STRUCTURE

As of December 31, 2024, the Company's issued share capital amounted to CHF 1'404'084, consisting of 14'040'837 fully paid-in registered shares with a nominal value of CHF 0.10 each. The Company has a single class of shares (ordinary registered shares), and all issued shares are listed on the SIX Swiss Exchange. The Company held 1'500'398 of its own shares.

Relief maintains an American Depositary Receipt (ADR) level 1 program, supported by J.P. Morgan as depositary bank. An ADR is a negotiable instrument representing one or more American Depositary Shares (ADS). As of December 31, 2024, each ADS represented one ordinary share. Under the ADR program, the owners and holders of ADSs have the same rights to dividends and distributions and voting powers as the holders of Relief's ordinary shares, subject, however, to enforcement procedures provided in the deposit agreement entered into by and among Relief, J.P. Morgan and the holders of the ADSs. The ADR program does not affect the number of outstanding shares.

In the United States, the Company's shares and ADRs are traded on the over-the-counter (OTCQB) market.

5.1 CAPITAL BAND

As of December 31, 2024, the Board was authorized, at any time until April 25, 2029, to increase the share capital by the issuance of up to 7'000'000 ordinary shares with a nominal value of CHF 0.10, under the terms and conditions set forth in Article 3a^{ter} of Relief's Articles of Association.

The Board is authorized to determine the appropriate issue price, the date of dividend entitlement, and the way of contribution. The Board may issue new shares by means of underwriting or in any other manner by one or more banks and subsequent offers to shareholders or third parties. The Board is authorized to permit, restrict, or deny the trade of subscription rights. The Board may forfeit unexercised subscription rights, or it can distribute these or the shares for which subscription rights have been granted but not exercised at market conditions or otherwise use them in the interest of the Company.

The Board is further entitled to restrict or exclude the subscription rights of shareholders and to allocate them to third parties, or to the Company, in the event of the use of shares (i) for the acquisition of companies, parts of companies or participations, the acquisition of products, intellectual property or licenses, or for investment projects or for the financing or refinancing of such transactions through a placement of shares; (ii) for the purpose of broadening the shareholder constituency or in connection with a listing of shares on domestic or foreign stock exchanges; (iii) for the participation of employees, members of the Board and consultants of the Company or its subsidiaries in accordance with one or more regulations adopted by the Board; (iv) in connection with an offering of securities in order to cover the green shoe option (surplus allocation option) granted to one or more banks; (v) for investment projects and/or financial instruments which are used in national or international capital markets; (vi) for raising capital in a fast and flexible manner, which would hardly be achievable without the exclusion of the statutory subscription rights of the existing shareholders; or (vii) for other valid grounds pursuant to article 652b, paragraph 2 of the Swiss Code of Obligations.

For more details, refer to Article 3a^{ter} of the Articles.

5.2 CONDITIONAL SHARE CAPITAL

Pursuant to the Articles, the Company's available conditional share capital as of December 31, 2024, was CHF 700'000, consisting of 7'000'000 shares with a par value of CHF 0.10 each, of which 1'000'000 to be used for stock options for employees, members of the Board, and consultants of the Company and its subsidiaries, and 6'000'000 shares to be used for the exercise of (i) option rights granted in connection with bonds and similar financial instruments or loans of the Company and its subsidiaries that allow for conversion into shares of the Company, or (ii) option rights granted to existing or new shareholders in connection with capital increases. The subscription and preemptive rights of the shareholders of the Company are generally excluded in connection with the issuance of any shares, options or subscription rights thereof.

For more details, refer to Article 3b^{bis} of the Articles.

5.3 STOCK OPTIONS

The Company maintains a stock option plan established in 2021 (the Stock Option Plan 2021), as well as a legacy stock option plan (the Equity Awards Program 2015) for which certain options remain outstanding. The Company has established stock option plans for employees, Board members, and consultants, granting each option holder the right to purchase one share of the Company at a predetermined price. When options are exercised, the corresponding shares are issued from the Company's conditional capital. The Board may grant options to defined participants on a periodic and discretionary basis, with grants generally proposed by the NCC and subject to Board approval.

As of December 31, 2024, the Company had 73'158 stock options outstanding. 72'991 of these options were exercisable, all under Article 3b^{bis} paragraph 1 of the Articles. The following table reconciles the share options outstanding at the beginning and end of the year:

	2024	2023
Options outstanding at the beginning of the year	126'032	185'908
Granted	320'000	20'184
Exercised	—	(4'871)
Forfeited	(372'874)	(75'189)
Options outstanding at the end of the year	73'158	126'032

Further information on stock options is provided in Note 30 of the consolidated financial statements.

5.4 OTHER CONVERTIBLE INSTRUMENTS

As of December 31, 2024, the Company had warrants outstanding to purchase up to 4'850'000 ordinary shares at predetermined prices. These warrants were issued and are exercisable pursuant to Article 3b^{bis} paragraph 2, of the Articles.

	2024	2023
Warrants outstanding at the beginning of the year	1'500'000	—
Granted	3'350'000	1'800'000
Exercised	—	(300'000)
Warrants outstanding at the end of the year	4'850'000	1'500'000

For more details on the warrants granted during the period and those outstanding as of period-end, refer to Note 14.4 of the consolidated financial statements. There were no other outstanding convertible instruments on the Company's securities.

5.5 PARTICIPATION CERTIFICATES AND PROFIT-SHARING CERTIFICATES

The Company has not issued participation certificates or profit-sharing certificates.

6 CHANGES IN SHARE CAPITAL

The development of the Company's share capital over the past three financial years is as follows:

	Share capital CHF	Number of issued shares	Number of treasury shares	Number of outstanding shares
December 31, 2021	**44'133'346.17**	**11'033'337**	**(749'668)**	**10'283'668**
Issuance from authorized capital		3'000'000		
Issuance from conditional capital		7'500		
December 31, 2022	**56'163'346.17**	**14'040'837**	**(3'027'024)**	**11'013'813**
Issuance from treasury reserve			1'526'626	
December 31, 2023	**56'163'348.00**	**14'040'837**	**(1'500'398)**	**12'540'439**
Reduction in nominal value	(54'759'264.30)			
December 31, 2024	**1'404'083.70**	**14'040'837**	**(1'500'398)**	**12'540'439**

On May 5, 2023, the Company effected a 1-for-400 reverse stock split, whereby every 400 shares of the pre-reverse split share capital were combined and reclassified into one share. A total of 5'616'334'800 pre-reverse split ordinary shares were combined into 14'040'837 ordinary shares post-reverse stock split. The par value of each share was multiplied by 400 from CHF 0.01 to CHF 4.00. All references to units of shares and units of options for prior year periods within this report have been restated to reflect the 1-for-400 reverse stock split, with the restated numbers being rounded to the nearest integer where applicable.

On May 14, 2024, the Company reduced the nominal value of its share capital from CHF 4.00 to CHF 0.10 per share. The reduction proceeds were credited to the equity reserves. This accounting reclassification had no impact on the Company's total equity, the number of shares outstanding, or shareholder rights.

Further information about changes to the share capital is provided in Note 14 of the consolidated financial statements.

7 LIMITATIONS ON TRANSFERABILITY OF SHARES AND NOMINEE REGISTRATIONS

The Company's registered shares are issued and managed as book-entry securities. The Company may, however, withdraw shares managed as book-entry securities from the custody system. Further, the Company may issue certificates (individual documents and certificates or global certificates) or convert book-entry securities or certificates into a different form and cancel issued certificates delivered to it.

Voting rights and appurtenant rights associated therewith may be exercised by a shareholder, usufructuary of shares, or nominee only to the extent that such person is recorded in the share register as a shareholder with voting rights. In principle, the Company's shares are freely transferable. A purchaser of shares will only, upon request, be recorded in the share register as a shareholder with voting rights, if such acquirer expressly declares to have acquired the shares in their own name and for their own account. The Articles provide that as long as registered shares are issued as book-entry securities, the transfer by way of assignment is excluded.

Persons who do not declare that they have acquired their registered shares in their own name and for their own account (each a Nominee) may be registered in the share register as shareholders with voting rights with respect to a number of registered shares of the Company that represents up to 2% of the share capital of the Company registered in the commercial register. The Board may further register a nominee as a shareholder with voting rights beyond the 2% limit if the relevant Nominee undertakes to communicate to the Company, upon request, the surname and first name (for legal entities, the company name), together with the address (for legal entities, the registered office) of the persons for whose account the relevant Nominee holds 2% or more of the share capital of the Company registered in the commercial register, and the number of registered shares of the Company held by the relevant Nominee for the account of such persons.

After hearing the registered shareholder in question, the Board may remove the registration of such shareholder as a shareholder with voting rights in the share register with retroactive effect to the date of registration if the registration was made based on false or misleading information or in the event of a breach of the agreement between the Company and the shareholder concerned. The concerned shareholder must be informed of the cancellation.

In special cases, the Board may grant exemptions from the rule concerning Nominees.

8 BOARD OF DIRECTORS AND ITS COMMITTEES

8.1 COMPOSITION OF THE BOARD OF DIRECTORS

The following table sets forth the name, year joined the Board, directorship term, function, and committee membership of each Board member as of December 31, 2024.

Name	First elected	Elected until	Board	Committees		
				NCC	AFC	CGC
Raghuram Selvaraju	2016	2025	Chairman	X		X
Gregory Van Beek	2024	2025	Vice-Chairman		X	
Peter de Svastich	2024	2025	Member	X		
Thomas Elzinga	2024	2025	Member		X	X

During 2024, the Board also included Michelle Lock (serving until June 27, 2024), Thomas Plitz (serving until April 26, 2024), and Patrice Jean (serving until April 26, 2024). Their biographical information is available in the Company's 2023 Annual Report (pages 38 et seq.).

8.2 DIRECTOR'S EDUCATION AND PROFESSIONAL BACKGROUND

Raghuram Selvaraju, Swiss national, born in 1978.
Dr. Selvaraju serves as Chairman of the Board and chairs the Board's Corporate Governance Committee. He is a Managing Director of Equity Research at H.C. Wainwright & Co., whose research focuses on the healthcare sector. He has nearly 20 years of experience on Wall Street and previously was a pharmaceutical researcher at Serono in Switzerland. In addition, Dr. Selvaraju has appeared numerous times on Bloomberg, CNBC, Business News Network and BTV where he discussed drug development trends, healthcare reform policy, and pharma and biotech M&A. Prior to joining H.C. Wainwright & Co., he held senior research positions at MLV & Co., Aegis Capital Corp. – Head of Healthcare Equity Research and Director of Equity Research, Hapoalim Securities U.S.A. – and Rodman & Renshaw LLC.
Dr. Selvaraju became the youngest-ever recipient of the Serono Pharmaceutical Research Institute's Inventorship Award for exceptional innovation and creativity in 2003.

Dr. Selvaraju earned his Ph.D. in cellular immunology and molecular neuroscience and an M.S. in molecular biology from the University of Geneva in Switzerland on the basis of his drug development research. He holds an MBA from Cornell University's accelerated one-year program for scientists and engineers and a B.S. in biological sciences and technical writing from Carnegie Mellon University.

Gregory Van Beek, U.S. national, born in 1969.
Mr. Van Beek serves as Vice-Chairman of the Board and chairs the Board's Audit and Finance Committee. He is a Managing Director at GEM, focusing on special situation investments in both public capital markets and private opportunities. He has over 25 years of experience in private equity, portfolio management, investment research and strategy. Previously, Mr. Van Beek was Senior Vice President at Franklin Templeton Investments. Prior to that, he was Director, Strategy at Temasek International Ltd., the Singaporean sovereign investor. He was also Director and Investment Officer for the firm with transactional responsibilities in various sectors and markets, both emerging and developed.

Mr. Van Beek holds degrees in Russian and Business from Southern Methodist University, and an MBA from the American Graduate School of International Management.

Peter de Svastich, U.S. national, born in 1943.
Mr. de Svastich serves as a member of the Board and chairs the Board's Nomination and Compensation Committee. He is a Managing Director at GEM and has deep expertise in the areas of commercial banking, investment banking and alternative investments. For four decades he built banking and financial businesses in the U.S., Brazil, Chile, Spain, and France. He also founded WestHem International Group, a privately held investment management and financial services company. He has formed joint ventures in banking and alternative investments with N.M. Rothschild & Sons (Spain), Banco Internacional y de Comercio Exterior (Chile), Banque Française de Commerce Extérieur (France), and Banque Nationale de Paris (Brazil). He previously served on the Company's Board from May 2016 to December 2020.

Mr. de Svastich obtained a Bachelor of Arts Degree in Art and Archeology from Princeton University, an LLB/JD from The Yale Law School, and was the recipient of a Latin American Teaching Fellowship – Fellow in International Law – from The Fletcher School of Law and Diplomacy at Tufts University.

Thomas Elzinga, U.S. national, born in 1997.
Mr. Elzinga serves as a member of the Board and is an Investment Associate at GEM. He is responsible for evaluating both public and private investment opportunities, as well as managing portfolio businesses. Prior to GEM, Mr. Elzinga was a Senior Associate for the Boston Consulting Group (BCG). He began his career as a consultant for Ernst & Young.

Mr. Elzinga holds a Bachelor of Science in Business Administration from the Olin Business School at Washington University in Saint Louis.

8.3 PRIOR MANAGEMENT OR BUSINESS CONNECTIONS

None of the current Board members hold or have previously held management positions or significant business connections with the Company. However, Gregory Van Beek, Peter de Svastich, and Thomas Elzinga are affiliated with GEM Global Emerging Markets (GEM), a significant shareholder of the Company, which provides GEM with substantial influence over the Board and the Company.

8.4 OTHER ACTIVITIES AND VESTED INTERESTS

Other than described above, none of the Board members hold any position in governing or supervisory bodies of any major organization, institution or foundation under private or public law, permanent management or consultancy function for major interest groups, official function or political mandate.

The number of permitted mandates for Board members is set forth in Article 26 of the Articles.

8.5 ELECTIONS AND TERMS OF OFFICE

The Articles provide for a Board consisting of at least one member. Members are appointed and discharged by shareholders' resolution. Their term of office is until the completion of the next annual shareholders' meeting, unless they resign during their term. Re-election is allowed. The Chairman of the Board is also appointed by shareholders' resolution. Members are elected or re-elected individually.

There are no rules in the Articles that differ from the statutory legal provisions with regard to the appointment of the Chairman, the members of the Company's Nomination and Compensation Committee, or the independent proxy.

8.6 INTERNAL ORGANIZATION

The Board is self-constituting (except for the election of the chairman and the members of the NCC by the general meeting) and determines the Company's internal organization based on the Organizational Regulations. The Chairman convenes meetings as often as the Company's affairs require and presides (or in his absence the Vice-Chairman) over the Board meetings. Each Board member is entitled to request to the Chairman, in writing, a meeting of the Board by indicating the grounds for such a request. The Chairman decides on the agenda items and motions. Every Director is entitled to request to the Chairman, in writing, the inclusion of a specific agenda item by indicating the grounds for such a request.

To pass a valid resolution, the majority of the Board members have to attend the meeting. Meetings may also be held by telephone or video conference to which all the Board members are invited. No quorum is required for confirmatory resolutions and adaptations of the Articles in connection with capital increases. The Board passes its resolutions by way of simple majority. The members of the Board may only vote in person, not by proxy. In the event of a tie vote, the Chairman has the deciding vote. The resolutions are confirmed in the minutes which are signed by the acting Chairman and the designated Secretary.

The Articles provide that the resolutions of the Board can, as far as not stated otherwise by law, be adopted by circular, using fax, conventional e-mail or other means of transmission which allow for verification of the resolution through text, unless a member demands verbal consultation.

The Board has established the following permanent committees, with their memberships detailed in the table at the beginning of section 8 of this report.

Audit and Finance Committee (AFC): The AFC advises the Board in the performance of its supervisory duties. In particular, the AFC reviews the financial reporting to shareholders and the general public as well as the relationship with the external auditors; satisfies itself that the Company's financial risk management and the Company's internal controls are of an appropriate standard; ensures that its activities are consistent and compliant with the Organizational Regulations; assesses adherence to the relevant 'best practice' corporate governance provisions, to the extent such practice affects the activities and functions of the AFC; satisfies itself that the Company's overall fraud prevention procedures are of an appropriate standard and ensures that appropriate procedures to enable employees to confidentially and anonymously submit their concerns regarding accounting, internal controls or auditing matters are in place.

Nomination and Compensation Committee (NCC): The NCC advises the Board in the performance of its supervisory duties related to nomination and compensation matters. It is responsible for ensuring the best possible leadership and management of the Company and for determining compensation policies, including share-based incentive programs, for members of the Company's management.

Corporate Governance Committee (CGC): The CGC advises the Board on all matters of corporate governance. It is responsible for carrying out in-depth analysis of specific corporate governance-related matters and monitors compliance with corporate governance principles and policies.

8.7 MODUS OPERANDI OF THE BOARD OF DIRECTORS

As a general practice, the Board meets as often as necessary to address the Company's business requirements. In 2024, the Board held formal meetings approximately once per month, conducted either via videoconference or in person, with an average duration of one to two hours. In addition to these formal meetings, Board members engaged in frequent ad hoc discussions to address key strategic matters as they arose.

Members of the Executive Committee are regularly invited to attend Board meetings to provide updates and participate in discussions. Additionally, Board members and Executive Committee members maintain frequent interactions outside of formal meetings to ensure continuous engagement and effective oversight of key business matters.

In 2024, the AFC convened twice, with each meeting lasting approximately one hour. The NCC and the CGC did not hold formal meetings during the year, as matters within their respective mandates were directly addressed by the full Board as part of its regular deliberations.

Areas of responsibility

The Board is entrusted with the ultimate direction of the Company and supervision of the Executive Committee (see section 9 below). The Board's non-transferable and inalienable duties include the duty to: (i) ultimately manage the Company and issue any necessary directives; (ii) determine the organizational structure of the Company; (iii) organize the accounting system and financial controls and approve financial plans; (iv) appoint, recall and supervise the persons entrusted with the management and representation of the Company; (v) prepare the annual report and the shareholders' meeting, carrying out shareholders' meeting resolutions; (vi) notify to the court if the Company is overindebted; and (vii) prepare the compensation report.

The Board has entrusted the execution of its defined strategies and the day-to-day management of the Group to the Executive Committee, which is responsible for the overall management of the Group, in accordance with the Articles and the areas of responsibility detailed in the Organizational Regulations.

Information and control instruments with respect to the Executive Committee
The Board receives regular reports from management providing updates on the status of finance, business and development activities at least on a quarterly basis. In addition, members of the Board and the Executive Committee hold strategic discussions on the current course of business and all significant issues and transactions as soon as they arise. External experts may participate in discussions pertaining to regulatory and development activities.

Board members maintain regular and direct communication with members of the Executive Committee to oversee the Company's business operations and internal processes. Board members are entitled to request and receive information on all matters of the Group.

The Company has an insider trading policy, a code of business conduct and ethics, an anti-bribery and anti-corruption policy, a compliance policy on interactions with healthcare professionals and other written sets of rules approved by the Board and with which members of the Executive Committee and other employees must comply. Further, while the Company has no internal audit function, the Board receives a written report from the independent auditors on the audit results, which includes any findings related to internal control risks and findings identified through auditing procedures.

8.8 COMPENSATION, SHAREHOLDINGS AND LOANS

A description of the compensation system and the amounts paid to members of the Board and Executive Committee is available in the Compensation Report of this Annual Report.

9 EXECUTIVE COMMITTEE

The Executive Committee, under the direction and oversight of the Board, conducts the operational management of the Group in accordance with the Organizational Regulations. Members of the Executive Committee are appointed by the Board.

Following the completion of the former interim Chief Executive Officer's transitional mandate in May 2024, the Company has operated without a CEO. The position remains vacant as the Board evaluates long-term leadership options. In the interim, the Executive Committee oversees the Company's operations under the Board's supervision, with the Board remaining actively engaged in key strategic decision-making.

The Executive Committee is responsible for implementing decisions made by the Board. It prepares business plans for the Board approval, allocates financial, personnel and other resources within the Group, and oversees all operational activities. Members of the Executive Committee meet as often as required, generally at least once a week, together with other key personnel of the Group. These meetings typically address ongoing research and development programs, marketing activities, business development, resource allocation, corporate and legal affairs, public and investor relations, human resources, and regulatory compliance. Members of the Executive Committee may report directly to the Board and its committees whenever required.

9.1 MEMBERS OF THE EXECUTIVE COMMITTEE

As of December 31, 2024, the Executive Committee comprised the following members.

Paolo Galfetti, Chief Business Officer, Italian national, born in 1965.
Mr. Galfetti has over 30 years of management experience in the pharmaceutical sector including in the areas of business development and licensing, operational strategic management, clinical research and pharmaceutical discovery and development. Mr. Galfetti joined APR Applied Pharma Research SA in 1995 as head of licensing and business development and was appointed Chief Executive Officer in 2002. Prior to joining APR, he was a founding partner, Chief Executive Officer and board member of the Institute for Pharmacokinetic and Analytical Studies AG (IPAS), a Swiss contract research organization focusing on Phase I and II clinical trials, as well as Chief Executive Officer and board member of Farma Resa s.r.l., an Italian contract research organization dedicated to Phase III and IV clinical trial on a contract basis.

Mr. Galfetti holds a Master's degree in Economics from the Commercial University Bocconi, Italy.

Giorgio Reiner, Chief Scientific Officer, Italian national, born in 1965.
Mr. Reiner has over 30 years of experience in pharmaceutical research and development. As Chief Scientific Officer, he leads the advancement of Relief's pharmaceutical technologies and new product development. He has a strong track record in developing innovative solutions for oral and topical use, with expertise in organic drug synthesis, pharmaceutical process development, and analytical control. Mr. Reiner has authored numerous scientific publications and is the inventor or co-inventor of several patents covering synthesis processes, drug delivery technologies, and pharmaceutical compositions and formulations. Since joining APR Applied Pharma Research SA, a subsidiary of Relief, in 2000, he has played a key role in driving pharmaceutical innovation.

Mr. Reiner holds a Master's degree in Pharmaceutical Chemistry and Technology from the University of Pharmacy in Milan, Italy.

Jeremy Meinen, Chief Financial Officer, Swiss national, born in 1989.
Mr. Meinen has over 10 years of experience in financial management, consulting, and auditing across diverse industries. He joined Relief in April 2020 as interim Chief Financial Officer, later served as Vice President of Finance and Administration, and was appointed Chief Financial Officer in December 2022. He began his career at an international audit firm, where he held positions of increasing responsibility and scope over more than six years.

Mr. Meinen holds a Master of Science in Finance from Bocconi University in Milan and a B.A. degree in Business Administration from the University of Geneva. He is a Swiss certified public accountant and a former licensed audit expert.

Vincenzo Gallo, Head of Legal and Compliance, Italian national, born in 1987.
Mr. Gallo has over 10 years of legal expertise in the pharmaceutical industry, spanning both large international and start-up corporations. As Head of Legal and Compliance at Relief, he oversees legal and compliance matters, including employment law and intellectual property. Before joining Relief in 2021, Mr. Gallo served as senior legal counsel at CHEMO, the industrial division of Insud Pharma Group, where he managed a wide range of legal matters. He will be concluding his tenure with the Company at the end of April 2025.

Mr. Gallo holds a Master's Degree in Law from Magna Graecia University of Catanzaro and is qualified to practice law in Italy.

9.2 FORMER MEMBERS OF THE EXECUTIVE COMMITTEE

During 2024, the Executive Committee also included Michelle Lock, interim Chief Executive Officer from November 2023 to May 2024, as well as Andrew Einhorn and Melinda Keegan, who briefly served as Chief Financial Officer and Chief Human Resources Officer, respectively, in May 2024.

9.3 OTHER ACTIVITIES AND VESTED INTERESTS

Other than described above, none of the Executive Committee members hold any position in governing or supervisory bodies of any major organization, institution or foundation under private or public law, permanent management or consultancy function for major interest groups, official function or political post.

The number of permitted mandates for members of the Executive Committee is set forth in Article 26 of the Articles.

9.4 MANAGEMENT CONTRACTS

There are no management contracts between the Company and third parties.

10 SHAREHOLDER PARTICIPATION AND VOTING RIGHTS RESTRICTIONS AND REPRESENTATION

One Relief share registered as a share with voting rights in the share register (except for treasury shares) carries one vote at the shareholders' meeting. Except for the cases described under section 7, no restrictions limit the Company's shareholders' voting rights.

Pursuant to Article 13 paragraph 3 of the Articles, the Board may issue the procedural rules regarding admission to the general meeting, representation and the recognition of the proxies, as well as the grant of proxies and instructions, by electronic means. As of December 31, 2024, the Board had not issued such procedural rules.

A shareholder may be represented at any shareholders' meeting by his legal representative (who does not have to be a shareholder), or, by means of a written or electronic proxy, another shareholder with voting rights, or the independent proxy (by way of a written or electronic proxy). All shares held by one shareholder may be represented by only one representative.

Statutory quorum

The Articles do not contain any provisions regarding quorums that differ from applicable legal provisions.

Convocation of the general meeting of shareholders

The Articles do not contain any provisions regarding the convocation of a shareholders' meeting that differ from applicable legal provisions. Shareholders collectively holding at least 5% of the Company's share capital or voting rights may request the Board to convene an extraordinary shareholders' meeting.

Agenda rules

The Board decides on the agenda of the shareholders' meeting. Shareholders with voting rights representing either alone or together at least 0.5% of the Company's share capital may demand, up to 45 days before the date of the meeting, that items be included in the agenda. Such requests must be in writing and specify the agenda items and the shareholders' proposals.

Registrations in the share register

Shareholders entered into the share register as shareholders with voting rights on a specific qualifying day designated by the Board (record date), which is usually more than five business days before the annual shareholders' meeting, are entitled to attend the shareholders' meeting and to exercise their voting rights at such a meeting.

11 SHAREHOLDERS' DIVIDEND RIGHTS

Since its inception, the Company has not paid dividends or other distributions and does not anticipate paying dividends or other distributions in the foreseeable future.

For the Company to declare and pay distributions, such distribution must be approved by shareholders holding an absolute majority of the shares represented at the general meeting of shareholders. Ordinary dividends may be paid only if the Company has sufficient distributable profits from previous years or freely distributable reserves to allow the distribution of a dividend, in each case, as presented on the balance sheet.

12 CHANGES OF CONTROL AND DEFENSE MEASURES

As permitted by Swiss law, the Articles contain an opting-out provision that eliminates the obligation for the holder of a number of shares exceeding 33⅓% of the voting rights (whether exercisable or not) to proceed with a public tender offer to acquire all of the remaining shares of the Company. Therefore, anyone who directly, indirectly or in concert with third parties, acquires shares in the Company and exceeds the threshold of 33⅓% of the voting rights of the Company is not obliged to make such an offer.

The employment agreements of Board members and the Executive Committee do not contain change-of-control clauses. However, a change-of-control clause is included in the Company's Stock Option Plan 2021 and the legacy Equity Awards Program 2015, allowing for immediate vesting of non-vested options at the time of a change of control.

13 AUDITORS

13.1 DURATION OF THE MANDATE AND TERM OF OFFICE OF THE LEAD AUDITOR

Forvis Mazars SA was re-elected as group and statutory auditor of the Company at the Annual General Meeting held on June 27, 2024. The appointment is made on an annual basis. Forvis Mazars SA has been the Company's auditor since May 30, 2017. Mr. Yoann Bois currently serves as the lead auditor, succeeding Mr. Franck Paucod, in line with the policy requiring rotation of the lead auditor role at least once every seven years.

13.2 AUDITING FEES AND ADDITIONAL FEES

The total auditing fee charged by Forvis Mazars SA and accrued for the twelve-month period ended December 31, 2024, was CHF 188'300 for audit services. Forvis Mazars SA did not receive any fees for non-auditing services in 2024.

Audit services are defined as the audit work required to be performed under legal or regulatory obligations, including issuing (i) an opinion on the Company's consolidated financial statements; (ii) opinions on the statutory financial statements of the Company and its subsidiaries, and (iii) reports on financial information of the Company and its subsidiaries as required to fulfill legal obligations.

13.3 SUPERVISORY AND CONTROL INSTRUMENTS PERTAINING TO THE AUDIT

The Board performs its supervisory and control functions of the external auditors through the AFC. In particular, the AFC meets with the auditors to discuss audit procedures, findings, and proposed recommendations. The AFC's primary objective is to assist the Board in monitoring the Company's internal controls related to financial reporting. The AFC meets with the auditors at least twice a year: once to review the results of the completed year-end audit and once to discuss the scope of the upcoming year-end audit.

14 INFORMATION POLICY

Relief reports to its shareholders, employees, business partners and other stakeholders in an open, transparent and timely manner. Equal treatment of all stakeholders is the guiding principle behind its approach. In doing so, the Company is able to increase awareness and understanding of its objectives, strategy and business activities. The Board follows policies to protect the Company's interests and assets, to release material information in a timely and controlled manner, and to observe rules and regulations of the SIX Swiss Exchange as well as of Swiss law.

The most important informational tools are ad hoc announcements and other news releases, the annual and semi-annual reports, the publications in the Swiss Official Gazette of Commerce, and the Company's website.

Investors and other parties interested in subscribing to the Company's news service or visiting the Company's website may do so on www.relieftherapeutics.com.

15 QUIET PERIODS

For Relief to comply with applicable law and the regulations of the SIX Swiss Exchange when disclosing material non-public information to the public, Relief sets Quiet Periods during which Relief shall neither (i) communicate any material non-public information to anyone except on a Confidential and Need-to-Know Basis nor (ii) approve trades by insiders in securities of Relief, including shares of Relief, options or convertible bonds, or any other financial instruments whose price is dependent on such securities of Relief (the Relevant Securities).

As a general rule, a "Quiet Period" shall cover the period commencing at the close of business on the date that is two weeks before the end of any financial close of the Group and ends twenty-four hours following the public release of earnings date for such period. In addition, the Chief Financial Officer may declare a quiet period if, in the judgment of the Chief Financial Officer, material non-public information is available within the Group that would make transactions by insiders inappropriate. The Chief Financial Officer may determine that a different waiting period is appropriate with respect to particular Group disclosures based on prevailing facts and circumstances.

During Quiet Periods, Relief shall not provide material non-public information to the investment community or the public in whatever form, or to employees or external advisors other than on a Confidential and Need-to-Know Basis. In particular, there shall be no meetings with the press, financial analysts or investors, and no internal publications and announcements to staff on financial information that could give an indication as to the expected half-year or annual results, unless communicated via an ad hoc announcement. During Quiet Periods, members of the Board, members of management, employees and consultants of the Group who have access to material non-public information on a regular basis are prohibited from trading in any Relevant Securities as those persons are designated "Continuing Insiders". It is thus irrelevant whether such persons have actual knowledge of material non-public information or not. Exemptions from this rule include, but are not limited to, the expiry of options or warrants during Quiet Periods. As a general rule, Continuing Insiders must always obtain clearance from the Chief Financial Officer before dealing in Relevant Securities.

For the purpose of this section, "Confidential and Need-to-Know Basis" means the disclosure of material non-public information to a small group of persons (i) of the Company's staff if such information is only made available on a confidential and "need-to-know" basis (whereby any communication made on the intranet or by similar means of electronic mass communication is not permitted) or (ii) outside the Group if such persons sign a confidentiality undertaking (including an undertaking not to trade in the relevant shares).

COMPENSATION REPORT

The compensation report outlines the principles governing compensation, the method for determining compensation, and the compensation awarded to the members of the Board of Directors (the Board) and the Executive Committee of RELIEF THERAPEUTICS Holding SA.

The report has been prepared in accordance with the Swiss Code of Obligations and includes the disclosures required by the Directive on Information relating to Corporate Governance issued by SIX Exchange Regulation.

1 COMPENSATION GOVERNANCE

1.1 NOMINATION AND COMPENSATION COMMITTEE

The Nomination and Compensation Committee (the NCC) assists the Board in matters related to nomination and compensation. In accordance with the Company's Organizational Regulations, the NCC assists the Board in ensuring effective leadership and management, as well as an appropriate compensation policy. In particular, the NCC is responsible for the following activities:

- Identifying suitable candidates for positions on the Board and the Executive Committee;
- Recommending and proposing to the Board the Company's compensation principles and programs, including share-based incentive plans; and
- Recommending and proposing to the Board compensation for members of the Board, the Executive Committee, and certain other senior management members.

The decision-making authority for compensation matters is outlined in the table below:

Levels of authority	CEO	NCC	Board	AGM
Compensation policy and principals		Propose	Approve	
Maximum aggregate compensation of the Board		Propose	Review	Approve
Individual compensation of Board members		Propose	Approve	
Maximum aggregate compensation of the Executive Committee		Propose	Review	Approve
Individual compensation of the CEO		Propose	Approve	
Individual compensation of Executive Committee members	Propose	Review	Approve	
Compensation report to the shareholders		Propose	Approve	Advisory Vote

The NCC is composed of at least one Board member. Its members are elected individually and annually by the Annual General Meeting (AGM) for a term lasting until the following AGM. The NCC currently consists of Peter de Svastich (NCC Chairman) and Raghuram Selvaraju.

The NCC convenes as often as necessary based on business needs, but generally at least once per year. The NCC Chairman may invite the Chairman of the Board or members of the Executive Committee to participate in meetings in an advisory capacity. Executives do not attend discussions concerning their own compensation. The NCC Chairman reports to the Board on the committee's activities after each meeting. The NCC may engage external advisors as necessary to support its duties; however, no such engagement occurred during the reporting period.

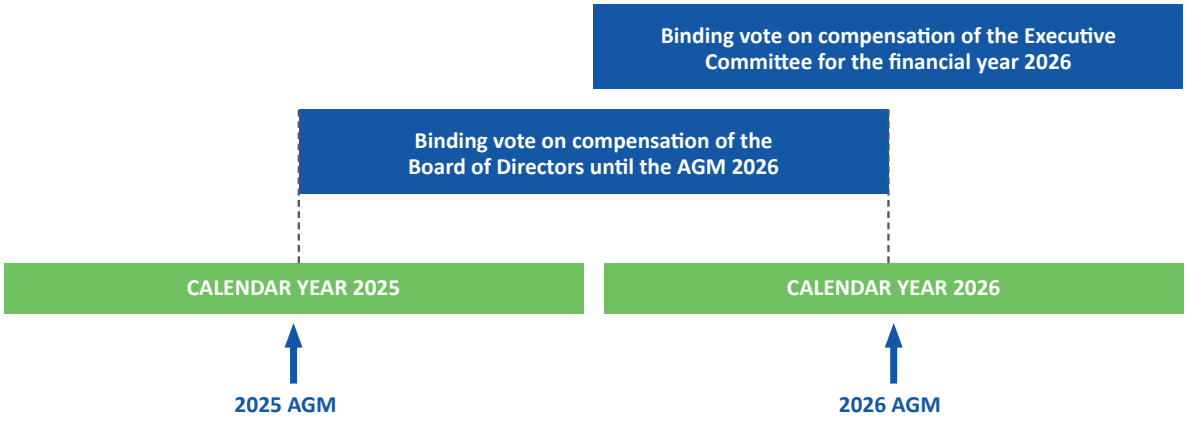
1.2 ROLE OF SHAREHOLDERS: SAY-ON-PAY VOTE

In accordance with the requirements of the Swiss Code of Obligations, the Company's Articles of Association and Organizational Regulations include provisions governing the following compensation and governance-related matters:

- Principles governing the duties and responsibilities of the NCC;
- Limits on the number of permissible mandates held by members of the Board and Executive Committee in the supreme governing bodies of other legal entities;
- Terms of employment contracts for members of the Executive Committee, including the maximum notice period;
- Compensation principles applicable to the Board and the Executive Committee;
- Shareholders' binding vote on the compensation of the Board and the Executive Committee;
- Additional amount for members of the Executive Committee appointed after the AGM's vote on compensation; and
- Policies on loans, credit facilities, and post-employment benefits for members of the Board and the Executive Committee.

Say-on-pay vote structure

The 2025 AGM to be held in June 2025 will conduct a binding vote on the compensation amount of the Board and the Executive Committee. The AGM will vote on the maximum compensation amount for the Board for the term of office until the following AGM and on the maximum compensation amount for the Executive Committee for the subsequent financial year. This prospective voting structure provides the Company and its management with the necessary level of planning certainty to operate efficiently.



The 2024 AGM held on June 27, 2024, approved a maximum compensation amount of CHF 1'000'000 for the Board for the period from the 2024 AGM to the 2025 AGM. The Extraordinary General Meeting held on April 26, 2024 (the 2024 EGM), approved a maximum compensation amount of CHF 4'000'000 for the Executive Committee for the 2024 financial year.

1.3 METHOD OF DETERMINATION OF COMPENSATION

The Board determines the compensation of its members and the Executive Committee at its discretion, subject to prospective approval by the AGM and, where applicable, based on the NCC's recommendation. In determining compensation, the Board and NCC consider factors such as:

- The Company's overall financial situation and affordability;
- Achievement of corporate goals and individual performance objectives; and
- Compensation levels at comparable companies within the biotech and pharmaceutical industry, where the Company competes for talent, and the complexity of such companies, as defined by their size and geographic scope. However, no recent comprehensive benchmark study has been conducted.

The Board's compensation is reviewed periodically, typically following the AGM at which Board members are elected or re-elected. The Executive Committee's compensation is generally reviewed annually.

2 COMPENSATION OF THE BOARD OF DIRECTORS

2.1 PRINCIPLES AND COMPENSATION ARCHITECTURE

The compensation of the Board is determined based on discretionary economic considerations and may be awarded in cash and/or options. Compensation levels are set according to each member's role, responsibilities, required time commitment, and individual expertise.

Board members receive fixed cash compensation in monthly installments according to their individual mandate agreements. The Board, at its discretion, may grant variable compensation in cash and/or options, taking into account the factors outlined in section 3.1, as well as any involvement in the Company's strategic initiatives. Mandate agreements do not provide for termination notice periods or severance payments. However, the Company has entered into certain post-contractual non-compete agreements with a maximum duration of one year.

The Company reimburses Board members for out-of-pocket expenses incurred in connection with their services. Such reimbursements are not considered part of compensation.

2.2 COMPENSATION AWARDED TO THE BOARD OF DIRECTORS

The disclosure of compensation below includes all forms of compensation granted by the Company in exchange for services rendered by members of the Board.

This section has been audited in accordance with Article 728a, paragraph 1, item 4 of the Swiss Code of Obligations.

Compensation of the Board of Directors for the 2024 and 2023 calendar years, in CHF

Board of Directors	Cash Fee 2024	Cash Fee 2023	Options 2024	Options 2023	Total [1] 2024	Total [1] 2023
Raghuram Selvaraju (Chairman) since 25 May 2016	187'248	248'260	-	-	**187'248**	**248'260**
Gregory Van Beek (Vice-Chairman) since 26 April 2024	144'000	-	-	-	**144'000**	**-**
Peter de Svastich (Member) since 26 April 2024	96'000	-	-	-	**96'000**	**-**
Thomas Elzinga (Member) since 26 April 2024	80'000	-	-	-	**80'000**	**-**
Michelle Lock [2] (Member) until 27 June 2024	31'388	100'000	-	-	**31'388**	**100'000**
Thomas Plitz [3] (Vice-Chairman) until 26 April 2024	52'617	133'213	-	-	**52'617**	**133'213**
Patrice Jean [3] (Member) until 26 April 2024	52'617	133'213	-	-	**52'617**	**133'213**
Paolo Galfetti (Member) until 20 June 2023	-	70'833	-	-	**-**	**70'833**
Total	**643'870**	**685'519**	**-**	**-**	**643'870**	**685'519**

[1] Does not include the Company's mandatory contribution to social security of CHF 7'631 (2023: CHF 27'779).

[2] For her executive role, Ms. Lock received in 2024 an additional remuneration of CHF 262'500 in cash and CHF 27'563 in pension plan contributions. Her executive compensation is reported as part of the compensation of the Executive Committee in section 3.2.

[3] The 2024 and 2023 figures include accrued but unpaid compensation as of the end of the period.

The figures presented in the table above reflect compensation for the 2024 calendar year, as required under Swiss law. They differ from the period authorized by the AGM, which runs from AGM to AGM (the Authorization Period). Reconciliations between calendar-year figures and Authorization Period figures are provided in the tables below.

For the current Authorization Period, Board members are expected to receive total compensation of CHF 1'000'000, remaining within the limit of CHF 1'000'000 approved by the 2024 AGM.

	Calendar year 2024		Authorization Period 2025/2024		
Compensation, in CHF	**Period**	**Amount**	**Period**	**Amount [1]**	**Approved**
Cash Fee	January 2024 - December 2024	643'870	June 2024 - June 2025	741'200	
Options	January 2024 - December 2024	-	June 2024 - June 2025	258'800	
Total		**643'870**		**1'000'000**	**1'000'000**

[1] As this period has not yet ended as of the publication date of this report, the amount includes actuals to date and estimated compensation through the expected 2025 AGM date (June 12, 2025).

	Calendar year 2023		Authorization Period 2024/2023		
Compensation, in CHF	**Period**	**Amount**	**Period**	**Amount**	**Approved**
Cash Fee	January 2023 - December 2023	685'519	June 2023 - June 2024	500'000	
Options	January 2023 - December 2023	-	June 2023 - June 2024	-	
Total		**685'519**		**500'000**	**500'000**

In 2024 and 2023, no compensation was granted to former members of the Board or their related parties.

3 COMPENSATION OF THE EXECUTIVE COMMITTEE

3.1 PRINCIPLES AND COMPENSATION ARCHITECTURE

The compensation principles are designed to align with the Company's strategic objectives of (i) advancing drug development programs, (ii) securing the required funding, (iii) implementing Board-approved strategic initiatives, and (iv) maintaining effective administration of the Company. The compensation structure is based on the following key principles:

- Balance between competitiveness and affordability—Within the Company's financial capacity, compensation levels aim to be competitive and aligned with market practice for similar functions in comparable companies in the biotech and pharmaceutical industry.
- Pay for performance—Part of compensation is linked to the business performance and the achievement of individual objectives.
- Alignment with shareholder interests—Stock options may constitute part of compensation, ensuring a direct correlation with the Company's long-term share performance.

The Executive Committee's compensation generally consists of a fixed remuneration, a variable remuneration, and other benefits. The variable remuneration may comprise a performance-based cash bonus and stock option grants. Other benefits may include health insurance, retirement contributions, compensations not covered under variable remuneration, and other non-cash benefits.

The Company reimburses Executive Committee members for out-of-pocket expenses incurred in connection with their services. Such reimbursements are not considered part of compensation.

Compensation model for the Executive Committee

	VEHICLE	PURPOSE	DRIVERS	PERFORMANCE
Fixed base salary	Monthly cash	Attract and retain	Market practice	–
Performance bonus	Cash bonus	Pay for performance	Business and individual performance	Company's goals, individual performance
Employee Equity Program	Share options	Align with shareholders' interests	Level of responsibility	Share price
Benefits	Pension/insurance plans	Protect against risk	Market practice	–

Fixed base salary—The fixed base salary compensates Executive Committee members for their roles and responsibilities. It is determined based on the Company's financial capacity, the market value of the function, and the individual's qualifications and skill set.

Performance bonus—The performance bonus rewards the effective and successful conduct of the business and the achievement of individual objectives. At the complete discretion of the Board, a decision to grant a bonus may be made, taking into consideration pay-for-performance principles, such as the achievement of pre-defined individual objectives and corporate objectives. The final bonus amount is determined by the Board, is typically paid in cash, and ranges between 0% and 30% of the respective individual's fixed base salary.

Employee participation program—The employee participation program incentivizes management to contribute to the long-term success of the Company and aligns their interests with those of shareholders. The Board determines individual stock option allocations at its discretion, considering the level of responsibility of the position and economic factors. For reporting purposes, option values are calculated using the Black-Scholes valuation model.

Benefits—Executive Committee members participate in the regular pension and retirement plans applicable to all employees in their country of employment, in accordance with local regulations and prevailing market practices. Additionally, they may be entitled to benefits in kind, in line with local market practice, such as a company car or other benefits.

Contractual provisions—Employment contracts for Executive Committee members may be concluded for a definite or indefinite period. Definite-term contracts may not exceed one year, with renewal possible. Indefinite-term contracts may be subject to a termination notice period of up to 12 months. The Company has entered into certain post-contractual non-compete agreements with a maximum duration of one year, which may be waived at the Company's discretion. Employment contracts do not provide for severance payments.

3.2 COMPENSATION AWARDED TO THE EXECUTIVE COMMITTEE

This section is audited in accordance with Article 728a, paragraph 1, item 4 of the Swiss Code of Obligations.

The disclosure of compensation includes all forms of compensation granted by the Company in exchange for services rendered by Executive Committee members. A comprehensive list of the Executive Committee members is reported in the Governance Report.

Compensation of the Executive Committee in 2024 and 2023

Calendar year 2024, in CHF	Fixed compensation	Variable cash compensation	Pension benefits	Other benefits	Options	Total 2024 [2]
Total Executive Committee [1]	1'269'833	162'904	138'340	-	-	1'571'077

[1] The highest-paid member of the Executive Committee in 2024 was the Company's Chief Business Officer, Paolo Galfetti, who received fixed compensation of CHF 404'780, variable cash compensation of CHF 62'274, and CHF 59'003 in pension plan contributions.

[2] Does not include the Company's mandatory contribution to social security of CHF 105'591.

Calendar year 2023, in CHF	Fixed compensation	Variable cash compensation	Pension benefits	Other benefits	Options [2]	Total 2023 [3]
Total Executive Committee[1]	1'461'412	85'500	90'315	486'892	246'059	2'370'178

[1] The highest-paid member of the Executive Committee in 2023 was the Company's former Chief Executive Officer, Jack Weinstein, who received fixed compensation of CHF 409'005 and CHF 476'466 in other benefits. Other benefits included an additional 12-month remuneration of CHF 465'119, in accordance with pre-existing contractual terms, pursuant to Mr. Weinstein's post-employment non-compete and non-solicitation obligations.

[2] Reflects the value of share-based payments in accordance with IFRS 2 at grant date independently of the vesting schedule. Such stock option values are theoretical values at grant date and do not reflect taxable income or realized income.

[3] Does not include the Company's mandatory contribution to social security of CHF 115'991.

During the 2024 calendar year, the remuneration of the Executive Committee amounted to CHF 1'571'077, remaining within the limit of CHF 4'000'000 approved by the 2024 EGM. The total compensation granted to the Executive Committee decreased in 2024 compared to 2023 primarily due to a reduction in the number of its members and the absence of certain non-recurring other benefits granted in 2023.

In 2024 and 2023, the Company did not issue any payment to former members of the Executive Committee.

4 LOANS TO MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

In 2024 and 2023, the Company did not grant loans to members of the Board or the Executive Committee.

5 SHARE OWNERSHIP

The share and option holdings of Board and Executive Committee members are disclosed in Note 11 of the Company's statutory financial statements included in this Annual Report.

6 DISCLOSURE OF EXTERNAL MANDATES OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

External mandates held by members of the Board and the Executive Committee are reported in sections 8.2 and 9.1 of the Corporate Governance section of this Annual Report.

Report on the Audit of the Compensation Report according to Art. 734a-734f CO

Report of the statutory auditor

To the General Meeting of RELIEF THERAPEUTICS Holding SA, Geneva

Opinion

We have audited the accompanying compensation report of RELIEF THERAPEUTICS Holding SA (the Company) for the year ended 31 December 2024. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) in the tables marked “audited” of the compensation report.

In our opinion, the information pursuant to Art. 734a-734f CO in the accompanying compensation report complies with Swiss law and the Company’s articles of incorporation.

Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the “Auditor’s Responsibility for the Audit of the Compensation Report” section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the tables marked “audited” in the compensation report, the consolidated financial statements, the stand-alone financial statements and our auditor’s reports thereon.

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

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

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

Board of Directors' Responsibilities for the Compensation Report

The Board of Directors is responsible for the preparation of a compensation report in accordance with the provisions of Swiss law and the Company’s articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a compensation report that is free from material misstatement, whether due to fraud or error. It is also responsible for designing the compensation system and defining individual compensation packages.

Auditor's Responsibilities for the Audit of the Compensation Report

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this compensation report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the compensation report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors and/or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors and/or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Forvis Mazars SA

Yoann Bois
Licensed Audit Expert
(Auditor in Charge)

Issam Kacem
Licensed Audit Expert

Geneva, April 9, 2025

Forvis Mazars SA, LINK Geneva, Chemin de Blandonnet 10, CH-1214 Vernier
Tel +41 22 708 10 80, forvismazars.com/ch

CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2024

CONSOLIDATED BALANCE SHEET

in CHF thousands	Notes	December 31, 2024	December 31, 2023
ASSETS			
Intangible assets	7	31'025	54'414
Right-of-use assets	8	2'100	2'570
Property and equipment		296	397
Deferred tax assets	29	-	589
Other non-current assets		115	116
Non-current assets		**33'536**	**58'086**
Trade receivables	9	1'437	1'171
Inventories	10	1'042	557
Other current assets	11	819	2'020
Cash and cash equivalents	12	15'080	14'556
Current assets		**18'378**	**18'304**
Assets held for sale	13	1'310	-
Total assets		**53'224**	**76'390**
EQUITY AND LIABILITIES			
Share capital	14	1'404	56'163
Reserves	15	271'154	220'330
Treasury shares	14	(150)	(6'001)
Accumulated losses		(235'744)	(218'264)
Shareholders' equity		**36'664**	**52'228**
Non-current lease liabilities	8	1'663	2'086
Non-current deferred income	16	1'992	-
Defined benefit obligations	17	1'396	1'589
Provisions	18	1'987	6'203
Deferred tax liabilities	29	4'540	7'366
Non-current liabilities		**11'578**	**17'244**
Current lease liabilities	8	480	524
Current borrowings		-	346
Current deferred income	16	458	-
Trade payables		1'627	1'025
Financial liabilities due to related parties	19	-	1'355
Provisions	18	-	235
Other current liabilities	20	2'417	3'433
Current liabilities		**4'982**	**6'918**
Total equity and liabilities		**53'224**	**76'390**

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE LOSS

in CHF thousands	Notes	2024	2023
Revenue	6	8'417	6'033
Other gains	21	1'411	295
Total income		**9'828**	**6'328**
Raw materials and consumables expenses	22	(2'575)	(1'736)
External selling and distribution expenses	22	(588)	(2'200)
External research and development expenses	23	(1'357)	(1'328)
Personnel expenses	24	(5'980)	(11'838)
Other administrative expenses	25	(3'262)	(5'391)
Other losses		(55)	(48)
Total expenses		**(13'817)**	**(22'541)**
EBITDA		**(3'989)**	**(16'213)**
Change in fair value of contingent consideration	18	4'497	4'782
Reversal of impairment loss on intangible asset	13	298	-
Impairment expense	26	(17'130)	(96'079)
Amortization and depreciation expense	27	(2'561)	(3'318)
Operating result		**(18'885)**	**(110'828)**
Financial income	28	188	93
Financial expense	28	(659)	(949)
Net loss before taxes		**(19'356)**	**(111'684)**
Income taxes	29	2'237	13'503
Net loss for the period		**(17'119)**	**(98'181)**
OTHER COMPREHENSIVE INCOME			
Remeasurement of defined benefit obligations	17	(361)	(484)
Items that will not be reclassified to profit or loss		**(361)**	**(484)**
Currency translation differences	15.3	(23)	63
Items that may be reclassified to profit or loss		**(23)**	**63**
Other comprehensive income for the period, net of tax		**(384)**	**(421)**
Total comprehensive loss for the period		**(17'503)**	**(98'602)**
EARNINGS PER SHARE			
Basic and diluted loss per share (in CHF)	31	(1.365)	(8.354)

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOW

in CHF thousands	Notes	2024	2023
Net loss for the period		(17'119)	(98'181)
Adjustments for:			
Income tax gain	29.1	(2'237)	(13'503)
Depreciation and amortization expense	27	2'561	3'318
Impairment of intangible assets	7	17'130	95'895
Reversal impairment of intangible assets	7	(298)	-
Impairment of receivables	9	-	36
Reversal of impairment loss	9, 20	(263)	(73)
Change in fair value of contingent consideration	18	(4'497)	(4'782)
Finance expenses , net	28	315	647
Gain on divestment of intangible assets	21	(899)	(125)
Change in defined benefit obligations	17	(554)	(667)
Share-based payment expense	30	266	814
Changes in working capital:			
Decrease/(Increase) in inventories		(485)	(330)
Decrease/(Increase) in trade receivables		(240)	129
Decrease/(Increase) in other assets		1'437	(163)
(Decrease)/increase in trade payables		602	(599)
(Decrease)/increase in provisions		(59)	440
(Decrease)/increase in deferred income		2'450	-
(Decrease)/increase in other current liabilities		(1'026)	(468)
Cash flow used in operating activities		**(2'916)**	**(17'612)**
Payments for property, plant and equipment		(14)	(446)
Payments for intangible assets	7	(158)	-
Payments for other financial assets		-	(5)
Proceeds from divestment of intangible assets	4.1	4'374	8'865
Proceeds from price adjustment of intangible assets	7	-	188
Proceeds from property, plant and equipment		9	-
Proceeds from other financial assets		2	-
Interest received		188	93
Cash flow from investing activities		**4'401**	**8'695**
Proceeds from capital increase	14	-	5'014
Sale of treasury shares	14	-	80
Equity transaction costs	14	-	(494)
Repayment of lease liabilities	32.2	(516)	(530)
Repayment of borrowings	32.2	(346)	(20)
Cash flow from (used in) financing activities		**(862)**	**4'050**
Net increase (decrease) in cash and cash equivalents		**623**	**(4'867)**
Cash and cash equivalents at beginning of period		14'556	19'237
Exchange difference on cash and cash equivalents		(99)	186
Cash and cash equivalents at end of period		**15'080**	**14'556**

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

in CHF thousands	Notes	Share capital	Treasury shares	Reserves	Accumulated loss	Total equity
Balance at January 1, 2023		**56'163**	**(12'108)**	**220'961**	**(119'599)**	**145'417**
Result for the period		-	-	-	(98'181)	(98'181)
Other comprehensive income		-	-	63	(484)	(421)
Total comprehensive result for the period		**-**	**-**	**63**	**(98'665)**	**(98'602)**
Direct Share Placement program	14	-	100	2	-	102
Private placement	14	-	4'800	194	-	4'994
Withdrawal of fractional shares	14	-	(12)	(10)	-	(22)
Transaction costs	14	-	-	(494)	-	(494)
Exercise of options	14	-	19	-	-	19
Exercise of pre-funded warrants	14	-	1'200	(1'200)	-	-
Share-based compensation cost	30	-	-	814	-	814
Balance at December 31, 2023		**56'163**	**(6'001)**	**220'330**	**(218'264)**	**52'228**
Balance at January 1, 2024		**56'163**	**(6'001)**	**220'330**	**(218'264)**	**52'228**
Result for the period		-	-	-	(17'119)	(17'119)
Other comprehensive income		-	-	(23)	(361)	(384)
Total comprehensive result for the period		**-**	**-**	**(23)**	**(17'480)**	**(17'503)**
Nominal value reduction	14	(54'759)	5'851	48'908	-	-
Share-based compensation cost	30	-	-	266	-	266
Issuance of warrants	4.1	-	-	1'673	-	1'673
Balance at December 31, 2024		**1'404**	**(150)**	**271'154**	**(235'744)**	**36'664**

The accompanying notes form an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. General information

RELIEF THERAPEUTICS Holding SA ("Relief", the "Company" or the "Group") is a Swiss stock corporation domiciled at 15 Avenue de Sécheron, 1202 Geneva, Switzerland. The Company's shares are listed on the SIX Swiss Exchange (ticker: RLF) and quoted in the U.S. on OTCQB (tickers: RLFTF, RLFTY).

The Group is principally engaged in the identification, development and commercialization of novel, patent protected products intended for the treatment of dermatological, metabolic, and pulmonary rare diseases with a portfolio of clinical and marketed products.

The Group has maintained an internal marketing and sales infrastructure in Switzerland, the U.S., Italy, and Germany, dedicated to the direct commercialization of PKU GOLIKE®. For the commercialization of its other commercially available products, as well as PKU GOLIKE outside of these territories, the Group has entered into licensing or distribution agreements with third parties. In December 2023, the Group initiated a progressive transition from its direct sales model to a partnership-based model for PKU GOLIKE, significantly reducing its marketing and sales infrastructure over the course of 2024.

These consolidated financial statements were approved by the Company's Board of Directors on April 9, 2025.

2. New and revised International Financial Reporting Standards

2.1 New and revised IFRS Standards and Interpretations

In the current year, the Group has applied the following new or amended Standards that became effective on January 1, 2024. The revised Standards did not have a material effect on these financial statements.

- Amendments to IAS 1 'Presentation of financial statements' on classification of liabilities as current or non-current and non-current.
- Amendment to IFRS 16 'Leases' on lease liability in a sale-and-leaseback transaction.
- Amendment to IAS 7 'Statement of Cash Flows' and IFRS 7 'Financial Instruments: Disclosures' on disclosure of supplier finance arrangements.

2.2 IFRS Standards and Interpretations issued and not yet adopted

Certain new or amended Standards and Interpretations that may be relevant for the Group's financial statements have been issued but are not yet mandatory for the current reporting period. The Group has not early adopted them. They are not expected to have a material impact on the Group's financial results or position.

- Amendment to IAS 21 'The effects of changes in foreign exchange rates' on lack of exchangeability, effective from January 1, 2025.
- Amendment to IFRS 9 'Financial Instruments' and IFRS 7 'Financial Instruments: Disclosures' on the classification and measurement of financial instruments, effective from January 1, 2026.
- Annual Improvements to IFRS Accounting Standards – Volume 11, effective from January 1, 2026.
- IFRS 18 'Presentation and Disclosure in Financial Statements', which replaces IAS 1 'Presentation of Financial Statements', effective from January 1, 2027.

3. Summary of material accounting policies

3.1 Basis of preparation

The Group's consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and comply with Swiss law. They have been prepared on a historical cost basis, except for the financial instruments and contingent consideration obligations that have been measured at fair value. All values are presented in Swiss francs and rounded to the nearest thousand (TCHF), except when otherwise indicated.

Certain comparative figures have been reclassified to conform with the current period's presentation. These reclassifications had no material effect on the comparative period's financial information.

3.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the parent company RELIEF THERAPEUTICS Holding SA and its subsidiaries as of December 31, 2024 and 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- any contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Group's voting rights and potential voting rights.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

3.3 Current versus non-current classification

The Group presents assets and liabilities in its statement of financial position based on current/non-current classification. An asset is classified as current when it is:

- expected to be realized or intended to be sold or consumed in a normal operating cycle, which is twelve months;
- held primarily for the purpose of trading;
- expected to be realized within twelve months after the reporting period; or
- cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- it is expected to be settled in a normal operating cycle, which is twelve months;
- it is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting period; or
- there is no unconditional right to defer the settlement of the liability within twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

3.4 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in 'other administrative expenses'.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as of the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss. It is then considered in the determination of goodwill.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 is measured at fair value with changes in fair value recognized in profit or loss. If the contingent consideration is not within the scope of IFRS 9, it is measured in accordance with the applicable IFRS. Contingent consideration that is classified as equity, if any, is not re-measured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

3.5 Revenue recognition

Relief may generate revenues from collaboration and license agreements under which Relief grants licenses to use, research, develop, manufacture and commercialize product candidates and products. Relief determined that those collaboration and license agreements qualify as contracts with its customers. If the grant of a license is bundled together with the rendering of services, it is assessed whether these agreements are comprised of more than one performance obligation. A performance obligation is only accounted for as the grant of a license if the grant of a license is the sole or the predominant promise of the performance obligation.

If the consideration under an agreement includes a variable amount, Relief estimates the amount of consideration to which Relief will be entitled in exchange for transferring the goods to the customer. At contract inception, the variable consideration is estimated based on the most likely amount of consideration expected from the transaction and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with respect to the variable consideration is subsequently resolved. The estimated revenue is updated at each reporting date to reflect the current facts and circumstances.

If a contract with a customer contains more than one performance obligation, the transaction price is allocated to each performance obligation based on relative stand-alone selling prices.

For each separate performance obligation, it is evaluated whether control is transferred either at a point in time or over time. For performance obligations that are satisfied over time, revenue is recognized based on a measure of progress, which depicts the performance in transferring control to the customer. If under the terms of its licensing arrangements Relief provides the licensee with a research and development license, which represents a right to access Relief's intellectual property as it exists throughout the license period, the promise to grant a license is accounted for as a

performance obligation satisfied over time, as the licensee simultaneously receives and consumes the benefits of Relief's performance.

Earnings based on the collaboration partners' gross profit, which is shared under the respective collaboration agreements, are recognized when the underlying sales occur, which is when the performance obligation has been satisfied. Relief uses certain information from its collaboration partners, some of which is based on preliminary data shared between the partners and might vary once final data is available.

Revenue arrangements that involve two or more partners who contribute to the provision of a specific good or service to a customer are assessed in terms of principal-agent considerations in order to determine the appropriate treatment for the transactions between Relief, partners, and third parties. The classification of transactions under such arrangements is determined based on the nature and contractual terms of the arrangement along with the nature of the operations of the participants. Any consideration related to activities in which Relief is considered the principal, which includes being in control of the good or service before such good or service is transferred to the customer, is accounted for as gross revenue. Any consideration related to activities in which Relief is considered the agent, is accounted for as net revenue.

Revenue from the sale of products is recognized when Relief transfers control of the product to the customer. Control of the product normally transfers when the customer gains physical possession and Relief has not retained any significant risks of ownership or future obligations with respect to the product. A receivable is recognized, as the consideration is unconditional and only the passage of time is required before payment is due. The transaction price is quoted in the relevant price lists in force at the date of the customer placing the respective order for such products.

Revenue from research and development services provided by the Company is recorded as earned based on the performance requirements of the underlying contracts. Where agreements include milestones that are determined to be substantive and at risk at the inception of the agreement, revenue is recognized upon achievement of a milestone.

3.6 Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (i.e., the functional currency). The consolidated financial statements are presented in CHF, which is the Group's presentation currency.

Transactions and balances

In preparing the financial statements of each group entity, transactions in currencies other than the entity's functional currency are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items that are measured at historical cost in a foreign currency are not re-translated. Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

Group companies

Assets and liabilities of Group entities using a functional currency different from the presentation currency are translated into the presentation currency using year-end rates of exchange. Income and expenses and cash flows are translated at average exchange rates for the period. All resulting translation differences are recognized directly in other comprehensive income. On the divestment of a foreign entity, the identified cumulative currency translation difference relating to that foreign entity is recognized in profit or loss as part of the gain or loss on divestment.

3.7 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and impairment losses.

Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Amortization of capitalized in process research & development (IPR&D) starts once the asset is available for use, which is usually the point in time at which marketing approval is granted by the relevant authority. Before that date, capitalized IPR&D that is not available for use is tested at least annually for impairment, irrespective of whether any indication of impairment exists.

Gains or losses arising from the de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

3.8 Leases

The Group assesses whether a contract is or contains a lease at the inception of the contract. The Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of twelve months or less) and leases of low value assets. For these leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate for such liabilities.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease if the lease term reflects the exercise of an option to terminate.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of the lease term and the useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less, or leases of low-value assets. The Group recognizes the lease payments associated with these leases as an expense in the consolidated statements of operations on a straight-line basis over the lease term.

3.9 Financial assets

Classification

The Group's financial assets are classified solely as "financial assets at amortized cost", as determined at initial recognition based on the financial asset's contractual cash flow characteristics and the Group's business model for managing it. Financial assets include trade receivables and other current assets that are non-derivative financial instruments with fixed or determinable payments that are not quoted in an active market. These assets are classified as current assets unless their maturity exceeds 12 months from the balance sheet date, in which case they are classified as non-current assets.

Recognition and measurement

Financial assets at amortized cost are initially measured at fair value and subsequently measured at amortized cost using the effective interest rate method and are subject to impairment.

A financial asset is derecognized when:

- the contractual rights to the cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

Impairment of financial assets

The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next twelve months (a twelve-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

3.10 Inventories

Raw materials and merchandise purchased are recognized at cost; semi-finished and finished goods at their production cost. Discounts are recognized as a reduction in the purchase price. Manufacturing costs include the associated direct production costs and production overheads, where applicable. If the acquisition or manufacturing costs are higher than the net market value, an impairment loss is recorded on the income statement in the current period to write the inventories down to the net market value (lower of cost or market principle). Net market value is equivalent to the current market price less customary sales deductions, marketing costs and administrative costs yet to be incurred. Inventories that cannot be sold are written off in full. The costs of inventories are determined by using the FIFO method.

Inventory related to drug products that have not yet obtained regulatory approval is immediately written down to zero. The write-down is charged to research and development expenses. If regulatory approval is subsequently obtained, the recorded expenses are not reversed.

3.11 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term, highly liquid investments with maturities of three months or less. Bank overdrafts, if any, are shown within financial debts in current liabilities. This definition is also used for the purposes of the cash flow statement.

3.12 Financial liabilities

The Group's financial liabilities include trade and other payables as well as borrowings.

Financial liabilities are recognized initially at fair value and are subsequently measured at amortized cost using the effective interest rate method, with interest expense recognized on an effective yield basis.

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled, or expired.

3.13 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognized in the income statement, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss, and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates and applicable laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

3.14 Fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The fair values of financial assets and liabilities at the balance sheet date are not materially different from their reported carrying values unless specifically mentioned in the notes to the consolidated financial statements.

3.15 Research and development costs

Research and development costs consist of expenses related to external research and development activities, including costs associated with CMC activities, preclinical testing, and clinical trials. Furthermore, the Group may acquire in-process research and development assets, either through business combinations or through purchases of specific assets. In-process research and development assets acquired either through business combinations or separate purchases are capitalized as intangible assets and reviewed for impairment annually. Once available for use, such intangible assets are amortized on a straight-line basis over the period of expected benefits.

Internal development costs are capitalized as intangible assets only when there is an identifiable asset that can be completed and that will generate probable future economic benefits and when the cost of such an asset can be measured reliably.

3.16 Employee benefits

General

Wages, salaries, social security contributions, paid annual leave and sick leave, bonuses, and non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group.

Pension obligations

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, including actuarial gains and losses, the effect of the asset ceiling, and the return on plan assets (excluding net interest), are recognized immediately in the statement of financial position with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in profit or loss on the earlier of:

- the date of the plan amendment or curtailment, or
- the date that the Group recognizes restructuring-related costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognizes the following changes in the net defined benefit obligation under 'Personnel expenses' in the statement of comprehensive loss:

- service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements; and
- net interest expense or income.

3.17 Share-based payments

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognized, together with a corresponding increase in other capital reserves in equity, over the period in which the performance and/or when service conditions are fulfilled as employee benefit expenses. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit or loss expense or credit for a period represents the movement in cumulative expense recognized at the beginning and end of that period and is recognized in employee benefits expense.

No expense is recognized for awards that do not ultimately vest, except for equity-settled transactions for which vesting is conditional upon a market or non-vesting condition. These are treated as vested, irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified if the original terms of the award have been met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

3.18 Treasury shares

Own equity instruments (treasury shares) acquired by the Company are recognized at cost and deducted from equity. Treasury shares issued by the Company that are pending subsequent placement are recognized at their nominal value and deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in the share premium reserve.

3.19 Loan forgiveness

Loan forgiveness is recognized when there is reasonable assurance that the Group has met all necessary conditions for forgiveness and will not be required to repay the loan. As a general principle, when a loan or a portion thereof is forgiven, the liability is derecognized, and a corresponding gain is recognized in profit or loss. If a loan is forgiven in exchange for the issuance of share options granting the lender the right to acquire shares at a predetermined price, the fair value of the options granted is measured at the grant date and accounted for as an equity-settled share-based payment. The forgiven loan amount is derecognized, with a corresponding credit recognized in equity. Any difference between the loan amount and the fair value of the options is recognized in profit or loss.

3.20 Assets held for sale

An asset (or disposal group) is classified as held for sale when its carrying amount will be recovered principally through a sale transaction rather than through continued use. This classification is appropriate only when the asset is available for immediate sale in its present condition and the sale is highly probable within one year. Upon classification as held for sale, the asset is measured at the lower of its carrying amount and fair value less cost of disposal. Depreciation and amortization cease upon reclassification. The asset, along with any associated liabilities, is presented separately in the Group's statement of financial position.

4. Critical accounting judgments and key sources of estimation uncertainty

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income, expenses and related disclosures.

4.1 Critical judgments in applying accounting policies and significant transactions of the year

In applying the Group's accounting policies, management has exercised the following judgments, which have the most significant impact on the amounts recognized in these consolidated financial statements.

Royalty Purchase Agreement with SWK Funding LLC

On August 2, 2024, the Company entered into a Royalty Purchase Agreement ("RPA") with SWK Funding LLC ("SWK") for the sale of royalty interests in OLPRUVA®, GOLIKE®, and CAMBIA®. Relief received an upfront cash payment of USD 5.75 million (CHF 5 million) and became entitled to two additional milestone-based payments contingent on specific performance criteria. In September 2024, the first milestone was achieved, resulting in an additional USD 2 million (CHF 1.7 million) payment. As of December 31, 2024, the Company remained eligible for a second milestone payment of USD 3.25 million (CHF 2.9 million), contingent on OLPRUVA's quarterly net sales reaching USD 1.5 million by the end of the third quarter of 2025. Payments received from SWK are non-refundable, and Relief does not retain risks related to the commercial performance of the underlying products in the applicable territories.

Under the terms of the RPA, SWK acquired all future OLPRUVA royalties from Relief's August 2023 agreement with Acer Therapeutics Inc. ("Acer") and all future royalties and milestone payments from the March 2024 license agreement with Eton Pharmaceutical Inc. ("Eton"). SWK shall return to Relief 80% of OLPRUVA royalties exceeding USD 2.25 million annually and all royalties exceeding USD 4.5 million. For GOLIKE, SWK shall return 80% of GOLIKE royalties exceeding USD 1.32 million annually and all royalties exceeding USD 1.98 million. Additionally, SWK acquired all future royalties from CAMBIA. The RPA will terminate, and all royalties will revert to Relief once SWK has received 2.75 times its invested capital. Since the execution of the RPA and as of December 31, 2024, royalty revenues from OLPRUVA under the Acer agreement and GOLIKE under the Eton agreement have not been material.

Management applied judgment to evaluate the substance of the RPA and concluded that three separate sub-transactions, corresponding to the distinct royalty streams sold, should be accounted for separately based on (i) the contractual arrangements underlying each sub-transaction, and (ii) the nature and extent of Relief's continuing involvement in generating the underlying royalties.

Net transaction proceeds, comprising the upfront payment and the first milestone payment, were allocated across the three sub-transactions based on the estimated fair value of each royalty stream, as determined using discounted cash flow models that incorporate management's estimates of future sales. The second milestone payment will be recognized upon achievement of the underlying sales target, in accordance with the sale-based contingent consideration exception.

The accounting treatment for each sub-transaction is outlined below:

- Sale of GOLIKE royalties: Relief retains continuing involvement in the commercialization of GOLIKE in the U.S. by Eton, including through supply and development of GOLIKE products under the agreement with Eton. The transaction is accounted for as an advance payment of future royalties and milestone payments under IFRS 15. The allocated proceeds received pursuant to the RPA were initially recorded as a deferred income liability and are recognized as non-cash other income over time based on the units-of-revenue method, which allocates proceeds in proportion to royalties accrued relative to total expected royalties over the estimated life of the RPA. The total expected royalties and the estimated life of the RPA are based on internal forecasts and are subject to changes due to uncertainties related to commercial performance. Changes in internal forecasts for total expected royalties or the estimated life of the RPA may materially affect the amount and timing of income recognition. Any changes in these estimates are applied prospectively.
- Sale of OLPRUVA royalties: Relief retains no material obligations or involvement in the commercialization of OLPRUVA in Acer's territory. Under the RPA, Relief retains rights to royalties on sales exceeding certain thresholds. The transaction is accounted for as a partial divestment of the related intangible asset (ACER-001) under IAS 38, reflecting the reduced economic benefits retained.
- Sale of CAMBIA royalties: Relief retains no material obligations or involvement in the commercialization of CAMBIA, and Relief sold to SWK its entire royalty entitlement under a previous licensing agreement with a third party. The transaction is accounted for as a complete divestment of the related intangible asset under IAS 38.

The following table presents the allocation of transaction proceeds recognized during the year ended December 31, 2024, and the asset disposal gain for OLPRUVA and CAMBIA intangible assets.

TCHF	2024
Transaction Net Proceeds	
Upfront payment	4'963
First milestone payment	1'713
Less: Transaction costs	(85)
Less: Other deductions	(63)
Total net proceeds	**6'528**
Allocation of Net Proceeds	
Deferred income GOLIKE (Note 16)	2'154
Divestment proceeds ACER-001 (Note 7)	4'113
Divestment proceeds CAMBIA (Note 7)	261
Total net proceeds	**6'528**
Asset Disposal Gain (ACER-001 and CAMBIA)	
Allocated proceeds	4'374
Carrying amount of intangible assets	(3'475)
Gain on disposal	**899**

The classification of net cash proceeds in the consolidated statement of cash flows is consistent with the accounting treatment of each sub-transaction. Proceeds allocated to GOLIKE are included within cash flow used in operating activities, whereas proceeds allocated to ACER-001 and CAMBIA are classified within cash flow from investing activities.

License and Supply Agreement with Eton Pharmaceuticals, Inc.

On March 21, 2024, the Company entered into a License and Supply Agreement ("LSA") granting Eton the exclusive rights to commercialize the GOLIKE family of products in the United States. Under the terms of the agreement, the Company received an upfront payment of USD 2.2 million (CHF 2.0 million) and is eligible to receive up to USD 2.0 million (CHF 1.8 million) in additional sales milestones, as well as variable mid-teens royalties on net sales.

Revenue from this transaction is recognized in accordance with IFRS 15, based on the substance of the agreement. Management has applied its judgment to determine performance obligations, transaction prices, and the completion of performance obligations over time. The following distinct performance obligations were identified in the Eton LSA: (i) delivery of an exclusive license for the commercialization of existing GOLIKE products, (ii) delivery of an exclusive license for the commercialization of certain GOLIKE product line extensions under development, and (iii) commitment to manufacture and supply the GOLIKE products for a specified duration.

The transaction price was allocated based on the estimated stand-alone selling price of each performance obligation. Of the TCHF 1'978 non-refundable upfront payment received from Eton, TCHF 1'552 was allocated to the first performance obligation and recognized as revenue (licensing fees) upon execution of the LSA, as the license constitutes functional intellectual property transferred on that date. The remaining TCHF 426 was allocated to the second performance obligation and recognized as deferred income (Note 16), which will be recognized as revenue upon completion or abandonment of development. The allocation of the transaction proceeds was estimated based on a discounted cash flow approach, considering several factors, including estimated sales, manufacturing costs, development timelines, and probabilities of success.

In accordance with the sales-based royalties exception, royalties and milestone payments are recognized when the corresponding sales occur, to the extent the Company is entitled to such revenue. Revenue derived from manufacturing and supply is recognized upon delivery of products, as control of the products transfers at that point.

Issuance of warrants to GEM

As described in Note 19, the Company extinguished in 2024 an outstanding liability of TCHF 1'368 by issuing warrants to purchase the Company's ordinary shares at a predetermined price. The issuance of the warrants has been accounted for as consideration paid for the extinguishment of the liability and was classified as equity.

The fair value of the warrants at the grant date was determined using the Black-Scholes valuation model, considering all relevant assumptions as of the issuance date. These assumptions included the expected life of the warrants based on their approximately 3-year term, a share price of CHF 1.59, an exercise price of CHF 1.70, volatility of 71.1%, and a risk-free rate of 1.07%. The fair value was estimated to be TCHF 1'673. Consequently, the carrying amount of the extinguished liability (TCHF 1'368) was credited to equity and the excess fair value (TCHF 305) was recognized in profit or loss under 'Financial expense'.

4.2 Key sources of estimation uncertainty

Estimates and underlying assumptions concerning the future are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below.

Going concern

These consolidated financial statements have been prepared assuming the Group will continue as a going concern which contemplates the continuity of operations, realization of assets and the satisfaction of liabilities in the ordinary course of business.

As of March 31, 2025, the Group had cash and cash equivalents of CHF 14.1 million. Based on financial projections and available cash, the Group is expected to have sufficient resources to fund operations for at least the next twelve months.

Since its inception, the Group has primarily relied on external financing to fund its cash needs and has experienced recurring losses. The Group may continue to generate operating losses in the foreseeable future. The Group's long-term viability depends on its ability to raise additional capital or generate positive cash flows to support its operations. The Group may never achieve sustainable profitability and is exposed to all the risks inherent in establishing a business. Management intends to continue to explore options to obtain additional funding. However, there can be no assurance that capital will be available in sufficient amounts or on acceptable terms. If Relief is unable to obtain the required funding, it will be forced to delay, reduce or eliminate some or all of its research and development programs, which could adversely affect its business prospects or result in the Group's inability to continue operations.

Measurement of contingent liabilities

IFRS 3 requires the recognition of contingent considerations arising from business combinations at fair value at the acquisition date. The fair value of the contingent consideration is estimated based on management's assessment of the likelihood of the contingency occurring and the amount of payment that would be required if the contingency were to occur. Contingent considerations are subsequently measured at fair value at the end of each reporting period. The estimation of the fair value requires the use of estimates and assumptions that are subject to significant judgment, as further detailed in Note 18.

The Group is exposed to contingencies, including litigations and regulatory or legal proceedings, in its ordinary course of business. A provision is recognized when an outflow of resources is probable and the amount can be estimated reliably. If an outflow is not considered probable or the amount cannot be estimated reliably, no provision is recorded. The outcome of these proceedings is inherently uncertain, and assessing their likelihood and potential impact on the Group's financial position or performance involves significant judgment.

Valuation and impairment of intangible assets

Determining whether intangible assets and goodwill are impaired requires management to estimate the recoverable value of the cash-generating unit to which the intangible assets are attributable. If the recoverable value of the cash-generating unit is lower than the carrying amount of this cash-generating unit, an impairment allowance is recorded. Changes to the assumptions may result in additional impairment losses or impairment reversals in subsequent periods. Further details regarding the valuation methods used and the key assumptions and judgments made in relation to intangible assets and goodwill are provided in Note 7.

Defined benefit obligations

A retirement benefit obligation for personnel is recognized based on various financial and actuarial assumptions. The key assumptions used to assess these obligations are the discount rate, future salary increases, future pension increases, and the probability of the employee reaching retirement. An actuarial expert performed the calculations, and the principal assumptions used are provided in Note 17.

5. Group companies

The following table lists subsidiaries controlled by Relief at the end of the reporting period.

Name	Country	Location	Equity interest	
			2024	2023
Relief Therapeutics International SA	Switzerland	Geneva	100%	100%
Relief Therapeutics US, Inc.	United States	Connecticut	100%	100%
Relief Therapeutics, Inc.	United States	Delaware	100%	100%
APR Applied Pharma Research SA	Switzerland	Balerna	100%	100%
APR Applied Pharma Research Holding SA	Switzerland	Balerna	100%	100%
APR Applied Pharma Research - Italy s.r.l.	Italy	Monza	100%	100%
APR Applied Pharma Research Deutschland GmbH	Germany	Offenbach am Main	100%	100%
AdVita Lifescience GmbH	Germany	Hamburg	100%	100%
AdVita Lifescience AG	Switzerland	Basel	100%	100%
AdVita Lifescience, Inc.	United States	New York	100%	100%

All group companies are fully consolidated within these consolidated financial statements. The equity interest percentage shown in the table also represents the share in voting rights in those entities.

6. Segment information

6.1 Description of segment

The Group operates in one segment, namely research, development and commercialization of biopharmaceutical products. The Board of Directors and the Executive Committee, together constituting the chief operating decision maker, allocate resources and assess the performance of the Group at a consolidated level. The accounting policies used for segment reporting are the same as those used for the preparation of these financial statements.

6.2 Information on revenue

The Group generates revenue primarily from sales of products and out-licensing transactions. In 2024, the three largest customers of the Group represented 23.5%, 10.0% and 7.3%, respectively, of the total revenue (2023: 12.5%, 6.4% and 6.1%).

The disaggregation of the Group's revenue is presented in the following table. Revenue is reported by geographical location based on the location of the customer or licensee and, for R&D services, based on the location where the services were performed.

TCHF	2024	2023
Revenue streams		
Royalties	1'279	1'411
Product sales	4'494	4'256
Licensing fees	1'720	19
Revenue from research and development services	924	347
Total revenue	**8'417**	**6'033**
Geographical area		
Switzerland	1'124	414
Europe (excluding Switzerland)	3'214	2'886
North America	2'652	1'406
Rest of the world	1'427	1'327
Total revenue	**8'417**	**6'033**
Timing of revenue recognition		
Point in time	8'417	6'033
Over time	-	-
Total revenue	**8'417**	**6'033**

6.3 Geographical location of non-current assets

TCHF	December 31, 2024	December 31, 2023
Switzerland	33'353	57'189
Rest of the world	68	193
Total non-current assets *	**33'421**	**57'382**

* Excluding financial assets and deferred tax assets

7. Intangible assets

TCHF	Technologies, patents and trademarks	Licenses	In-process research and development	Goodwill	Total
Historical cost					
January 1, 2023	**39'531**	**13'729**	**132'709**	**8'658**	**194'627**
Acquisition price adjustment	-	-	(188)	-	**(188)**
Divestment	-	(9'747)	-	(455)	**(10'202)**
December 31, 2023	**39'531**	**3'982**	**132'521**	**8'203**	**184'237**
Addition	158	-	-	-	**158**
Divestment	(2'732)	(2'468)	-	(251)	**(5'451)**
Assets held for sale	(7'675)	-	-	-	**(7'675)**
December 31, 2024	**29'282**	**1'514**	**132'521**	**7'952**	**171'269**
Accumulated amortization and impairment					
January 1, 2023	**(29'543)**	**-**	**(529)**	**(1'640)**	**(31'712)**
Amortization	(1'930)	(752)	-	-	**(2'682)**
Impairment	-	-	(89'878)	(6'017)	**(95'895)**
Divestment	-	466	-	-	**466**
December 31, 2023	**(31'473)**	**(286)**	**(90'407)**	**(7'657)**	**(129'823)**
Amortization	(1'716)	(214)	-	-	**(1'930)**
Impairment	-	-	(17'130)	-	**(17'130)**
Impairment reversal (Note 13)	298	-	-	-	**298**
Divestment	1'694	282	-	-	**1'976**
Assets held for sale	6'365	-	-	-	**6'365**
December 31, 2024	**(24'832)**	**(218)**	**(107'537)**	**(7'657)**	**(140'244)**
Carrying amount per class					
December 31, 2023	8'058	3'696	42'114	546	54'414
December 31, 2024	**4'450**	**1'296**	**24'984**	**295**	**31'025**
Carrying amount per asset					
PKU GOLIKE	3'152	-	-	-	**3'152**
Diclofenac	1'298	-	-	224	**1'522**
ACER-001	-	1'296	-	71	**1'367**
RLF-100	-	-	-	-	**-**
RLF-TD011	-	-	24'858	-	**24'858**
RLF-OD032	-	-	126	-	**126**
December 31, 2024	**4'450**	**1'296**	**24'984**	**295**	**31'025**
PKU GOLIKE	4'344	-	-	-	**4'344**
Diclofenac	3'714	-	-	360	**4'074**
ACER-001	-	3'696	-	186	**3'882**
RLF-100	-	-	17'130	-	**17'130**
RLF-TD011	-	-	24'858	-	**24'858**
RLF-OD032	-	-	126	-	**126**
December 31, 2023	**8'058**	**3'696**	**42'114**	**546**	**54'414**

Intangible assets include acquired patents, trademarks, licenses, technologies, and other non-physical assets. These assets are measured at cost, net of accumulated amortization and impairment. For intangible asset acquired in a business combination, historical cost was measured at their estimated fair value at the acquisition date.

7.1 Technologies, patents and trademarks

Technologies, patents and trademarks relate to the following on-market products commercialized by Relief or licensed to third parties: PKU GOLIKE®, an amino acid mix product for the dietary management of phenylketonuria; and certain Diclofenac-based products, a product line for the treatment of inflammatory conditions and pain management.

The acquisition costs of these intangible assets are amortized over their estimated remaining useful lives, which range from 1 to 12 years with a weighted average of 9.9 years as of December 31, 2024. Amortization is recognized on a straight-line basis over the shorter of the asset's estimated economic or legal useful life.

7.2 Licenses

The intangible asset represents capitalizable costs related to the acquisition of commercial and royalty rights for ACER-001, a proprietary taste-masked formulation of sodium phenylbutyrate owned by Acer Therapeutics Inc. ("Acer"), a subsidiary of Zevra Therapeutics Inc. ACER-001 is approved in the U.S. for the treatment of Urea Cycle Disorders under the trademark OLPRUVA® and is marketed in the U.S. by Acer. Under the terms of the agreement dated August 28, 2023, between Relief and Acer, Relief is entitled to receive from Acer a 10% continuing royalty on net sales of OLPRUVA in the Acer territory (worldwide, excluding Europe), and 20% of any value received by Acer from licensing or divestment transactions related to OLPRUVA, up to a cumulative cap of USD 45 million. As of December 31, 2024, cumulated royalties accrued were de minimis. Additionally, Relief licensed from Acer the European commercialization rights for ACER-001 and committed to paying Acer a variable royalty of up to 10% on potential future net sales in Europe, where ACER-001 is currently not approved for commercialization, and 20% of any value received by Relief from sublicensing transactions related to ACER-001.

In August 2024, Relief sold a portion of its royalty entitlement to SWK (Note 4.1). The transaction was accounted for as a partial disposal of the intangible asset. Based on internal valuation models, the Group determined that the transaction resulted in a notional reduction of 62% in the present value of future economic benefits expected from the asset. As a result, 62% of the asset's net carrying amount was derecognized. A corresponding portion of goodwill allocated to ACER-001 was also derecognized.

The intangible asset is amortized on a straight-line basis over its remaining estimated useful life of 12 years as of December 31, 2024.

7.3 In-process research and development (IPR&D)

IPR&D assets mainly relate to the following development programs:

- RLF-TD011, a drug candidate for the treatment of wounds in patients with epidermolysis bullosa.
- RLF-OD032, a novel formulation of sapropterin dihydrochloride for the treatment of phenylketonuria.
- RLF-100, a drug candidate for the prevention and treatment of certain pulmonary conditions.

IPR&D assets are indefinite-life intangible assets until the completion or abandonment of the associated research and development programs. Amortization will commence once the assets become available for use, typically upon obtaining regulatory and marketing approvals.

7.4 Goodwill

Goodwill was initially recognized in 2021 following a business combination. It was recorded at cost on the acquisition date for the difference between the consideration transferred and the net fair value of identifiable assets, liabilities and contingent liabilities determined through the purchase price allocation. The Group identified that the group of cash-generating units (CGUs) constituting the sole operating segment (Note 6.1) was expected to benefit from the business combination. Accordingly, goodwill was allocated to this group of CGUs. Since its acquisition, goodwill has been partially impaired or disposed of due to impairments or the disposals of underlying CGUs.

7.5 Impairment test

Intangible assets with finite useful lives are amortized over their economic life and tested for impairment whenever there is an indication that the intangible asset may be impaired. Intangible assets with indefinite useful lives are not amortized but are tested for impairment either individually or at the CGU level. The Group generally perform impairment testing at year-end, or earlier if events or changes in circumstances indicate a potential impairment.

As part of the annual financial closing for the year ended December 31, 2024, the Group performed an impairment test on its intangible assets, including goodwill, IPR&D assets, and finite-lived intangible assets associated with PKU GOLIKE, ACER-001, and Diclofenac-based products.

For impairment testing purposes, goodwill was allocated to each CGU within the Group's sole operating segment. The Group's material CGUs correspond to its on-market products and drug candidates identified above. The recoverable amount of each CGU was determined using the value-in-use approach, calculated as the risk-adjusted net present value of projected future cash flows.

Impairment test conclusion

The company recognized a non-cash impairment charge of TCHF 17'130 on the intangible asset associated with RLF-100, as current conditions no longer support maintaining its carrying value. The Group has paused further development and initiated efforts to partner the asset as part of its revised strategy amid a constrained funding environment. While RLF-100 retains substantial economic potential, significant uncertainty regarding its continued development prevents recognition of this value under applicable accounting standards. The Company remains actively exploring partnership and strategic opportunities for the further development of RLF-100 and will assess a potential reversal of impairment should future events materially increase the probability of revenue generation. This accounting assessment does not alter Relief's commitment to advancing the drug's development to address unmet medical needs in certain pulmonary diseases, although its continuation remains contingent on securing a viable path forward.

For other intangible assets and goodwill, the Group concluded that their estimated recoverable amounts exceeded their respective carrying values as of the measurement date.

Key assumptions used in value-in-use calculations

The estimation of recoverable amounts involves significant management judgment. The values assigned to each assumption were determined on an asset basis based on data from external and internal sources, as well as management's estimates. The key assumptions used in the valuation models were as follows:

- Cash flow projections were derived from financial forecasts developed by management, including net sales, cost of sales, licensing fees where applicable, and development costs. These projections are periodically reviewed and updated.
- Revenue projections were based on a product-specific analysis that considered relevant market sizes, disease prevalence, incidence rates, expected market share, exclusivity period, licensing terms, and the anticipated year of regulatory approval for drug candidates, based on their current development stage and expected development plan.
- Forecast periods were determined on a product basis, reflecting individual product life cycles. Cash flows were projected over a period of up to sixteen years, aligning with the anticipated timeline for product development and commercialization until the end of the respective exclusivity periods. Cash flows beyond this period were extrapolated using an attrition rate. The Group's forecasting methodology for development and commercial revenue relies on a combination of external sources and internal estimates, which include the use of patient-based models. This approach is commonly used in the pharmaceutical industry and has demonstrated satisfactory results over time. No terminal value was considered.
- For intangible assets associated with RLF-TD011, a combined staged probability of success of 20.47% was applied, based on an empirical success rate analysis of multi-stage studies for comparable indications.
- The pre-tax discount rate was 16.35% based on the assumed cost of capital for the Group (December 31, 2023: 15.41%).

Sensitivity to changes in assumptions

For IPR&D assets and goodwill, the Group conducted a sensitivity analysis to evaluate the impact of reasonably possible changes in assumptions to which the value-in-use is most sensitive to, as outlined in the key assumptions section above. These include an increase in the discount rate, lower projected income, higher development costs, and a delayed market launch, where applicable.

The intangible asset associated with RLF-TD11 had an estimated recoverable amount exceeding its carrying amount by TCHF 12'854. However, changes in any of the following key assumptions would result in a recoverable value equaling the asset's carrying amount: a reduction in projected sales by 25%; a two-year postponement of the projected regulatory approval date; a reduction in the overall probability of success by 5.44 percentage points; or an increase in the pre-tax discount rate by 3.23 percentage points.

While management believes the assumptions used are reasonable, changes in these assumptions, unforeseen development or commercial complications, or other external factors could result in a future material impairment. The completion of development of IPR&D assets is contingent on the availability of capital, which is uncertain, as discussed in Note 4.2. If the Group is unable to secure sufficient funding, it will be forced to delay or abandon certain development activities, which could lead to a material impairment of the affected assets.

8. Leases

8.1 Right-of-use assets

TCHF	Building	Equipment	Total
Historical cost			
January 1, 2023	**2'529**	**686**	**3'215**
Addition	86	468	**554**
Disposal	(89)	(46)	**(135)**
Foreign exchange difference	(6)	(2)	**(8)**
December 31, 2023	**2'520**	**1'106**	**3'626**
Addition	-	136	**136**
Disposal	(98)	(114)	**(212)**
Foreign exchange difference	10	3	**13**
December 31, 2024	**2'432**	**1'131**	**3'563**
Accumulated depreciation			
January 1, 2023	**(436)**	**(137)**	**(573)**
Depreciation	(285)	(252)	**(537)**
Disposal	41	11	**52**
Foreign exchange difference	1	1	**2**
December 31, 2023	**(679)**	**(377)**	**(1'056)**
Depreciation	(262)	(258)	**(520)**
Disposal	54	63	**117**
Foreign exchange difference	(4)	-	**(4)**
December 31, 2024	**(891)**	**(572)**	**(1'463)**
Carrying amount			
at December 31, 2023	1'841	729	2'570
at December 31, 2024	**1'541**	**559**	**2'100**

The Group leases various assets, including office equipment, laboratory equipment, cars, and office buildings. The expected remaining lease terms for these assets range between one year and five years. Except for office and laboratory equipment, the Group does not have an option to purchase the assets at the end of the lease term.

8.2 Maturity of lease liabilities

TCHF	December 31, 2024	December 31, 2023
< 1 year	480	524
1-5 years	1'663	1'824
> 5 years	-	262
Total	**2'143**	**2'610**

8.3 Amounts recognized in profit or loss

TCHF	December 31, 2024	December 31, 2023
Lease expense for short-term and low value leases	48	54
Depreciation expense on right-of-use assets (Note 27)	520	537
Interest expense on lease liabilities (Note 28)	40	27

8.4 Further information on leases

The Group has no material, non-cancellable commitment for short-term leases. In 2024, the cash outflow for lease repayments amounted to TCHF 516 (2023: TCHF 530).

9. Trade receivables

TCHF	December 31, 2024	December 31, 2023
Current receivables	1'659	1'419
Expected credit loss allowance	(222)	(248)
Total	**1'437**	**1'171**

Trade receivables do not bear interest and generally have maturities ranging from 30 and 90 days.

Expected credit loss allowance

The Group uses a provision matrix to estimate the expected credit losses on trade receivables outstanding at the end of the reporting period. Provision rates are determined based on the aging of customer invoices, the Group's historically observed default rates, and, where applicable, anticipated economic conditions over the expected lives of the trade receivables.

TCHF	2024	2023
Balance at beginning of year	(248)	(227)
Impairment losses recognized	-	(36)
Reversal of impairment losses	26	15
Balance at end of year	**(222)**	**(248)**

10. Inventories

TCHF	December 31, 2024	December 31, 2023
Raw material	180	2'728
Finished goods	862	656
Gross inventories	1'042	3'384
Valuation allowance	-	(2'827)
Total	**1'042**	**557**

As of December 31, 2024, the Company's inventory primarily consisted of active pharmaceutical ingredients and finished products intended for near-term market supply.

As of December 31, 2023, the raw material inventory included Aviptadil active ingredient, recorded at its acquisition cost of TCHF 2'659 and fully impaired. This inventory was written off as of December 31, 2024, due to obsolescence.

11. Other current assets

TCHF	December 31, 2024	December 31, 2023
Other receivable (ACER-001)	-	972
Accrued revenue	449	501
Prepaid expenses	227	345
Other current receivables	143	202
Total	**819**	**2'020**

During the current reporting period, the Group received the one-year deferred payment from Acer under the agreement dated August 28, 2023, between Relief and Acer. As of December 31, 2023, the receivable amount of USD 1.5 million (CHF 1.3 million) was recorded under other receivables, net of (i) a financing component of TCHF 86, recognized as interest income over the deferral period from August 2023 to August 2024, and (ii) an expected credit loss provision of TCHF 249.

12. Cash and cash equivalents

As of December 31, 2024, and December 31, 2023, cash and cash equivalents consisted of cash in bank and short-term deposits.

13. Assets held for sale

As described in Note 37, the Group completed in January 2025 the sale of its intellectual property and commercialization rights for GOLIKE outside the United States. As of December 31, 2024, the corresponding portion of the intangible assets associated with PKU GOLIKE met the criteria for classification as held for sale.

These assets were classified as held for sale in the consolidated balance sheet as of December 31, 2024, and measured at the lower of their carrying amount and fair value less disposal cost, resulting in a balance of TCHF 1'310. Prior to reclassification, an impairment test was performed, resulting in the recognition of an impairment reversal of TCHF 298.

The transaction did not involve any other assets or liabilities.

14. Share capital

	Number of shares		
	Common shares	Treasury shares	Total
Balance at January 1, 2023	**14'040'837**	**(3'027'024)**	**11'013'813**
Direct Share Placement program	-	24'947	24'947
Private placements	-	1'200'000	1'200'000
Exercise of pre-funded warrants	-	300'000	300'000
Withdrawal of fractional shares	-	(3'009)	(3'009)
Exercises of options	-	4'688	4'688
Balance at December 31, 2023	**14'040'837**	**(1'500'398)**	**12'540'439**
Balance at January 1, 2024	**14'040'837**	**(1'500'398)**	**12'540'439**
Nominal value reduction	-	-	-
Balance at December 31, 2024	**14'040'837**	**(1'500'398)**	**12'540'439**

14.1 Issued share capital

As of December 31, 2024, the share capital consisted of 14'040'837 issued, fully paid shares with a par value of CHF 0.10 each. The Company held 1'500'398 shares in treasury as of December 31, 2024.

Reduction of nominal value in 2024

On April 26, 2024, the Company reduced the nominal value of its share capital from CHF 4.00 to CHF 0.10 per share. The reduction proceeds amounting to TCHF 54'759 were allocated to the share premium reserve (TCHF 48'908) and the treasury shares reserve (TCHF 5'851). The impact on the treasury shares reserve arose because it reflects shares originally issued by the Company at nominal value rather than acquired shares, with the reduction in nominal value accordingly adjusting this reserve.

Equity transactions in 2023

In 2023, the following transactions resulted in cash gross proceeds of TCHF 5'116 before deducting transaction costs of TCHF 494.

- June 2023 private placement:

  On June 15, 2023, the Company entered into a securities purchase agreement pursuant to which the Company agreed to sell in a private placement 1'200'000 ordinary shares, pre-funded warrants to purchase up to 300'000 ordinary shares, and warrants to purchase up to 1'500'000 ordinary shares. The Company received total gross proceeds of TCHF 4'995 before deducting placement agent fees and related expenses.

  Each of the warrants represents the right to purchase one ordinary share of the Company. The pre-funded warrants were prefunded at CHF 3.329 per share and were exercised in 2023 for additional proceeds of CHF 300.

Relief committed to reserving from its treasury shares reserve the maximum number of shares to be issued upon exercise of the remaining warrants.

- Direct Share Placement program: sale of 24'947 shares at an average price per share of CHF 4.07 for total gross proceeds of TCHF 102.
- Exercises of options: issuance upon exercise of 4'688 shares at CHF 4.00 per share for gross proceeds of TCHF 19.

Reverse stock split in 2023

On May 5, 2023, RELIEF THERAPEUTICS Holding SA effected a 1-for-400 reverse stock split, whereby every 400 shares of the pre-reverse split share capital were combined and reclassified into one share. A total of 5'616'334'800 pre-reverse split ordinary shares were combined and reclassified into 14'040'837 ordinary shares post-reverse stock split. The par value of each share was multiplied by 400 from CHF 0.01 to CHF 4.00. The Company retired fractional shares upon completion of the reverse stock split. Fractional shares representing 3'009 shares post-reverse stock split were acquired in May 2023 for TCHF 22. All references in these financial statements to units of shares or per share amounts are reflective of the reverse split for all periods presented.

14.2 Capital band

As of December 31, 2024, the Board of Directors was authorized, at any time until 25 April 2029, to increase the share capital by the issuance of up to 7'000'000 ordinary shares with a nominal value of CHF 0.10 each, under the terms and conditions set forth in Article 3a^{ter} of Relief's Articles of Association.

14.3 Conditional share capital

The Company's available conditional share capital as of December 31, 2024, consisted of 7'000'000 shares with a par value of CHF 0.10 each, of which 1'000'000 shares to be used for stock options and 6'000'000 shares for grant of option rights in connection with bonds, notes or similar financial instruments issued by the Company.

14.4 Outstanding options and warrants

As of December 31, 2024, there were 73'158 outstanding stock options under the Company's stock option plans and 4'850'000 outstanding warrants. Of these warrants, 1'500'000 represent the unexercised portion of warrants issued in the June 2023 private placement, with an exercise price of CHF 3.40 per share and exercisable until June 21, 2028. The remaining 3'350'000 warrants were issued in February 2024, as described in Note 19. Each option and warrant entitle the holder to acquire one share at a predetermined price, subject to certain vesting conditions where applicable.

As of December 31, 2023, there were 126'032 outstanding stock options and 1'500'000 outstanding warrants. In addition, the Company was committed to issuing 320'000 stock options.

15. Reserves

TCHF	December 31, 2024	December 31, 2023
Share premium (Note 15.1)	264'761	214'180
Share-based payment reserve (Note 15.2)	5'637	5'371
Foreign currency translation reserve (Note 15.3)	756	779
Total	**271'154**	**220'330**

15.1 Share premium

TCHF	2024	2023
Opening balance	214'180	215'688
Net paid-in capital from capital increases	-	(1'014)
Transaction cost in relation to capital increases	-	(494)
Issuance of warrants (Note 4.1)	1'673	-
Nominal value reduction	48'908	-
Closing balance	**264'761**	**214'180**

15.2 Share-based payment reserve

TCHF	2024	2023
Opening balance	5'371	4'557
Share-based payments (Note 30)	266	814
Closing balance	**5'637**	**5'371**

15.3 Foreign currency translation reserve

TCHF	2024	2023
Opening balance	779	716
Exchange differences arising on translating foreign operations	(23)	63
Closing balance	**756**	**779**

16. Deferred income

The following table presents the movement in the Company's deferred income liability during the reporting period.

TCHF	2024	2023
Opening balance	-	-
Proceeds from SWK's RPA (Note 4.1)	2'154	-
Proceeds from Eton's LSA (Note 4.1)	426	-
Less: Non-cash other income recognized during the period	(130)	-
Closing balance	**2'450**	**-**
Thereof current	458	-
Thereof non-current	1'992	-

17. Defined benefit obligations

TCHF	December 31, 2024	December 31, 2023
Present value of pension benefit obligation	4'659	4'517
Fair value of pension plan assets	(3'521)	(3'532)
Net pension defined benefit obligation	1'138	985
Present value of other benefit obligations	258	604
Total defined benefit obligations	**1'396**	**1'589**

17.1 Defined benefit pension plan

Characteristics of the Company's defined benefit pension plans

The Company's pension plans are administered by Swiss pension funds legally distinct from the Company. These pension plans are carried out by collective funds with Swiss Life Collective Foundation and Caisse Inter-Entreprises de Prévoyance Professionnelle. Under these plans, the employees are entitled to customary retirement benefits and insurance for death and disability risks.

In accordance with IAS 19, these pension plans are classified as defined benefit plans. The terms and conditions of the plans are detailed in their respective statutes and regulations. Employers and employee contribution are defined as a percentage of the insured salary. Retirement pensions are calculated on the old-age credit balance at retirement multiplied by a fixed conversion rate, with an option for beneficiaries to withdraw their capital as a lump sum. Death and disability pensions are determined as a percentage of the insured salary.

Pension funds can adjust their financing system, including required contributions and future benefits, at any time. In cases where a funding deficit arises that cannot be resolved through other measures, pension funds may require the Company to pay a restructuring contribution. As of December 31, 2024, no such deficit could occur as the plans were fully reinsured. However, the pension funds retain the right to terminate their contracts, in which case the Group's entities would be required to transition to another pension fund.

Fully reinsured pension funds have concluded insurance contracts to cover biometric and investment risks. The board of each pension fund is responsible for asset management, with investment strategies designed to ensure the timely payment of benefits. Pension assets are managed by the pension funds, while insurance companies provide reinsurance for these assets.

Plan amendments, curtailments and settlements

During the year ended December 31, 2024, the Group significantly reduced the number of employees covered by the defined benefit plans. Consequently, a curtailment was recognized. The gain from the reduction in the present value of the net defined benefit obligation due to the curtailment, amounting to TCHF 164, has been recognized in the consolidated statement of loss under 'Personnel expenses' as past service cost (Note 24). No plan amendments or settlements had a material impact on the Company's net defined benefit obligation.

Amounts in the financial statements

The actuarial valuation of plan assets and the present value of the defined benefit obligation were carried out on December 31, 2024, by an independent actuarial expert. The present value of the defined benefit obligation, the related current service cost, and the past service cost were measured with the projected unit credit method.

The amounts recognized in the statement of comprehensive loss for these defined benefit plans during the reporting period were as follows:

TCHF	2024	2023
Net current service cost	217	212
Past service gain	(164)	-
Net interest expense	10	7
Administration cost excl. cost for managing plan assets	24	31
Expense recognized in profit or loss	**87**	**250**
Remeasurement (gain)/loss on defined benefit obligation		
due to changes in demographic assumptions	-	(11)
due to changes in financial assumptions	241	426
due to changes in experience adjustments	90	(31)
Return on plan assets excl. interest income	30	100
Expense recognized in other comprehensive income	**361**	**484**

Movements in the fair value of the plan assets and the present value of the defined benefit obligation during the reporting period were as follows:

TCHF	2024	2023
Opening fair value of plan assets	**3'532**	**3'494**
Interest income on plan assets	49	78
Return on plan assets excluding interest income	(30)	(100)
Contributions from the employer	295	299
Contributions from plan participants	127	129
Benefits (paid)/deposited	152	(337)
Settlements	(580)	-
Administration cost	(24)	(31)
Closing fair value of plan assets	**3'521**	**3'532**
Opening defined benefit obligation	**(4'517)**	**(4'044)**
Net current service cost	(217)	(212)
Past service gain	164	-
Interest expense on defined benefit obligation	(59)	(85)
Contributions from plan participants	(127)	(129)
Benefits (paid)/deposited	(152)	337
Settlements	580	-
Remeasurement (gain)/loss due to changes in demographic assumptions	-	11
Remeasurement (gain)/loss due to changes in financial assumptions	(241)	(426)
Remeasurement (gain)/loss due to changes in experience adjustments	(90)	31
Closing defined benefit obligation	**(4'659)**	**(4'517)**
Net pension defined benefit obligation	**(1'138)**	**(985)**

Actuarial assumptions

Significant actuarial assumptions used in the valuation of the net defined obligation were as follows:

TCHF	2024	2023
Discount rate	0.95%	1.40%
Expected rate of salary increase	1.60%	1.90%

Sensitivity analyses based on reasonably possible changes in key assumptions indicated the following:

- A 25 basis points increase (decrease) in the discount rate, with other assumptions remaining constant, would result in a 3.8% decrease (4.1% increase) in the defined benefit obligation.
- A 25 basis points increase (decrease) in the expected salary growth rate, with other assumptions remaining constant, would result in a 0.5% increase (0.6% decrease) in the defined benefit obligation.

The average duration of the defined benefit obligation as of December 31, 2024, was 15.8 years (December 31, 2023: 15.2 years).

Total pension contributions by the Group to its pension plans for the 2025 financial year are expected to amount to TCHF 264.

17.2 Other employee benefits

The obligations for other employee benefits mainly consisted of end of service indemnities, which do not qualify as pension benefits but are classified as a defined benefit plan in accordance with IAS 19.

18. Provisions

TCHF	Contingent consideration (i)	Other (ii)	Total
Balance at December 31, 2023	**6'203**	**235**	**6'438**
Unwinding of discount on provisions	175	-	175
Variation due to assumption adjustments	(4'497)	-	(4'497)
Foreign exchange difference	106	-	106
Utilization	-	(216)	(216)
Unused amounts reversed	-	(19)	(19)
Balance at December 31, 2024	**1'987**	**-**	**1'987**
thereof current	-	-	-
thereof non-current	1'987	-	1'987

(i) Contingent consideration for business acquisitions

As of December 31, 2024, the Group recognized provisions of TCHF 1'987 for contingent consideration related to potential future payments upon completion of specific pre-defined milestones:

- Contingent consideration for the acquisition in 2021 of APR Applied Pharma Research SA ("APR"): Pursuant to the APR acquisition agreement, a remaining milestone payment of CHF 14 million would become payable upon the commercial launch of RLF-TD011 in the first of either France, Germany, Spain, Italy or the United Kingdom. Other milestone payment obligations under the agreement have been rendered obsolete due to the discontinuation of the development program associated with Sentinox.
- Contingent consideration for the acquisition in 2021 of AdVita Lifescience GmbH ("AdVita"): Pursuant to the AdVita acquisition agreement, the remaining milestone payments are contingent upon (i) the approval in the U.S. or Europe of an inhaled formulation of Aviptadil for the treatment of sarcoidosis or berylliosis, and (ii) the conduct of a phase II clinical study evaluating an inhaled formulation of Aviptadil for the treatment of checkpoint inhibitor-induced pneumonitis. Contingent payments aggregate to a maximum amount of EUR 10 million (CHF 9.4 million).

The fair value of contingent consideration is reassessed at each reporting date based on the probability-weighted present value of potential payments. Key assumptions, including the estimated likelihood and timing of milestone completion, are those applied in the impairment test of the corresponding intangible assets (Note 7.5). A discount rate of 5% was applied based on the estimated time value for comparable liabilities, excluding risks factored into the probability assessment.

During the year ended December 31, 2024, the Group revised its assessment of contingent considerations in response to changes in expectations for its development programs. The fair value adjustment of TCHF 4'497 was primarily driven by the circumstances described in Note 7.5, which resulted in the impairment of the carrying value of the intangible assets associated with RLF-100. In line with this impairment and the currently remote likelihood of future payments, the Group reversed the related contingent consideration provisions.

(ii) Other

As of December 31, 2023, the Group constituted provisions totaling TCHF 235 for remaining termination costs anticipated in connection with the transition from a direct marketing and sales infrastructure to a partnership-based model initiated in 2023. As of December 31, 2024, the Group did not expect any additional material costs related to this transition.

19. Financial liabilities due to related parties

In January 2021, the Company signed a financing agreement with its largest shareholder, GEM Global Yield LLC SCS and GEM Yield Bahamas Limited ("GEM"), for the implementation of a share subscription facility (the "SSF") in the amount of up to CHF 50 million until January 20, 2024. The Company agreed to pay GEM a commitment fee (the "Fee") of TCHF 1'250 plus accrued interest. The Fee was payable on demand and bore interest at 1% above the base rate of Barclays Bank plc. As the obligation to pay the Fee arose with the execution of the agreement, the Company recorded it in full as a liability on the signature date. The corresponding expense was recognized as financial expense (Note 28) over the SSF commitment period of three years ended January 20, 2024.

In February 2024, the Company renewed the SSF agreement with GEM for an additional three-year period ending January 20, 2027. As part of the renewal agreement, GEM agreed to forgive an outstanding liability of TCHF 1'368, constituted by the Fee and accrued interests as of the renewal date. In consideration of GEM's capital commitment and this debt waiver, Relief issued GEM warrants to purchase up to 3'350'000 ordinary shares at a price of CHF 1.70 per share, exercisable from the issuance date, and expiring on January 20, 2027.

As of December 31, 2024, the Company had not drawn on the SSF.

20. Other current liabilities

TCHF	December 31, 2024	December 31, 2023
Accrued expenses	1'307	1'736
Personnel-related accruals and payables	659	1'049
Advance payments from customers	394	196
Other current liabilities	57	452
Total	**2'417**	**3'433**

21. Other gains

TCHF	2024	2023
Disposal gain (Note 4.1)	899	125
Income from sublease agreements	105	99
Reversal of impairment on financial assets (Note 11)	237	58
Deferred income revenue recognition (Note 16)	130	-
Other	40	13
Total	**1'411**	**295**

22. Cost of sales

Expenses incurred with third parties in relation to the purchase and manufacturing of drug products for sale, as well as laboratory supplies in connection with research and development services provided to customers, are classified in 'raw materials and consumables expenses'. Expenses incurred with third parties in relation to advertising, marketing, sales promotion, shipping, distribution and commission on sales, are classified as 'external selling and distribution expenses'.

The increase in 'raw materials and consumables expenses' correlates with the increase in revenue from product and service sales. The higher expense ratio, which increased from 38% to 48% of sales, is mainly attributable to a shift in the sales mix, with a greater proportion of sales through licensing agreements rather than direct distribution.

External selling and distribution expenses decreased mainly due to scaled-back marketing activities for PKU GOLIKE following the progressive implementation of the Company's transition of its commercial business model during the reporting period.

23. External research and development expenses

External research and development expenses include costs associated with outsourced clinical research organization activities, sponsored research studies, clinical trial costs, process development, and product manufacturing expenses in relation to research and development programs.

In 2024, external research and development expenses primarily consisted of costs associated with the clinical and drug product development of RLF-OD032 and RLF-TD011. In the comparative period, these expenses were mainly related to RLF-OD032, RLF-100 and RLF-TD011, complemented by the continued development of the GOLIKE products franchise.

24. Personnel expenses

TCHF	2024	2023
Salaries and social security expense	6'060	11'088
Share-based payment expense (Note 30)	266	814
Past service cost (gain) for pension obligations	(164)	-
Service cost (gain) for other benefit obligations	(182)	(64)
Total	**5'980**	**11'838**

In 2024, the Company scaled back its commercial operations, which included a phased reduction in its sales and marketing workforce. Additionally, the Company undertook further reductions in its management and administrative personnel. These measures have resulted in a significant decrease in personnel expenses.

As of December 31, 2024, Relief had 31 full-time equivalent employees, compared to 49 as of December 31, 2023.

25. Other administrative expenses

TCHF	2024	2023
Professional services	1'668	2'918
Other administrative expenses	1'594	2'473
Total	**3'262**	**5'391**

Professional services primarily comprise expenses related to consulting activities not associated with research and development, as well as legal, listing, accounting, audit, and intellectual property advisory services. Other administrative expenses primarily comprise expenses related to intellectual property maintenance, insurances, travel, and various other operational costs.

The decrease in administrative expenses was driven by the Company's efforts to streamline its expense base, the reduction in workforce, and the completion of certain non-recurring corporate projects from the prior period.

26. Impairment expense

TCHF	2024	2023
Impairment losses on intangible assets (Note 7)	17'130	95'895
Impairment losses on inventories (Note 10)	-	184
Total	**17'130**	**96'079**

27. Amortization and depreciation expense

TCHF	2024	2023
Amortization of intangible assets (Note 7)	1'930	2'682
Depreciation of rights-of-use assets (Note 8)	520	537
Depreciation of property and equipment	111	99
Total	**2'561**	**3'318**

28. Financial income and expense

TCHF	2024	2023
Interest income on cash deposits	131	64
Interest income on deferred payment	57	29
Total financial income	**188**	**93**
Loss on debt conversion (Note 4.1)	(305)	-
Unwinding of discount on provisions (Note 18)	(175)	(303)
SSF commitment fee (Note 19)	(23)	(417)
Interest expense related to leases (Note 8)	(40)	(27)
Bank charges	(10)	(20)
Foreign exchange loss, net	(87)	(65)
Other financial expenses	(19)	(117)
Total financial expense	**(659)**	**(949)**

29. Income taxes

29.1 Income tax recognized in profit or loss

TCHF	2024	2023
Current tax		
Current tax expense for the year	-	-
Adjustments in current tax of prior years	-	-
	-	**-**
Deferred tax		
Deferred tax income for the year	(2'826)	(13'503)
Write-down of deferred tax assets	589	-
	(2'237)	**(13'503)**
Net income tax gain	**(2'237)**	**(13'503)**

For the years ended December 31, 2024 and 2023, deferred tax income primarily resulted from the impairment and amortization of intangible assets, which reduced the temporary difference between the carrying amount of these assets and their tax base, thereby decreasing deferred tax liabilities. In the current reporting period, income tax expenses of TCHF 589 comprised the write-down of deferred tax assets related to a foreign subsidiary, whose operations were wound down as part of the Group's transition in commercial activities.

The following table provides a reconciliation of the income tax gain recognized for the year with the theoretical tax amount calculated by applying the applicable tax rate to the net result before income taxes.

TCHF	2024	2023
Loss before taxes	**(19'356)**	**(111'684)**
Income tax expense calculated at 13.99%	(2'708)	(15'625)
Unrecognized deferred tax assets during the year	514	2'138
Write-down of deferred tax assets	589	-
Effect of deferred tax balances due to difference in applicable tax rates	(325)	24
Effect of net (income)/expense that is not added/(deductible)	(307)	(40)
Income tax recognized in the current year	**(2'237)**	**(13'503)**

As of December 31, 2024 and 2023, the applicable tax rate of the Group was 13.99%, which was equal to the statutory tax rate of the holding company.

29.2 Income tax recognized in other comprehensive income

In 2024 and 2023, no income tax was recognized in the statement of other comprehensive income.

29.3 Deferred tax balance

The following table sets out the changes in deferred tax assets and liabilities:

2024 TCHF	Opening balance	Recognized in OCI	Recognized in profit or loss	Closing balance
From carryforward tax losses	589	-	(589)	-
Total deferred tax assets	**589**	**-**	**(589)**	**-**
From intangible assets	(7'366)	-	2'826	(4'540)
Total deferred tax liabilities	**(7'366)**	**-**	**2'826**	**(4'540)**

2023 TCHF	Opening balance	Recognized in OCI	Recognized in profit or loss	Closing balance
From carryforward tax losses	495	-	94	589
Total deferred tax assets	**495**	**-**	**94**	**589**
From intangible assets	(20'736)	-	13'370	(7'366)
Total deferred tax liabilities	**(20'736)**	**-**	**13'370**	**(7'366)**

29.4 Unrecognized deferred tax assets

The Group did not recognize any deferred tax assets on carryforward tax losses as the availability of future taxable profits is uncertain. The cumulative tax losses for which no deferred tax assets have been capitalized are set to expire as follows:

TCHF	2024	2023
< 1 year	6'674	2'951
1-5 years	127'397	102'014
> 5 years	22'994	50'823
Total carryforward tax losses	**157'065**	**155'788**

As of December 31, 2024, deferred tax assets not recognized amounted to approximately CHF 25 million (December 31, 2023: CHF 24 million).

30. Share-based payments

The Company maintains a stock option plan established in 2021 (the Stock Option Plan 2021), as well as a legacy stock option plan (the Equity Awards Program 2015) for which options remain outstanding. Stock option plans were established for the Company's employees, directors, and consultants whereby each option gives its holder the right to purchase one share of the Company at a pre-determined price (equity settlement). Stock options granted are subject to certain vesting conditions based on a service period defined on an individual basis at the grant date.

As of December 31, 2024, the Company had 73'158 stock options outstanding. The following table reconciles the stock options outstanding at the beginning and end of the year:

	2024	2023
At beginning of the year	**126'032**	**185'908**
Granted	320'000	20'184
Exercised	-	(4'871)
Forfeited	(372'874)	(75'189)
At end of the year	**73'158**	**126'032**
Weighted average exercise price of granted options, in CHF	2.00	8.21
Weighted average exercise price of exercised options, in CHF	n.a.	4.00
Weighted average exercise price of outstanding options, in CHF	20.24	22.43

As of December 31, 2023, the Company had committed to issuing 320'000 options contingent upon the Company meeting certain technical requirements, which were met during the current reporting period. These options were subsequently forfeited due to termination of employment contract.

Stock options outstanding at the end of the reporting period had the following expiry dates:

Expiration year	December 31, 2024	December 31, 2023
2024	-	26'374
2025	250	250
2026	17'658	18'491
2027	18'708	24'084
2028	18'875	28'333
2029	17'500	24'250
2030	167	4'250
	73'158	**126'032**
Exercisable	72'991	92'866
Weighted average remaining contractual life, in months	40	43

Stock options outstanding at the end of the reporting period had the following exercise prices:

Exercise price	December 31, 2024	December 31, 2023
From CHF 4.00 to CHF 5.00	52'408	56'158
From CHF 5.01 to CHF 10.00	-	7'500
From CHF 10.01 to CHF 20.00	500	16'292
Above CHF 20.00	20'250	46'082
	73'158	**126'032**

The fair values of issued options are determined at the grant date using the Black-Scholes valuation model and recognized over their vesting period. Significant inputs factored in the valuation include the share price at grant date, the exercise price, the volatility of returns, and the risk-free interest rate. Expected volatility is based on the realized volatility over a period commensurate to the expected like of the option and assumes that such volatility is indicative of future trends, which may not necessarily be the actual outcome. The expected life of the options is estimated based on historical data from the Group, or when insufficient data is available, based on management's estimates.

The weighted average fair value of options granted in 2023 was CHF 1.04 per option. Significant inputs were the share price at grant date (ranging from CHF 1.87 to CHF 9.20), the exercise price (ranging from CHF 2.00 to CHF 9.20), the volatility of returns (ranging from 66% to 69%), and the risk-free interest rate (ranging from 1.06% to 1.23%). Vesting periods ranged from six months to two years, and total option terms ranged from five to seven years. These disclosures include the 320'000 options formally issued in 2024, which, for accounting and expense recognition purposes, were treated as granted in 2023. No other options were granted in 2024.

In 2024, share-based payments of TCHF 266 (2023: TCHF 814) were recognized as personnel expenses, with a corresponding credit to the share-based payment equity reserve (Note 15).

31. Earnings per share

	2024	2023
Loss attributable to shareholders (in TCHF)	(17'119)	(98'181)
Weighted average number of shares	12'540'439	11'752'466
Total basic and diluted loss per share (in CHF)	**(1.365)**	**(8.354)**

Basic and diluted result per share is calculated by dividing the net result attributable to the shareholders of the Group's parent company by the weighted average of shares outstanding during the year. The Group's net result is entirely attributable to the shareholders of the parent company. In 2024, the number of outstanding shares remained constant throughout the year.

Neither outstanding options and warrants nor effects from the contingent liabilities payable in shares have been considered in the diluted loss per share calculation as their effect is anti-dilutive.

32. Financial instruments

32.1. Categories of financial instruments

December 31, 2024 TCHF	Financial assets at amortised cost	Financial liabilities at amortised cost	Financial liabilities at FVTPL	Total
Other non-current assets	115	-	-	**115**
Trade receivables	1'437	-	-	**1'437**
Other current assets and receivables	592	-	-	**592**
Cash and cash equivalents	15'080	-	-	**15'080**
Total financial assets	**17'224**	**-**	**-**	**17'224**
Non-current lease liabilities	-	1'663	-	**1'663**
Current lease liabilities	-	480	-	**480**
Provisions for milestone payments	-	-	1'987	**1'987**
Trade payables	-	1'627	-	**1'627**
Other current payables and liabilities	-	1'352	-	**1'352**
Total financial liabilities	**-**	**5'122**	**1'987**	**7'109**

December 31, 2023 TCHF	Financial assets at amortised cost	Financial liabilities at amortised cost	Financial liabilities at FVTPL	Total
Other non-current assets	116	-	-	**116**
Trade receivables	1'171	-	-	**1'171**
Other current assets and receivables	1'740	-	-	**1'740**
Cash and cash equivalents	14'556	-	-	**14'556**
Total financial assets	**17'583**	**-**	**-**	**17'583**
Non-current lease liabilities	-	2'086	-	**2'086**
Current lease liabilities	-	524	-	**524**
Current borrowings	-	346	-	**346**
Provisions for milestone payments	-	-	6'203	**6'203**
Trade payables	-	1'025	-	**1'025**
Financial liabilities due to related parties	-	1'355	-	**1'355**
Other current payables and liabilities	-	2'220	-	**2'220**
Total financial liabilities	**-**	**7'556**	**6'203**	**13'759**

32.2 Reconciliation of liabilities arising from financing activities

			Non cash-changes			
2024 TCHF	**Opening balance**	**Financing cash flows**	**Additional leases**	**Accrued interest**	**Debt to equity swap**	**Closing balance**
Lease liabilities (Note 8.2)	2'610	(516)	49	-	-	**2'143**
Borrowings	346	(346)	-	-	-	**-**
Due to related parties (Note 19)	1'355	-	-	13	(1'368)	**-**
Total	**4'311**	**(862)**	**49**	**13**	**(1'368)**	**2'143**

			Non cash-changes			
2023 TCHF	**Opening balance**	**Financing cash flows**	**Additional leases**	**Accrued interest**	**Foreign exchange**	**Closing balance**
Lease liabilities	2'676	(530)	420	-	44	**2'610**
Borrowings	388	(20)	-	-	(22)	**346**
Due to related parties	1'280	-	-	75	-	**1'355**
Total	**4'344**	**(550)**	**420**	**75**	**22**	**4'311**

32.3 Fair value measurement

Financial liabilities at fair value through profit and loss (FVTPL) consist of contingent considerations resulting from business combinations. Further details on the fair value measurement of these liabilities are provided in Note 18.

32.4 Amortized cost measurement

For all other financial assets and liabilities, their carrying amount at amortized cost approximates their fair value.

33. Financial risk management

The Group is exposed to various financial risks, including credit risk, capital and liquidity risk, interest rate risk and currency risk. The following sections provide an overview of each of these risks, as well as the objectives, principles, and processes that the Group employs to mitigate them.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations towards the Group, resulting in financial loss to the Group. For product sales and trade receivables, Relief may conduct selective analyses of the creditworthiness of distributors and other customers. Other financial assets mainly consist of cash for which the counterparty risk is minimized by deposits at well-known banks in Switzerland with an A rating as per Standard & Poor's so that any expected credit loss is considered immaterial. In addition, the Group diversifies its exposure to banking risk by maintaining banking relationships with several institutions.

The carrying amounts of financial assets recorded in the financial statements represent the Group's maximum exposure to credit risk without taking into account the value of any collateral obtained.

Capital and liquidity risk

The Group's primary objective when managing capital is to ensure its ability to fund development activities to create value for shareholders and other stakeholders. To date, the Group's principal source of capital has been funds raised through private financing rounds and other share placements, along with proceeds from certain out-licensing and divestment transactions. The Group has not yet achieved sustainable profitability.

Liquidity risk management implies maintaining sufficient cash and cash equivalents to meet the financial obligations of the Group. The management monitors the Group's net liquidity position through rolling forecasts of cash flows.

Maintaining adequate capital and cash reserves is dependent on the Group's ability to raise funds or generate profits; therefore, capital and liquidity risks are significant (see Note 4.2 'going concern').

Interest rate risk

The Group is exposed to interest risk related to its cash deposits. The direct impact of interest rate fluctuations on its financial performance and equity is considered minimal.

Currency risk

The Group operates internationally and is exposed to currency risk arising from various exposures, primarily with respect to the Swiss franc, Euro and US dollar. Currency risk arises from future transactions, recognized assets and liabilities and net investments in foreign operations. To manage such risk, the Group monitors its exposure by periodically assessing future spending needs in foreign currencies and maintains foreign currency cash balances to cover anticipated requirements in the next six to twelve months. The Group did not enter into any forward currency transactions and did not hold any derivative currency contracts at the end of the reporting period.

While the Group considers its current exposure to foreign currency risk to be low, adverse changes in the value of the Swiss franc could have a significant negative impact on the Group's financial condition, results of operations, and future prospects.

Based on the Group's 2024 operational transactions denominated in foreign currencies, and assuming all other variables remain constant, a 5% variation in USD and EUR exchange rates against the Swiss franc would have had an impact of TCHF 130 on the Group's 2024 result (2023: TCHF 384).

34. Related party transactions

34.1 Related party transactions

With members of the Board of Directors and of the Executive Committee

TCHF	2024	2023
Short-term employee benefits	2'077	2'267
Post-employment benefits	138	90
Other benefits	-	452
Share-based compensation	-	246
Total compensation	**2'215**	**3'055**

Further details about management's compensation are provided in the Company's 2024 Compensation Report.

Other related party transactions

In 2024, the Group renewed its share subscription facility agreement with its largest shareholder (Note 19).

34.2 Related party balances

As of December 31, 2024, the Company had no outstanding balances payable to or receivable from related parties. As of December 31, 2023, the liability of TCHF 1'355 due to GEM was the only material related party balance.

35. Non-cash transactions

In 2024, material non-cash investing or financing activities not reflected in the consolidated statement of cash flow were the forgiveness of the GEM liability as part of the SSF agreement renewal (Note 19).

In 2023, these transactions mainly included the execution of new leasing contracts for office material and laboratory equipment (Note 8).

36. Contingent liabilities

36.1 Business combinations with APR and AdVita

The acquisition agreements for APR and AdVita provide for remaining contingent payment obligations in aggregate amounts of up to CHF 14 million and EUR 10 million (CHF 9.4 million), respectively, payable upon achievement of pre-defined objectives. As of December 31, 2024, the Group has recognized a provision to account for the probability-weighted present value of these potential future payments as of the balance sheet date. See Note 18 for further details.

36.2 Acquisition of RLF-OD32

Pursuant to the agreement concluded with Meta Healthcare Ltd. for the acquisition of RLF-OD032 in July 2022, Relief shall make additional payments of approximately TCHF 250, contingent on the completion of pre-defined development milestones. Additionally, Relief has committed to paying Meta Healthcare Ltd. royalties on potential future net commercialization profits from RLF-OD32 at a low double-digit percentage.

36.3 License agreement with Acer (Note 7.2)

Pursuant to the license agreement concluded with Acer in August 2023, Relief shall pay Acer a variable royalty of up to 10% of potential future net sales of ACER-001 in Europe and 20% of any value received by Relief from sublicensing transactions relating to ACER-001.

36.4 Settlement agreement with NRx Pharmaceuticals

Pursuant to the settlement and asset purchase agreements concluded with NRx Pharmaceuticals, Inc. ("NRx") in November 2022, Relief has committed to pay NRx up to USD 13 million (CHF 11.8 million) in aggregate upon the achievement of milestones related to the marketing approval of an Aviptadil product. Additionally, Relief has agreed to pay single-digit percentage royalties on potential future sales of an Aviptadil product, up to a maximum of USD 30 million (CHF 27.2 million) in aggregate.

36.5 RLF-TD011 royalty commitment

Pursuant to a pre-existing agreement between a Group company and a third party, the Group shall pay a 10% royalty on potential licensing proceeds and gross margin from sales related to RLF-TD011. As the Group advances RLF-TD011 development, the likelihood of payment is increasing but remains contingent on further progress toward commercialization.

36.6 Other contingencies

In the ordinary course of business, the Group is subject to potential liabilities arising from litigations and other disputes. As of December 31, 2024, there was no litigation considered to have a reasonably possible or probable impact that could result in a material loss to the Group.

37. Events after the reporting period

Divestment of GOLIKE ex-US rights

On January 21, 2025, the Group entered into an agreement with Nutrisens for the sale of its intellectual property and commercialization rights for GOLIKE outside the United States. In connection with the transaction, the Group received an upfront payment of CHF 1.2 million and is eligible to receive up to CHF 0.6 million in sales and development milestone payments.

The Group expects its continued involvement with GOLIKE to primarily relate to global product supply and development of certain product line extensions.

Effective January 1, 2025, revenue from GOLIKE sales outside the United States, which totaled CHF 1.6 million for the year ended December 31, 2024, is expected to decline as future sales will primarily reflect supply to Nutrisens rather than direct sales. However, the net impact on the Group's income statement is not expected to be material.

There were no other material events after the balance sheet date that would require adjustment to these consolidated financial statements or disclosure under this heading.

Report of the statutory auditor to the General Meeting of RELIEF THERAPEUTICS Holding SA, Geneva

Report on the audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of RELIEF THERAPEUTICS Holding SA and its subsidiaries (the Group), which comprise the consolidated balance sheet as at December 31, 2024 and the consolidated statement of comprehensive loss, the consolidated cash flow statement and the consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2024, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with the International Financial Reporting Standards (IFRS) and comply with Swiss law.

Basis for Opinion

We conducted our audit in accordance with Swiss law, International Standards on Auditing (ISA) and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the “Auditor's Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the Group in accordance with the provisions of Swiss law, together with the requirements of the Swiss audit profession, as well as those of the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Material uncertainty related to going concern

The accompanying consolidated financial statements have been prepared assuming that the Group will continue as a going concern. We draw your attention to note 4.2 of the consolidated financial statements, paragraph “Going Concern”, which states that the Group’s long-term viability is dependent on its ability to raise additional capital or to generate positive cash flows to support its operations. This, along with other matters as described in note 4.2, indicates the existence of a material uncertainty which may cast significant doubt about the ability of the Group to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not qualified in respect of this matter.

Key Audit Matters

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

Assessment of potential impairment of the intangible assets

Areas of focus

At December 31, 2024, the group owns three categories of intangible assets:

- Technologies, patents and trademarks, whose carrying value is TCHF 4'450 (TCHF 8'058 at December 31, 2023). The variance during the fiscal year 2024 is mainly related to an amortization of TCHF 1'716, a sale of TCHF 1'038 and reclassification of TCHF 1'310 in "Asset held for sale".
- License related to ACER-001, whose carrying value is TCHF 1'296 (TCHF 3'696 at December 31, 2023). The variance during the fiscal year 2024 is mainly related to a partial sale of the license.
- In-process research and development products portfolio, whose carrying value is TCHF 24'984 (TCHF 42'114 at December 31, 2023). The variance during the fiscal year 2024 is mainly related to impairments for a total amount of TCHF 17'130.

An additional goodwill related to these intangible assets was recognized in 2021 during the business combination of APR, whose carrying value is TCHF 295 (TCHF 546 at December 31, 2023).

Intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Due to the significance of the carrying amount of these intangible assets on the balance sheet and the level of judgement involved in performing an impairment test, this matter is considered significant to our audit.

Management calculated the recoverable amount using the value in use method. The assessment requires judgement in the determination of key assumptions in relation to future income, including the addressable market and the future market share, the probability of success of the development, the achievement of regulatory approvals, as well as the discount rate.

For further information on Intangible assets, refer to the following:
Note 7, « Intangible assets »

Our audit response

We obtained the Group's valuation model and in particular performed the following audit procedures with the support of our valuation specialists:

- We discussed with management the process for drawing up the value in use calculation and challenged the key assumptions.
- We verified the mathematical accuracy of the future cash flows derived from management's internally developed model applying the value in use calculation.
- In addition, using sensitivity analyses, we tested whether a significant change in the key assumptions (in particular the discount rate) resulted in an impairment on certain intangible assets.
- We discussed the results of these tests with management in terms of headroom available, impairment calculation and probability of a change in the assumptions occurring.

In performing the audit procedures listed above, we addressed the risk of an incorrect valuation of intangible assets and potential related impairment. The results of our audit procedures support the assessments made by management.

Other information

The Board of Directors is responsible for the other information. The other information comprises all information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements and the remuneration report of RELIEF THERAPEUTICS Holding SA and our auditor's reports thereon.

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

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

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

Board of Directors' responsibility for the Consolidated Financial Statements

The Board of Directors is responsible for the preparation of the consolidated financial statements, which give a true and fair view in accordance with IFRS and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

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

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

Report on Other Legal and Regulatory Requirements

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

We recommend that the consolidated financial statements submitted to you be approved.

Forvis Mazars SA

Yoann Bois
Licensed Audit Expert
(Auditor in Charge)

Issam Kacem
Licensed Audit Expert

Geneva, April 9, 2025

STATUTORY FINANCIAL STATEMENTS

For the year ended December 31, 2024

BALANCE SHEET

AS OF DECEMBER 31,

in CHF	Note	2024	2023
ASSETS			
Cash and cash equivalents		13'589'469	13'001'222
Other current receivables - third parties	3	387'209	1'353'510
Deferred costs and prepaid expenses		130'815	181'678
Current assets		**14'107'493**	**14'536'410**
Investments in subsidiaries	4	37'251'158	38'499'640
Other non-current receivables - related parties	5	-	840'854
Property and equipment		4'102	6'255
Intangible assets	6	1'295'973	3'695'759
Non-current assets		**38'551'233**	**43'042'508**
Total assets		**52'658'726**	**57'578'918**
LIABILITIES & SHAREHOLDERS' EQUITY			
Trade payables - third parties		137'211	57'820
Other current liabilities - third parties		218'021	36'886
Other current liabilities - related parties	7	255'664	1'566'968
Accrued expenses		788'082	1'012'141
Current liabilities		**1'398'978**	**2'673'815**
Long-term provisions	8/15	2'245'905	6'807'551
Non-current liabilities		**2'245'905**	**6'807'551**
Total liabilities		**3'644'883**	**9'481'366**
Share capital		1'404'084	56'163'348
General reserves		311'579'908	311'579'908
thereof capital contribution reserves		*311'563'403*	*311'563'403*
thereof other general reserves		*16'505*	*16'505*
Treasury shares		(6'001'592)	(6'001'592)
Accumulated losses		(257'968'557)	(313'644'112)
Loss carried forward		*(258'884'848)*	*(273'700'565)*
Result for the year		*916'291*	*(39'943'547)*
Total shareholders' equity	9	**49'013'843**	**48'097'552**
Total liabilities and shareholders' equity		**52'658'726**	**57'578'918**

INCOME STATEMENT

FOR THE YEARS ENDED DECEMBER 31,

in CHF	Note	2024	2023
Revenue		1'771	37'848
Other income	12	2'221'324	644'205
Personnel expenses	13	(1'689'130)	(3'515'829)
Professional fees	13	(1'061'259)	(1'774'621)
Other operating expenses	13	(1'084'133)	(1'306'270)
EBITDA		**(1'611'427)**	**(5'914'667)**
Impairment of loans to subsidiaries	5	(1'743'534)	(10'140'939)
Impairment of investments	4	-	(23'822'635)
Reversal of impairment	4	2'967'517	1'373'212
Amortization and depreciation expenses	6	(216'041)	(755'016)
Operating result		**(603'485)**	**(39'260'045)**
Financial income		187'770	92'738
Financial expenses		(37'590)	(494'471)
Net exchange difference		1'367	(281'769)
Extraordinary income	7	1'368'229	-
Net result before taxes		**916'291**	**(39'943'547)**
Income tax expense		-	-
Net result for the period		**916'291**	**(39'943'547)**

NOTES TO THE FINANCIAL STATEMENTS

1. General information

RELIEF THERAPEUTICS Holding SA ("Relief" or the "Company") is a Swiss stock corporation domiciled at 15 Avenue de Sécheron, 1202 Geneva, Switzerland. The Company's shares are listed on the SIX Swiss Exchange (ticker: RLF) and quoted in the U.S. on OTCQB (tickers: RLFTF, RLFTY).

The Company has prepared its consolidated financial statements in accordance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and elected to forgo presenting additional information on interest-bearing financial liabilities and audit fees in the notes as well as a cash flow statement, in accordance with the Swiss Code of Obligations.

These statutory financial statements were approved for issuance by the Company's Board of Directors on April 9, 2025.

2. Significant accounting policies

Basis of preparation of the financial statements

These financial statements have been prepared in accordance with the provisions of the Swiss Code of Obligations. Where specific requirements are not prescribed by law, the financial statements have been prepared in accordance with the significant accounting policies outlined below.

The preparation of these financial statements requires to make estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses, and related disclosures. While these estimates are based on management's best knowledge and judgment, actual results may differ from these estimates.

Investments in and loans to subsidiaries

The Company funds operations and working capital needs of its subsidiaries through loans and direct investments. Investments in subsidiaries include those companies in which the Company has an interest of more than 20%. The investments are valued at acquisition cost less valuation allowances. The acquisition cost includes expenses incurred in connection with the acquisition.

The Company reviews the carrying amounts of its investments and loans for impairment at least annually. The recoverability of these loans and the valuation of investments depend on various uncertain factors, including the progress of development and the commercial outcome of product candidates within Relief's subsidiaries.

Intangible assets

Licenses and other intangible assets are capitalized as intangible assets when it is probable that future economic benefits will be generated. Such assets are amortized on a straight-line basis over their useful lives. The estimated useful life of the intangible assets is reviewed annually.

Other assets and liabilities

Unless otherwise stated, all other assets and liabilities are carried at their nominal values.

Treasury shares

Own shares are recognized at cost and deducted from equity. Any gains or losses realized upon disposal are recorded in equity.

Net exchange difference

Monetary items denominated in foreign currencies are converted at year-end exchange rates. Realized exchange gains and losses, as well as all unrealized exchange losses arising on settlement or translation of monetary items, are recorded as net exchange differences. Net unrealized gains on non-current assets and liabilities are deferred as non-current liabilities.

Provisions

Provisions are recognized for the fair value of contingent considerations related to past acquisitions of investments. Any changes in fair value are adjusted against the carrying amount of the respective investments. If an investment has previously been fully impaired, any subsequent decrease in the fair value of contingent consideration is recognized as a reversal of impairment.

Comparative figures

Certain comparative figures have been reclassified to conform with the current period's presentation.

Going concern

These financial statements have been prepared assuming the Company will continue as a going concern which contemplates the continuity of operations, realization of assets and the satisfaction of liabilities in the ordinary course of business.

As of December 31, 2024, based on financial projections and available cash, the Company is expected to have sufficient resources to fund operations for at least the next twelve months.

Since its inception, the Company has primarily relied on external financing to fund its cash needs and has experienced recurring losses. The Company may continue to generate operating losses in the foreseeable future. Its long-term viability depends on its ability to raise additional capital or generate positive cash flows to support its operations. The Company may never achieve sustainable profitability and is exposed to all the risks inherent in establishing a business. Management intends to continue to explore options to obtain additional funding. However, there can be no assurance that capital will be available in sufficient amounts or on acceptable terms. Failure to obtain the necessary funding could adversely impact the Company's business prospects or its ability to continue operations.

3. Other current receivables - third parties

in CHF	December 31, 2024	December 31, 2023
Other receivable (ACER-001)	-	971'875
Accrued revenue	289'941	305'067
Other current receivables	97'268	76'568
Total	**387'209**	**1'353'510**

4. Investments in subsidiaries

As of December 31, 2024 and 2023, RELIEF THERAPEUTICS Holding SA held the following direct subsidiaries:

			Ownership	
	Domicile	**Share capital**	**2024**	**2023**
APR Applied Pharma Research SA	Balerna (CH)	CHF 640'596	100%	100%
AdVita Lifescience GmbH	Hamburg (DE)	EUR 25'918	100%	100%
Relief Therapeutics International SA	Geneva (CH)	CHF 338'364	100%	100%
Relief Therapeutics US, Inc.	Connecticut (U.S.)	USD 1	100%	100%
Relief Therapeutics, Inc.	Delaware (U.S.)	USD 1	100%	100%

The Company recognized its investments on its balance sheet as follows:

in CHF	December 31, 2024	December 31, 2023
APR Applied Pharma Research SA ("APR")	74'174'483	75'422'965
AdVita Lifescience GmbH ("AdVita")	36'329'563	39'297'080
Relief Therapeutics International SA	338'364	338'364
Relief Therapeutics US, Inc.	9	9
Relief Therapeutics, Inc.	9	9
Total Investments	**110'842'428**	**115'058'427**
Allowance for impairment	(73'591'270)	(76'558'787)
Carrying amount	**37'251'158**	**38'499'640**

At the end of each reporting period, the fair value of contingent considerations that may become due upon completion of contractual milestones under the acquisition agreements for APR and AdVita is adjusted and provisioned based on the estimated probability of payment occurrence and the time factor. Changes in the gross carrying amounts of investments in 2024 are entirely attributable to fair value adjustments of contingent consideration (Note 8).

The reduction of CHF 2'967'517 in the gross carrying amount of AdVita reflects a reversal of the provision for contingent consideration associated with its acquisition. As the investment had been fully written down in prior periods, this reduction resulted in an impairment reversal gain.

5. Other non-current receivables - subsidiaries

in CHF	December 31, 2024	December 31, 2023
Loans to subsdiairies	76'996'963	75'438'978
Impairment on loans	(76'996'963)	(74'598'124)
Total	**-**	**840'854**

As of December 31, 2024 and 2023, substantially all loans to subsidiaries were subordinated.

6. Intangible assets

The intangible asset represents capitalizable costs related to the acquisition of commercial and royalty rights for ACER- 001, a proprietary taste-masked formulation of sodium phenylbutyrate owned by Acer Therapeutics, Inc. ("Acer"), a subsidiary of Zevra Therapeutics, Inc. The asset is amortized from January 1, 2023, on a straight-line basis over its estimated useful life of 14 years.

In 2023, Relief and Acer terminated their 2021 collaboration and license agreement and entered into a new exclusive license agreement. Relief received from Acer a non-refundable USD 10 million (CHF 8.9 million) upfront payment in cash and an additional non-contingent cash payment of USD 1.5 million (CHF 1.3 million) in August 2024. The transaction was accounted for as a partial disposal of the asset and resulted in a divestment gain of CHF 579'662 (Note 12).

In 2024, the Company sold a portion of its future economic benefits associated with the asset. This partial disposal resulted in the partial derecognition of the asset and a disposal gain of CHF 1'926'654 (Note 12).

7. Liabilities due to related parties

In January 2021, the Company signed a financing agreement with its largest shareholder, GEM Global Yield LLC SCS and GEM Yield Bahamas Limited ("GEM"), for the implementation of a share subscription facility (the "SSF") in the amount of up to CHF 50 million until January 20, 2024. The Company agreed to pay GEM a commitment fee (the "Fee") of CHF 1'250'000 plus accrued interest. In February 2024, the Company renewed the SSF agreement with GEM for an additional three-year period ending January 20, 2027. As of December 31, 2024, the Company had not drawn on the SSF.

As part of the renewal agreement, GEM agreed to forgive an outstanding liability of CHF 1'368'229, constituted by the Fee and accrued interests as of the renewal date. The extinguishment of this liability has been recognized as extraordinary income in the current reporting period.

In consideration of GEM's capital commitment and the debt waiver, Relief issued GEM warrants to purchase up to 3'350'000 ordinary shares at a price of CHF 1.70 per share, exercisable from the issuance date, and expiring on January 20, 2027.

As of December 31, 2024, liabilities due to related parties consisted of payables to the Company's subsidiaries.

8. Provisions

in CHF	December 31, 2024	December 31, 2023
Contingent consideration for business acquisitions	1'987'454	6'203'454
Personnel's end of service indemnities	258'451	604'097
Total provisions	**2'245'905**	**6'807'551**

During the year ended December 31, 2024, the Company revised its assessment of the fair value of contingent considerations related to prior business acquisitions, reflecting updated estimates of the likelihood and timing of milestone completion. The decrease in provisions was primarily driven by the reversal of provisions for potential milestone payments associated with the acquisition of AdVita.

9. Shareholders' equity

in CHF	Share capital	General reserves	Accumulated losses	Treasury shares	Total shareholders' equity
Equity at January 1, 2023	**56'163'346**	**313'086'983**	**(273'700'565)**	**(12'108'094)**	**83'441'670**
Direct Share Placement	-	1'626	-	99'788	101'414
Private placement	-	194'700	-	4'800'000	4'994'700
Withdrawal of fractional shares	-	(9'508)	-	(12'036)	(21'544)
Capital increase cost	-	(494'193)	-	-	(494'193)
Exercise of stock options	2	-	-	18'750	18'752
Exercise of pre-funded warrants	-	(1'199'700)	-	1'200'000	300
Net result for the period	-	-	(39'943'547)	-	(39'943'547)
Equity at December 31, 2023	**56'163'348**	**311'579'908**	**(313'644'112)**	**(6'001'592)**	**48'097'552**
Nominal value reduction	(54'759'264)	-	54'759'264	-	-
Net result for the period	-	-	916'291	-	916'291
Equity at December 31, 2024	**1'404'084**	**311'579'908**	**(257'968'557)**	**(6'001'592)**	**49'013'843**

Issued share capital

As of December 31, 2024, the share capital consisted of 14'040'837 issued, fully paid shares with a par value of CHF 0.10 each. The Company held 1'500'398 of its shares in treasury (December 31, 2023: 1'500'398).

On April 26, 2024, the Company reduced the nominal value of its share capital from CHF 4.00 to CHF 0.10 per share. The reduction proceeds, amounting to CHF 54'759'264, were allocated to the accumulated losses.

Capital band

As of December 31, 2024, the Board of Directors was authorized, at any time until 25 April 2029, to increase the share capital by the issuance of up to 7'000'000 ordinary shares with a nominal value of CHF 0.10, under the terms and conditions set forth in Article 3a^{ter} of Relief's Articles of Association.

Conditional share capital

The Company's available conditional share capital as of December 31, 2024, consisted of 7'000'000 shares with a par value of CHF 0.10 each, of which 1'000'000 shares to be used for stock options and 6'000'000 shares for grant of option rights in connection with bonds, notes or similar financial instruments issued by the Company.

Outstanding options and warrants

As of December 31, 2024, a total of 73'158 stock options (December 31, 2023: 126'032) were outstanding under the Company's stock option plans, of which 72'991 were exercisable. During 2024, the Company granted 320'000 options, while no options were exercised, and 372'874 options were forfeited.

As of December 31, 2024, a total of 4'850'000 warrants (December 31, 2023: 1'500'000) issued in prior reporting periods remained outstanding. Of these, 1'500'000 warrants were exercisable until June 21, 2028, at an exercise price of CHF 3.40 per share, and 3'350'000 warrants were exercisable until January 20, 2027, at an exercise price of CHF 1.70 per share. No warrants were exercised during 2024.

Each stock option and warrant allow its holder to acquire one share of the Company at a predetermined price.

10. Significant shareholders

According to disclosure notifications filed with the Company and the SIX, the following shareholders held more than 3% of the registered share capital of the Company:

	December 31, 2024	December 31, 2023
GEM Global Yield LLC SCS	20,58%	20,58%
Armistice Capital Master Fund Ltd	< 3%	6,84%
Relief (treasury shares)	10,69%	10,69%

The ownership percentages in the table above are based on (i) the number of shares held by such shareholder or group of shareholders, excluding any derivative holdings, and (ii) the share capital registered with the Commercial Register, at the date of notification filing.

11. Shares owned by and options granted to the Board of Directors and the Executive Committee

The following table presents the number of shares and options held by members of the Board of Directors and the Executive Committee as of December 31, 2024 and 2023.

	December 31, 2024	December 31, 2023
Shares held by the Board of Directors	**Number of shares**	**Number of shares**
Peter de Svastich, Director	7'001	n.a.
Thomas Plitz, former Vice-Chairman	n.a.	1'250
Patrice Jean, former Director	n.a.	350
Shares held by the Executive Committee		
Paolo Galfetti, Chief Operating Officer	-	78'093
Giorgio Reiner, Chief Scientific Officer	133'000	n.a.
Jeremy Meinen, Chief Financial Officer	351	351
Options held by the Board of Directors	**Number of options**	**Number of options**
Raghuram Selvaraju, Chairman	22'408	22'408
Thomas Plitz, former Vice-Chairman	n.a.	3'750
Patrice Jean, former Director	n.a.	500
Options held by the Executive Committee		
Michelle Lock, former Director and interim Chief Executive Officer	n.a.	320'000
Paolo Galfetti, Chief Business Officer	31'250	31'250
Giorgio Reiner, Chief Scientific Officer	3'750	n.a.
Jeremy Meinen, Chief Financial Officer	2'750	2'750
Vincenzo Gallo, Head of Legal and Compliance	1'250	n.a.

Compensation for the members of the Board of Directors and the Executive Committee is disclosed in the Compensation Report.

12. Other income

in CHF	2024	2023
Services rendered by the Company to its subsidiaries	57'915	64'543
Disposal gain (Note 6)	1'926'654	579'662
Reversal of an expected credit loss provision	236'755	-
Total	**2'221'324**	**644'205**

13. Operating expenses

The decrease in the Company's operating expenses, including costs related to personnel, professional services, and other operating activities, is attributable to the Company's efforts to streamline its expense base, a reduction in administrative and management workforce, and the completion of certain non-recurring corporate projects from the prior period.

14. Full-time positions

The annual average number of full-time equivalents was less than 10 in the reported financial year and the previous year.

15. Contingent liabilities

APR and AdVita acquisition contingent considerations

The acquisition agreements for APR and AdVita provide for remaining contingent payment obligations in aggregate amounts of up to CHF 14 million and EUR 10 million (CHF 9.4 million), respectively, payable upon achievement of pre-defined objectives. As of December 31, 2024, the Group has recognized a provision to account for the probability-weighted present value of these potential future payments as of the balance sheet date.

Settlement agreement with NRx Pharmaceuticals

Pursuant to the settlement and asset purchase agreements concluded with NRx Pharmaceuticals, Inc. ("NRx") in November 2022, Relief has committed to pay NRx up to USD 13 million (CHF 11.8 million) in aggregate upon the achievement of milestones related to the marketing approval of an Aviptadil product. Additionally, Relief has agreed to pay single-digit percentage royalties on potential future sales of an Aviptadil product, up to a maximum of USD 30 million (CHF 27.2 million) in aggregate.

License agreement with Acer

Pursuant to the license agreement concluded with Acer in August 2023, Relief shall pay Acer a variable royalty of up to 10% of potential future net sales of ACER-001 in Europe and 20% of any value received by Relief from sublicensing transactions relating to ACER-001.

16. Significant events after the balance sheet date

There were no material events after the balance sheet date that would require adjustment to these financial statements or disclosure under this heading.

PROPOSED CARRY FORWARD OF ACCUMULATED LOSSES

in CHF	2024
Accumulated losses as of December 31, 2023	313'644'112
Proceeds from the nominal value reduction	(54'759'264)
Net result for the year 2024	(916'291)
Accumulated losses as of December 31, 2024	**257'968'557**
Accumulated losses to be carried forward	**257'968'557**

The Board of Directors proposes to the next Annual General Meeting that the net result for the year 2024 of CHF 916'291 be set off against accumulated losses, and that the resulting accumulated losses of CHF 257'968'557 be carried forward.

Report of the statutory auditor to the General Meeting of RELIEF THERAPEUTICS Holding SA, Geneva

Report on the audit of the Financial Statements

Opinion

We have audited the financial statements of RELIEF THERAPEUTICS Holding SA (the Company), which comprise the balance sheet as at December 31, 2024, the income statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Material uncertainty related to going concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. We draw your attention to note 2 of the financial statements, paragraph "Going Concern", which states that the Company's long-term viability is dependent on its ability to raise additional capital or to generate positive cash flows to support its operations. This, along with other matters as described in note 2, indicates the existence of a material uncertainty which may cast significant doubt about the ability of the Company to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. If it is not possible for the company to continue as a going concern, the financial statements will need to be prepared on the basis of liquidation values. Our opinion is not qualified in respect of this matter.

Key Audit Matters

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

In addition to the matter described in the "Material uncertainty related to going concern" section, we have determined the matter described below to be the key audit matter to be communicated in our report.

Assessment of potential impairment of the investments in subsidiaries

Areas of focus

As of December 31, 2024, investments in subsidiaries were recorded in assets for a net carrying amount of TCHF 37'251 (TCHF 38'500 as of December 31, 2023), representing 70.7% of total assets. The investments are valued at acquisition cost less valuation allowances.

As indicated in the "Accounting policies" note to the financial statements, the Company reviews the carrying amounts of its investments at least annually. The recoverability of the value of the investments depends on uncertain factors such as the completion of development and commercialization outcome of Relief's existing and future products.

We considered the impairment of investments in subsidiaries to be a key audit matter, given their weight on the balance sheet, the level of estimates and judgments used by Management and the sensitivity of the inventory values to changes in forecast assumptions.

Our audit response

We evaluated and challenged management's assumptions both individually and collectively.

We obtained the Group's carrying value calculation and assessed the key assumptions. Management has followed a documented process for drawing up future cash flow forecasts, which is subject to oversight and considerations by the Board of Directors.

With the support of our valuation specialists, we considered third party sources to challenge management's main assumptions and assessed the risk of impairment.

We discussed and challenged management's assumptions. We compared management's assumptions with the ones used in prior year. We also verified the mathematical accuracy of the future cash flows derived from Management's internally developed model.

As a result of our procedures we consider the valuation appropriate, we found that the assessment made by management was based upon reasonable assumptions, consistently applied.

For further information on the Assessment of potential impairment of the investments in subsidiaries, refer to the following:
- Note 2, « Significant accounting policies » - « Investments in and loans to subsidiaries »
- Note 4, « Investments in subsidiaires »

Other information

The Board of Directors is responsible for the other information. The other information comprises all information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements and the remuneration report of RELIEF THERAPEUTICS Holding SA and our auditor's reports thereon.

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

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

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

Board of Directors' Responsibilities for the Financial Statements

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

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

Auditor's Responsibility for the Audit of the Financial Statements

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

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

Report on Other Legal and Regulatory Requirements

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

Furthermore, we confirm that the proposed appropriation of available earnings complies with Swiss law and the Company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

Forvis Mazars SA

Yoann Bois
Licensed Audit Expert
(Auditor in Charge)

Issam Kacem
Licensed Audit Expert

Geneva, April 9, 2025

Cautionary Statement Regarding Forward-Looking Statements

This annual report contains forward-looking statements that reflect our current expectations, assumptions, and beliefs regarding future events and business performance. Forward-looking statements can often be identified by words such as "anticipate," "believe," "could," "expect," "should," "may," "plan," "intend," "estimate," "will" and "potential," among others. These include statements regarding our business strategies, clinical development plans, regulatory strategies, anticipated milestones, financial condition, and performance.

Forward-looking statements are subject to known and unknown risks, uncertainties, and other factors that may cause actual results, performance, or achievements to differ materially from those expressed or implied in such statements. These risks include, but are not limited to: our ability to successfully develop, commercialize, or license our products; the timing, outcomes, and potential delays of our development activities, including clinical trials and regulatory approvals; the expected effectiveness and safety of our drug candidates; our ability to secure sufficient financing to meet our liquidity needs and support continued pipeline development; reliance on third parties for clinical trials and manufacturing activities; the commercialization and market acceptance of our products; our ability to obtain or maintain regulatory approvals for our products; competing activities and products from other companies; our ability to obtain and maintain intellectual property rights for our products; potential outcomes of ongoing or future legal proceedings; our dependence on key personnel and our ability to attract and retain qualified individuals; broader economic, market, and industry conditions; and other factors beyond our control.

Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified and some of which are beyond our control, you should not rely on these statements as predictions of future events. Forward-looking statements speak only as of the date of this report, and we undertake no obligation to publicly update or revise any such statements to reflect new information, future events, or changing circumstances, except as required by law.

This report does not constitute an offer to sell or a solicitation to buy any securities, nor shall any part of it form the basis of, or be relied upon in connection with, any contract or commitment of any kind.