



2025

Phio Pharmaceuticals Corp.

Annual Report



Dear Shareholder:

On behalf of the Phio Board of Directors and management team, I want to thank you for your investment in our Company. Our objective is to drive shareholder value for you as we continue our mission to eliminate cancer in ways that others cannot. We strive to execute our strategy effectively and efficiently, leveraging our patented INTASYL<sup>®</sup> technology which is designed to make immune cells more effective at killing cancer cells.

It is with enthusiasm and optimism that I share our progress in the continuing development pathway of our lead INTASYL<sup>®</sup> siRNA compound, PH-762, for intratumoral treatment of cutaneous squamous cell carcinoma.

### *Clinical Development*

Our dose escalating Phase 1b clinical study concluded in March of this year demonstrating a strong safety profile and noteworthy efficacy as measured by pathological clearance of cancerous tissue. Response was measured in four categories representing patients with total 100% clearance, those near clear with greater than 90% clearance, patients with greater than 50% clearance being classified as partial responders and patients with less than 50% were deemed to be non-responders. A total of 22 patients completed the study, consisting of 20 patients with cutaneous squamous cell carcinoma (cSCC), one with metastatic melanoma and one with metastatic Merkel cell carcinoma. The PH-762 drug concentration was increased 20-fold across the five dose escalating cohorts and was well-tolerated with no evidence of dose limiting toxicities, immune related effects or other serious adverse effects. The most commonly reported adverse effects were transient in nature and were injection related including pain and irritation at the injection site. Efficacy was measured by pathological response in each cohort. A 65% pathological response experienced across all five dose cohorts; 9 of 20 cSCC patients experienced a complete response, 2 had greater than 90% response and 2 had greater than 50% response. In the fifth cohort comprising 7 patients, 4 were complete responders, one had greater than 90% response and one was a partial response. At Day 113 post treatment, no cSCC patients experienced progression of disease or a recurrence.

### *CMC: Chemistry, Manufacturing and Controls*

Simultaneously with the advancement of the human clinical study, we also progressed the drug substance (API) program for PH-762. Development of cGMP drug substance began in mid-2025 in conjunction with our manufacturing partner Avecia. The program has now progressed from pilot scale to commercial scale production. We anticipate completion of our first commercial batch of API by the end of the third quarter 2026. Production of the drug product will commence and be available for our next phase clinical study in the first quarter of 2027. Both drug substance and drug product are manufactured in the U.S. which mitigates the risk of unfavorable cost increases associated with continuous changes in tariff levies on product manufactured outside the country.

### *Toxicology*

In 2026 we initiated a longer term non-clinical toxicology study which we expect to conclude by year-end. Upon completion, this study will satisfy the FDA's toxicology requirements and may provide additional flexibility in the dosing regimen for other clinical trial designs. This flexibility may be an attractive feature for potential licensing partners who could have an interest in the use of PH-762 for other therapeutic uses.

### *Intellectual Property*

Recently we advanced the coverage of our intellectual property portfolio receiving notice of allowances in the U.S. and Canada and an outright issuance grant in Japan for broad intratumoral usage targeting the BRD4 gene with our secondary compound PH-894. With PH-894 essentially having completed the required IND enabling studies, we expect to advance this program after we commence our next trial with PH-762.

Currently Phio has 54 issued patents, most of which are directed to immuno-oncology applications with the INTASYL platform at their core. Patents include chemistry structure, gene sequencing, composition compounds and methods of use.

### *Investor and Medical Communications*

We have remained very proactive and cost-conscious in our investor and public relations activities, using investor conferences, virtual presentations and digital platforms to broaden awareness of Phio. Since the start of the year, we have presented at three investor conferences and conducted seven virtual non-deal road show presentations. These events are further complemented with a variety of social media blasts across our website and other platforms to increase the visibility and broader reach of the Phio story among investors and potential business development opportunities. In March, we were granted a podium presentation slot at the American Academy of Dermatology's "Late Breaking Research Developments" session to discuss the safety and efficacy results of PH-762.

### *Administration*

During 2026 we made further changes to our geographic footprint by closing our rented laboratory space in Worcester, MA. All necessary and required laboratory activity is now contracted to third party best practice vendors where we can tap into the best experts as needed without incurring infrastructure costs. We operate as a virtual organization while maintaining office access as needed on favorable terms in suburban Philadelphia, centrally located to our personnel. Our headcount consists of seven full-time employees, complemented by subject matter experts assisting in the advancement of our programs.

In summary, as we progress through the remainder of this fiscal year, we will continue to enhance Phio's value proposition leveraging INTASYL®, our unique, proprietary gene silencing technology, to address unmet medical needs in oncology. We do so with a lean virtual infrastructure to ensure that our funding is prioritized to our development programs and intellectual property enhancement. Our objective continues to drive shareholder value for you as we continue our mission to eliminate cancer in ways that others cannot, making our immune cells more effective at killing cancer cells.

On behalf of the Phio Board of Directors and Management, I want to thank you for your continued interest and investment in our Company.

Sincerely,

A handwritten signature in dark ink, appearing to read "Robert J. Bitterman", written in a cursive style.

Robert J. Bitterman

Chairman, President and CEO

Phio Pharmaceuticals Corp.

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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2025

Or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-36304

**PHIO PHARMACEUTICALS CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**45-3215903**

(I.R.S. Employer  
Identification No.)

**411 Swedeland Road, Suite 23-1080, King of Prussia, PA 19406**

(Address of principal executive offices and Zip Code)

**(610) 947-0251**

(Registrant's telephone number, including area code)

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

| Title of each class                         | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------------------|-------------------|-------------------------------------------|
| Common Stock, par value, \$0.0001 per share | PHIO              | The Nasdaq Capital Market                 |

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

**None.**

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

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

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

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

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

Large accelerated filer ☐

Non-accelerated filer ☒

Accelerated filer ☐

Smaller reporting company ☒

Emerging growth company ☐

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

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

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

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

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

The aggregate market value of the registrant’s common stock, \$0.0001 par value per share (“**Common Stock**”), held by non-affiliates of the registrant, based on the closing sale price of the Common Stock on June 30, 2025, was approximately \$11.2 million. Shares of Common Stock held by each officer and director and by each person who is known to own 10% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates of the registrant. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 2, 2026 the registrant had 11,617,250 shares of Common Stock outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

None.

## TABLE OF CONTENTS

**PHIO PHARMACEUTICALS CORP.**  
**ANNUAL REPORT ON FORM 10-K**  
**For the Fiscal Year Ended December 31, 2025**

|                                                                                                                                             | <u>Page</u>               |
|---------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|
| <b><u>PART I.</u></b>                                                                                                                       |                           |
| Item 1. <a href="#"><u>BUSINESS</u></a>                                                                                                     | <a href="#"><u>1</u></a>  |
| Item 1A. <a href="#"><u>RISK FACTORS</u></a>                                                                                                | <a href="#"><u>7</u></a>  |
| Item 1B. <a href="#"><u>UNRESOLVED STAFF COMMENTS</u></a>                                                                                   | <a href="#"><u>17</u></a> |
| Item 1C. <a href="#"><u>CYBERSECURITY</u></a>                                                                                               | <a href="#"><u>17</u></a> |
| Item 2. <a href="#"><u>PROPERTIES</u></a>                                                                                                   | <a href="#"><u>19</u></a> |
| Item 3. <a href="#"><u>LEGAL PROCEEDINGS</u></a>                                                                                            | <a href="#"><u>19</u></a> |
| Item 4. <a href="#"><u>MINE SAFETY DISCLOSURES</u></a>                                                                                      | <a href="#"><u>19</u></a> |
| <b><u>PART II.</u></b>                                                                                                                      |                           |
| Item 5. <a href="#"><u>MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES</u></a> | <a href="#"><u>19</u></a> |
| Item 6. <a href="#"><u>RESERVED</u></a>                                                                                                     | <a href="#"><u>19</u></a> |
| Item 7. <a href="#"><u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u></a>                        | <a href="#"><u>20</u></a> |
| Item 7A. <a href="#"><u>QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u></a>                                                  | <a href="#"><u>26</u></a> |
| Item 8. <a href="#"><u>FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA</u></a>                                                                  | <a href="#"><u>27</u></a> |
| Item 9. <a href="#"><u>CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE</u></a>                         | <a href="#"><u>25</u></a> |
| Item 9A. <a href="#"><u>CONTROLS AND PROCEDURES</u></a>                                                                                     | <a href="#"><u>25</u></a> |
| Item 9B. <a href="#"><u>OTHER INFORMATION</u></a>                                                                                           | <a href="#"><u>26</u></a> |
| Item 9C. <a href="#"><u>DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS</u></a>                                         | <a href="#"><u>26</u></a> |
| <b><u>PART III.</u></b>                                                                                                                     |                           |
| Item 10. <a href="#"><u>DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE</u></a>                                                      | <a href="#"><u>26</u></a> |
| Item 11. <a href="#"><u>EXECUTIVE COMPENSATION</u></a>                                                                                      | <a href="#"><u>28</u></a> |
| Item 12. <a href="#"><u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS</u></a>              | <a href="#"><u>36</u></a> |
| Item 13. <a href="#"><u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE</u></a>                                   | <a href="#"><u>39</u></a> |
| Item 14. <a href="#"><u>PRINCIPAL ACCOUNTANT FEES AND SERVICES</u></a>                                                                      | <a href="#"><u>42</u></a> |
| <b><u>PART IV.</u></b>                                                                                                                      |                           |
| Item 15. <a href="#"><u>EXHIBIT AND FINANCIAL STATEMENT SCHEDULES</u></a>                                                                   | <a href="#"><u>43</u></a> |
| Item 16. <a href="#"><u>FORM 10-K SUMMARY</u></a>                                                                                           | <a href="#"><u>48</u></a> |
| <a href="#"><u>Signatures</u></a>                                                                                                           | <a href="#"><u>49</u></a> |

## FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as “intends,” “believes,” “anticipates,” “indicates,” “plans,” “expects,” “suggests,” “may,” “would,” “should,” “potential,” “designed to,” “will,” “ongoing,” “estimate,” “forecast,” “target,” “predict,” “could,” and similar references, although not all forward-looking statements contain these words. Forward-looking statements are neither historical facts nor assurances of future performance. These statements are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results may differ materially from those indicated in the forward-looking statements as a result of a number of important factors, including, but not limited to:

- we are dependent on the success of our INTASYL™ technology, and our product candidates based on this technology, which is unproven and may never lead to approved and marketable products;
- our product candidates are in an early stage of development and we may fail, experience significant delays, never advance in clinical development or not be successful in our efforts to identify or discover additional product candidates, which may materially and adversely impact our business;
- disruptions at the FDA, including due to any reduction in the FDA’s workforce and/or inadequate funding for the FDA, could prevent the FDA from performing normal functions on which our business relies, which could negatively impact our business;
- if we experience delays or difficulties in identifying and enrolling subjects in clinical trials, it may lead to delays in generating clinical data and the receipt of necessary regulatory approvals;
- topline data may not accurately reflect or may materially differ from the complete results of a clinical trial;
- we rely upon third parties for the manufacture of the clinical supply for our product candidates;
- our business and operations would suffer in the event of a cybersecurity incident;
- we are dependent on the patents we own and the technologies we license, and if we fail to maintain our patents or lose the right to license such technologies, our ability to develop new products would be harmed;
- we will require substantial additional funds to complete our research and development activities;
- future financing may be obtained through, and future development efforts may be paid for by, the issuance of debt or equity, which may have an adverse effect on our stockholders or may otherwise adversely affect our business;
- we may not be able to remain compliant with the continued listing requirements of The Nasdaq Capital Market; and
- the price of our Common Stock has been and may continue to be volatile.

The risks set forth above are not exhaustive and additional factors, including those identified in this Annual Report on Form 10-K under the heading “Risk Factors,” for reasons described elsewhere in this Annual Report on Form 10-K and in other filings Phio Pharmaceuticals Corp. periodically makes with the Securities and Exchange Commission, could adversely affect our business and financial performance. Therefore, you should not rely unduly on any of these forward-looking statements. Forward-looking statements contained in this Annual Report on Form 10-K speak as of the date hereof and Phio Pharmaceuticals Corp. does not undertake to update any of these forward-looking statements to reflect a change in its views or events or circumstances that occur after the date of this report, except as required by law.

## PART I

*Unless otherwise noted, (1) the term “Phio” refers to Phio Pharmaceuticals Corp. and our subsidiary, MirImmune, LLC and (2) the terms “Company,” “we,” “us” and “our” refer to the ongoing business operations of Phio and MirImmune, LLC, whether conducted through Phio or MirImmune, LLC.*

### ITEM 1. BUSINESS

#### Overview

Phio Pharmaceuticals Corp. (“**Phio**,” “**we**,” “**our**” or the “**Company**”) is a clinical stage biopharmaceutical company whose proprietary INTASYL® small interfering RNA gene silencing technology is designed to make immune cells more effective in killing tumor cells. We are developing therapeutics that are designed to leverage INTASYL to precisely target specific proteins that reduce the body’s ability to fight cancer, without the need for specialized formulations or drug delivery systems. We are committed to discovering and developing innovative cancer treatments for patients by creating new pathways toward a cancer-free future. The Company operates with a single operating segment and a single reportable segment.

#### INTASYL Technology

Overall, RNA is involved in the synthesis, regulation and expression of proteins. RNA takes the instructions from DNA and turns those instructions into proteins within the body’s cells. RNA interference, or RNAi, is a biological process that inhibits the expression of genes or the production of proteins. Diseases are often related to the incorrect protein being made, excessive amounts of a specific protein being made, or the correct protein being made, but at the wrong location or time. RNAi offers a novel approach to drug development because RNAi compounds can be designed to silence any one of the thousands of human genes, many of which are considered “undruggable” by traditional therapeutics.

Our development efforts are based on our proprietary INTASYL small interfering RNA technology. It is a patented technology from which specific patented compounds are developed. INTASYL compounds are comprised of a unique sequence of chemically modified nucleotides (modified small interfering RNA, or siRNAs) that target a broad range of cell types and tissues. The compounds are designed to effectively silence genes that tumors use to evade the immune system.

Since the initial discovery of RNAi, drug delivery has been the primary challenge in developing RNAi-based therapeutics. Other siRNA technologies require cell targeting chemical conjugates which limit delivery to specific cell types. INTASYL is based on proprietary chemistry that is designed to maximize the activity and adaptability of the compound and is unique in that it can be delivered to any cell type or tissue without the need to modify the chemistry. This is designed to eliminate the need for formulations or delivery systems (for example, nanoparticles or electroporation). This provides efficient, spontaneous, cellular uptake with potent, intracellular activity.

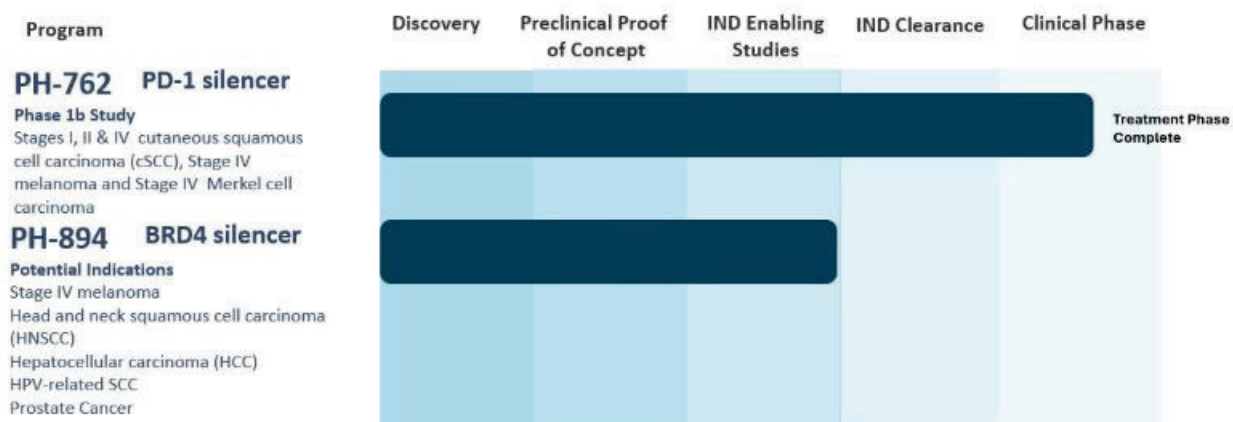
We believe that our INTASYL technology provides the following benefits including, but not limited to:

- Ability to target a broad range of cell types and tissues;
- Ability to target both intracellular and extracellular protein targets;
- Efficient uptake by target cells, avoiding the need for assisted delivery;
- Ability to target multiple genes in one drug product;
- Promising clinical efficacy and pathology results in cutaneous squamous cell carcinoma (cSCC) with local administration;
- Favorable clinical safety profile; and
- Readily manufactured under current good manufacturing practices.

## Our Pipeline

INTASYL compounds are designed to precisely target specific proteins that reduce the body's ability to fight cancer, without the need for specialized formulations or drug delivery systems, and are designed to make immune cells more effective in killing tumor cells. Our efforts are focused on developing immuno-oncology therapeutics using our INTASYL technology. We have demonstrated preclinical activity against multiple gene targets including PD-1, BRD4, CTLA-4, TIGIT and CTGF and have demonstrated preclinical efficacy in both direct-to-tumor injection and adoptive cell therapy ("ACT") applications with our INTASYL compounds.

The following table summarizes our product pipeline. Below we provide important information and context regarding each compound.



## PH-762

PH-762 is an INTASYL compound designed to reduce the expression of PD-1. PD-1 is a protein that inhibits T cells' ability to kill cancer cells and is a clinically validated target in immunotherapy. Decreasing the expression of PD-1 can thereby increase the capacity of T cells, which protect the body from cancer cells and infections, to kill cancer cells.

Our preclinical studies have demonstrated that direct-to-tumor application of PH-762 resulted in potent anti-tumoral effects and showed that direct-to-tumor treatment with PH-762 inhibits tumor growth in a dose dependent fashion in PD-1 responsive and refractory models. Importantly, direct-to-tumor administration of PH-762 resulted in activity against distant untreated tumors, indicative of a systemic anti-tumor response. We believe these data further support the potential for PH-762 to provide a strong local immune response without the dose immune-related adverse effects seen with systemic antibody therapy.

PH-762 is currently being evaluated in a U.S. multi-center Phase 1b dose-escalating clinical trial through the intratumoral injection of PH-762 for the treatment of patients with cutaneous squamous cell carcinoma, melanoma and Merkel cell carcinoma. The trial (NCT 06014086) is designed to evaluate the safety and tolerability of neoadjuvant use of intratumorally injected PH-762, assess the tumor response, and determine the dose or dose range for continued study of PH-762. The study was fully enrolled in November 2025 with a total of 22 patients, 20 with cutaneous squamous cell carcinoma, one with melanoma and one with Merkel cell carcinoma.

While final study data is pending formal analysis, an FDA submission intended to propose and seek guidance for next steps in clinical study design for PH-762 is targeted for the second quarter of 2026. A total of 22 patients with cutaneous carcinomas completed treatment in the Phase 1b trial and underwent excision of the treated lesion site. Revised reported data supports an overall response rate of 65% for squamous cell carcinomas (cSCC). Among the 20 patients with cSCC, 13 patients were classified as pathologic responders, including 9 patients with complete response (100% clearance), 2 patients with major/near clear response (greater than 90% clearance), and 2 patients with partial response (greater than 50% clearance). A single patient with metastatic Merkel cell carcinoma had a partial response. Seven cSCC patients and one melanoma patient had responses of less than 50%, however, none of the patients experienced a progression of the disease.

In this trial to date, intratumoral injection of PH-762 has been well tolerated in all enrolled patients and there were no dose-limiting toxicities or clinically relevant treatment-emergent adverse effects in any patients who received intratumoral PH-762. PH-762 has been evaluated in patients within five dose-escalating cohorts, increasing drug concentration 20-fold from the first to the final cohort. Safety data through an extended follow-up period is expected to be reported in the second quarter of 2026.

## PH-894

PH-894 is an INTASYL compound that is designed to specifically silence BRD4, a protein that controls gene expression in both T cells and tumor cells, thereby affecting the immune system as well as the tumor. Intracellular and/or commonly considered “undruggable” targets, such as BRD4, represent a challenge for small molecule and antibody therapies. Therefore, what sets this compound apart is its dual mode of action: PH-894 suppression of BRD4 in T cells results in T cell activation, and suppression of BRD4 in tumor cells results in tumors becoming more sensitive to being killed by T cells.

Preclinical studies conducted have demonstrated that PH-894 resulted in a strong, concentration dependent and durable silencing of BRD4 in T cells and in various cancer cells. Similar to PH-762, preclinical studies have also shown that direct-to-tumor application of PH-894 resulted in potent and statistically significant anti-tumoral effects against distant untreated tumors, indicative of a systemic anti-tumor response. These preclinical data indicate that PH-894 can reprogram T cells and other cells in the tumor microenvironment to provide enhanced immunotherapeutic activity. We have completed the IND-enabling studies required for an IND submission with PH-894. As a result of the reprioritization to advance our clinical trial with PH-762 in the U.S., we have elected to defer the IND submission for PH-894.

## Synergies With Other Therapies

Preclinical studies with our INTASYL compounds in combination with antibodies resulted in enhanced potency in vivo. The combination of INTASYL with antibodies may also increase the number of addressable drug targets. Unlike other antibody combination approaches, INTASYL can target multiple protein drug targets in a specific therapeutic dose, thereby enhancing potency while maintaining a favorable tolerability and safety profile.

We have demonstrated preclinical activity with INTASYL in ACT applications. In preclinical studies, INTASYL was shown to enhance the activity of ACT therapies, including with tumor infiltrating lymphocytes and natural killer cells. As demonstrated in these preclinical studies, INTASYL can be efficiently incorporated into current ACT manufacturing processes.

## Intellectual Property

INTASYL compounds have a single-stranded phosphorothioate region, a short duplex region, and contain a variety of nuclease-stabilizing and lipophilic chemical modifications that we believe combine the beneficial properties of both conventional RNAi and antisense technologies. We protect our proprietary information by means of United States and foreign patents, trademarks and copyrights. In addition, we rely upon trade secret protection and contractual arrangements to protect certain of our proprietary information and products. We have pending patent applications that relate to potential drug targets, compounds we are developing to modulate those targets, methods of making or using those compounds, and proprietary elements of our drug discovery platform.

We have also obtained rights to various patents and patent applications under licenses with third parties, which require us to pay royalties, milestone payments, or both. We assess our license agreements on an ongoing basis and may from time to time terminate licenses to technology that we do not intend to employ in our technology platforms, or in our product discovery or development activities.

### *Patents and Patent Applications*

We actively protect our intellectual property and are prosecuting a number of patents and pending patent applications covering our compounds and technologies. We continue to rationalize our intellectual property position to protect our lead clinical candidates in key geographic regions while abandoning patents or applications that do not pertain to INTASYL or are country-specific in regions that are not of strategic geographic focus. A combined summary of these patents and patent applications is set forth below in the following table:

|                   | Pending<br>Applications | Issued<br>Patents |
|-------------------|-------------------------|-------------------|
| United States     | 5                       | 24                |
| Canada            | 2                       | 2                 |
| Europe            | 5                       | 16                |
| Japan             | 4                       | 8                 |
| Other Markets     | 2                       | 4                 |
| International PCT | 2                       |                   |

Our portfolio includes 54 issued patents, 49 of which cover our INTASYL platform, and of those 27 cover immuno-oncology compounds and therapeutic uses. There are 15 patent families broadly covering both the composition and methods of use of our self-delivering INTASYL platform technology and uses of our INTASYL compounds targeting immune checkpoints, cellular differentiation and metabolism targets for *ex vivo* cell-based cancer immunotherapies. The INTASYL technology patents are scheduled to expire between 2029 and 2038.

Furthermore, there are 20 pending patent applications, encompassing what we believe to be important new RNAi compounds and their use as therapeutics, chemical modifications of RNAi compounds that improve the compounds' suitability for therapeutic uses (including delivery) and compounds directed to specific targets (*i.e.*, that address specific disease states). The patents that may issue from these pending patent applications will, if issued, be set to expire between 2029 and 2044, not including any patent term extensions that may be afforded under the Federal Food, Drug, and Cosmetic Act ("FFDCA") (and the equivalent provisions in foreign jurisdictions) for any delays incurred during the regulatory approval process relating to human drug products (or processes for making or using human drug products).

#### *Key Intellectual Property License Agreements*

As we develop our own proprietary compounds, we continue to evaluate our in-licensed portfolio as well as the field for new technologies that could be in-licensed to further enhance our intellectual property portfolio and unique intellectual property position.

In September 2011, we entered into an agreement with Advanced RNA Technologies, LLC ("Advirna"), pursuant to which Advirna assigned to us its existing patent and technology rights related to the INTASYL technology in exchange for an annual maintenance fee, a one-time milestone payment upon the future issuance of the first patent with valid claims covering the assigned patent and technology rights and the issuance of shares of Common Stock equal to 5% of our fully-diluted shares outstanding at the time of issuance. In 2012, we issued shares of Common Stock to Advirna equal to 5% of our fully-diluted shares outstanding at the time of issuance and paid \$350,000 to Advirna upon the issuance of the first patent in 2014. Additionally, we also pay to Advirna an annual maintenance fee of \$100,000 and are required to pay low single-digit royalties on any licensing revenue received by us with respect to future licensing of the assigned Advirna patent and technology rights. To date, any royalties owed to Advirna under the Advirna agreement have been minimal.

Our rights under the Advirna agreement will expire upon the later of: (i) the expiration of the last-to-expire of the "patent rights" (as defined therein) included in the Advirna agreement and (ii) the abandonment of the last-to-be abandoned of such patents, unless earlier terminated in accordance with the provisions of the Advirna agreement. Further, we also granted back to Advirna a license under the assigned patent and technology rights for fields of use outside human therapeutics.

#### **Manufacturing and Supply**

We do not have any manufacturing capability and therefore we currently rely on and intend to continue to rely on contract manufacturing organizations to produce our product candidates in accordance with regulatory requirements.

We currently rely on and contract with third parties for the manufacture of drug substances and drug products for use in our non-clinical studies and clinical trials in accordance with regulatory requirements. We expect that we will continue to rely on and contract with third parties to manufacture our product candidates in the future.

In July 2025, we announced that we had entered into a comprehensive drug substance development services agreement with a U.S. manufacturer. The manufacturing company will provide analytical and process development and Current Good Manufacturing Practice ("cGMP") manufacture of our lead clinical development compound PH-762.

## Competition

The biotechnology and pharmaceutical industries, including the immuno-oncology field, are a constantly evolving landscape with rapidly advancing technologies and significant competition. There are a number of competitors in the immuno-oncology field including large and small pharmaceutical and biotechnology companies, academic institutions, government agencies and other private and public research organizations. Many of these companies are larger than us and have greater financial resources and human capital to develop competing products.

## Government Regulation

### *Review and Approval of Drugs in the United States*

The United States and many other countries extensively regulate the non-clinical and clinical testing, manufacturing, labeling, storage, record-keeping, advertising, promotion, export, marketing and distribution of drugs and biologic products. The U.S. Food and Drug Administration (“**FDA**”) regulates pharmaceutical and biologic products under the FFDCA, the Public Health Service Act and other federal statutes and regulations.

To obtain approval of our future product candidates from the FDA, we must, among other requirements, submit data supporting safety and efficacy for the intended indication as well as detailed information on the manufacture and composition of the product candidate. In most cases, this will require extensive laboratory tests, non-clinical studies and clinical trials. The collection of these data, as well as the preparation of applications for review by the FDA involve significant time and expense. The FDA also may require post-marketing testing to monitor the safety and efficacy of approved products or place conditions on any approvals that could restrict the therapeutic claims and commercial applications of these products. Regulatory authorities may withdraw product approvals if we fail to comply with regulatory standards or if we encounter problems at any time following initial marketing of our products.

The first stage of the FDA approval process for a new biologic or drug involves completion of preclinical studies and the submission of the results of these studies to the FDA. These data, together with proposed clinical protocols, manufacturing information, analytical data and other information submitted to the FDA through an Investigational New Drug application (“**IND**”), must become effective before human clinical trials may commence. Preclinical studies generally involve evaluation of product characteristics and animal studies to assess the efficacy and safety of the product candidate. Many of these studies must be conducted in accordance with the FDA’s current Good Laboratory Practices, the Animal Welfare Act, and other applicable regulations.

After the IND becomes effective, a company may commence human clinical trials. These are typically conducted in three sequential phases, but the phases may overlap. Phase 1 trials consist of testing the product candidate in a small number of patients or healthy volunteers, primarily for safety at one or more doses. Phase 2 trials, in addition to safety, evaluate the efficacy of the product candidate in a patient population somewhat larger than Phase 1 trials. Phase 3 trials typically involve additional testing for safety and clinical efficacy in an expanded population at multiple test sites. A company must submit to the FDA a clinical protocol, accompanied by the approval of the Institutional Review Board (“**IRB**”) at the institutions participating in the trials, prior to commencement of each clinical trial.

To obtain FDA marketing authorization, a company must submit to the FDA the results of the preclinical and clinical testing, together with, among other things, detailed information on the manufacture and composition of the product candidate, in the form of a new drug application (“**NDA**”), or, in the case of a biologic, a biologics license application (“**BLA**”).

The amount of time taken by the FDA to approve an NDA or BLA will depend upon a number of factors, including whether the product candidate has received priority review, the quality of the submission and studies presented, the potential contribution that the compound will make in improving the treatment of the disease in question and agency resources.

The FDA maintains several programs to facilitate and expedite the development and review of applications that are intended for the treatment of a serious or life-threatening disease or condition that meet certain other criteria, including Fast Track Designation, Breakthrough Designation, Priority Review, and the Accelerated Approval pathway.

We anticipate that our products will be manufactured by our strategic partners, licensees or other third parties. Before approving an NDA or BLA, the FDA will inspect the facilities at which the product is manufactured and will not approve the product unless the manufacturing facilities are in compliance with the FDA's regulations, which are regulations that govern the manufacture, holding and distribution of a product. Manufacturers of biologics also must comply with the FDA's general biological product standards. Our manufacturers also will be subject to regulation under the Occupational Safety and Health Act, the Nuclear Energy and Radiation Control Act, the Toxic Substance Control Act and the Resource Conservation and Recovery Act and other applicable environmental statutes. Following approval, the FDA and certain state agencies periodically inspect drug and biologic manufacturing facilities to ensure continued compliance with the cGMP. Our manufacturers will have to continue to comply with those requirements. Failure to comply with these requirements subjects the manufacturer to possible legal or regulatory action, such as suspension of manufacturing or recall or seizure of product. Adverse patient experiences with the product must be reported to the FDA and could result in the imposition of marketing restrictions through labeling changes or market removal. Product approvals may be withdrawn if compliance with regulatory requirements is not maintained or if problems concerning safety or efficacy of the product occur following approval.

The labeling, advertising, promotion, marketing and distribution of a drug or biologic product also must be in compliance with FDA and Federal Trade Commission requirements which include, among others, standards and regulations for off-label promotion, industry sponsored scientific and educational activities, promotional activities involving the internet, and direct-to-consumer advertising. We also will be subject to state and local requirements governing the manufacturing and distribution of pharmaceutical products. In addition, we will be subject to a variety of federal, state and local regulations relating to the use, handling, storage and disposal of hazardous materials, including chemicals and radioactive and biological materials. In addition, we will be subject to various laws and regulations governing laboratory practices and the experimental use of animals. In each of these areas, failure to comply with the applicable requirements could result in administrative or judicial enforcement action, which could include refusal to permit clinical trials, refusal to approve an application, withdrawal of an approval, issuance of a warning letter, product recall, product seizure, suspension of production or distribution, fines, refusals of government contracts, and restitution, disgorgement or civil or criminal penalties. Any agency or judicial enforcement action could have a material adverse effect on us.

In the future, we may also be subject to a variety of regulations governing clinical trials and sales of our products outside the U.S. Whether or not FDA approval has been obtained, approval of a product candidate by the comparable regulatory authorities of foreign countries and regions must be obtained prior to the commencement of marketing the product in those countries. The approval process varies from one regulatory authority to another and the time may be longer or shorter than that required for FDA approval. In the European Union, the United Kingdom, Canada and Australia, regulatory requirements and approval processes are similar, in principle, to those in the U.S.

## **Human Capital Management**

As of December 31, 2025, we had six full-time employees, all of whom work primarily on a remote basis. None of our employees are represented by a labor union or covered by a collective bargaining agreement, nor have we experienced any work stoppages.

A majority of Phio's employees have obtained advanced degrees in their professions and we support our employees' further development with individualized development plans, mentoring, coaching, group training, and conference attendance.

## **Corporate Information**

Effective July 5, 2024, we completed a 1-for-9 reverse stock split of our outstanding Common Stock, including reclassifying an amount equal to the reduction in par value to additional paid-in capital. The reverse stock split did not reduce the number of authorized shares of our common or preferred stock. All share and per share amounts have been adjusted to give effect to the reverse stock split.

We were incorporated in the state of Delaware in 2011 as RXi Pharmaceuticals Corporation. On November 19, 2018, we changed our name to Phio Pharmaceuticals Corp., to reflect our transition from a platform company to one that is fully committed to developing groundbreaking immuno-oncology therapeutics.

We operate as a remote business with a laboratory space in Worcester, Massachusetts, which expired on February 28, 2026. We maintain shared office space at Life Sciences of Pennsylvania, 411 Swedeland Rd, Suite 23-1080, in King of Prussia, Pennsylvania.

Our website address is <http://www.phiopharma.com>. We post on our website our press releases and filings we make with, the U.S. Securities and Exchange Commission (the “SEC”). We also make available on our website the charters of our audit, compensation, nominating and governance committees, as well as our corporate code of ethics and conduct.

The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding us and other issuers that file electronically with the SEC. The SEC’s website address is <http://www.sec.gov>. The contents of this website, and our website, are not incorporated by reference into this report and should not be considered to be part of this report.

## **ITEM 1A. RISK FACTORS**

### **Risks Relating to Our Financial Condition**

*We will require substantial additional funds to complete our research and development activities.*

We have used substantial funds to develop our product candidates and will need to raise additional substantial funds to continue our drug development efforts and support our operations. Our future capital requirements and the period for which our existing resources are able to support our operations may vary significantly from what we expect. We will need to raise substantial amounts of money to fund a variety of future activities integral to the development of our business, which may include but is not limited to the following:

- To conduct research and development to successfully develop our product candidates;
- To obtain regulatory approval for our product candidates;
- To file and prosecute patent applications and to defend and assess patents to protect our technologies;
- To retain qualified employees, particularly in light of intense competition for qualified personnel;
- To manufacture products ourselves or through third parties;
- To market our products, either through building our own sales and distribution capabilities or relying on third parties; and
- To acquire new technologies, licenses or products.

We are dependent on obtaining funding from third parties, such as proceeds from the issuance of debt, sale of equity or strategic opportunities, in order to maintain our operations. We cannot assure you that additional financing will be available to us on acceptable terms, or at all. If we cannot, or are limited in the ability to, issue equity, incur debt or enter into strategic collaborations, we may be unable to fund the discovery and development of our product candidates or improve our technology. If we fail to obtain additional funding when needed, we may ultimately be unable to continue to develop and potentially commercialize our product candidates, and we may be forced to scale back or terminate our operations or seek to merge with or be acquired by another company.

***We have a history of net losses, and we expect to continue to incur net losses for the foreseeable future and may not achieve or maintain profitability.***

We have generated significant losses to date, have not generated any product revenue and may not generate product revenue in the foreseeable future, or ever. We expect to incur significant operating losses as we advance our product candidates through drug development and the regulatory process. Our ability to achieve profitability, if ever, will depend on, among other things, us obtaining regulatory approvals and successfully commercializing our drug candidates. Even if we are able to successfully commercialize our drug candidates, we may not be able to achieve or sustain profitability, which could have a material adverse effect on our business, financial condition and results of operations.

***Future financing may be obtained through, and future development efforts may be paid for by, the issuance of debt or equity, which may have an adverse effect on our stockholders or may otherwise adversely affect our business.***

If we raise funds through the issuance of debt or equity, any debt securities or preferred stock issued will have rights, preferences and privileges senior to those of holders of our Common Stock in the event of a liquidation. In such event, there is a possibility that once all senior claims are settled, there may be no assets remaining to pay out to the holders of Common Stock. The terms of debt securities may also impose restrictions on our operations, which may include limiting our ability to incur additional indebtedness, to pay dividends on or repurchase our capital stock, or to make certain acquisitions or investments. In addition, we may be subject to covenants requiring us to satisfy certain financial tests and ratios, and our ability to satisfy such covenants may be affected by events outside of our control. If we raise funds through the issuance of additional equity, whether through private placements or public offerings, which we have done in the past, such issuances would dilute current stockholders' ownership in us, perhaps substantially. The issuance of a significant amount of shares of Common Stock could cause the market price of our Common Stock to decline or become highly volatile.

***Our ability to use net operating loss carryforwards and other tax benefits may be limited.***

We have historically incurred net losses and may never achieve or sustain profitability. Under the Internal Revenue Code of 1986, as amended (the "Code"), a corporation is generally allowed a deduction for net operating losses carried forward from a prior taxable year. Under that provision, we can carry forward our net operating losses to offset our future taxable income, if any, until such net operating losses are used or expire. Net operating losses incurred in tax years beginning after December 31, 2017, may be carried forward indefinitely, but are limited to offsetting up to 80% of future taxable income. Certain net operating loss carryforwards predating December 31, 2017, could expire unused before offsetting potential future income tax liabilities.

Additionally, an ownership change, as defined by Section 382 and 383 of the Code, results from transactions increasing the ownership of certain stockholders or public groups in the stock of a corporation by more than 50% over a three-year period. Pursuant to Section 382 and 383 of the code, if the Company has experienced a change of control at any time since inception, utilization of the Company's net operating loss or tax credit carryforwards then in existence would be subject to an annual limitation. Any limitation may result in expiration of a portion of the net operating loss or tax credit carryforwards before utilization.

We have in the past completed assessments of the available net operating loss and tax credit carryforwards under Sections 382 and 383 of the Code through the year ended December 31, 2024 and determined that we underwent multiple ownership changes during the period from inception to December 31, 2024. As a result, our net operating losses and tax credit carryforwards are subject to substantial annual limitations under Sections 382 and 383 of the Code due to these ownership changes. We have adjusted our net operating loss and tax credit carryforwards to address the impact of the ownership changes. We assess the need to conduct an ownership change analysis to determine whether any changes occurred in ownership that would limit net operating loss or tax credit carryforwards on an annual basis. We may experience ownership changes in the future as a result of subsequent shifts in our stock ownership, some of which may be outside of our control. If an ownership change occurs and our ability to use our net operating loss and tax credit carryforwards is materially limited, it could harm our future operating results by effectively increasing our future tax obligations.

## **Risks Relating to Our Business and Industry**

***We are dependent on the success of our INTASYL technology, and our product candidates based on this platform, which is unproven and may never lead to approved and marketable products.***

Our efforts have been focused on the development of product candidates based on our INTASYL technology. We have invested, and we expect to continue to invest, significant financial resources and efforts developing our product candidates. Our ability to eventually generate revenue is highly dependent on the successful development, regulatory approval and commercialization of our INTASYL product candidates by us or by collaborative partners, which may not occur for the foreseeable future, if ever, and is highly uncertain and depends on a number of factors, many of which are beyond our control. Therefore, it is difficult to accurately predict challenges we may face with our product candidates as they move through the discovery, preclinical and clinical development stages. We will spend large amounts of money developing our INTASYL technology and may never succeed in obtaining regulatory approval. In addition, our research methodology may be unsuccessful in identifying product candidates and results from preclinical studies and clinical trials may not predict the results that will be obtained in later phase trials of our product candidates or our product candidates may interact with patients in unforeseen or harmful ways that may make it impractical or impossible to manufacture, receive regulatory approval or commercialize. If we are not successful in bringing an INTASYL product candidate to market, it will negatively impact our business and financial condition and we may not be able to identify and successfully implement an alternative product development strategy.

***Our product candidates are in an early stage of development and we may fail, experience significant delays, never advance clinical development or not be successful in our efforts to identify or discover additional product candidates, which may materially and adversely impact our business.***

Our success depends heavily on the successful development of our product candidates, which may never occur. Our product candidates, which are in early stages of development, could be delayed, not advance into the clinic, or unexpectedly fail at any stage of development. Our ability to identify, develop and commercialize product candidates is dependent on extensive preclinical and other non-clinical tests in order to support an IND in the United States, or the equivalent with regulatory authorities in other jurisdictions, if applicable. These research programs to identify new product candidates require substantial financial and human resources, are difficult to design and can take many years to complete.

We cannot be certain of the outcome of our research studies and clinical trials and the results from these studies and clinical trials may not predict the results that will be obtained in later stages of development and we may focus our efforts and resources on product candidates that may prove to be unsuccessful. There is no assurance that we will be able to successfully develop our product candidates, and we may forego opportunities with certain product candidates or for indications that later prove to have greater commercial potential. If we are not able to successfully develop our product candidates, we may be forced to abandon or delay our development efforts, which may materially and adversely affect our business, financial condition, and results of operations.

Further, the FDA may not accept the results of our non-clinical studies or clinical trials and may require us to complete additional studies or impose stricter approval conditions than we expect, which could impact the value of a particular program, the approvability or commercialization of the particular product candidate or product and our Company in general. Because of these factors, it is difficult to predict the time and cost of the development of our product candidates. Any delay or failure in obtaining required approvals may prevent us from completing our non-clinical studies or clinical trials and could have a material adverse effect on our ability to initiate or commercialize drug candidates on a timely basis, or at all. Additionally, non-clinical studies and clinical trials are lengthy and expensive and if our cash resources become limited, we may not be able to commence, continue or complete such non-clinical studies or clinical trials.

***If we experience delays or difficulties in identifying and enrolling patients in clinical trials, it may lead to delays in generating clinical data and the receipt of necessary regulatory approvals.***

Clinical trials of a new drug candidate require the enrollment of a sufficient number of patients, including patients who are suffering from the disease or condition the drug candidate is intended to treat and who meet other eligibility criteria. Rates of patient enrollment are affected by many factors, and delays in patient enrollment can result in increased costs and longer development times, which could materially and adversely impact our business and financial condition. We may experience slower than expected patient enrollment in our current or future clinical trials. In addition, clinical trials for drug candidates that treat the same indications as our product candidates may result in patients who would otherwise be eligible for our clinical trials instead enrolling in clinical trials for other drug candidates.

***Topline data may not accurately reflect or may materially differ from the complete results of a clinical trial.***

From time to time, we may publicly disclose topline or interim data from our clinical trials based on a preliminary analysis of then-available data, of which the results, related findings and conclusions are subject to change following a more comprehensive review of the data related to the particular trial. We also make assumptions, estimations, calculations and conclusions as part of our analyses of data, and we may not have received or had the opportunity to fully and carefully evaluate all data. Preliminary observations made in early stages of clinical trials are not necessarily indicative of results that will be obtained when full data sets are analyzed or in subsequent clinical trials. As a result, topline or interim data may differ from future results from the same studies or different conclusions may qualify such results once additional data has been received and evaluated. Topline or interim data also remain subject to audit and verification procedures that may result in the final data being materially different from the preliminary data that we publicly disclose and should be viewed with caution until the complete data is available. If the topline data we report differs from future analysis of results, or if others, including regulatory authorities, disagree with the conclusions reached, our business, financial condition, and results of operations could be materially and adversely affected.

***We rely upon third-parties to conduct our clinical trials and other studies for our product candidates, and if they do not successfully fulfill their obligations, the development of our product candidates may be materially impacted.***

We rely upon third-party contract research organizations ("CROs"), medical institutions, collaborators, clinical investigators, consultants and other third-parties to support and conduct our clinical trials and we rely on these third-party CROs for the execution of certain of our non-clinical studies and expect to continue to do so. Because we rely on these third-parties, we cannot necessarily control the timing, quality of work or amount of resources that our contract partners will devote to these activities. We and our CROs are responsible for ensuring that our clinical trials are conducted in accordance with applicable regulations and protocols. If we or our CROs fail to comply with these applicable regulations, the FDA may not accept these data and may require us to complete additional non-clinical studies and clinical trials, which could result in significant additional costs and delays to us.

As we only control certain aspects of their activities, we cannot guarantee that our CROs will fulfill their obligations to us under these arrangements. If these third-parties do not successfully carry out their responsibilities, as well as within a timely fashion, our clinical trials and non-clinical studies may be delayed, unsuccessful or otherwise adversely affected. If we have to enter into alternative arrangements, it may delay or adversely affect the development of our product candidates and our business operations. This could be difficult, costly or impossible, and our non-clinical studies or clinical trials may need to be extended, delayed, terminated or repeated, and we may not be able to obtain regulatory approval in a timely fashion, or at all, for the applicable drug candidate, or to commercialize such drug candidate being tested in such studies or trials.

***A number of different factors could prevent us from advancing into clinical development, obtaining regulatory approval, and ultimately commercializing our product candidates on a timely basis, or at all.***

Before obtaining regulatory approval for the sale of any drug candidate, we must conduct extensive preclinical tests and successful clinical trials to demonstrate the safety and efficacy of our product candidates in humans. Before human clinical trials may commence, we must submit to the FDA an IND. An IND involves the completion of preclinical studies and the submission of the results, together with proposed clinical protocols, manufacturing information, analytical data and other data in the IND submission. The FDA may require us to complete additional preclinical studies or disagree with our clinical trial study design. Also, animal models may not exist for some of the disease areas we choose to develop our product candidates for. As a result, our clinical trials may be delayed or we may be required to incur more expense than we anticipated.

Clinical trials require the review and oversight of IRBs, which approve and continually review clinical investigations and protect the rights and welfare of patients. Before our clinical trials can begin, we must also submit to the FDA a clinical protocol accompanied by the approval of the IRB at the institution(s) participating in the clinical trial. An inability or delay in obtaining IRB approval could prevent or delay the initiation and completion of our clinical trials, and the FDA may decide not to consider any data or information derived from a clinical investigation not subject to initial and continuing IRB review and approval.

Preclinical studies and clinical trials are lengthy and expensive, and their outcome is highly uncertain. Historical failure rates are high due to a number of factors, such as safety and efficacy of drug candidates. We, the FDA, or an IRB may suspend clinical trials of a drug candidate at any time for various reasons, including if we or they believe the patients participating in such trials are being exposed to unacceptable health risks. Among other reasons, adverse side effects of a drug candidate on patients in a clinical trial could result in the FDA suspending or terminating the clinical trial and refusing to approve a particular drug candidate for any or all indications of use.

An additional number of factors could affect the timing, cost or outcome of our drug development efforts, including the following:

- Delays in filing or acceptance of INDs or NDAs for our product candidates;
- Difficulty in securing centers to conduct clinical trials;
- Conditions imposed on us by the FDA regarding the scope or design of our clinical trials;
- Problems in engaging IRBs to oversee trials or problems in obtaining or maintaining IRB approval of studies;
- Difficulty in enrolling patients in conformity with required protocols or projected timelines;
- Third-party contractors failing to comply with regulatory requirements or to meet their contractual obligations to us in a timely manner;
- Our drug candidates having unexpected and different chemical and pharmacological properties in humans than in laboratory testing and interacting with human biological systems in unforeseen, ineffective or harmful ways;
- The need to suspend or terminate clinical trials, for example, if the participants are being exposed to unacceptable health risks;
- Insufficient or inadequate supply or quality of our product candidates or other necessary materials necessary to conduct our clinical trials;
- Effects of our product candidates not having the desired effects or including undesirable side effects or the product candidates having other unexpected characteristics;
- The cost of our clinical trials being greater than we anticipate;

- Negative or inconclusive results from our clinical trials or the clinical trials of others for similar product candidates or inability to generate statistically significant data of the product being tested;
- Changes in the FDA's requirements or expectations for testing during the course of that testing;
- Reallocation of our limited financial and other resources to other clinical programs; and
- Adverse results obtained by other companies developing similar drugs.

A failure of any preclinical study or clinical trial can occur at any stage of testing. Any delay or failure in obtaining required approvals may prevent us from completing our preclinical studies or clinical trials and could have a material adverse effect on our ability to initiate or commercialize any drug candidate on a timely basis, or at all. Additionally, preclinical studies and clinical trials are lengthy and expensive and if our cash resources become limited we may not be able to commence, continue or complete our clinical trials, which could have a material impact on our business, financial condition, and results of operations.

***Disruptions at the FDA, including due to a reduction in the FDA's workforce and/or inadequate funding for the FDA, could prevent the FDA from performing normal functions on which our business relies, which could negatively impact our business.***

The ability of the FDA to review and approve new products or review other regulatory submissions can be affected by a variety of factors, including statutory, regulatory and policy changes, inadequate government budget and funding levels, a reduction in the FDA's workforce and its ability to hire and retain key personnel. Disruptions at the FDA and other agencies may also increase the time to meet with and receive agency feedback, review and/or approve our submissions, conduct inspections, issue regulatory guidance, or take other actions that facilitate the development, approval and marketing of regulated products, which would adversely affect our business. In addition, government proposals to reduce or eliminate budgetary deficits may include reduced allocations to the FDA and other related government agencies. For example, the current President Trump administration (the "**Trump Administration**") established the Department of Government Efficiency, which implemented a federal government hiring freeze and announced certain additional efforts to reduce federal government employee headcount and the size of the federal government. It is not yet entirely clear how these executive actions or other potential actions by the Trump Administration or other parts of the federal government have already impacted and will continue to impact the FDA or other regulatory authorities that oversee our business. These budgetary pressures may reduce the FDA's ability to perform its responsibilities. If a significant reduction in the FDA's workforce continues, the FDA's budget is significantly reduced or another prolonged government shutdown occurs, it could significantly impact the ability of the FDA to timely review and process our regulatory submissions or take other actions critical to the development or marketing of our products, if approved, which could have a material adverse effect on our business.

***We are subject to significant competition and may not be able to compete successfully.***

The biotechnology and pharmaceutical industries are intensely competitive, contain a high degree of risk and there are many other companies actively engaged in the discovery, development and commercialization of products that may compete with our product candidates. Many of our competitors have substantially greater experience and greater research and development capabilities, staffing, financial, manufacturing, marketing, technical and other resources than us, and we may not be able to successfully compete with them. These companies include large and small pharmaceutical and biotechnology companies, academic institutions, government agencies and other private and public research organizations.

In addition, even if we are successful in developing our product candidates, in order to compete successfully we may need to be first to market or to demonstrate that our products are superior to therapies based on different technologies. Some of our competitors may develop and commercialize products that are introduced to market earlier than our product candidates or on a more cost-effective basis. A number of our competitors have already commenced clinical testing of product candidates and may be more advanced than we are in the process of developing such product candidates. If we are not first to market or are unable to demonstrate superiority, on a cost-effective basis or otherwise, any products for which we are able to obtain approval may not be successful.

Further, we may face competition with respect to product efficacy and safety, ease of use and adaptability to modes of administration, acceptance by physicians, timing and scope of regulatory approvals, reimbursement coverage and price and patent position. If we are not able to successfully obtain regulatory approval or commercialize our product candidates, we may not be able to establish market share and generate revenues from our technology.

***If we fail to attract, hire and retain qualified personnel, we may not be able to design, develop, market or sell our products or successfully manage our business.***

We have a small core management team and are particularly dependent on them. Accordingly, our business prospects are dependent on the members of our executive team, the loss of whose services could make it difficult for us to manage our business successfully and achieve our business objectives. While we have entered into an employment agreement with our Chief Executive Officer, he could leave at any time, in addition to our other employees, who are all “at will” employees. Our ability to identify, attract, retain and integrate additional qualified key personnel is also critical to our success. Competition for skilled research, product development, regulatory and technical personnel is intense, and we may not be able to recruit and retain the personnel we need. The loss of the services of any key personnel, or our inability to hire new personnel with the requisite skills, could restrict our ability to develop our product candidates.

***We are subject to potential liabilities from clinical testing and future product liability claims.***

The use of our product candidates in clinical trials and, if any of our product candidates receive regulatory approval, the sale of our product candidates for commercial use exposes us to the risk of product liability claims. Product liability claims may be brought against us by patients, healthcare providers, consumers or others who come into contact with our product candidates or approved products. We have, and will seek to obtain, clinical trial insurance for current and any future clinical trials that we conduct, as well as liability insurance for any products that we market. However, there is no assurance that we will be able to obtain insurance in the amounts we seek, or at all. There is no assurance, however, that any insurance maintained by us will prove adequate in the event of a claim against us. If we cannot successfully defend against product liability claims, we could incur substantial liabilities. Even if claims asserted against us are unsuccessful, they may divert management’s attention from our operations and we may have to incur substantial costs to defend such claims. Any of these outcomes could materially impact our business and financial condition.

***We rely upon third parties for the manufacture of the clinical supply for our product candidates.***

We rely on third-party suppliers and manufacturers to provide us with the materials and services to manufacture our product candidates for certain preclinical studies and for our clinical trials, and we expect that we will continue to rely on third-party manufacturers for the supply of our product candidates in the future. We have no in-house manufacturing capabilities and resources, and we do not own or lease manufacturing facilities or have our own supply source for the required materials to manufacture our compounds. Accordingly, we are dependent upon third-party suppliers and contract manufacturers to obtain supplies and manufacture our product candidates.

There are a limited number of manufacturers that make oligonucleotides and we currently contract with multiple manufacturers for the supply of our product candidates to reduce the risk of supply interruption or availability. However, there is no assurance that our supply of our product candidates will not be limited, interrupted, of satisfactory quality or be available at acceptable prices. For example, constraints on the supply chain and availability of resources have resulted in delays and shortages at manufacturing facilities. While we have engaged with multiple manufacturers for the supply of our product candidates in order to mitigate the impact of the loss or delay of any one manufacturer, there can be no assurance that our efforts will be successful. If for any reason we are unable to obtain the clinical supply of our product candidates from our current manufacturers, we would have to seek to contract with another manufacturer. If we or any of these manufacturers are unable or unwilling to increase its manufacturing capacity or if we are unable to establish alternative arrangements on a timely basis or on acceptable terms, the development of such product candidates may be delayed or there may be a shortage in supply. Any inability to manufacture our product candidates in sufficient quantities when needed would seriously harm our business.

Approval of any of our product candidates will not occur unless the manufacturing facilities are in compliance with the FDA’s cGMP regulations in order to ensure that drug products are safe and that they consistently meet applicable requirements and specifications. These requirements are enforced by the FDA through periodic inspections of the manufacturing facilities and can result in enforcement action, such as warning letters, fines and suspension of production if they are found not to be in compliance with the regulations. If our manufacturers do not comply with the FDA regulations for our product candidates, we may experience delays in timing or supply, be forced to manufacture our product candidates ourselves or seek to contract with another manufacturer. If we are required to switch manufacturers, we will be required to verify that the new manufacturer maintains facilities and processes in line with cGMP regulations, which may result in delays, additional expenses, and may have a material adverse effect on our ability to obtain approval of our product candidates.

***Our business and operations would suffer in the event of a cybersecurity incident.***

Despite the implementation of security measures, our information technology systems and those upon which we rely are vulnerable to damage from cybersecurity incidents or disruptions, including social engineering (e.g., phishing), cyber-attacks (including ransomware, malware attacks, unauthorized access attempts, and denial of service and other unintentional intrusions or malicious cyber-attacks), cyber extortion or other fraudulent schemes, or attempts to exploit vulnerabilities, and may be predicated by natural disasters, terrorism, war and telecommunication and electrical failures. Such cybersecurity incidents or disruptions may be caused by third parties or by authorized individuals' misconduct or error. The risk of a security breach or disruption, particularly through cyber-attacks or cyber intrusion, including by computer hackers, foreign governments, and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Such an event could cause interruption of our operations.

A cybersecurity incident or other interruption could result in unauthorized, unlawful, or accidental acquisition, modification, destruction, loss, alteration, encryption, disclosure of, or access to confidential or other information. If we or a third party upon whom we rely experience an actual or perceived cybersecurity incident, we may experience adverse consequences, which may include: potential regulatory scrutiny or enforcement actions (e.g., investigations, fines, penalties, audits and inspections), additional reporting requirements and/or oversight; restrictions on processing information (including personal information); litigation (including class action lawsuits and material claims for damages); interruption to our operations, damage to our reputation, delays in reporting our financial results, significant remediation expenses, or otherwise have a material adverse effect on our business, financial condition and operating results. An actual or perceived cybersecurity incident and attendant consequences may deter new clinical trial participants from participating in our services and negatively impact our ability to grow and operate our business. Although we have information security policies and controls in place designed to prevent and protect against unauthorized access, use AI, and disclosure of confidential information, including non-public personal information, there can be no assurance that such policies or controls will be effective or that a court or regulatory authority will consider them to be appropriate or reasonable. While we may be entitled to damages if our third-party service providers fail to satisfy their cybersecurity-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award.

**Risks Relating to Our Intellectual Property**

***We may be involved in litigation to protect our patents and intellectual property rights and our ability to protect our patents and intellectual property rights is uncertain and may subject us to potential liabilities.***

We have filed patent applications, have pending patents that we have licensed and those that we own and expect to continue to file patent applications. We may also need to license patents and patent applications from research sponsored by us with third parties. There is no assurance that these applications will result in any issued patents or that those patents would withstand possible legal challenges or protect our technologies from competition. The patent granting authorities have upheld stringent standards for the RNAi patents that have been prosecuted so far and, consequently, pending patents that we have licensed and those that we own may continue to experience long and difficult prosecution challenges and may ultimately issue with much narrower claims than those in the pending applications.

In addition, others may challenge the patents or patent applications that we currently license or may license in the future or that we own and, as a result, these patents could be narrowed, invalidated or rendered unenforceable, which would negatively affect our ability to exclude others from using the technologies described in these patents. There is no assurance that these patents or other pending applications or issued patents we license or that we own will withstand possible legal challenges. Moreover, the laws of some foreign countries may not protect our proprietary rights to the same extent as do the laws of the United States. Our efforts to enforce and maintain our intellectual property rights may not be successful and may result in substantial costs and diversion of management and key employees' time. If we are unable to defend our licensed or owned intellectual property, it may have a material and adverse impact on our business, results of operations and financial condition.

***Third parties may claim that we infringe their patents, which may result in substantial liabilities and prevent us from pursuing the development of our product candidates.***

Because the field we operate in is constantly changing and patent applications are still being processed by government patent offices around the world, there is a great deal of uncertainty about which patents will issue, when, to whom and with what claims. Although we are not aware of any blocking patents or other proprietary rights, it is likely that there will be significant litigation and other proceedings, such as interference and opposition proceedings in various patent offices, relating to patent rights in the field we operate. Further, many patents in the fields we are pursuing have already been exclusively licensed to third-parties, including our competitors. It is possible that we may become a party to such proceedings.

If a claim should be brought against us and we are found to infringe the rights of others, we may be required to pay substantial damages, be forced to stop the development of product candidates affected by the claim, and/or establish licenses or similar arrangements. Furthermore, any such licenses may not be available when needed, on commercially reasonable terms or at all. Whether an infringement claim is successful or not, the cost of these proceedings may be significant and divert the attention of management and other key employees. As a result, we cannot be certain that our patents or those we license will not be challenged by others, which could have a material adverse effect on our business, results of operations and financial condition.

***We are dependent on the patents we own and the technologies we license, and if we fail to maintain our patents or lose the right to license such technologies, our ability to develop new products would be harmed.***

Our success depends upon our ability to obtain and maintain intellectual property protection for our product candidates. Any patents issued to us or our licensors may not provide us with any competitive advantages, and there is no assurance that the patents of others will not have an adverse effect on our ability to do business or to continue to develop our product candidates freely. Pending patents that we have licensed and those that we own may continue to experience long and difficult prosecution challenges and may ultimately issue with much narrower claims than those in the pending applications. Because of the extensive time required for development, testing, and regulatory review of a product, it is possible that, before any of our product candidates can be commercialized, any related patent may expire or remain in force for only a short period following commercialization, thus reducing any advantage provided by the patent. Further, even if our rights are valid, enforceable and broad in scope, competitors may develop products based on technology that is not covered by our licenses or patents or patent applications that we own. If we are unable to derive value from our licensed or owned intellectual property, it may have a material and adverse impact on our business, results of operations and financial condition.

Third parties may hold or seek to obtain additional patents that could make it more difficult or impossible for us to develop products based on our technologies without obtaining a license to such patents, which licenses may not be available on attractive terms, or at all. If there is any dispute or issue of non-performance between us and the respective licensing partner regarding the rights or obligations under the license agreements, the ability to develop and commercialize the affected product candidate may be adversely affected. Moreover, if any of our existing licenses are terminated, the development of the product candidates contemplated by the licenses could be delayed or terminated and we may not be able to negotiate additional licenses on acceptable terms, if at all, which would have a material adverse effect on our business. To the extent that we are required and are able to obtain multiple licenses from third parties to develop or commercialize a product candidate, the aggregate licensing fees and milestones and royalty payments made to these parties may materially reduce our economic returns or even cause us to abandon development or commercialization of a product candidate.

## Risks Relating to Our Securities

*The price of our Common Stock has been and may continue to be volatile.*

Our stock price has historically fluctuated widely and is likely to continue to be volatile. Because we are at an early stage of development and in the absence of product revenue as a measure of operating performance, we anticipate that the market price for our Common Stock may be influenced by, but not limited to, such factors as:

- Announcements regarding the initiation or completion, and the results of preclinical studies and clinical trials of our product candidates;
- Announcements regarding clinical trial results or development announcements concerning our competitors' product candidates;
- Regulatory or legal developments in the United States;
- The recruitment or departure of key personnel;
- The issuance of competitive patents or disallowance or loss of our patent rights;
- Our ability to raise additional capital and the terms on which additional capital is raised;
- The acquisition of new technologies, licenses or products; and
- General economic, industry and market conditions.

The stock market, in general, and the markets for drug delivery and pharmaceutical company stocks, in particular, have experienced extreme volatility, that has often been unrelated to the operating performance of these particular companies. These broad market fluctuations may adversely affect the trading price of our Common Stock and could result in the loss of all or part of your investment. In addition, the limited trading volume of our stock may contribute to its volatility. Moreover, if we are unable to trade above \$1.00 for a certain period of time, or fulfill the other continued listing standards, The Nasdaq Stock Market (“**Nasdaq**”) may delist our Common Stock. Delisting our Common Stock from Nasdaq would adversely affect our trading volume and would likely negatively impact our trading price.

*We may not be able to maintain compliance with the continued listing requirements of The Nasdaq Capital Market.*

To maintain continued listing on The Nasdaq Capital Market, we must satisfy minimum financial and other requirements. For example, Nasdaq Listing Rule 5550(a)(2) requires a minimum bid price of at least \$1.00 per share, and Nasdaq Listing Rule 5810(c)(3)(A) provides that a failure to meet the minimum bid price requirement exists if the deficiency continues for a period of 30 consecutive business days.

Although the Company is currently in compliance with this requirement, there can be no assurance that we will be able to maintain compliance. We have in the past effected reverse stock splits of our Common Stock in order to regain or maintain compliance with this requirement (most recently on July 5, 2024). Nasdaq Listing Rule 5810(c)(3)(A)(iv) states that any listed company that fails to meet this requirement and has effected a reverse stock split over the prior one-year period, or has effected one or more reverse stock splits over the prior two-year period with a cumulative ratio of 250 shares or more to one, may not be eligible for an automatic 180-day grace compliance period and the Nasdaq Listing Qualifications Department is obligated to immediately issue a delisting determination.

Such a delisting would have an adverse effect on the market liquidity of our securities, decrease the market price of our securities, result in the potential loss of confidence by investors, suppliers, customers and employees and fewer business development opportunities, and adversely affect our ability to obtain financing for the continuation of our operations.

***Our Board of Directors has the authority to issue shares of “blank check” preferred stock and the terms of the preferred stock may reduce the value of our Common Stock.***

We are authorized to issue up to 10,000,000 shares of preferred stock in one or more series. Our Board of Directors (the “Board”) may determine the terms of future preferred stock offerings without further action by our stockholders. The issuance of our preferred stock could affect the rights of existing stockholders or reduce the value of our outstanding preferred stock or Common Stock. In particular, rights granted to holders of certain series of preferred stock may include voting rights, preferences as to dividends and liquidation, conversion and redemption rights and restrictions on our ability to merge with or sell our assets to a third party.

***Provisions of our certificate of incorporation and bylaws and Delaware law might discourage, delay or prevent a change of control of the Company or changes in our management and, as a result, depress the trading price of our Common Stock.***

Our certificate of incorporation and bylaws contain provisions that could discourage, delay or prevent a change of control of the Company or changes in our management that the stockholders of the Company may deem advantageous. These provisions:

- Authorize the issuance of “blank check” preferred stock that our Board could issue to increase the number of outstanding shares and to discourage a takeover attempt;
- Prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- Provide that the Board is expressly authorized to adopt, alter or repeal our bylaws; and
- Establish advance notice requirements for nominations for election to our Board or for proposing matters that can be acted upon by stockholders at stockholder meetings.

Although we believe these provisions collectively provide for an opportunity to receive higher bids by requiring potential acquirers to negotiate with our Board, they would apply even if the offer may be considered beneficial by some stockholders. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management team by making it more difficult for stockholders to replace members of our Board, which is responsible for appointing the members of our management.

Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibits a person who owns in excess of 15% of our outstanding voting stock from merging or combining with us for a period of three years after the date of the transaction in which the person acquired in excess of 15% of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner.

#### **ITEM 1B.      *UNRESOLVED STAFF COMMENTS***

None.

#### **ITEM 1C.      *CYBERSECURITY***

We are increasingly dependent on sophisticated software applications and third-party hosted services to conduct our business operations. Our technology environment relies primarily on cloud-based systems operated by, third party providers as well as the systems, networks and technology of our contractors, consultants, vendors and other business partners.

## Cybersecurity Risk Management Strategy

We maintain various information security processes to manage cybersecurity risks designed to support the security, reliability and resilience of our information systems. This program includes a number of safeguards, such as: continuous monitoring for internal and external threats, periodic evaluations of our cybersecurity program, including external reviews, benchmarking against industry standards and practices, periodic penetration testing and phishing simulations and cybersecurity awareness training for all employees. Our cybersecurity risk management processes are integrated into our overall information technology (“IT”) processes. As part of our IT process, we identify, assess and evaluate risks impacting our operations across the Company, including those risks related to cybersecurity.

The controls and processes employed to assess, identify and manage material risks from cybersecurity threats are implemented and overseen by a managed information technology service provider working in coordination with our management. This provider has more than 20 years of experience in information technology and cybersecurity and holds industry-recognized certifications. The provider is responsible for the day-to-day administration of the cybersecurity program, including monitoring, threat prevention, detection, investigation, response to, and recovery from cybersecurity threats and incidents. The Company does not have a full-time dedicated cybersecurity position in the Company.

We use a risk-based approach with respect to our use and oversight of third-party service providers, tailoring processes according to the nature and sensitivity of the data accessed, processed, or stored by each service provider. We use a number of means to assess and manage cyber risks related to our third-party service providers, including conducting due diligence in connection with onboarding new vendors and using contractual provisions to address information security where applicable.

In the event of a cybersecurity incident, designated personnel are responsible for assessing the severity and potential impact of the incident, containing and remediating the threat, restoring data and system access as necessary, evaluating related reporting obligations associated with the incident, and performing post-incident analysis and reviews to identify opportunities for program enhancements. We also maintain relationships with a number of third-party service providers, insurance providers, and external legal counsel to assist with cybersecurity incident response and remediation efforts.

Although we have experienced phishing attempts during the past three years, we have not experienced any cybersecurity threats or incidents that have materially affected our business strategy, results of operations or financial condition nor are we aware of any such risks that are reasonably likely to have such a material effect. Cybersecurity incidents and threats continue to evolve, and despite our safeguards, we may not be able to anticipate, detect or prevent threats in a timely manner. For additional information, see “Item 1A—Risk Factors- Our business and operations would suffer in the event of a cybersecurity incident.”

## Governance

The Audit Committee of our Board is responsible for oversight of the Company's cybersecurity risk management and receives quarterly updates from our management regarding cybersecurity risks, significant cybersecurity incidents and cybersecurity initiatives and strategies. Our management also notifies our Board of significant cybersecurity incidents and provides updates on the incidents as well as cybersecurity risk mitigation activities as appropriate.

**ITEM 2.        *PROPERTIES***

We operate primarily as a remote business. We maintain a mailing address at 411 Swedeland Road, King of Prussia, Pennsylvania, where we have contracted with Life Sciences of Pennsylvania for access to shared office and working space during normal business hours. This arrangement is on a month-to-month basis and is cancellable at any time.

**ITEM 3.        *LEGAL PROCEEDINGS***

From time to time, we may become a party to various legal proceedings and complaints arising in the ordinary course of business. To our knowledge, we are not currently a party to any actual or threatened material legal proceedings.

**ITEM 4.        *MINE SAFETY DISCLOSURES***

Not applicable.

**PART II**

**ITEM 5.        *MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES***

**Market Information**

Our Common Stock is publicly traded on The Nasdaq Capital Market under the symbol "PHIO."

**Holders**

At March 1, 2026, there were approximately 14 holders of record of our Common Stock. Because many of our shares are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of individual stockholders represented by these holders of record.

**Dividends**

We have never paid any cash dividends and do not anticipate paying any cash dividends on our Common Stock in the foreseeable future.

**Recent Sales of Unregistered Sales of Securities**

No sales or issuances of unregistered securities occurred that have not previously been disclosed in a Quarterly Report on Form 10-Q or in a Current Report on Form 8-K for the year ended December 31, 2025.

**Purchases of Equity Securities by the Issuer and Affiliated Purchases**

None.

**ITEM 6.        *RESERVED***

## ITEM 7. **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the notes to those consolidated financial statements included in Item 8 of this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve significant risks and uncertainties. As a result of many factors, such as those set forth under "Risk Factors" and elsewhere in this Annual Report on Form 10-K, our actual results may differ materially from those anticipated in these forward-looking statements. Please refer to the discussion under the heading "Forward-Looking Statements" above.*

### **Overview**

Phio Pharmaceuticals Corp. ("**Phio**," "**we**," "**our**" or the "**Company**") is a clinical stage biopharmaceutical company whose proprietary INTASYL™ self-delivering RNAi® small interfering RNA gene silencing technology is designed to make immune cells more effective in killing tumor cells. We are developing therapeutics that are designed to leverage INTASYL to precisely target specific proteins that reduce the body's ability to fight cancer, without the need for specialized formulations or drug delivery systems. We are committed to discovering and developing innovative cancer treatments for patients by creating new pathways toward a cancer-free future.

### **INTASYL Technology**

Overall, RNA is involved in the synthesis, regulation and expression of proteins. RNA takes the instructions from DNA and turns those instructions into proteins within the body's cells. RNA interference, or RNAi, is a biological process that inhibits the expression of genes or the production of proteins. Diseases are often related to the incorrect protein being made, excessive amounts of a specific protein being made, or the correct protein being made, but at the wrong location or time. RNAi offers a novel approach to drug development because RNAi compounds can be designed to silence any one of the thousands of human genes, many of which are considered "undruggable" by traditional therapeutics.

Our development efforts are based on our proprietary INTASYL small interfering RNA technology. It is a patented technology from which specific patented compounds are developed. INTASYL compounds are comprised of a unique sequence of chemically modified nucleotides (modified small interfering RNA, or siRNAs) that target a broad range of cell types and tissues. The compounds are designed to effectively silence genes that tumors use to evade the immune system.

### **PH-762**

PH-762 is an INTASYL compound designed to reduce the expression of cell death protein 1 ("**PD-1**"). PH-762 is currently being evaluated in a U.S. multi-center Phase 1b dose-escalating clinical trial through the intratumoral injection of PH-762 for the treatment of patients with cutaneous squamous cell carcinoma, melanoma and Merkel cell carcinoma. The trial (NCT 06014086) was designed to evaluate the safety and tolerability of neoadjuvant use of intratumorally injected PH-762, assess the tumor response, and determine the dose or dose range for continued study of PH-762.

PH-762 is an INTASYL compound designed to reduce the expression of PD-1. PD-1 is a protein that inhibits T cells' ability to kill cancer cells and is a clinically validated target in immunotherapy. Decreasing the expression of PD-1 can thereby increase the capacity of T cells, which protect the body from cancer cells and infections, to kill cancer cells.

Our preclinical studies demonstrated that direct-to-tumor application of PH-762 resulted in potent anti-tumoral effects and showed that direct-to-tumor treatment with PH-762 inhibits tumor growth in a dose dependent fashion in PD-1 responsive and refractory models. Importantly, direct-to-tumor administration of PH-762 resulted in activity against distant untreated tumors, indicative of a systemic anti-tumor response. We believe these data further support the potential for PH-762 to provide a strong local immune response without the dose immune-related adverse effects seen with systemic antibody therapy.

PH-762 is currently being evaluated in a U.S. multi-center Phase 1b dose-escalating clinical trial through the intratumoral injection of PH-762 for the treatment of patients with cutaneous squamous cell carcinoma, melanoma and Merkel cell carcinoma. The trial (NCT 06014086) is designed to evaluate the safety and tolerability of neoadjuvant use of intratumorally injected PH-762, assess the tumor response, and determine the dose or dose range for continued study of PH-762 and is expected to enroll up to 30 patients. In November 2023, we announced the dosing of the first patient under a previously cleared Investigational New Drug (“IND”) application by the U.S. Food and Drug Administration. The Phase 1b clinical trial is designed to evaluate the safety and tolerability of neoadjuvant use of intratumoral PH-762 in Stages 1, 2 and 4 cSCC, Stage 4 melanoma, and Stage 4 Merkel cell carcinoma. Per the trial’s protocol, patients received four injections of PH-762 at weekly intervals and pathologic response were assessed two weeks following the final injection of PH-762. The study was fully enrolled in November 2025 with a total of 22 patients, 20 with cutaneous squamous cell carcinoma, one with melanoma and one with Merkel cell carcinoma.

While final study data is pending formal analysis, an FDA submission intended to propose and seek guidance for next steps in clinical study design for PH-762 is targeted for the second quarter of 2026. A total of 22 patients with cutaneous carcinomas completed treatment in the Phase 1b trial and underwent excision of the treated lesional site. Revised reported data supports an overall response rate of 65% for squamous cell carcinomas (cSCC). Among the 20 patients with cSCC, 13 patients were classified as pathologic responders, including 9 patients with complete response (100% clearance), 2 patients with major/near clear response (greater than 90% clearance), and 2 patients with partial response (greater than 50% clearance). A single patient with metastatic Merkel cell carcinoma had a partial response. Seven cSCC patients and one melanoma patient had responses of less than 50%, however, none of the patients experienced a progression of the disease.

In this trial to date, intratumoral injection of PH-762 has been well tolerated in all enrolled patients and there were no dose-limiting toxicities or clinically relevant treatment-emergent adverse effects in any patients who received intratumoral PH-762. PH-762 has been evaluated in patients within five dose-escalating cohorts, increasing drug concentration 20-fold from the first to the final cohort. Safety data through an extended follow-up period is expected to be reported in the second quarter of 2026.

In July 2025, we entered into a comprehensive drug substance development services agreement with a US manufacturer. This manufacturer will provide analytical and process development and cGMP manufacture of our lead development compound PH-762. The cGMP material will support future clinical development of PH-762.

In December 2025, we entered into a development services agreement with a US laboratory to conduct a non-clinical toxicology study, which is required by the FDA prior to commencing a human clinical trial for registration purposes.

## **PH-894**

PH-894 is an INTASYL compound that is designed to specifically silence BRD4, a protein that controls gene expression in both T cells and tumor cells, thereby affecting the immune system as well as the tumor. Intracellular and/or commonly considered “undruggable” targets, such as BRD4, represent a challenge for small molecule and antibody therapies. Therefore, what sets this compound apart is its dual mode of action: PH-894 suppression of BRD4 in T cells results in T cell activation, and suppression of BRD4 in tumor cells results in tumors becoming more sensitive to being killed by T cells.

Preclinical studies conducted have demonstrated that PH-894 resulted in a strong, concentration dependent and durable silencing of BRD4 in T cells and in various cancer cells. Similar to PH-762, preclinical studies have also shown that direct-to-tumor application of PH-894 resulted in potent and statistically significant anti-tumoral effects against distant untreated tumors, indicative of a systemic anti-tumor response. These preclinical data indicate that PH-894 can reprogram T cells and other cells in the tumor microenvironment to provide enhanced immunotherapeutic activity. We have completed the IND-enabling studies required for an IND submission with PH-894. As a result of the reprioritization to advance our clinical trial with PH-762 in the U.S., we have elected to defer the IND submission for PH-894.

## Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates and base our estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions and could have a material impact on our reported results. While our significant accounting policies are more fully described in Note 1 to our consolidated financial statements included elsewhere in this Annual Report, we believe the following addresses our accounting policies to be the most critical in understanding the judgments and estimates we use in preparing our consolidated financial statements.

### *Research and Development Expenses*

Research and development expenses are charged to expense as incurred. Payments made by us in advance for research and development services not yet provided and/or for materials not yet received are recorded as prepaid expenses and expensed when the service has been performed or when the goods have been received. Accrued liabilities are recorded with respect to services provided and/or materials that we have received for which vendors have not yet billed us. The financial terms of these contracts are subject to negotiation, vary from provider to provider and may result in uneven payment flows. There may be instances in which payments made to our vendors exceed the level of services provided and result in a prepayment of the expense. In other instances, payment depends on factors such as the successful completion of milestones.

We are required to estimate our accrued research and development expenses, of which a significant portion relate to third party providers we have contracted with to perform various research activities on our behalf for the continued development of our product candidates. This process includes reviewing open contracts and purchase orders, estimating the service performed and the associated cost incurred for research and development services not yet billed or otherwise notified of actual cost. Accrued liabilities for the services provided by contract research organizations are recorded during the period incurred based on such estimates and assumptions as expected cost, passage of time, the level of effort to be expended in each period, the achievement of milestones and other information available to us. Estimates of our research and development accruals are assessed on a quarterly basis based on an evaluation of the progress to completion of specific tasks using information and data provided to us by our vendors and facts and circumstances known to us at that time and adjusted accordingly.

Actual results may differ from these estimates and could have a material impact on our reported results. Our historical accrual estimates have not been materially different from our actual costs. Due to the nature of estimates, we cannot provide assurance that we will not make changes to our estimates in the future as we become aware of additional information about the conduct of our research activities.

## Financial Operations Overview

### Revenues

We have not generated any commercial product revenue and do not expect to do so in the foreseeable future.

In the future, we may generate revenue from a combination of government grants, research and development agreements, license fees and other upfront payments, milestone payments, product sales and royalties in connection with future strategic collaborators and partners. We expect that any revenue we generate will fluctuate from period to period as a result of the timing of the achievement of any preclinical, clinical or commercial milestones and the timing and amount of payments received relating to those milestones and the extent to which any of our product candidates are approved and successfully commercialized by us or strategic collaborators and partners. If we or any future partner fail to develop product candidates in a timely manner or obtain regulatory approval for them, then our ability to generate future revenue and our results of operations and financial position would be adversely affected.

### Research and Development Expenses

Research and development expenses consist primarily of personnel expenses, including salaries, benefits and stock-based compensation expenses for employees engaged in research and development functions, consultants and third-party experts, costs to acquire technology licenses, expenses associated with preclinical studies and clinical trial development activities, regulatory activities and other operating costs. Our research and development programs are focused on the development of immuno-oncology therapeutics based on our INTASYL therapeutic platform. Since we commenced operations, research and development expenses have been a significant portion of our total operating expenses and are expected to constitute the majority of our spending for the foreseeable future.

### General and Administrative Expenses

General and administrative expenses consist primarily of personnel expenses, including salaries, benefits and stock-based compensation expenses for employees and consultants in general and administrative functions, professional fees for legal, audit, tax, information technology, insurance as well as other general operating expenses.

### Interest Income (Expense), net

Interest Income (Expense) consists of interest income and expense.

## Results of Operations

The following table summarizes our results of operations for the periods indicated, in thousands:

| Description        | Years Ended December 31, |            | Dollar Change |
|--------------------|--------------------------|------------|---------------|
|                    | 2025                     | 2024       |               |
| Operating expenses | \$ 9,220                 | \$ 7,387   | \$ 1,833      |
| Operating loss     | \$ (9,220)               | \$ (7,387) | \$ (1,833)    |
| Net loss           | \$ (8,698)               | \$ (7,150) | \$ (1,548)    |

## Comparison of the Years Ended December 31, 2025 and 2024

### Operating Expenses

The following table summarizes our total operating expenses, for the periods indicated, in thousands:

| Description                | Years Ended December 31, |          | Dollar Change |
|----------------------------|--------------------------|----------|---------------|
|                            | 2025                     | 2024     |               |
| Research and development   | \$ 4,618                 | \$ 3,643 | \$ 975        |
| General and administrative | 4,602                    | 3,744    | 858           |
| Total operating expenses   | \$ 9,220                 | \$ 7,387 | \$ 1,833      |

## Research and Development Expenses

Research and development expenses for the year ended December 31, 2025 increased 27% as compared with the year ended December 31, 2024. The increase in research and development expenses was primarily driven by a \$740 thousand increase in costs for our PH-762 clinical 1b clinical study and a \$250 thousand increase in employee compensation costs including bonus and stock-based compensation expense. Overall, there was a \$975 thousand increase due to advancement of our PH-762 clinical studies and planning for upcoming non-clinical toxicology studies.

## General and Administrative Expenses

General and administrative expenses for the year ended December 31, 2025 increased 23% as compared to the year ended December 31, 2024. The increase of \$858 thousand in general and administrative expenses was primarily due to an increase of \$400 thousand for outsourced professional accounting services, a \$110 thousand increase in outsourced legal costs and an increase of \$300 thousand for stock-based compensation expense.

## Liquidity and Capital Resources

We have reported recurring losses from operations since inception and expect that we will continue to have negative cash flows from our operations for the foreseeable future. At December 31, 2025, we had cash and cash equivalents of \$21.0 million as compared with \$5.4 million at December 31, 2024. Based on current cash flow projections, we believe we have sufficient cash and cash equivalents, including net proceeds from our January 2025 Offerings, July 2025 Financing and November 2025 Financing (each as defined below), to meet our current planned obligations for at least 12 months from the date these financial statements are issued.

During the year ended December 31, 2025, we completed multiple financings and received total net proceeds of \$20.6 million after deducting placement agent fees and offering expenses. For further information regarding the financings, see Note 8 to our consolidated financial statements included elsewhere in this Annual Report.

We expect we will need to raise additional capital until we are profitable, which may never occur. Historically, our primary source of funding has been through the sale of our securities. If no additional capital is raised through either additional public or private equity financings, debt financings, strategic relationships, alliances and licensing agreements, or a combination thereof, we may delay, limit or reduce discretionary spending in areas related to research and development activities and other general and administrative expenses in order to fund our operating costs and working capital needs.

We have based these estimates on assumptions that may prove to be wrong, and we could utilize our available capital resources sooner than we expect. If we receive regulatory approvals for our program candidates, we expect to incur commercialization expenses related to program manufacturing, sales, marketing and distribution, depending on where we choose to commercialize or whether we commercialize jointly or on our own.

Because of the numerous risks and uncertainties associated with research, development and commercialization of our program candidates, we are unable to estimate the exact amount of our working capital requirements. Our future funding requirements will depend on and could increase significantly as a result of many factors, including:

- the scope, progress, results and costs of researching and developing our program candidates, and conducting preclinical studies and clinical trials;
- the costs, timing and outcome of regulatory review of our program candidates;
- the costs and timing of hiring new employees to support our continued growth;
- the costs of preparing, filing, and prosecuting patent applications, maintaining and enforcing our intellectual property rights and defending intellectual property-related claims; and
- our ability to generate cash, and successfully obtain additional working capital, to fund our operating, investing and financing activities.

Until such time, if ever, that we can generate program revenue sufficient to achieve profitability, we expect to finance our cash needs through a combination of public and private equity offerings, debt financings, other third-party funding, strategic alliances, licensing arrangements or marketing and distribution arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our existing stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our existing stockholders. Debt financing and preferred equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional funds through other third-party funding, strategic alliances, licensing arrangements, outright sales of program candidates or marketing and distribution arrangements, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings when needed, we will be required to delay, limit, reduce or terminate our program development or future commercialization efforts or grant rights to develop and market programs or program candidates that we would otherwise prefer to develop and market ourselves.

The following table summarizes our cash flows for the periods indicated, in thousands:

|                                                      | <b>Years Ended December 31,</b> |                   |
|------------------------------------------------------|---------------------------------|-------------------|
|                                                      | <b>2025</b>                     | <b>2024</b>       |
| Net cash used in operating activities                | \$ (7,979)                      | \$ (7,112)        |
| Net cash (used in) provided by investing activities  | (12)                            | 8                 |
| Net cash provided by financing activities            | 23,640                          | 3,996             |
| Net increase (decrease) in cash and cash equivalents | <u>\$ 15,649</u>                | <u>\$ (3,108)</u> |

#### *Net Cash Flow from Operating Activities*

Net cash used in operating activities for the year ended December 31, 2025 increased 12% as compared with the year ended December 31, 2024. This change of \$867 thousand reflects a \$1.5 million increase in net loss, partially offset by an increase in the non-cash items of \$330 thousand for stock-based compensation as well as changes in operating assets and liabilities, including a \$300 thousand increase in accounts payable and accrued expenses as a result of liabilities owed for the completion of clinical studies in the prior year.

#### *Net Cash Flow from Investing Activities*

Net cash used in investing activities for the year ended December 31, 2025 was approximately \$12 thousand as compared to the year ended December 31, 2024 where net cash provided by investing activities was \$8 thousand. The increase in net cash used in investing activities was primarily due to laboratory and computer equipment purchases.

#### *Net Cash Flow from Financing Activities*

Net cash provided by financing activities for the year ended December 31, 2025 increased by 492% as compared to the year ended December 31, 2024, primarily due to three separate financings by the Company, which occurred in January, July and November, during the year ended December 31, 2025. Our financing activities in 2024 were at a significantly lower transaction volume.

### **Contractual Obligations**

In February 2021, we entered into a Clinical Co-Development Agreement with AgonOx to develop a T cell-based therapy using PH-762 and AgonOx's DP TIL. Details of our obligations under the Clinical Co-Development Agreement as of December 31, 2024 can be found in Note 2 of the consolidated financial statements included elsewhere in this Annual Report. In May 2024, we terminated the Clinical Co-Development Agreement with AgonOx, which such termination was effective immediately.

### *License Commitments*

We enter into licensing agreements with third parties that often require milestone and royalty payments based on the progress of the asset through development stages. Milestone payments may be required, for example, upon progress through clinical trials, upon approval of the product by a regulatory agency and/or upon a percentage of sales of the product pursuant to such agreements. The expenditures required under these arrangements may be material individually in relation to any product candidates covered by the intellectual property licensed under any such arrangement, and material in the aggregate in the unlikely event that milestones for multiple products covered by these arrangements were reached in the same period. During the years ended December 31, 2025 and 2024, we did not trigger any milestone payments.

In September 2011, we entered into an agreement with Advanced RNA Technologies, LLC (“**Advirna**”), pursuant to which Advirna assigned to us its existing patent and technology rights related to the INTASYL technology in exchange for an annual maintenance fee of \$100,000, until the patent's expiration date, a one-time milestone payment upon the future issuance of the first patent with valid claims covering the assigned patent and technology rights and the issuance of shares of our Common Stock equal to 5% of our fully-diluted shares outstanding at the time of issuance. The one-time milestone payment and the issuance of shares of Common Stock were completed in 2014 and 2012, respectively. Additionally, we are required to pay low single-digit royalties to Advirna on any licensing revenue received by us with respect to future licensing of the assigned Advirna patent and technology rights. To date, any royalties owed to Advirna under the Advirna agreement have been minimal.

### *Lease Commitments*

We did not renew the lease for our corporate headquarters and primary research facility in Marlborough, Massachusetts, which expired on March 31, 2024. Beginning in April 2024, we have continued operations as a remote business with a laboratory space in Worcester, Massachusetts. The lease expired on February 28, 2026. We currently have shared office space at Life Sciences of Pennsylvania, 411 Swedeland Rd, Suite 23-1080, in King of Prussia, Pennsylvania. This arrangement is \$300 on a month-to-month basis and is cancelable at any time.

For further information regarding our future cash commitments see Notes 5 and 6 to our consolidated financial statements included elsewhere in this Annual Report.

## **ITEM 7A.      *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

As a smaller reporting company, we are not required to provide this information.

**ITEM 8.            *FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA***

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

|                                                                                                                                                     | <b><u>Page</u></b>         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| <a href="#"><u>Report of Independent Registered Public Accounting Firm (GRANT THORNTON LLP, Philadelphia, Pennsylvania PCAOB ID Number 248)</u></a> | <a href="#"><u>F-1</u></a> |
| <a href="#"><u>Report of Independent Registered Public Accounting Firm (BDO USA, P.C.; Boston, Massachusetts; PCAOB ID Number 243)</u></a>          | <a href="#"><u>F-2</u></a> |
| <a href="#"><u>Consolidated Balance Sheets as of December 31, 2025 and 2024</u></a>                                                                 | <a href="#"><u>F-3</u></a> |
| <a href="#"><u>Consolidated Statements of Operations for the Years Ended December 31, 2025 and 2024</u></a>                                         | <a href="#"><u>F-4</u></a> |
| <a href="#"><u>Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2025 and 2024</u></a>                               | <a href="#"><u>F-5</u></a> |
| <a href="#"><u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2025 and 2024</u></a>                                         | <a href="#"><u>F-6</u></a> |
| <a href="#"><u>Notes to Consolidated Financial Statements</u></a>                                                                                   | <a href="#"><u>F-7</u></a> |

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders  
Phio Pharmaceuticals Corp.

### **Opinion on the financial statements**

We have audited the accompanying consolidated balance sheet of Phio Pharmaceuticals Corp. (a Delaware corporation) and subsidiaries (the “Company”) as of December 31, 2025, the related consolidated statements of operations, stockholders’ equity, and cash flows for the year ended December 31, 2025, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025, and the results of its operations and its cash flows for the year ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

### **Basis for opinion**

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

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

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

### **Critical audit matter**

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### *Accounting for Certain Warrants Issued in 2025*

As described further in Note 8 to the consolidated financial statements, the Company has issued to certain institutional and accredited investors new Series G, Series H and Series I unregistered warrants to purchase shares of the Company's common stock in connection with registered direct offerings of common stock and concurrent private placement offerings of warrants to purchase common stock (the “January 2025 Offerings”), as well as, issued new Series J, Series K and Series A unregistered warrants to purchase shares of the Company's common stock to certain holders of existing warrants pursuant to Inducement Letter Agreements (the “July 2025 Financing” and “November 2025 Financing”). The Company accounted for the warrants as equity instruments as they were outside of the scope of ASC 480 and did not meet the definition of a derivative instrument within ASC 815 as they are indexed to the Company’s common stock. We identified the assessment of the accounting for the Series G, H, I, J, K, and A warrants (“Certain Warrants”) to purchase shares of the Company's common stock issued in connection with the January 2025 Offerings, July 2025 Financing and November 2025 Financing as a critical audit matter.

The principal consideration for our determination that the accounting for the Certain Warrants issued in 2025 is a critical audit matter is that it requires significant judgement due to the application of complex accounting guidance under ASC 480 and ASC 815 in

evaluating the classification within shareholder's equity. Auditing these conclusions required complex auditor judgement and the need for consultation with our national office related to the application of the applicable accounting standards.

Our audit procedures related to the accounting for the Certain Warrants issued in 2025 included the following, among others.

- Read and analyzed the agreements related to the Certain Warrants issued to identify relevant terms and conditions that affect whether they are in the scope of ASC 480 or should be accounted for as derivative liabilities or equity instruments; and
- We consulted with national office resources to evaluate the appropriateness of management's conclusions that the Certain Warrants issued were appropriately classified as equity based on the application of the applicable accounting guidance related to certain terms and conditions within the warrant agreements for the Certain Warrants.

/s/ GRANT THORNTON LLP

We have served as the Company's auditor since 2025.

Philadelphia, Pennsylvania

March 5, 2026

## **Report of Independent Registered Public Accounting Firm**

Shareholders and Board of Directors  
Phio Pharmaceuticals Corp.  
King of Prussia, Pennsylvania

### **Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated balance sheet of Phio Pharmaceuticals Corp. (the "Company") as of December 31, 2024, the related consolidated statements of operations, and stockholders' equity, and cash flows for the year then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2024, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

### **Going Concern Uncertainty**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered recurring losses from operations and negative cash flows from operations that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### **Basis for Opinion**

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

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

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

/s/ BDO USA, P.C.

We served as the Company's auditor from 2011 to 2025.

Boston, Massachusetts

March 31, 2025

**PHIO PHARMACEUTICALS CORP.**  
**CONSOLIDATED BALANCE SHEETS**  
(Amounts in thousands, except share data)

|                                                                                                                                                                                  | December 31,<br>2025 | December 31,<br>2024 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|
| <b>ASSETS</b>                                                                                                                                                                    |                      |                      |
| Current assets:                                                                                                                                                                  |                      |                      |
| Cash and cash equivalents                                                                                                                                                        | \$ 21,031            | \$ 5,382             |
| Prepaid expenses and other current assets                                                                                                                                        | 445                  | 354                  |
| Total current assets                                                                                                                                                             | 21,476               | 5,736                |
| Property and equipment, net                                                                                                                                                      | 11                   | 2                    |
| Total assets                                                                                                                                                                     | <u>\$ 21,487</u>     | <u>\$ 5,738</u>      |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                                                                                                                                      |                      |                      |
| Current liabilities:                                                                                                                                                             |                      |                      |
| Accounts payable                                                                                                                                                                 | \$ 435               | \$ 253               |
| Accrued expenses                                                                                                                                                                 | 905                  | 762                  |
| Total liabilities                                                                                                                                                                | 1,340                | 1,015                |
| Commitments and contingencies                                                                                                                                                    |                      |                      |
| Stockholders' equity:                                                                                                                                                            |                      |                      |
| Series D Preferred stock, \$0.0001 par value, 10,000,000 shares authorized; 0 issued and outstanding at each of December 31, 2025 and December 31, 2024                          | -                    | -                    |
| Common stock, \$0.0001 par value, 100,000,000 shares authorized; 11,617,250 and 1,733,717 shares issued and outstanding at December 31, 2025 and December 31, 2024, respectively | 1                    | -                    |
| Additional paid-in capital                                                                                                                                                       | 175,200              | 151,079              |
| Accumulated deficit                                                                                                                                                              | (155,054)            | (146,356)            |
| Total stockholders' equity                                                                                                                                                       | 20,147               | 4,723                |
| Total liabilities and stockholders' equity                                                                                                                                       | <u>\$ 21,487</u>     | <u>\$ 5,738</u>      |

See accompanying notes to consolidated financial statements.

**PHIO PHARMACEUTICALS CORP.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Amounts in thousands, except share and per share data)

|                                                      | <b>Year Ended December 31,</b> |             |
|------------------------------------------------------|--------------------------------|-------------|
|                                                      | <b>2025</b>                    | <b>2024</b> |
| Operating expenses:                                  |                                |             |
| Research and development                             | \$ 4,618                       | \$ 3,643    |
| General and administrative                           | 4,602                          | 3,744       |
| Total operating expenses                             | 9,220                          | 7,387       |
| Operating loss                                       | (9,220)                        | (7,387)     |
| Interest income, net                                 | 520                            | 231         |
| Other income, net                                    | 2                              | 6           |
| Net loss                                             | \$ (8,698)                     | \$ (7,150)  |
| Net loss per common share:                           |                                |             |
| Basic and diluted                                    | \$ (1.45)                      | \$ (9.08)   |
| Weighted average number of common shares outstanding |                                |             |
| Basic and diluted                                    | 5,984,017                      | 787,466     |

See accompanying notes to consolidated financial statements.

**PHIO PHARMACEUTICALS CORP.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Amounts in thousands, except share data)

|                                                                               | Common<br>Stock   |             | Additional<br>Paid-in<br>Capital | Accumulated<br>Deficit | Total            |
|-------------------------------------------------------------------------------|-------------------|-------------|----------------------------------|------------------------|------------------|
|                                                                               | Shares            | Amount      |                                  |                        |                  |
| <b>Balance at December 31, 2023</b>                                           | 416,368           | \$ -        | \$ 146,936                       | \$ (139,206)           | \$ 7,730         |
| Issuance of common stock upon the exercise of warrants                        | 420,578           | -           | -                                | -                      | -                |
| Issuance of common stock and warrants, net of offering costs                  | 893,720           | -           | 4,002                            | -                      | 4,002            |
| Issuance of common stock upon vesting of restricted stock units               | 3,995             | -           | -                                | -                      | -                |
| Shares withheld for payroll taxes                                             | (689)             | -           | (5)                              | -                      | (5)              |
| Cash issued in lieu of fractional shares for 1:9 reverse stock split          | (255)             | -           | (1)                              | -                      | (1)              |
| Stock-based compensation expense                                              | -                 | -           | 147                              | -                      | 147              |
| Net loss                                                                      | -                 | -           | -                                | (7,150)                | (7,150)          |
| <b>Balance at December 31, 2024</b>                                           | <b>1,733,717</b>  | <b>-</b>    | <b>151,079</b>                   | <b>(146,356)</b>       | <b>4,723</b>     |
| Issuance of common stock upon the exercise of warrants                        | 1,835,326         | -           | 5,755                            | -                      | 5,755            |
| Issuance of common stock and warrants, net of offering costs of \$2.9 million | 7,990,187         | 1           | 17,915                           | -                      | 17,916           |
| Issuance of common stock upon vesting of restricted stock units               | 71,000            | -           | -                                | -                      | -                |
| Shares withheld for payroll taxes                                             | (12,980)          | -           | (30)                             | -                      | (30)             |
| Stock-based compensation expense                                              | -                 | -           | 481                              | -                      | 481              |
| Net loss                                                                      | -                 | -           | -                                | (8,698)                | (8,698)          |
| <b>Balance at December 31, 2025</b>                                           | <b>11,617,250</b> | <b>\$ 1</b> | <b>\$ 175,200</b>                | <b>\$ (155,054)</b>    | <b>\$ 20,147</b> |

See accompanying notes to consolidated financial statements.

**PHIO PHARMACEUTICALS CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Amounts in thousands)

|                                                                                         | <b>Year Ended December 31,</b> |              |
|-----------------------------------------------------------------------------------------|--------------------------------|--------------|
|                                                                                         | <b>2025</b>                    | <b>2024</b>  |
| (Amounts in thousands)                                                                  |                                |              |
| <b>Cash flows from operating activities:</b>                                            | \$ (8,698)                     | \$ (7,150)   |
| Net loss                                                                                |                                |              |
| Adjustments to reconcile net loss to net cash used in operating activities:             |                                |              |
| Depreciation and amortization                                                           | 3                              | 2            |
| Amortization of right of use asset                                                      | -                              | 33           |
| Net gain/(loss) on disposal of property and equipment                                   | -                              | (6)          |
| Stock-based compensation                                                                | 481                            | 147          |
| Changes in operating assets and liabilities:                                            |                                |              |
| Prepaid expenses and other assets                                                       | (91)                           | 481          |
| Accounts payable                                                                        | 183                            | (404)        |
| Accrued expenses                                                                        | 143                            | (180)        |
| Lease liability                                                                         | -                              | (35)         |
| Net cash (used in) operating activities                                                 | (7,979)                        | (7,112)      |
| <b>Cash flows from investing activities:</b>                                            |                                |              |
| Cash paid for purchase of property and equipment                                        | (12)                           | (1)          |
| Asset sale proceeds                                                                     | -                              | 9            |
| Net cash (used in) provided by investing activities                                     | (12)                           | 8            |
| <b>Cash flows from financing activities:</b>                                            |                                |              |
| Net proceeds from the exercise of warrants                                              | 5,755                          | 4,002        |
| Net proceeds from the issuance of common stock and warrants                             | 17,915                         | -            |
| Cash-in-lieu of fractional shares from reverse stock split                              | -                              | (1)          |
| Payments to repurchase shares withheld for payroll taxes from restricted stock issuance | (30)                           | (5)          |
| Net cash provided by financing activities                                               | 23,640                         | 3,996        |
| Net increase (decrease) in cash, cash equivalents and restricted cash                   | 15,649                         | (3,108)      |
| Cash and cash equivalents at the beginning of period                                    | 5,382                          | 8,490        |
| Cash and cash equivalents at end of period                                              | <u>\$ 21,031</u>               | <u>5,382</u> |
|                                                                                         | <b>2025</b>                    | <b>2024</b>  |
| <b>Supplemental disclosure of cash flow information:</b>                                |                                |              |
| Interest paid                                                                           | \$ -                           | \$ 13        |

See accompanying notes to consolidated financial statements.

**PHIO PHARMACEUTICALS CORP.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Organization and Significant Accounting Policies**

*Nature of Operations*

Phio Pharmaceuticals Corp. (“**Phio**” or the “**Company**”) is a clinical stage biopharmaceutical company whose proprietary INTASYL® self-delivering small interfering RNAi(siRNA) technology is designed to make immune cells more effective in killing tumor cells. The Company is developing therapeutics that are designed to leverage INTASYL to precisely target specific proteins that reduce the body’s ability to fight cancer, without the need for specialized formulations or drug delivery systems. The Company is committed to discovering and developing innovative cancer treatments for patients by creating new pathways toward a cancer-free future.

Phio was incorporated in the state of Delaware in 2011 as RXi Pharmaceuticals Corporation. On November 19, 2018, the Company changed its name to Phio Pharmaceuticals Corp., to reflect its transition from a platform company to one that is fully committed to developing groundbreaking immuno-oncology therapeutics.

*Basis of Presentation*

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“**GAAP**”).

*Reclassification*

Certain amounts in prior periods have been reclassified to conform to the current-period presentation in segment information and accrued liabilities. These reclassifications had no impact on previously reported net income, total assets, total liabilities, or shareholders’ equity.

*Principles of Consolidation*

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, MirImmune, LLC. All material intercompany accounts have been eliminated in consolidation.

*Segments*

The Company operates as one operating segment and all assets are located in the United States.

*Reverse Stock Split*

Effective July 5, 2024, the Company completed a 1-for-9 reverse stock split of the Company’s outstanding common stock, including reclassifying an amount equal to the reduction in par value to additional paid-in capital. The reverse stock split did not reduce the number of authorized shares of the Company’s common or preferred stock. All share and per share amounts have been adjusted to give effect to the reverse stock split.

*Uses of Estimates in Preparation of Financial Statements*

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The areas subject to significant estimates and judgement include, among others, those related to the fair value of equity awards, accruals for research and development expenses, useful lives of property and equipment, and the valuation allowance on our deferred tax assets. On an ongoing basis the Company evaluates its estimates and bases its estimates on historical experience and other relevant assumptions that the Company believes are reasonable under the circumstances. Actual results could differ materially from these estimates.

## *Liquidity*

The Company has reported recurring losses from operations since its inception and expects to continue to have negative cash flows from operations for the foreseeable future. Historically, the Company's primary source of funding has been from sales of its securities. The Company's ability to continue to fund its operations is dependent on obtaining funding from third parties, such as proceeds from the issuance of debt, sale of equity, or strategic opportunities. This is dependent on a number of factors, including the market demand or liquidity of the Company's common stock. There is no guarantee that debt, additional equity or other funding will be available to the Company on acceptable terms, or at all. If the Company fails to obtain additional funding when needed, the Company would be forced to scale back or terminate its operations or seek to merge with or to be acquired by another company.

Based on current cash flow projections, the Company believes it has sufficient cash and cash equivalents, including net proceeds from its November 2025 Financing (as defined below), to meet its current planned obligations for at least 12 months from the date these financial statements are issued. The Company has limited cash resources, has incurred recurring operating losses and negative cash flows from its operations since its inception and has not yet recognized any product revenues. These factors have previously raised doubt about the Company's ability to continue as a going concern. With the net proceeds from the November 2025 Financing, combined with the net proceeds from the January 2025 Offerings and July 2025 Financing, the Company was able to alleviate such doubt as of the date of the filing of this Annual Report on Form 10-K.

## *Cash and Cash Equivalents*

Cash and cash equivalents include cash on hand, deposits with financial institutions, and balances held in a money market fund with original maturities of three months or less.

## *Concentrations of Credit Risk*

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash. The Company maintains cash balances with reputable financial institutions that management believes are creditworthy, and which at times exceed federally insured limits. These cash accounts are insured by the Federal Deposit Insurance Corporation (FDIC) for up to \$250,000 per institution. While FDIC insurance provides protection against the failure of a financial institution, it does not guarantee the value of any investments that may fluctuate based on market conditions.

## *Property and Equipment*

Property and equipment are stated at cost and depreciated using the straight-line method based on the estimated useful lives of the related assets. The Company provides for depreciation over the assets' estimated useful lives as follows:

|                                 |                                 |
|---------------------------------|---------------------------------|
| Computer equipment (in years)   | 3                               |
| Lab equipment (in years)        | 5                               |
| Furniture & fixtures (in years) | 5                               |
| Leasehold improvements          | Lesser of lease term or 5 years |

## *Impairment of Long-Lived Assets*

The Company reviews long-lived assets for impairment annually or whenever an event or change in circumstance occurs in which the related carrying amounts may not be recoverable. An impairment loss would be recognized based on the difference between the carrying value of the asset and its estimated fair value, which would be determined based on either discounted future cash flows or other appropriate fair value methods.

## *Leases*

At the inception of a contract, the Company determines whether the contract is or contains a lease based on all relevant facts and circumstances. For contracts that contain a lease, the Company identifies the lease and non-lease components, determines the consideration in the contract and classifies the lease as operating or financing. For leases with a term greater than one year, the Company recognizes a liability to make lease payments and an asset representing the right to use the underlying asset during the lease term at the commencement date of the lease.

Lease liabilities and the corresponding right of use assets are recorded based on the present value of lease payments to be made over the lease term. The discount rate used to calculate the present value is the rate implicit in the lease, or if not readily determinable, the Company's incremental borrowing rate. The Company's incremental borrowing rate is the rate of interest that the Company would have to pay to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment. Certain adjustments to the right of use asset may be required for items such as initial direct costs or incentives received. Lease payments on operating leases, including scheduled increases, are recognized on a straight-line basis over the expected term of the lease. Lease payments on financing leases are recognized using the effective interest method.

#### *Fair Value of Financial Instruments*

The carrying amounts of cash and cash equivalents, accounts payable and accrued expenses of the Company approximate their fair values due to their short-term nature.

#### *Derivative Financial Instruments*

Financial instruments that meet the definition of a derivative are classified as an asset or liability and measured at fair value on the issuance date and are revalued on each subsequent balance sheet date. The changes in fair value are recognized as current period income or loss. Financial instruments that do not meet the definition of a derivative are classified as equity and measured at fair value and recorded as additional paid-in capital in stockholders' equity at the date of issuance. No further adjustments to their valuation are made.

#### *Research and Development Expenses*

Research and development expenses consist primarily of personnel expenses, including salaries, benefits and stock-based compensation expenses for employees engaged in research and development functions, consultants and third-party experts, costs to acquire technology licenses, expenses associated with preclinical studies and clinical development activities, regulatory activities and other operating costs. Research and development expenses are charged to expense as incurred. Payments made by the Company in advance for research and development services not yet provided and/or for materials not yet received are recorded as prepaid expenses and expensed when the service has been performed or when the goods have been received.

Accrued liabilities are recorded related to those expenses for which vendors have not yet billed the Company with respect to services provided and/or materials that it has received. Accrued liabilities for the services provided by contract research organizations are recorded during the period incurred based on such estimates and assumptions as expected cost, passage of time, the achievement of milestones and other information available to us and are assessed on a quarterly basis. Actual results may differ from these estimates and could have a material impact on the Company's reported results. The Company's historical accrual estimates have not been materially different from its actual costs.

#### *Collaborative Arrangements*

The Company follows the provisions of the Financial Accounting Standards Board (the "FASB") Accounting Standards Codification ("ASC") Topic 808, "Collaborative Arrangements," ("Topic 808") when collaboration agreements involve joint operating activities in which both parties are active participants and that are also both exposed to significant risks and rewards. The Company also considers the guidance in the FASB ASC Topic 606, "Revenue from Contracts with Customers," ("Topic 606") in determining the appropriate treatment for activities between the Company and its collaborative partners that are more reflective of a vendor-customer relationship and therefore, within the scope of Topic 606. Under Topic 808, the Company determines an appropriate recognition method, either by analogy to appropriate accounting literature or by applying a reasonable accounting policy election. Generally, the classification of transactions under the collaborative arrangements is determined based on the nature and contractual terms of the arrangement along with the nature of the operations of the participants. The Company recognizes its share of costs arising from research and development activities performed by collaborators in the period its collaborators incur such expense. Reimbursements that are the result of a collaborative relationship instead of a customer relationship, such as co-development activities, are evaluated on a quarterly basis and recorded as an offset to research and development expense incurred. Payments in excess of our collaboration expense will be recorded as revenue.

#### *Patents and Patent Application Costs*

Although the Company believes that its patents and underlying technology have continuing value, the amount of future benefits to be derived from the patents is uncertain. Patent costs are, therefore, expensed as incurred.

### *Stock-based Compensation*

The Company follows the provisions of the FASB ASC Topic 718, “*Compensation — Stock Compensation*” (“**ASC 718**”), which requires the measurement and recognition of compensation expense for all stock-based payment awards. The fair value of RSUs is based upon the Company’s closing stock price at the grant date. The Company uses the Black-Scholes option-pricing model to estimate the fair value of stock options at the grant date. The Black-Scholes valuation model requires the input of valuation assumptions to calculate the value of stock options, including expected volatility, expected term, risk-free interest rate and expected dividends. Stock-based compensation expense is recognized on a straight-line basis over the requisite service period, which generally represents the vesting period, and commences at the date of grant based on the fair value of the award.

Stock-based compensation expense recognized in the consolidated financial statements is based on awards that are ultimately expected to vest. Expense is adjusted for actual forfeitures of unvested awards as they occur.

### *Income Taxes*

The Company recognizes assets or liabilities for the deferred tax consequences of temporary differences between the tax basis of assets or liabilities and their reported amounts in the consolidated financial statements in accordance with the FASB ASC Topic 740, “*Accounting for Income Taxes*” (“**ASC 740**”). These temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled. Those temporary differences referred to as deferred tax assets and liabilities are determined at the end of each period using the tax rate expected to be in effect when taxes are actually paid or recovered. Valuation allowances are established if, based on the weight of available evidence, it is more likely than not that all or a portion of a deferred tax asset will not be realized. The provision for income taxes, if any, represents the tax payable for the period and the change in deferred income tax assets and liabilities during the period.

The recognition and measurement of benefits related to the Company’s tax positions requires significant judgment, as uncertainties often exist with respect to new laws, new interpretations of existing laws, and rulings by taxing authorities. The Company follows a more-likely-than not threshold for financial statement recognition and measurement of a tax position taken, or expected to be taken in a tax return. The guidance relates to, amongst other things, classification, accounting for interest and penalties associated with tax positions, and disclosure requirements. Any interest and penalties accrued related to uncertain tax positions are recorded as income tax expense. Differences between actual results and the Company’s assumptions or changes in the Company’s assumptions in future periods are recorded in the period they become known.

### *Comprehensive Loss*

The Company’s comprehensive loss is equal to its net loss for all periods presented.

### *Net Loss per Share*

Basic net loss per share of common stock is computed by dividing net loss by the weighted average number of shares of outstanding common stock. Diluted net loss per share of common stock is computed by dividing the Company’s net loss by the weighted average number of common stock outstanding and the impact of all dilutive potential shares of common stock, except where such dilutive potential shares of common stock would be anti-dilutive. Dilutive potential shares of common stock primarily consist of warrants, unvested restricted stock units and stock options.

### *Recently Adopted Accounting Pronouncements*

In December 2023, the Financial Accounting Standards Board (“**FASB**”) issued Accounting Standards Update (“**ASU**”) 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures,” which requires public business entities to disclose additional information in specified categories with respect to the reconciliation of the effective tax rate to the statutory rate for federal, state, and foreign income taxes. It also requires greater detail about individual reconciling items in the rate reconciliation to the extent the impact of those items exceeds a specified threshold. In addition to new disclosures associated with the rate reconciliation, the ASU requires information pertaining to taxes paid (net of refunds received) to be disaggregated for federal, state, and foreign taxes and further disaggregated for specific jurisdictions to the extent the related amounts exceed a quantitative threshold. The ASU also describes items that need to be disaggregated based on their nature, which is determined

by reference to the item's fundamental or essential characteristics, such as the transaction or event that triggered the establishment of the reconciling item and the activity with which the reconciling item is associated. The ASU eliminates the historic requirement that entities disclose information concerning unrecognized tax benefits having a reasonable possibility of significantly increasing or decreasing in the 12 months following the reporting date. This ASU became effective for annual periods beginning after December 15, 2024. The Company has adopted ASU 2023-09 for the year ended December 31, 2025 on a prospective basis in its consolidated financial statements, which resulted in the required additional disclosures included in Note 10 to the Company's consolidated financial statements.

#### *Recent Accounting Pronouncements*

In November 2024, the FASB issued ASU 2024-03, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosure (Subtopic 220-40): Disaggregation of Income Statement Expenses," which requires additional disclosure about the specific expense categories in the notes to financial statements at interim and annual reporting periods. The amendments in this ASU do not change or remove current expense disclosure requirements but affect where this information appears in the notes to financial statements. This ASU is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027, with early adoption permitted. Upon adoption, the guidance can be applied prospectively or retrospectively. The Company is currently evaluating the impact that ASU 2024-03 will have on its consolidated financial statements.

#### *Recent Tax Legislation*

On July 4, 2025, the One Big Beautiful Bill Act (the "**OBBBA**") was enacted in the U.S. The OBBBA includes significant provisions, such as the permanent extension of certain expiring provisions of the Tax Cuts and Jobs Act, modifications to the international tax framework and the restoration of favorable tax treatment for certain business provisions and allows immediate expensing of certain domestic research and experimental expenditures under new Section 174A of the Internal Revenue Code. The Company does not expect the impact of the OBBBA to be material to its consolidated financial statements.

## **2. Collaboration Agreement**

#### *AgonOx, Inc. ("**AgonOx**")*

In February 2021, the Company entered into a clinical co-development collaboration agreement (the "**Clinical Co-Development Agreement**") with AgonOx, a private company developing a pipeline of novel immunotherapy drugs targeting key regulators of the immune response to cancer. Under the Clinical Co-Development Agreement, Phio and AgonOx were working to develop a T cell-based therapy using the Company's lead product candidate, PH-762, and AgonOx's "double positive" tumor infiltrating lymphocytes ("**DP TIL**") technology. Per the terms of the Clinical Co-Development Agreement, the Company agreed to reimburse AgonOx up to \$4,000,000 in expenses incurred to conduct a Phase 1 clinical trial of PH-762 treated DP TIL in patients with advanced melanoma and other advanced solid tumors.

In May 2024, the Company terminated the Clinical Co-Development Agreement with AgonOx effective immediately. Effective as of the date of termination, the Clinical Co-Development Agreement and the Company's continuing obligations and those of AgonOx thereunder were terminated in their entirety. The Company no longer is required to provide financial support for the development costs incurred in the Clinical Co-Development Agreement and the Company is no longer entitled to future development milestones or royalty payments from AgonOx's licensing of its DP TIL technology.

The Company paid AgonOx all payment obligations that accrued prior to the termination of the Clinical Co-Development Agreement. Pursuant to the terms of the Clinical Co-Development Agreement, each of the Company and AgonOx were responsible for its own costs and expenses incurred in connection with the wind-down of the Phase 1 clinical trial. The Company made the final payment of \$34,320, which primarily related to accrued obligations for patient fees and other miscellaneous costs as of the date of termination, to AgonOx on March 21, 2025. This settled all future obligations to AgonOx.

The Company did not recognize any research and development expense in connection with these efforts during the year ended December 31, 2025. The Company recognized approximately \$106,000 of research and development expense in connection with these efforts during the year ended December 31, 2024

### 3. Property and Equipment

The following table summarizes the Company's major classes of property and equipment, in thousands:

|                                                 | December 31, |             |
|-------------------------------------------------|--------------|-------------|
|                                                 | 2025         | 2024        |
| Computer equipment                              | \$ 15        | \$ 35       |
| Lab equipment                                   | 224          | 265         |
| Furniture & fixtures                            | -            | 8           |
| Total gross fixed assets                        | 239          | 308         |
| Less: accumulated depreciation and amortization | (228)        | (306)       |
| Property and equipment, net                     | <u>\$ 11</u> | <u>\$ 2</u> |

Depreciation and amortization expense for the years ended December 31, 2025 and 2024 was \$ 3,000 and \$2,000, respectively.

### 4. Accrued Expenses and Accounts Payable

Accrued expenses and Accounts payable consist of the following, in thousands:

|                                             | December 31,    |                 |
|---------------------------------------------|-----------------|-----------------|
|                                             | 2025            | 2024            |
| Accounts payable trade                      | \$ 435          | \$ 253          |
| Research and development accruals           | 477             | 558             |
| Professional fee accrual                    | 68              | 173             |
| Payroll accruals                            | 360             | 31              |
| Total accrued expenses and accounts payable | <u>\$ 1,340</u> | <u>\$ 1,015</u> |

### 5. Leases

The Company leases space for various corporate and research purposes. It is the Company's policy to apply the provisions of ASC 842 when accounting for arrangements that meet the criteria to be a lease. The Company calculates the lease liability as the present value of the lease's cash flows using the interest rate implicit in the lease, if determinable. If the rate implicit in the lease is not determinable, the Company uses its incremental borrowing rate. The incremental borrowing rate is defined as the rate the Company would have to pay to borrow on a collateralized basis over the lease term. The Company has elected the accounting policy election available under ASC 842 to not record a lease liability for leases with a term of less than one year.

From April 2014 to March 2024, the Company leased space that was utilized as its corporate headquarters and primary laboratory. The lease expired on March 31, 2024. On March 1, 2024, the Company commenced a lease for a laboratory space located at 17 Briden Street, Worcester, Massachusetts. The lease expired on February 28, 2026. We currently have shared office space at LifeSciences PA located at 411 Swedeland Road, King of Prussia, PA 19406 for access to full working space for normal hours of operations at a fee of \$300 per month, which can be cancelled at any time.

The lease for the Company's corporate headquarters in Worcester, Massachusetts represented all of its significant lease obligations.

Operating lease costs included in operating expense were \$31,000 and \$58,000 for the years ended December 31, 2025 and 2024, respectively.

Cash paid for the amounts included in the measurement of the operating lease liability on the Company's consolidated balance sheets and included within changes in the lease liability in the operating activities of the Company's consolidated statements of cash flows was \$60,000 for the year ended December 31, 2024. There was no cash paid for the amounts included in the measurement of the operating lease liability during the year ended December 31, 2025.

## 6. Commitments and Contingencies

### *Commitments*

In February 2021, the Company entered into the Clinical Co-Development Agreement with AgonOx to develop a T cell-based therapy using the Company's lead product candidate, PH-762, and AgonOx's DP TIL technology. Per the terms of the Clinical Co-Development Agreement, the Company agreed to reimburse AgonOx up to \$4,000,000 in expenses incurred to conduct a Phase 1 clinical trial of PH-762 treated DP TIL in patients with advanced melanoma and other advanced solid tumors. In May 2024, the Company terminated the Clinical Co-Development Agreement with AgonOx effective immediately. Refer to Note 2 for further details on the Clinical Co-Development Agreement with AgonOx.

In September 2011, the Company entered into an agreement with Advanced RNA Technologies, LLC ("**Advirna**"), pursuant to which Advirna assigned to the Company its existing patent and technology rights related to the INTASYL technology in exchange for an annual maintenance fee of \$100,000, until the patent's expiration date, a one-time milestone payment upon the future issuance of the first patent with valid claims covering the assigned patent and technology rights and the issuance of shares of Common Stock equal to 5% of the Company's fully-diluted shares outstanding at the time of issuance. The one-time milestone payment and the issuance of shares of Common Stock were completed in 2014 and 2012, respectively. Additionally, the Company is required to pay low single-digit royalties to Advirna on any licensing revenue received by the Company with respect to future licensing of the assigned Advirna patent and technology rights. To date, any royalties owed to Advirna under the Advirna agreement have been minimal.

The Company's rights under the Advirna agreement will expire upon the later of: (i) the expiration of the last-to-expire of the "patent rights" (as defined therein) included in the Advirna agreement; and (ii) the abandonment of the last-to-be abandoned of such patents, unless earlier terminated in accordance with the provisions of the Advirna agreement. Further, the Company also granted back to Advirna a license under the assigned patent and technology rights for fields of use outside human therapeutics.

As part of its business, the Company may enter into licensing agreements with third parties that require milestone and royalty payments based on the progress of the asset through development stages. Milestone payments may be required, for example, upon progress through clinical trials, upon approval of the product by a regulatory agency and/or upon a percentage of sales of the product pursuant to such agreements. The expenditures required under these arrangements may be material individually in relation to any product candidates covered by the intellectual property licensed under any such arrangement, and material in the aggregate in the unlikely event that milestones for multiple products covered by these arrangements were reached in the same period. Due to the contingent nature of these payments, they are not included in the table of contractual obligations shown below.

During the years ended December 31, 2025 and 2024, the Company did not trigger any milestone payments.

The Company's contractual license obligations that will require future cash payments as of December 31, 2025, which result from payments expected in connection with annual license fees, are as follows, in thousands:

| Year Ending December 31, |    |     |
|--------------------------|----|-----|
| 2026                     | \$ | 100 |
| 2027                     |    | 100 |
| 2028                     |    | 100 |
| 2029                     |    | 100 |
| Total                    | \$ | 400 |

The Company applies the disclosure provisions of the FASB ASC Topic 460, "*Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others*" ("**ASC 460**"), to its agreements that contain guarantee or indemnification clauses. The Company provides: (i) indemnifications of varying scope and size to certain investors and other parties for certain losses suffered or incurred by the indemnified party in connection with various types of third-party claims; and (ii) indemnifications of varying scope and size to officers and directors against third-party claims arising from the services they provide to us. These indemnifications give rise only to the disclosure provisions of ASC 460. To date, the Company has not incurred costs as a result of these obligations and does not expect to incur material costs in the future. Accordingly, the Company has not accrued any liabilities in its consolidated financial statements related to these indemnifications.

## *Litigation*

From time to time, the Company may become a party to various legal proceedings and complaints arising in the ordinary course of business. To the Company's knowledge, it is not currently a party to any actual or threatened material legal proceedings. Accordingly, there were no contingent liabilities recorded as of the year ended December 31, 2025.

## **7. Preferred Stock**

The Company has authorized up to 10,000,000 shares of preferred stock, \$0.0001 par value per share, for issuance. The Company's Board of Directors (the "**Board**") is authorized under the Company's Amended and Restated Certificate of Incorporation (as may be amended and/or restated from time to time, the "**Amended Certificate**"), to designate the authorized preferred stock into one or more series and to fix and determine such rights, preferences, privileges and restrictions of any series of preferred stock, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be determined by the Board upon its issuance.

At December 31, 2024 and December 31, 2025, there were no shares of preferred stock issued or outstanding.

## **8. Stockholders' Equity**

The Company raised \$20.6 million and \$4.0 million through a series of warrants inducements, registered direct offerings, and concurrent private placements during the years ended December 31, 2025 and 2024, respectively.

### *May 2024 Financing*

On May 16, 2024, the Company entered into a purchase agreement (the "**Purchase Agreement**") with Triton Funds LP ("**Triton**"), pursuant to which the Company agreed to sell, and Triton agreed to purchase, upon the Company's request in one or more transactions, up to 862,500 shares of Common Stock at a purchase price of \$0.72 per share (the "**Purchase Price**"), for aggregate gross proceeds of up to \$621,000. The Company recorded expense of approximately \$100,000, primarily related to legal fees, in connection with the execution of the Purchase Agreement with Triton. On July 3, 2024, the Company terminated the Purchase Agreement with Triton effective immediately. No shares of Common Stock were sold by the Company pursuant to the Purchase Agreement prior to termination.

### *July 2024 Financing*

On July 11, 2024, the Company entered into inducement letter agreements (the "**July 2024 Inducement Letter Agreements**") with certain holders of certain of the Company's existing warrants to purchase up to an aggregate of 545,286 shares of Common Stock. The existing warrants were originally issued in February 2020 through December 2023, having exercise prices between \$324.00 and \$9.72 per share. Pursuant to the July 2024 Inducement Letter Agreements, these warrants were exercised for cash at a reduced exercise of \$5.45 per share in consideration of the Company's agreement to issue new unregistered five and one-half year term Series C warrants to purchase up to 583,098 shares of Common Stock at an exercise price of \$5.45 and new unregistered eighteen month term Series D warrants to purchase up to 507,474 shares of Common Stock at an exercise price of \$5.45, both issued and sold at a price of \$0.125 per warrant share (the "**July 2024 Financing**"). In addition, the Company issued warrants to the placement agent, H.C. Wainwright & Co, LLC ("**HCW**"), to purchase a total of 40,896 shares of Common Stock at an exercise price of \$6.8125 per share. The net proceeds to the Company from the July 2024 Financing were approximately \$2.6 million, after deducting placement agent fees and offering expenses. The Company incurred non-cash equity issuance cost of approximately \$2.4 million for the incremental fair value of the outstanding equity classified warrants and approximately \$0.2 million for placement agent warrants.

Pursuant to the terms of the July 2024 Inducement Letter Agreements, in the event that the exercise of the existing warrants in the July 2024 Financing would have otherwise caused a holder to exceed the beneficial ownership limitations set forth in the existing warrant, the Company issued the number of shares of Common Stock that would not cause a holder to exceed such beneficial ownership limitation and agreed to hold such balance of shares of Common Stock in abeyance. Accordingly, an aggregate of 328,758 shares of Common Stock were held in abeyance (the “**July 2024 Abeyance Shares**”) with such July 2024 Abeyance Shares evidenced through the holder’s existing warrants and which are deemed to be prepaid. The July 2024 Abeyance Shares were held until notice was received by the holder that the balance of the shares of Common Stock could be issued in compliance with such beneficial ownership limitations and were exercised pursuant to a notice of exercise from the holder. Until such time, the July 2024 Abeyance Shares were evidenced through the holder’s existing warrants and have been included in the Company’s table of outstanding warrants below. During the year ended December 31, 2024, all of the July 2024 Abeyance Shares were released.

*December 19, 2024 Concurrent Registered Direct Offering and Private Placement*

On December 19, 2024, the Company entered into a securities purchase agreement (the “**December 19, 2024 Securities Purchase Agreement**”) with certain institutional and accredited investors in connection with a registered direct offering (the “**December 19, 2024 Registered Direct Offering**”) and concurrent private placement (the “**December 19, 2024 Private Placement**”) and, together with the December 19, 2024 Registered Direct Offering, the “**December 19, 2024 Offerings**”). The December 19, 2024 Offerings closed on December 20, 2024. The net proceeds to the Company from the December 19, 2024 Offerings were approximately \$900,000, after deducting placement agent fees and offering expenses.

Pursuant to the December 19, 2024 Securities Purchase Agreement, the Company offered and sold in the December 19, 2024 Registered Direct Offering 437,192 shares of Common Stock at a purchase price of \$2.635 per share. In the December 19, 2024 Private Placement, the Company also issued to such institutional and accredited investors unregistered warrants to purchase up to 437,192 shares of Common Stock (the “**Series E Warrants**”). Under the terms of the December 19, 2024 Securities Purchase Agreement, for each share of Common Stock issued in the December 19, 2024 Registered Direct Offering, an accompanying Series E Warrant was issued to the purchaser thereof. Each Series E Warrant is exercisable for one share of Common Stock at an exercise price of \$2.51 per share and will expire on December 20, 2029. The Series E Warrants were offered and sold at a purchase price of \$0.125 per Series E Warrant, which purchase price is included in the offering price per share of Common Stock issued in the December 19, 2024 Registered Direct Offering.

*December 23, 2024 Concurrent Registered Direct Offering and Private Placement*

On December 23, 2024, the Company entered into a securities purchase agreement (the “**December 23, 2024 Securities Purchase Agreement**”) with certain institutional and accredited investors in connection with a registered direct public offering (the “**December 23, 2024 Registered Direct Offering**”) and concurrent private placement (the “**December 23, 2024 Private Placement**”) and, together with the December 23, 2024 Registered Direct Offering, the “**December 23, 2024 Offerings**” and together with the December 19, 2024 Offerings, the “**December 2024 Offerings**”). The December 23, 2024 Offerings closed on December 24, 2024. The net proceeds to the Company from the December 23, 2024 Offerings were approximately \$480,000, after deducting placement agent fees and offering expenses.

Pursuant to the December 23, 2024 Securities Purchase Agreement, the Company offered and sold in the December 23, 2024 Registered Direct Offering 240,000 shares of Common Stock at a purchase price of \$2.00 per share. In the December 23, 2024 Private Placement, the Company also issued to such institutional and accredited investors unregistered warrants to purchase up to 240,000 shares of Common Stock (the “**Series F Warrants**”). Under the terms of the December 23, 2024 Securities Purchase Agreement, for each share of Common Stock issued in the December 23, 2024 Registered Direct Offering, an accompanying Series F Warrant was issued to the purchaser thereof. Each Series F Warrant is exercisable for one share of Common Stock at an exercise price of \$2.00 per share and will expire on December 24, 2029. The Series F Warrants were offered and sold at a purchase price of \$0.125 per Series F Warrant, which purchase price is included in the offering price per share of Common Stock issued in the December 23, 2024 Registered Direct Offering.

In connection with the December 2024 Offerings, the Company agreed to issue to the placement agent, HCW, or its designees, warrants to purchase up to an aggregate of 50,789 shares of Common Stock (the “**December 2024 Placement Agent Warrants**”), which represent 7.5% of the aggregate number of shares of Common Stock sold in the December 19, 2024 Registered Direct Offering and the December 23, 2024 Registered Direct Offering. The December 2024 Placement Agent Warrants have substantially the same terms as the Series E Warrants and the Series F Warrants, except that (i) 32,789 of the December 2024 Placement Agent Warrants have an exercise price equal to \$3.2938, or 125% of the offering price per share of Common Stock sold in the December 19, 2024 Registered Direct Offering, and are exercisable until December 19, 2029, and (ii) 18,000 of the December 2024 Placement Agent Warrants have an exercise price equal to \$2.50, or 125% of the offering price per share of Common Stock sold in the December 23, 2024 Registered Direct Offering, and are exercisable until December 23, 2029.

*January 13, 2025 Concurrent Registered Direct Offering and Private Placement*

On January 13, 2025, the Company entered into a securities purchase agreement (the “**January 13, 2025 Securities Purchase Agreement**”) with certain institutional and accredited investors in connection with a registered direct public offering (the “**January 13, 2025 Registered Direct Offering**”) and concurrent private placement (the “**January 13, 2025 Private Placement**”) and, together with the January 13, 2025 Registered Direct Offering, the “**January 13, 2025 Offerings**”). The January 13, 2025 Offerings closed on January 14, 2025. In addition, the Company issued warrants to the placement agent, HCW, to purchase a total of 79,775 shares of Common Stock at an exercise price of \$3.75 per share. The net proceeds to the Company from the January 13, 2025 Offerings were approximately \$2.8 million, after deducting fees and offering expenses.

Pursuant to the January 13, 2025 Securities Purchase Agreement, the Company offered and sold in the January 13, 2025 Registered Direct Offering 1,063,670 shares of Common Stock at a purchase price of \$3.00 per share. In the January 13, 2025 Private Placement, the Company also issued to certain institutional and accredited investors unregistered warrants to purchase up to 2,127,340 shares of Common Stock (the “**Series G Warrants**”). Under the terms of the January 13, 2025 Securities Purchase Agreement, for each share of Common Stock issued in the January 13, 2025 Registered Direct Offering, two accompanying Series G Warrants were issued to the purchaser thereof. Each Series G Warrant is exercisable for one share of Common Stock at an exercise price of \$3.00 per share and will expire on January 14, 2027.

*January 14, 2025 Concurrent Registered Direct Offering and Private Placement*

On January 14, 2025, the Company entered into a securities purchase agreement (the “**January 14, 2025 Securities Purchase Agreement**”) with certain institutional and accredited investors in connection with a registered direct public offering (the “**January 14, 2025 Registered Direct Offering**”) and concurrent private placement (the “**January 14, 2025 Private Placement**”) and together with the January 14, 2025 Registered Direct Offering, the “**January 14, 2025 Offerings**”). The January 14, 2025 Offerings closed on January 15, 2025. In addition, the Company issued warrants to the placement agent, HCW, to purchase a total of 62,500 shares of Common Stock at an exercise price of \$3.75 per share. The net proceeds to the Company from the January 14, 2025 Offerings were approximately \$2.1 million, after deducting fees and offering expenses.

Pursuant to the January 14, 2025 Securities Purchase Agreement, the Company offered and sold in the January 14, 2025 Registered Direct Offering 833,335 shares of Common Stock at a purchase price of \$3.00 per share. In the January 14, 2025 Private Placement, the Company also issued to such institutional and accredited investors unregistered warrants to purchase up to 1,666,670 shares of Common Stock (the “**Series H Warrants**”). Under the terms of the January 14, 2025 Securities Purchase Agreement, for each share of Common Stock issued in the January 14, 2025 Registered Direct Offering, two accompanying Series H Warrants were issued to the purchaser thereof. Each Series H Warrant is exercisable for one share of Common Stock at an exercise price of \$3.00 per share and will expire on January 15, 2027.

*January 16, 2025 Concurrent Registered Direct Offering and Private Placement*

On January 16, 2025, the Company entered into a securities purchase agreement (the “**January 16, 2025 Securities Purchase Agreement**”) with certain institutional and accredited investors in connection with a registered direct public offering (the “**January 16, 2025 Registered Direct Offering**”) and concurrent private placement (the “**January 16, 2025 Private Placement**”) and, together with the January 16, 2025 Registered Direct Offering, the “**January 16, 2025 Offerings**” and the January 16, 2025 Offerings, together with the January 13, 2025 Offerings and the January 14, 2025 Offerings, the “**January 2025 Offerings**”). The January 16, 2025 Offerings closed on January 17, 2025. In addition, the Company issued warrants to the placement agent, HCW, to purchase a total of 45,750 shares of Common Stock at an exercise price of \$3.75 per share. The net proceeds to the Company from the January 16, 2025 Offerings were approximately \$1.5 million, after deducting fees and offering expenses.

Pursuant to the January 16, 2025 Securities Purchase Agreement, the Company offered and sold in the January 16, 2025 Registered Direct Offering 610,000 shares of Common Stock at a purchase price of \$3.00 per share. In the January 16, 2025 Private Placement, the Company also issued to such institutional and accredited investors unregistered warrants to purchase up to 1,220,000 shares of Common Stock (the “**Series I Warrants**”). Under the terms of the January 16, 2025 Securities Purchase Agreement, for each share of Common Stock issued in the January 16, 2025 Registered Direct Offering, two accompanying Series I Warrants were issued to the purchaser thereof. Each Series I Warrant is exercisable for one share of Common Stock at an exercise price of \$3.00 per share and will expire on January 19, 2027.

#### *July 2025 Financing*

On July 25, 2025, the Company entered into inducement letter agreements (the “**July 2025 Inducement Letter Agreements**”) with certain holders of certain of the Company’s existing warrants to purchase an aggregate of 928,596 shares of Common Stock. The existing warrants were originally issued in December 2024 and January 2025, having exercise prices between \$2.00 and \$3.00 per share. Warrants to purchase 100,000 shares of Common Stock at the existing exercise price of \$2.00 per share were exercised at their existing exercise price of \$2.00 per share, and warrants to purchase 828,596 shares of Common Stock were exercised at a reduced exercise price of \$2.485 per share.

Pursuant to the July 2025 Inducement Letter Agreements, in consideration for the immediate exercise of such warrants for cash and the payment of an additional \$0.125 per New July 2025 Warrant (as defined below), or an aggregate of \$232,149 for all New July 2025 Warrants, the Company agreed to issue new unregistered five-year term Series J warrants (the “**Series J Warrants**”) to purchase an aggregate of up to 318,596 shares of Common Stock at an exercise price of \$2.485 and new unregistered 24-month term Series K warrants (the “**Series K Warrants**” and, together with the Series J Warrants, the “**New July 2025 Warrants**”) to purchase an aggregate of up to 1,538,596 shares of Common Stock at an exercise price of \$2.485 (the “**July 2025 Financing**”). In addition, the Company issued warrants to the placement agent, HCW, to purchase up to 69,645 shares of Common Stock. 7,500 of the placement agent warrants issued have an exercise price of \$2.8125 per share of Common Stock and a term of five years, 16,395 of the placement agent warrants issued have an exercise price of \$3.4188 per share of Common Stock and a term of five years, and 45,750 of the placement agent warrants issued have an exercise price of \$3.4188 per share of Common Stock and a term of twenty-four months. The net proceeds to the Company from the July 2025 Financing were approximately \$2.1 million, after deducting placement agent fees and offering expenses.

#### *November 2025 Financing*

On November 3, 2025, the Company entered into inducement letter agreements (the “**November 2025 Inducement Letter Agreements**”) with certain holders of the Company’s existing warrants to purchase an aggregate of 5,663,182 shares of Common Stock. The existing warrants were originally issued in July 2024, December 2024, January 2025 and July 2025, having exercise prices between \$2.00 and \$5.45 per share. Warrants to purchase 60,000 shares of Common Stock were exercised at their existing exercise price of \$2.00 per share, warrants to purchase 948,596 shares of Common Stock were exercised at their existing exercise price of \$2.485 per share and warrants to purchase 4,654,586 shares of Common Stock were exercised at a reduced exercise price of \$2.05 per share.

Pursuant to the November 2025 Inducement Letter Agreements, in consideration for the exercise of such warrants for cash and the payment of an additional \$0.125 per Series A Warrant (as defined below), or an aggregate of \$1.4 million for all Series A 2025 Warrants, the Company agreed to issue new unregistered twenty-four month term Series A Warrants (the “**Series A Warrants**”) to purchase an aggregate of up to 11,326,364 shares of Common Stock at an exercise price of \$2.05 (the “**November 2025 Financing**”). In addition, the Company issued warrants to the placement agent, HCW, to purchase up to 424,739 shares of Common Stock. 4,500 of the placement agent warrants issued have an exercise price of \$2.8125 per share of Common Stock and a term of twenty-four months, 349,094 of the placement agent warrants issued have an exercise price of \$2.875 per share of Common Stock and a term of twenty-four months, and 71,145 of the placement agent warrants issued have an exercise price of \$3.4188 per share of Common Stock and a term of twenty-four months. The net proceeds to the Company from the November 2025 Financing were approximately \$12.1 million, after deducting placement agent fees and offering expenses.

## Warrants

The Company first assessed the warrants in the July 2024 Financing, December 2024 Offerings, January 2025 Offerings, July 2025 Financing and November 2025 Financing (collectively, the “**2024 and 2025 Offerings**”) under the FASB ASC Topic 480, “*Distinguishing Liabilities from Equity*” (“**ASC 480**”) to determine whether they were within the scope of ASC 480. As there were no transactions outside of the Company’s control that could require cash settlement, the Company’s warrants issued in the 2024 and 2025 Offerings were determined to be outside the scope of ASC 480.

The Company then applied and followed the applicable accounting guidance in ASC 815. Financial instruments are accounted for as either derivative liabilities or equity instruments depending on the specific terms of the agreement. The warrants issued in the 2024 and 2025 Offerings did not meet the definition of a derivative instrument as they are indexed to Common Stock and classified within stockholders’ equity. Based on this determination, the warrants issued in the 2024 and 2025 Offerings were classified within stockholders’ equity.

The Company accounted for the 2025 and 2024 placement agent warrants, issued to HCW in conjunction with the financings, as issuance costs related to the applicable offering of the Company’s shares of Common Stock and warrants to purchase shares of Common Stock. These placement agent warrants meet the criteria for equity classification.

The following table summarizes the Company’s outstanding warrants, all of which are classified as equity instruments, at December 31, 2025:

|                                  | Number<br>of Warrants | Weighted-<br>Average<br>Exercise Price<br>Per Share |
|----------------------------------|-----------------------|-----------------------------------------------------|
| Outstanding at December 31, 2023 | 703,530               | \$ 33.09                                            |
| Issued                           | 1,859,449             | 4.28                                                |
| Exercised                        | (637,112)             | 6.39                                                |
| Expired                          | -                     | -                                                   |
| Outstanding at December 31, 2024 | 1,925,867             | 12.66                                               |
| Issued                           | 18,934,479            | 2.40                                                |
| Exercised                        | (7,318,508)           | 3.10                                                |
| Expired                          | (13,870)              | 527.10                                              |
| Outstanding at December 31, 2025 | 13,527,968            | \$ 2.94                                             |

## 9. Stock-based Compensation

### Stock Plans

The Company’s approved equity plans include the Phio Pharmaceuticals Corp. 2020 Long Term Incentive Plan (the “**2020 Plan**”) and the Phio Pharmaceuticals Corp. 2012 Long Term Incentive Plan (the “**2012 Plan**”). These plans are administered by our Board and provide for the grant of incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock awards (RSUs), performance stock awards, and performance cash awards. Upon adoption of the 2020 Plan, (i) shares that remained available for grant under the 2012 Plan and (ii) shares that were subject to outstanding awards under the 2012 Plan that were later forfeited, terminated, expired or otherwise lapsed without being exercised were included in the authorized shares available for grant under the 2020 Plan. Further, upon adoption of the 2020 Plan, the Company no longer grants new equity awards under the 2012 Plan.

On September 11, 2025, the Company’s stockholders, upon the recommendation of the Board, approved an amendment and restatement of the 2020 Plan to increase the number of shares of Common Stock that may be issued thereunder by 950,000 shares, to a total of 1,023,017 shares.

As of December 31, 2025, there were 1,121 shares subject to outstanding stock options and 477,700 shares subject to unvested RSUs and 473,196 shares remained available for grant under the 2020 Plan.

### *Restricted Stock Units*

RSUs can be issued either under the 2020 Plan or as inducement grants issued outside of the 2020 Plan to new employees. RSUs granted by the Company to employees generally vest 1 year after the grant date. Upon vesting, each outstanding RSU will be settled for one share of Common Stock. Employee RSU recipients may elect to net share settle upon vesting, in which case the Company pays the employee's income taxes due upon vesting and withholds a number of shares of equal value. The Company does not expect to repurchase shares to satisfy RSU vests. The fair value of the RSUs awarded is based upon the Company's closing stock price at the grant date and is expensed over the requisite service period.

The following table summarizes the activity of the Company's RSUs for the years ended December 31, 2024 and 2025:

|                                     | <b>Number of<br/>Shares</b> | <b>Weighted-<br/>Average Grant<br/>Date Fair Value<br/>Per Share</b> |
|-------------------------------------|-----------------------------|----------------------------------------------------------------------|
| Unvested units at December 31, 2023 | 5,525                       | \$ 74.83                                                             |
| Granted                             | 71,000                      | 2.77                                                                 |
| Vested                              | (3,995)                     | 71.10                                                                |
| Forfeited                           | (1,530)                     | 84.55                                                                |
| Unvested units at December 31, 2024 | 71,000                      | \$ 2.77                                                              |
| Granted                             | 512,800                     | \$ 2.32                                                              |
| Vested                              | (71,000)                    | 2.77                                                                 |
| Forfeited                           | (35,100)                    | 2.32                                                                 |
| Unvested units at December 31, 2025 | 477,700                     | \$ 2.32                                                              |

The weighted-average fair value of RSUs granted during the years ended December 31, 2025 and 2024 was \$2.32 and \$2.77, respectively.

Stock-based compensation expense related to RSUs was \$481,000 and \$141,000 for the years ended December 31, 2025 and 2024, respectively.

The aggregate fair value of awards that vested during the years ended December 31, 2025 and 2024 was \$163,680 and \$21,000, respectively, which represents the market value of Common Stock on the date that the RSUs vested.

As of December 31, 2025, the compensation expense for all unvested RSUs in the amount of approximately \$769,000 will be recognized in the Company's results of operations over a weighted average period of 0.79 years.

### *Stock Options*

The Company did not issue any stock option awards during the years ended December 31, 2025 or 2024. All remaining outstanding stock options continue to be accounted for in accordance with ASC 718. These options are service-based awards granted by the Company to employees that generally vest annually over four years from the grant date and expire ten years from the date of grant. Upon the exercise of a stock option, the Company issues new shares of common stock. Because no stock options were granted during the periods presented, no Black-Scholes fair value calculations were required.

The following table summarizes the Company's stock option activity for the years ended December 31, 2024 and 2025:

|                                  | <b>Number of<br/>Shares</b> | <b>Weighted-<br/>Average<br/>Exercise Price<br/>Per Share</b> | <b>Weighted-<br/>Average<br/>Remaining<br/>Contractual<br/>Term (in years)</b> |
|----------------------------------|-----------------------------|---------------------------------------------------------------|--------------------------------------------------------------------------------|
| Balance at December 31, 2023     | 1,146                       | \$ 10,120.69                                                  | 9.74                                                                           |
| Granted                          | -                           | -                                                             |                                                                                |
| Exercised                        | -                           | -                                                             |                                                                                |
| Forfeited                        | -                           | -                                                             |                                                                                |
| Expired                          | (20)                        | 512,001.27                                                    |                                                                                |
| Balance at December 31, 2024     | 1,126                       | \$ 1,206.29                                                   | 8.71                                                                           |
| Granted                          | -                           | -                                                             |                                                                                |
| Exercised                        | -                           | -                                                             |                                                                                |
| Forfeited                        | -                           | -                                                             |                                                                                |
| Expired                          | (5)                         | 133,863.84                                                    |                                                                                |
| Balance at December 31, 2025     | 1,121                       | \$ 614.60                                                     | 7.74                                                                           |
| Exercisable at December 31, 2025 | 1,121                       | \$ 614.60                                                     | 7.74                                                                           |

Stock-based compensation expense related to stock options for the year ended December 31, 2024 was \$6,000.

There was no compensation expense related to stock options for the year ended December 31, 2025.

There is no income tax benefit as the Company is currently operating at a loss and an actual income tax benefit may not be realized.

#### *Compensation Expense Related to Equity Awards*

The following table sets forth total stock-based compensation expense for the years ended December 31, 2025 and 2024, in thousands:

|                                        | <b>December 31,</b> |             |
|----------------------------------------|---------------------|-------------|
|                                        | <b>2025</b>         | <b>2024</b> |
| Research and development               | \$ 119              | \$ 30       |
| General and administrative             | 362                 | 117         |
| Total stock-based compensation expense | \$ 481              | \$ 147      |

## 10. Income Taxes

As further described in Note 1, Summary of Significant Accounting Policies, the Company has elected to prospectively adopt the guidance in ASU No. 2023-09. The following table is a reconciliation of the U.S. federal statutory rate of 21% to the Company's effective tax rate for the year ended December 31, 2025 in accordance with the guidance in ASU No. 2023-09, in thousands, except percentages:

|                                                           | <b>Year Ended December 31,</b> |          |
|-----------------------------------------------------------|--------------------------------|----------|
|                                                           | <b>2025</b>                    | <b>%</b> |
| Provision for income taxes at U.S. federal statutory rate | \$ (1,827)                     | 21.00    |
| Tax Credits                                               | (179)                          | 2.06     |
| Changes in valuation allowances                           | 1,993                          | (22.91)  |
| Non-taxable or non-deductible items                       | 10                             | (0.11)   |
| Other reconciling items                                   | 3                              | (0.03)   |
| Effective tax rate                                        | -                              | -        |

The following table is a reconciliation of the U.S. federal statutory rate of 21% to the Company's effective rate for the year ended December 31, 2024 in accordance with the guidance prior to the adoption of ASU 2023-09:

|                                            | <b>Year Ended<br/>December 31,<br/>2024</b> |
|--------------------------------------------|---------------------------------------------|
| Federal statutory rate                     | 21.0%                                       |
| State income taxes, net of federal benefit | 10.6                                        |
| Non-deductible expenses                    | (0.8)                                       |
| Income tax credits                         | 0.1                                         |
| Valuation allowance                        | (30.9)                                      |
| Effective tax rate                         | 0.00%                                       |

The provision for income taxes for the years ended December 31, 2025 and 2024 are as follows, in thousands:

|                                  | <b>Year Ended December 31,</b> |             |
|----------------------------------|--------------------------------|-------------|
|                                  | <b>2025</b>                    | <b>2024</b> |
| <b>Current</b>                   |                                |             |
| Federal                          | \$ -                           | \$ -        |
| State                            | -                              | -           |
| Total current                    | -                              | -           |
| <b>Deferred</b>                  |                                |             |
| Federal                          | 2,255                          | 1,589       |
| State                            | 358                            | 623         |
| Total deferred                   | 2,613                          | 2,212       |
| Valuation allowance              | \$ (2,613)                     | \$ (2,212)  |
| Total provision for income taxes | \$ -                           | \$ -        |

The Company recognizes deferred tax assets and liabilities to reflect the tax effects of temporary differences between the tax basis of assets or liabilities and their reported amounts in the consolidated financial statements in accordance with ASC 740. These temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled.

ASC 740 requires that a valuation allowance be established when management determines that it is more likely than not that all or a portion of a deferred asset will not be realized. The Company evaluates the realizability of its net deferred income tax assets and valuation allowances as necessary, at least on an annual basis. During this evaluation, the Company reviews its forecasts of income in conjunction with other positive and negative evidence surrounding the realizability of its deferred income tax assets to determine if a valuation allowance is required. As a result of this evaluation, the Company has recorded a full valuation allowance against its deferred tax assets as the Company believes it is more likely than not that the benefit of all of its deferred tax assets will not be realized.

The significant components of the Company's deferred tax assets and liabilities are as follows, in thousands:

|                                               | Year Ended December 31, |       |
|-----------------------------------------------|-------------------------|-------|
|                                               | 2025                    | 2024  |
| Deferred tax assets:                          |                         |       |
| Net operating loss carryforwards              | \$ 1,986                | \$ 26 |
| Tax credit carryforwards                      | 212                     | 5     |
| Stock-based compensation                      | 84                      | 21    |
| Capitalized research and development expenses | 248                     | 295   |
| License fees                                  | 2                       | 3     |
| Lease liability                               | -                       | -     |
| Other timing differences                      | 98                      | -     |
| Deferred tax assets                           | 2,630                   | 350   |
| Deferred tax liabilities:                     |                         |       |
| Right of use asset                            | -                       | -     |
| Other timing differences                      | (17)                    | (13)  |
| Deferred tax liability                        | (17)                    | (13)  |
| Valuation allowance                           | (2,613)                 | (337) |
| Net deferred tax asset                        | \$ -                    | \$ -  |

During the year ended December 31, 2025, the Company paid no federal income taxes, net of refunds. Additionally, the amount paid in state income taxes, net of refunds received, was immaterial for the year ended December 31, 2025.

On July 4, 2025, the One Big Beautiful Bill Act (OBBBA) was enacted, reinstating full expensing of domestic research and experimental (R&E) expenditures under new Internal Revenue Code Section 174A, effective for tax years beginning after December 31, 2024. The legislation also provides taxpayers with the option to accelerate deductions for unamortized domestic R&E costs incurred during the 2022–2024 period. The Company intends to continue Tax Cuts and Jobs Act amortization for unamortized domestic R&E costs incurred during 2022–2024 period. As of December 31, 2025, \$77,000 remained unamortized related to domestic R&D costs. Final elections will be made with the 2025 tax return filing.

Ownership changes may limit the amount of net operating loss (“NOL”) carryforwards or tax credit carryforwards that can be utilized to offset future taxable income or tax liability. Pursuant to Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the “Code”), NOL and tax credit carryforwards may be subject to annual limitations in the event a cumulative change in ownership of more than 50% occurs within a three-year period. Any limitation may result in expiration of a portion of the NOL carryforwards or tax credit carryforwards before utilization.

For 2024, the Company updated its previously completed assessment of the available NOL and tax credit carryforwards to determine the annual Section 382 NOL utilization limitation as a result of a change in ownership that occurred on December 20, 2024. As a result of this ownership change, federal and state NOLs were reduced by \$6,265,000 and \$4,893,000 respectively, federal and state research and development tax credits carryforwards were reduced by \$401,000 and \$174,000 respectively.

The federal capitalized research and development expense deferred tax asset has been reduced by \$0 and \$4,122,000 as a result of the Section 382 limitations as of December 31, 2025 and 2024, respectively.

Under Section 382 of the Internal Revenue Code the utilization of the Company's NOLs and certain other tax attributes may be limited if the Company experiences an ownership change, as defined in Section 382. An ownership change generally occurs when there is a cumulative change in ownership of more than 50 percentage points among certain stockholders over a three-year testing period.

The Company did not complete a formal Section 382 study during the year ended December 31, 2025 to determine whether an ownership change has occurred. Accordingly, no assurance can be given that the Company has not experienced, or will not experience in the future, an ownership change that could limit the ability to utilize its NOLs and other tax attributes. If such limitations were to apply, the Company's future cash flows and income tax expense could be adversely affected.

At December 31, 2025, the Company had federal and state NOL carryforwards of approximately \$8,153,000 and \$4,331,000, respectively, to reduce future taxable income. The utilization of the federal carryforwards as an available offset to future taxable income is subject to limitations under federal income tax laws. Under current federal income tax law, federal NOLs incurred in tax years beginning after December 31, 2017 may be carried forward indefinitely, but are limited to offset up to 80% of future taxable income. As of December 31, 2025, all of the Company's federal NOL carryforwards will carry forward indefinitely. The Company's available state NOL carryforwards will begin to expire in 2045, unless previously utilized.

At December 31, 2025, the Company also had federal and state research and development credits of approximately \$185,000 and \$34,000, respectively. The federal tax credit carryforwards will begin to expire in 2045.

The Company has not recorded any uncertain tax positions as of December 31, 2025 or 2024. The Company does not believe there will be any material changes in its unrecognized tax positions over the next 12 months.

The Company has not incurred any interest or penalties. In the event that the Company is assessed interest or penalties at some point in the future, they will be classified in the financial statements as general and administrative expenses.

The Company files income tax returns in the United States and in multiple state jurisdictions. The Company is subject to tax examinations for federal and state purposes for tax years 2022 through 2025. Ownership changes may limit the amount of NOL carryforwards or tax credit carryforwards that can be utilized to offset future taxable income or tax liability. Pursuant to Sections 382 and 383 of the Code, NOL and tax credit carryforwards may be subject to annual limitations in the event a cumulative change in ownership of more than 50% occurs within a three-year period. Any limitation may result in expiration of a portion of the NOL carryforwards or tax credit carryforwards before utilization.

## 11. Net Loss per Share

Basic net loss per share is computed by dividing net loss by the weighted average number of shares of Common Stock outstanding. Diluted net loss per share is computed by dividing the Company's net loss by the weighted average number of shares of Common Stock outstanding and the impact of the dilutive effect of potential Common Stock equivalents, except when the inclusion of such potential Common Stock equivalents would be anti-dilutive. Dilutive potential Common Stock equivalents primarily consist of stock options, RSUs and warrants. Therefore, basic and diluted net loss per share applicable to common stockholders were the same for all periods presented because the impact of these items is generally anti-dilutive during periods of net loss.

The following table sets forth the potential common shares excluded from the calculation of net loss per common share because their inclusion would be anti-dilutive:

|               | December 31, |           |
|---------------|--------------|-----------|
|               | 2025         | 2024      |
| Stock options | 1,121        | 1,126     |
| Unvested RSUs | 477,700      | 71,000    |
| Warrants      | 13,527,968   | 1,925,867 |
| Total         | 14,006,789   | 1,997,993 |

## 12. Segment Information

The Company is a clinical stage biopharmaceutical company that has yet to generate operating revenues. Management has determined that the Company operates with a single operating segment and a single reportable segment – the Clinical segment. The Chief Operating Decision Maker (CODM) is the Chief Executive Officer (CEO). The CEO assesses performance and allocates resources to achieve the Company's goals based on operating loss and net loss as reported in the Consolidated Statements of Operations. The measure of segment assets is Total Assets as presented on the Consolidated Balance Sheets. All of the Company's operations occur within the United States.

The following table presents selected financial information with respect to the Company's single operating segment (in thousands):

|                                             | December 31, |          |
|---------------------------------------------|--------------|----------|
|                                             | 2025         | 2024     |
| Research and development                    |              |          |
| PH-762                                      | \$ 2,789     | \$ 2,070 |
| PH-894                                      | 231          | 149      |
| Employee expense, lab supplies and overhead | 1,598        | 1,424    |
| Total research and development              | 4,618        | 3,643    |
| General and administrative                  | 4,602        | 3,743    |
| Total operating expenses                    | \$ 9,220     | \$ 7,386 |
| Other income, net                           | (522)        | (236)    |
| Net loss                                    | \$ 8,698     | \$ 7,150 |

**ITEM 9.            *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE***

None.

**ITEM 9A.        *CONTROLS AND PROCEDURES***

**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Principal Executive Officer and our Principal Financial Officer, evaluated the effectiveness of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)) as of the end of the period covered by this report to ensure that information that we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms.

Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives. We believe that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Based on the evaluation of our disclosure controls and procedures as of the end of the period covered by this report, management, with the participation of our Principal Executive Officer and our Principal Financial Officer, concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of such date.

**Management’s Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

There are inherent limitations in the effectiveness of any system of internal control, including the possibility of human error and the circumvention or overriding of controls. Accordingly, even effective internal controls can provide only reasonable assurances with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2025. In making this assessment, management used the criteria set forth in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this assessment, management, with the participation of our Principal Executive Officer and our Principal Financial Officer, concluded that, as of December 31, 2025, our internal control over financial reporting was effective.

**Attestation Report of the Registered Public Accounting Firm**

This Annual Report on Form 10-K provides only management’s report. As a smaller reporting company, we are not required to provide an attestation report by our independent registered public accounting firm regarding our internal control over financial reporting.

**Changes in Internal Control Over Financial Reporting**

There have been no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION***Trading Plans*

During the three months ended December 31, 2025, no director or officer of the Company adopted or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as each term is defined in Item 408(a) of Regulation S-K.

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

**PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE****Management**

Set forth below are the present directors and executive officers of the Company as of March 5, 2026. There are no arrangements or understandings between any of the directors, officers and other persons pursuant to which such person was selected as a director or officer, and there are no family relationships between any director, executive officer or person nominated or chosen by the Company to become a director or executive officer.

| <b>Nominee / Director<br/>Name</b> | <b>Age</b> | <b>Position(s) with the Company</b>                                    | <b>Year First<br/>Became a<br/>Director (if<br/>applicable)</b> |
|------------------------------------|------------|------------------------------------------------------------------------|-----------------------------------------------------------------|
| Robert J. Bitterman                | 75         | President, Chief Executive Officer and Chair of the Board of Directors | 2012                                                            |
| Patricia A. Bradford               | 75         | Director                                                               | 2022                                                            |
| Lisa C. Carson                     | 60         | Chief Financial Officer                                                | -                                                               |
| David H. Deming                    | 73         | Director                                                               | 2025                                                            |
| Jonathan E. Freeman,<br>Ph.D.      | 58         | Director                                                               | 2017                                                            |
| Curtis A. Lockshin, Ph.D.          | 65         | Director                                                               | 2013                                                            |

*Robert J. Bitterman* has served as a member and the Chair of the Board since 2012 and as our President and Chief Executive Officer since February 2023. Mr. Bitterman served as the Interim Executive Chair of the Company from September 2022 to February 2023 until his appointment as President and Chief Executive Officer. Mr. Bitterman served as the President and Chief Executive Officer of Cutanea Life Sciences, Inc., a private company he founded in 2005 that focused on developing innovative technologies to treat diseases and disorders of the skin and subcutaneous tissue, until its acquisition by Biofrontera, Inc., USA in March 2019. Since leaving Cutanea, Mr. Bitterman was retired until commencing the Interim Executive Chair role with the Company in September 2022. Prior to his role at Cutanea Life Sciences, Inc., Mr. Bitterman also held the position of President and Chief Executive Officer of Isolagen, Inc., President and General Manager of Dermik Laboratories and various positions of increasing responsibility in financial and commercial capacities within Aventis S.A. Mr. Bitterman holds an A.B. degree in Economics from The College of the Holy Cross and a Master of Business Administration degree from Boston University. He also holds a Doctor of Humane Letters (Honoris Causa) from the New York College of Podiatric Medicine.

*Lisa C. Carson* has served as our Vice President Finance and Administration since May 2025, and as our Chief Financial Officer since February 2026. Prior to joining the Company, Ms. Carson served as Vice President and Controller at Prelude Therapeutics, a publicly traded clinical-stage precision oncology company developing innovative cancer therapies from February 2020 until November 2024. In this role, she played a key leadership role in guiding the company through its initial public offering, establishing public-company infrastructure, and implementing financial controls and SOX-related processes. Ms. Carson also held key leadership roles at TELA Bio Inc. and PhaseBio Pharmaceuticals, assuming positions of increasing responsibility with oversight of financial operations and strategic growth initiatives. At Tela Bio, she was instrumental in supporting the company's transition into commercial operations of its first product, building the financial infrastructure required for commercialization, and leading the implementation of the company's financial systems to support scalable growth. Ms. Carson received a B.S. in Accounting from West Chester University.

*Patricia A. Bradford* has served as a member of the Board since 2022. Ms. Bradford served as Senior Vice President Global Human Resources at Unisys Corporation, a global information technology solutions company, where her total service at Unisys spanned from 1982 until her retirement in 2014. In her role at Unisys, Ms. Bradford strategically led all global human resource programs and initiatives, including talent management, at multiple levels of the organization overseeing an HR team of 200+ in 42 countries. Ms. Bradford's roles at Unisys progressively included all areas of human resources, including an overseas assignment at the Unisys European headquarters where she provided human resources leadership to the region. She as well participated as a member of the Unisys US Pension Investment Committee, which reviewed the investment portfolio and appropriate investment strategies quarterly. Prior to Unisys, Ms. Bradford was employed by Deloitte, an audit, consulting, tax, and advisory services firm, from 1977 to 1982. There, she was responsible for preparing cash flow reports, balance sheets and income statements as well as specializing in Expatriate tax returns. Since 2014, Ms. Bradford has maintained a consulting practice focused on individual coaching for senior executives and high potential employees recommended by management. Ms. Bradford received a B.S. degree with an emphasis in accounting and statistics from Walsh College and is a Certified Public Accountant.

*Jonathan E. Freeman, Ph.D.* has served as a member of the Board since 2017. Dr. Freeman currently serves as the Chief Business Officer of ARTBIO, a clinical-stage private biopharmaceutical company developing radio-ligand therapies for oncology, a role he has held since January 2026. Previously, Dr. Freeman was founder and COO of Anthos Therapeutics, Inc. from 2018 until its acquisition by Novartis in 2025. From 2017 to June 2018, Dr. Freeman held the position of Chief Business Officer of Vedanta Biosciences, a clinical-stage company developing therapies for immune-mediated diseases. Prior to his role with Vedanta Biosciences, Dr. Freeman was the Senior Vice President of Strategy and Portfolio Management and Head of Business Development and Licensing at Merck KGaA, a leading science and technology company, from 2008 to 2016. Dr. Freeman received a Ph.D. in Molecular Pharmacology and Drug Metabolism from the Imperial Cancer Research Fund (now CRUK), an M.A. and First Class Honours in Biochemistry from Cambridge University and a MBA with a finance major from Webster University, St. Louis.

*Curtis A. Lockshin, Ph.D.* has served as a member of the Board since 2013. Dr. Lockshin is currently an independent consultant. Previously, Dr. Lockshin served as the Chief Scientific Officer of Xenetic Biosciences, Inc., a biopharmaceutical company focused on the development of novel oncology therapeutics, from January 2017 to May 2024. Prior to this appointment, Dr. Lockshin served as Xenetic Biosciences, Inc.'s Vice President of Research and Operations from March 2014 to January 2017. From July 2016 to December 2016, Dr. Lockshin served as Chief Technical Officer of VBI Vaccines, Inc., a company developing vaccines in infectious disease and immuno-oncology. In July 2016, VBI Vaccines, Inc. had merged with SciVac Therapeutics, Inc. and its subsidiary SciVac, Ltd., a commercial-stage biologics and vaccine company, where Dr. Lockshin had served as Chief Executive Officer and director since September 2014. Since 2004, Dr. Lockshin has served as a Director of the Ruth K. Broad Biomedical Research Foundation, a Duke University Support Corporation. Since May 2013, Dr. Lockshin has also served as President and Chief Executive Officer of Guardum Pharmaceuticals, LLC, a private pharmaceutical company. Dr. Lockshin holds a S.B. degree in Life Sciences and a Ph.D. in Biological Chemistry from the Massachusetts Institute of Technology.

*David H. Deming* has served as a member of the Board since February 2025 and currently serves as our Lead Independent Director. Mr. Deming currently serves as the President and CEO of Barramundi Capital LLC (formerly Parker Street Securities), a broker-dealer for private placements of private securities, a position he has held since April 2023. Mr. Deming has also been a Senior Advisor at ID Fund Advisors LLC, a registered investment adviser, since June 2018. From April 2013 to February 2018, Mr. Deming served as Managing Partner of TAG Healthcare Advisors, where he advised healthcare companies on business and financial strategies. Mr. Deming currently serves on the board of directors of Better For You Wellness, Inc. (OTC: BFYW), where he is a member of the audit committee. Mr. Deming began his career at J.P. Morgan in 1976 and was a Managing Director in charge of the Global Healthcare Investment Banking Group from 1991 to 2003. Mr. Deming received a B.A. in Economics from Hobart College.

As of the date of this Annual Report on Form 10-K, we have two executive officers, Robert Bitterman, who serves as our President and Chief Executive Officer, and Lisa Carson, who serves as our Chief Financial Officer. The size of the Board of Directors (the "**Board**") is currently set at five directors.

## Audit Committee

We have a standing audit committee established in accordance with Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and Rule 5605(c) of the Nasdaq Stock Market. The Audit Committee of the Board (the “**Audit Committee**”) is comprised of Mr. Deming (Chairman), Ms. Bradford and Dr. Freeman. The Board has determined that all members of the Audit Committee satisfy the current independence and experience requirements of Rule 10A-3 of the Exchange Act and the current Nasdaq independence standards, and Mr. Deming is an “audit committee financial expert,” as the Securities and Exchange Commission (the “**SEC**”) has defined that term in Item 407 of Regulation S-K.

## Corporate Code of Ethics and Conduct

We have adopted a Corporate Code of Ethics and Conduct that applies to all employees, officers and directors. Our Corporate Code of Ethics and Conduct, as well as other corporate governance materials, is located on our website at [www.phiotherapeutics.com](http://www.phiotherapeutics.com). Waivers of our Corporate Code of Ethics and Conduct may only be granted by the Board. We intend to disclose on our website any amendments to, or waivers from, the Code of Business Conduct and Ethics that are required to be disclosed pursuant to the disclosure requirements of Item 5.05 of Form 8-K within four business days following the date of such amendment or waiver.

## Insider Trading Arrangements and Policies

We are committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, we have adopted an insider trading policy (the “**Insider Trading Policy**”) governing the purchase, sale, and/or other dispositions of our securities by our directors, officers, employees and designated contractors, as well as by Phio Pharmaceuticals Corp. itself, that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards applicable to us.

## ITEM 11. EXECUTIVE COMPENSATION

The following describes the compensation earned by each of the executive officers identified below in the Summary Compensation Table, who are referred to collectively as our “named executive officers” or NEOs. Our NEOs with respect to the fiscal year that ended on December 31, 2025 are Robert J. Bitterman, Lisa C. Carson and Robert M. Infarinato.

### Summary Compensation Table

| Name and principal position                | Year | Salary (\$) | Bonus  | Stock awards (\$)<br>(1) | Non-equity incentive plan compensation (\$) | All other compensation (\$)<br>(2) | Total (\$) |
|--------------------------------------------|------|-------------|--------|--------------------------|---------------------------------------------|------------------------------------|------------|
| Robert J. Bitterman (3)                    | 2025 | 419,054     | -      | 580,000                  | 158,400                                     | 1,978                              | 1,159,432  |
| President and Chief Executive Officer      | 2024 | 342,615     | -      | 43,245                   | -                                           | 1,159                              | 387,019    |
| Lisa C. Carson (4)                         | 2025 | 188,081     | 25,000 | 109,040                  | 50,198                                      | 697                                | 373,015    |
| Chief Financial Officer                    |      |             |        |                          |                                             |                                    |            |
| Robert M. Infarinato (5)                   | 2025 | 126,113     | 40,000 | -                        | -                                           | 60,575                             | 226,688    |
| Vice President and Chief Financial Officer | 2024 | 75,462      | -      | 29,330                   | -                                           | 414                                | 105,206    |

(1) The amounts shown reflect the grant date fair value of restricted stock units (“**RSUs**”) computed in accordance with the Financial Accounting Standards Board (the “**FASB**”) Accounting Standards Codification (“**ASC**”) Topic 718, “*Compensation — Stock Compensation*” for the indicated year. See Note 9 to our consolidated financial statements included elsewhere in this Annual Report for further information.

(2) Represents amounts for the dollar value of life insurance premiums paid. For 2025, “All other compensation” for Mr. Infarinato includes a severance payment of \$60,000.

- <sup>(3)</sup> Mr. Bitterman has served as a member of the Company’s Board of Directors since 2012 and served as the Company’s Interim Executive Chairman from September 2022 to February 2023 and was appointed as our President and Chief Executive Officer in February 2023. Upon his appointment to Interim Executive Chairman, Mr. Bitterman ceased receiving compensation in connection with his position as a director of the Company, including as Chairman of the Board. Effective as of October 16, 2023, Mr. Bitterman voluntarily reduced his base salary by \$100,000 which was restored to \$440,000 in April 2025.
- <sup>(4)</sup> Ms. Carson has served as our Vice President, Finance and Administration since May 12, 2025 and was appointed Chief Financial Officer in February 2026.
- <sup>(5)</sup> Mr. Infarinato was appointed Vice President and Chief Financial Officer effective August 1, 2024 and separated from the Company on July 31, 2025. The amount shown in the Bonus column for 2025 represents a one-time lump-sum cash payment made to Mr. Infarinato pursuant to his Separation Agreement and General Release of Claims entered into with the Company, effective July 31, 2025 (the “Severance Agreement”). See “Employment and Change of Control Agreements – Robert M. Infarinato” below for more information.

## Outstanding Equity Awards at Fiscal Year-End

The following table shows information regarding outstanding equity awards as of December 31, 2025 for our NEOs:

| Name                       | Grant Date | Option Awards                                                           |                                                                       |                            |                        | Stock Awards                                                       |                                                                       |
|----------------------------|------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------|----------------------------|------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------------|
|                            |            | Number of Securities Underlying Unexercised Options (#) Exercisable (2) | Number of Securities Underlying Unexercised Options (#) Unexercisable | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock That Have Not Vested (#) (2)(3) | Market Value of Shares or Units of Stock That Have Not Vested (\$)(1) |
| Robert J. Bitterman<br>(2) | 2/10/2016  | 1                                                                       | -                                                                     | 169,884.00                 | 2/10/2026              | -                                                                  | -                                                                     |
|                            | 2/1/2017   | 1                                                                       | -                                                                     | 37,362.60                  | 2/1/2027               | -                                                                  | -                                                                     |
|                            | 9/11/2025  | -                                                                       | -                                                                     | -                          | -                      | 250,000                                                            | 262,500                                                               |
| Lisa C. Carson             | 9/11/2025  | -                                                                       | -                                                                     | -                          | -                      | 47,000                                                             | 49,350                                                                |

<sup>(1)</sup> Value is based on the closing price of \$1.05 of Common Stock on December 31, 2025.

<sup>(2)</sup> The equity awards granted to Mr. Bitterman on February 10, 2016 and February 1, 2017 vested in full in one installment on the first anniversary of each grant date. The equity award granted to Mr. Bitterman on September 11, 2025 will vest in full on the first anniversary of the grant date.

<sup>(3)</sup> The equity award granted to Ms. Carson on September 11, 2025 will vest in full on the first anniversary of the grant date.

## Base Salary

When reviewing and approving our executive compensation arrangements, including the base salaries paid to our executive officers, the Compensation Committee of the Board (the “**Compensation Committee**”) considers a number of factors, including, but not limited to: the performance of the executive officer to the Company’s overall performance, the performance of the executive officer against the Company’s corporate objectives, the executive officer’s skills, experience and qualifications in such executive officer’s role, review of compensation surveys of base salaries paid by comparable organizations and market compensation data. These factors provide the framework for decisions regarding the base salary compensation for each executive officer. No single factor is determinative in setting base salary levels, nor was the impact of any factor on the determination of pay levels quantifiable.

## **Incentive Compensation**

### ***Annual Incentive Program (Non-Equity Incentive Plan Compensation)***

Annual bonuses are based on the achievement of corporate goals typically comprised of a mix of clinical development, financial, business development, and investor relations related performance objectives. The corporate goals are approved by the Board on an annual basis at the start of each year. Annual bonuses for all employees, including executive officers, take into account the achievement of specified business objectives. The Compensation Committee reviews our achievements against these corporate goals and their assessment of the goals and recommendations regarding funding is presented to our full Board for approval. The Compensation Committee retains full discretion to evaluate overall performance under the annual incentive program and may adjust bonus payouts based on factors it deems appropriate. Our NEOs did not receive an annual incentive bonus payment for 2024 due to the Company's cash position, not because corporate goals were unmet. The 2025 bonuses were paid in February 2026 and are included in the 2025 "Non-equity Incentive Plan Compensation" column of the Summary Compensation Table above for Mr. Bitterman and Ms. Carson. The 2025 bonus payment was based on achievement of formal corporate objectives.

### ***Equity Incentive***

We maintain the Phio Pharmaceuticals Corp. 2020 Long Term Incentive Plan (the "**2020 Plan**") pursuant to which we currently grant RSU awards to eligible participants. In September 2025, Mr. Bitterman and Ms. Carson were each granted an award of RSUs subject to time-based vesting conditions. Mr. Bitterman received 250,000 RSUs, and Ms. Carson received 47,000 RSUs. The RSUs are scheduled to vest in full on the first anniversary of their grant date.

The Compensation Committee last granted a stock option in October 2023. We have no program, practice or plan to grant stock options in coordination with the release of material nonpublic information. We also have not timed the release of material nonpublic information for the purpose of affecting the value of stock options or other compensation, and we have no plan to do so. These considerations are not applicable to RSUs or other types of equity awards that do not include an exercise price related to the market price of our stock on the date of grant.

## **Employment and Change of Control Agreements**

The following provides description of the employment agreements that are currently in effect for our NEOs:

### ***Robert J. Bitterman***

Mr. Bitterman was appointed President and Chief Executive Officer and entered into an employment agreement, dated February 20, 2023, pursuant to which he was entitled to an initial annual base salary of \$440,000 and is eligible to receive an annual bonus of up to 40% of his annual base salary, based on the achievement of certain performance goals established annually by the Board. Effective as of October 16, 2023, Mr. Bitterman voluntarily reduced his base salary by \$100,000, and his base salary was restored to \$440,000 in April 2025.

On February 17, 2026, the Company and Mr. Bitterman entered into an amendment to his employment agreement that increased his target annual bonus opportunity from 40% to 50% of his annual base salary and increased his severance in the event of a termination by the Company without “cause” or by Mr. Bitterman for “good reason” (each as defined in the employment agreement) to twelve months of base salary. All other terms of his employment agreement, as amended, remain unchanged.

Under his employment agreement, if Mr. Bitterman’s employment is terminated by the Company due to death or disability, the Company shall pay to Mr. Bitterman or to his estate, as applicable, any earned, but unpaid, base salary and any amounts owed to Mr. Bitterman for reimbursement of expenses properly incurred which are reimbursable, in each case as earned or incurred, as applicable through the date of termination (the “**Accrued Benefits**”), as well as pay any accrued but unpaid bonus then due to Mr. Bitterman and all equity awards that have been granted will immediately vest on a pro-rata basis. If Mr. Bitterman’s employment is terminated by the Board for cause or by Mr. Bitterman without good reason, the Company shall pay to Mr. Bitterman the Accrued Benefits through the date of termination. If Mr. Bitterman’s employment is terminated by Mr. Bitterman for good reason or by the Company other than as a result of death or disability and other than for cause, then the Company shall pay to Mr. Bitterman the Accrued Benefits through the date of termination, continue to pay Mr. Bitterman his base salary for twelve months from the date of separation, pay any accrued but unpaid bonus and if, and only if, such termination occurs within one year of a change in control all equity awards that have been granted but are not exercisable at the time of such termination shall immediately become exercisable in full.

Mr. Bitterman is eligible to participate in the Company’s 2020 Plan and other benefits available to the Company’s executive officers.

*Lisa C. Carson*

Ms. Carson was appointed Chief Financial Officer on February 1, 2026. Ms. Carson was previously appointed Vice President Finance and Administration and entered into an offer letter and employment agreement, effective May 12, 2025, pursuant to which she was entitled to an initial annual base salary of \$290,000 and was eligible to receive an annual bonus of up to 30% of her annual base salary, based on the achievement of certain performance goals established annually by the Board. Upon her appointment as Chief Financial Officer, her annual base salary was increased to \$325,000 and she is now eligible to receive an annual bonus of up to 35% of her annual based salary, based on the achievement of certain performance goals established annually by the Board. In connection with her appointment as Vice President Finance and Administration, the Company granted Ms. Carson RSUs settleable for 47,000 shares of Common Stock under the 2020 Plan. The RSUs vest in full on the first anniversary of the grant date, subject to Ms. Carson’s continuous service with us through such vesting date.

Ms. Carson’s employment is at-will, which means that we or Ms. Carson may terminate her employment with us at any time, with or without notice or cause.

Ms. Carson is eligible to participate in the Company’s 2020 Plan and other benefits available to the Company’s executive officers.

*Robert M. Infarinato*

Mr. Infarinato was appointed Vice President and Chief Financial Officer and entered into an offer letter and employment agreement, effective August 1, 2024, pursuant to which he was entitled to an initial annual base salary of \$180,000 and was eligible to receive an annual bonus of up to 30% of his annual base salary, based on the achievement of certain performance goals established annually by the Board. In connection with his appointment, the Company granted Mr. Infarinato RSUs settleable for 8,000 shares of Common Stock under the 2020 Plan. The RSUs were scheduled to vest in equal annual installments over three years, commencing on the first anniversary of the grant date, subject to Mr. Infarinato’s continuous service with us through each such vesting date.

Effective July 31, 2025, the Company and Mr. Infarinato entered into the Severance Agreement, which provided for a severance payment equal to 12 weeks of base salary (equal to \$60,000), a lump-sum payment of \$40,000, and continued vesting of 11,000 RSUs in accordance with their vesting terms, in exchange for a release of claims against the Company and its affiliates and the re-affirmation of certain confidentiality, non-solicitation and post-departure cooperation covenants on the part of Mr. Infarinato.

## Pay versus Performance

As required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(v) of Regulation S-K, we are providing the following information about the relationship between the SEC-defined Compensation Actually Paid (“CAP”) to our NEOs and certain of our financial performance metrics during the fiscal years listed below. The SEC-defined CAP data set forth in the table below does not necessarily reflect amounts actually paid, earned or received by our NEOs, and the metrics are not those that the Compensation Committee uses when setting executive compensation.

The following table sets forth additional compensation information of our principal executive officer (“**PEO**”) along with total shareholder return and net income for our 2025, 2024 and 2023 fiscal years. The Company appointed Lisa C. Carson as Vice President Finance and Administration in May 2025 and subsequently appointed her as Chief Financial Officer in February 2026. Ms. Carson is considered a non-PEO NEO for fiscal year 2025. The Company appointed Robert M. Infarinato as Chief Financial Officer in August of 2024, and Mr. Infarinato is considered a non-PEO NEO for fiscal years 2025 and 2024. The Company did not have any non-PEO NEOs for the 2023 fiscal year.

| Year | Summary<br>Compensation<br>Table Total<br>for PEO (1) | CAP to<br>PEO (2) | Summary<br>Compensation<br>Table Total<br>for Non-PEO<br>NEO | CAP to<br>Non-PEO<br>NEO (3) | Value of<br>Initial Fixed<br>\$100<br>Investment<br>Based On<br>Total<br>Shareholder<br>Return (4) | Net Income (Loss)<br>(Thousands) |
|------|-------------------------------------------------------|-------------------|--------------------------------------------------------------|------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------|
| 2025 | \$ 1,159,432                                          | \$ 885,952        | \$ 599,704                                                   | \$ 564,494                   | \$ 19.33                                                                                           | (\$8,698)                        |
| 2024 | \$ 387,019                                            | \$ 384,546        | \$ 105,206                                                   | \$ 106,566                   | \$ 23.25                                                                                           | (\$7,150)                        |
| 2023 | \$ 437,892                                            | \$ 379,393        | —                                                            | —                            | \$ 6.33                                                                                            | (\$10,826)                       |

<sup>(1)</sup> Mr. Bitterman has served as a member of the Company’s Board since 2012, served as the Company’s Interim Executive Chair from September 2022 to February 2023 and was appointed as our President and Chief Executive Officer in February 2023.

<sup>(2)</sup> CAP reflects the following exclusions and inclusions for the PEO in the table above:

| Year | Summary<br>Compensation<br>Table Total | Minus: Grant<br>Date Fair<br>Value of<br>Stock Awards<br>and Option<br>Awards from<br>Summary<br>Compensation<br>Table | Plus:<br>Year-end<br>Fair<br>Value of<br>Unvested<br>Equity<br>Awards<br>Granted<br>During<br>Year | Plus<br>Change<br>in Value<br>of Prior<br>Years<br>unvested<br>Awards | Plus:<br>Fair<br>Value at<br>Vest<br>Date for<br>Awards<br>Granted<br>and<br>Vested<br>During<br>Year | Plus:<br>Year-<br>Over-Year<br>Difference<br>of Year-<br>End Fair<br>Value of<br>Prior<br>Years'<br>Awards<br>Vested<br>During<br>Year | Minus:<br>Fair Value<br>at Prior<br>Year-end<br>for Prior<br>Years'<br>Awards<br>that Fail to<br>Meet<br>Vesting<br>Conditions<br>During<br>Year | Compensation<br>Actually Paid |
|------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| 2025 | \$ 1,159,432                           | (580,000)                                                                                                              | \$ 262,500                                                                                         | —                                                                     | 35,960                                                                                                | \$ 8,060                                                                                                                               | —                                                                                                                                                | \$ 885,952                    |
| 2024 | \$ 387,019                             | (43,245)                                                                                                               | \$ 43,245                                                                                          | —                                                                     | —                                                                                                     | \$ (2,473)                                                                                                                             | —                                                                                                                                                | \$ 384,546                    |
| 2023 | \$ 437,892                             | (57,640)                                                                                                               | \$ 8,360                                                                                           | —                                                                     | —                                                                                                     | \$ (9,219)                                                                                                                             | —                                                                                                                                                | \$ 379,393                    |

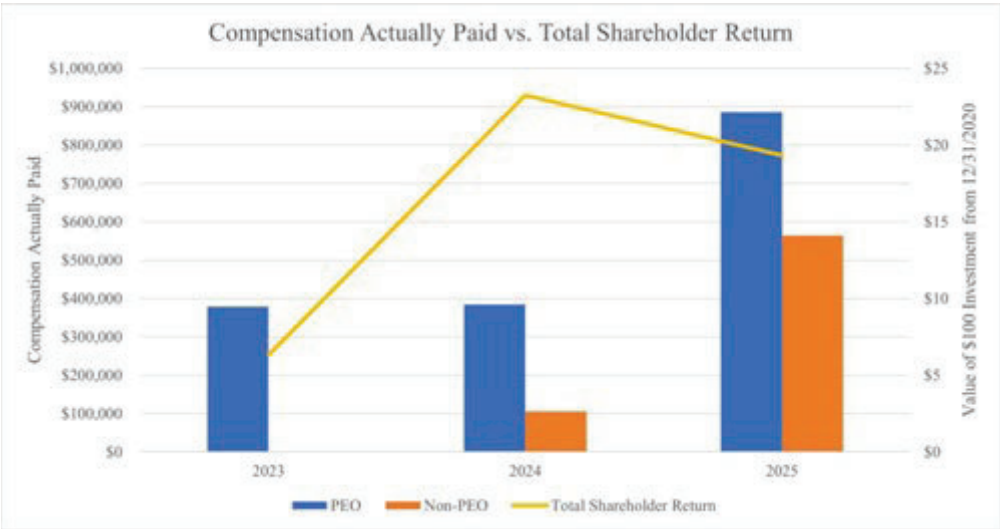
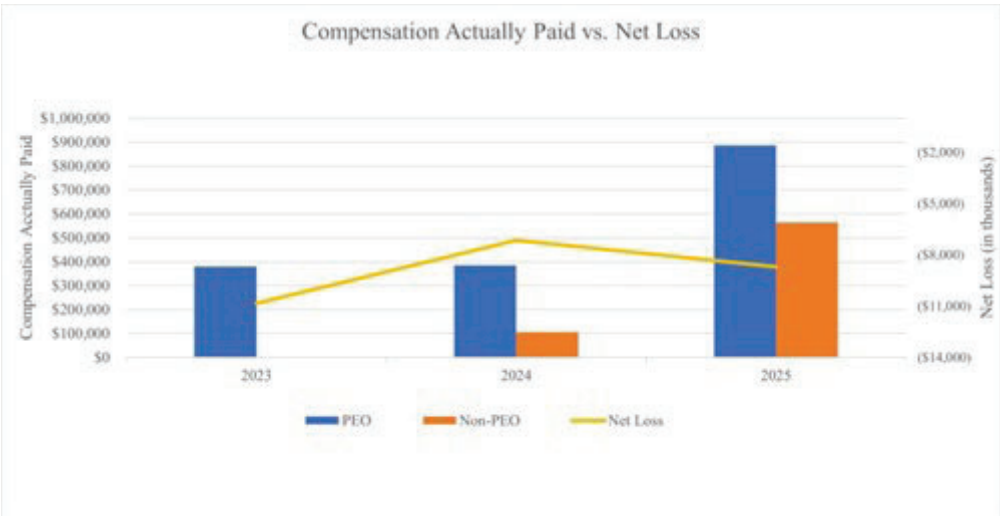
(3) CAP reflects the following exclusions and inclusions for the Non-PEO NEO in the table above:

| Year | Summary<br>Compensation<br>Table Total | Minus: Grant<br>Date Fair<br>Value of<br>Stock Awards<br>and Option<br>Awards from<br>Summary<br>Compensation<br>Table | Plus:<br>Year-end<br>Fair<br>Value of<br>Unvested<br>Equity<br>Awards<br>Granted<br>During<br>Year | Plus:<br>Year-<br>Over-Year<br>Difference<br>of Year-<br>End Fair<br>Value of<br>Unvested<br>Awards<br>Granted in<br>Prior<br>Years | Plus: Fair<br>Value at<br>Vest Date<br>for<br>Awards<br>Granted<br>and<br>Vested<br>During<br>Year | Plus:<br>Year-<br>Over-Year<br>Difference<br>of Year-<br>End Fair<br>Value of<br>Prior<br>Years'<br>Awards<br>Vested<br>During<br>Year | Minus:<br>Fair Value<br>at Prior<br>Year-end<br>for Prior<br>Years'<br>Awards<br>that Fail to<br>Meet<br>Vesting<br>Conditions<br>During<br>Year | Compensation<br>Actually Paid |
|------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| 2025 | \$ 599,704                             | \$ (109,040)                                                                                                           | \$ 49,350                                                                                          | —                                                                                                                                   | \$ 24,480                                                                                          | —                                                                                                                                      | —                                                                                                                                                | \$ 564,494                    |
| 2024 | \$ 105,206                             | \$ (29,330)                                                                                                            | \$ 30,690                                                                                          | —                                                                                                                                   | —                                                                                                  | —                                                                                                                                      | —                                                                                                                                                | \$ 106,566                    |
| 2023 | —                                      | —                                                                                                                      | —                                                                                                  | —                                                                                                                                   | —                                                                                                  | —                                                                                                                                      | —                                                                                                                                                | —                             |

(4) Total shareholder return as calculated based on a fixed investment of \$100 measured from the market close on December 31, 2023 through and including the end of the fiscal year for each year reported in the table.

Relationship Between Pay and Performance

The following charts shown below illustrate the relationship of compensation actually paid to our PEO and, for 2024 and 2025, to our Non-PEO NEO, as set forth in the table above, as compared to: our (1) total shareholder return and (2) net income (loss).



## Director Compensation

### *Non-Employee Director Compensation Policy*

We compensate our non-employee directors for their service as a member of our Board. Each non-employee director is entitled to receive an annual cash retainer of \$35,000. The chairs of our Board and Audit Committee are entitled to receive an additional annual cash retainer of \$15,000 and the chairs of the Compensation, Governance and Nominating Committees are entitled to receive an additional cash retainer of \$7,500. In addition, the Lead Independent Director, if any, is entitled to receive an additional annual cash retainer of \$12,500. Each non-employee director is also entitled to receive an annual grant of RSUs as determined by the Board, which vest in full on the one-year anniversary of the respective date of grant.

The Compensation Committee and the Board reassess the appropriate levels of cash and equity compensation for non-employee directors on an annual basis.

Non-employee directors are also reimbursed for their travel and reasonable out-of-pocket expenses incurred in connection with attending Board and committee meetings, to the extent that attendance is required by the Board or the committee(s) on which that director serves.

### *Non-Employee Director Compensation Table*

The following table shows the compensation to the Company's non-employee directors in fiscal year 2025. We compensate our non-employee directors for their service as a member of our Board. Compensation paid to Robert J. Bitterman, the Company's President, Chief Executive Officer and Chairman of the Board, is set forth above in the Summary Compensation Table due to Mr. Bitterman's status as an NEO of the Company.

| Name                       | Fees Earned<br>or Paid in<br>Cash (\$) | Stock<br>Awards<br>(\$)(1) | Other (\$)(2) | Total (\$) |
|----------------------------|----------------------------------------|----------------------------|---------------|------------|
| Patricia A. Bradford       | 56,875                                 | 43,616                     | -             | 100,491    |
| David H. Deming (3)        | 27,586                                 | 32,480                     | -             | 60,066     |
| Robert L. Ferrara (4)      | -                                      | -                          | 67,211        | 67,211     |
| Jonathan E. Freeman, Ph.D. | 30,000                                 | 34,104                     | -             | 64,104     |
| Curtis A. Lockshin, Ph.D.  | 48,750                                 | 37,584                     | -             | 86,334     |

<sup>(1)</sup>The amounts shown reflect the grant date fair value of RSUs computed in accordance with the FASB ASC Topic 718, "Compensation — Stock Compensation".

<sup>(2)</sup>The amount shown for Mr. Ferrara reflects a lump-sum payment made to Mr. Ferrara in connection with his resignation on October 31, 2025.

<sup>(3)</sup>Mr. Deming was appointed to the Board on February 19, 2025.

<sup>(4)</sup>Mr. Ferrara resigned from our Board on October 31, 2025. He received an award of 23,000 RSUs on September 11, 2025 that were scheduled to vest in full on the first anniversary of the grant date; these RSUs were subsequently forfeited in connection with his resignation.

As of December 31, 2025, the aggregate number of shares underlying stock options and RSUs by our non-employee directors is as follows: Patricia A. Bradford — 18,800 RSUs, David C. Deming — 14,000 RSUs, Jonathan E. Freeman, Ph.D. — 14,700 RSUs, and Curtis A. Lockshin, Ph.D. — 16,200 RSUs. Mr. Bitterman's outstanding equity awards are also included in the Outstanding Equity Awards at Fiscal Year-End table above due to his status as an NEO during the fiscal year ended December 31, 2025.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

**Security Ownership of Certain Beneficial Owners and Management**

Based on information available to us and filings with the SEC, the following table sets forth certain information regarding the beneficial ownership (as defined by Rule 13d-3 under the Exchange Act) of our outstanding Common Stock for (i) each of our directors, (ii) each of our named executive officers, (iii) all of our directors and executive officers as a group and (iv) persons known to us to beneficially own more than 5% of our outstanding Common Stock. The following information is presented as of March 5, 2026 or such other date as may be reflected below.

Beneficial ownership and percentage ownership are determined in accordance with the rules of the SEC and include voting or investment power with respect to shares of stock. This information does not necessarily indicate beneficial ownership for any other purpose. Under these rules, shares of Common Stock not outstanding but deemed beneficially owned by virtue of the right of a person to acquire them as of March 5, 2026, or within 60 days of March 5, 2026, are deemed outstanding for the purpose of computing the percentage ownership of each person, but are not deemed outstanding for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated and subject to applicable community property laws, to our knowledge, each stockholder named in the following table possesses sole voting and investment power over their shares of Common Stock, except for those jointly owned with that person's spouse. Unless otherwise indicated below, the address of all listed directors and named executive officers is c/o Phio Pharmaceuticals Corp., 411 Swedeland Road, Suite 23-1080, King of Prussia, PA 19406.

| Name And Address of Beneficial Owner                                  | Shares Beneficially Owned |                      |
|-----------------------------------------------------------------------|---------------------------|----------------------|
|                                                                       | Number (1)                | Percent of Class (2) |
| <b><i>Greater than 5% Holders</i></b>                                 |                           |                      |
| Intracoastal Capital LLC (3)                                          | 2,051,152                 | 9.99%                |
| CVI Investments, Inc. (4)                                             | 1,194,719                 | 9.99%                |
| <b><i>Directors and Named Executive Officers</i></b>                  |                           |                      |
| Robert J. Bitterman (5)                                               | 41,421                    | *                    |
| Patricia A. Bradford                                                  | 8,351                     | *                    |
| Lisa C. Carson                                                        | -                         | *                    |
| David H. Deming                                                       | -                         | *                    |
| Jonathan E. Freeman, Ph.D.                                            | 1,355                     | *                    |
| Robert M. Infarinato                                                  | 7,659                     | *                    |
| Curtis A Lockshin, Ph.D.                                              | 2,355                     | *                    |
| All current directors and executive officers as a group (six persons) | 53,482                    | *                    |

\* Indicates less than 1%.

<sup>(1)</sup>Represents shares of Common Stock held as of March 5, 2026 plus shares of Common Stock that may be acquired upon the exercise of options and warrants within 60 days of March 5, 2026.

<sup>(2)</sup>Based on 11,617,250 shares of Common Stock that were issued and outstanding as of March 5, 2026. Shares not outstanding but deemed beneficially owned by virtue of the right of a person to acquire them as of March 5, 2026, or within 60 days of March 5, 2026, are treated as outstanding only when determining the ownership and voting power for each person (or all directors and executive officers as a group).

<sup>(3)</sup>Based on information provided by Intracoastal Capital LLC (“**Intracoastal**”). Each of Intracoastal, Mitchell P. Kopin (“**Mr. Kopin**”) and Daniel B. Asher (“**Mr. Asher**”) be deemed to have beneficial ownership of all shares of Common Stock issuable upon the exercise of certain warrants held by Intracoastal. Certain of the warrants held by Intracoastal contain a blocker provision under which the holder thereof does not have the right to exercise its warrants to the extent (but only to the extent) that such exercise would result in beneficial ownership by the holder thereof, together with the holder’s affiliates, and any other persons acting as a group together with the holder or any of the holder’s affiliates, of more than 4.99% or 9.99% of the Company’s Common Stock, as applicable. Based upon information provided by Intracoastal, Intracoastal and Messrs. Kopin and Asher would be deemed to have beneficial ownership of 2,051,152 shares of Common Stock in the absence of such blocker provisions. The principal business office of Mr. Kopin and Intracoastal is 245 Palm Trail, Delray Beach, Florida 33483. The principal business office of Mr. Asher is 111 W. Jackson Boulevard, Suite 2000, Chicago, Illinois 60604.

<sup>(4)</sup>Based on information provided by CVI Investments, Inc. (“**CVI**”). Heights Capital Management, Inc. (“**Heights Capital**”), which serves as the investment manager to CVI, may be deemed to be the beneficial owner of all shares of Common Stock owned by CVI. Each of CVI and Heights Capital disclaims any beneficial ownership of any such shares of Common Stock, except for their pecuniary interest therein. CVI and Heights Capital may be deemed to have beneficial ownership of shares of Common Stock and shares of Common stock issuable upon the exercise of certain warrants. The number of shares of Common Stock reported as beneficially owned consists of shares of Common Stock issuable upon the exercise of warrants to purchase shares of Common Stock. Such warrants are not exercisable to the extent that the total number of shares of Common Stock then beneficially owned by CVI and Heights Capital and any other persons whose beneficial ownership of shares of Common Stock would be aggregated with such shares for purposes of Section 13(d) of the Exchange Act would exceed 9.99%.

<sup>(5)</sup>Includes stock options to purchase 1 share of Common Stock exercisable within 60 days of the Record Date.

## Equity Compensation Plan Information

The table below sets forth certain information as of December 31, 2025 about the securities authorized for issuance under our equity compensation plans, which consist of our 2020 Plan and our 2013 Employee Stock Purchase Plan. Upon adoption of the 2020 Plan, shares that remained available for grant under our prior Phio Pharmaceuticals Corp. 2012 Long-Term Incentive Plan (the “**2012 Plan**”) and shares that were subject to outstanding awards under the 2012 Plan were included in the authorized shares available for grant under the 2020 Plan. Further, upon adoption of the 2020 Plan, the Company no longer grants new equity awards under the 2012 Plan.

### *Restricted Stock Units*

RSUs can be issued either under the 2020 Plan or as inducement grants issued outside of the 2020 Plan to new employees. RSUs granted by the Company to employees generally vest 1 year after the grant date. Upon vesting, each outstanding RSU will be settled for one share of Common Stock. Employee RSU recipients may elect to net share settle upon vesting, in which case the Company pays the employee’s income taxes due upon vesting and withholds a number of shares of equal value. The Company does not expect to repurchase shares to satisfy RSU vests. The fair value of the RSUs awarded is based upon the Company’s closing stock price at the grant date and is expensed over the requisite service period.

### *Stock Options*

Stock options can be issued either under the 2020 Plan or as inducement grants issued outside of the 2020 Plan to new employees. Stock options are generally subject to graded vesting and the satisfaction of service requirements. Stock options granted by the Company to employees generally vest annually over 4 years after the grant date and generally vest over 1 year after the grant date for members of the Board and expire within ten years of grant. Upon the exercise of a stock option, the Company issues new shares and delivers them to the recipient. The Company does not expect to repurchase shares to satisfy stock option exercises. The Company uses the Black-Scholes option-pricing model to determine the fair value of all its option grants. The risk-free interest rate used for each grant was based upon the yield on zero-coupon U.S. Treasury securities with a term similar to the expected life of the related option. The Company’s expected stock price volatility assumption is based upon the Company’s own implied volatility. As the Company has limited stock option exercise information, the expected life assumption used for option grants is based upon the simplified method provided for under ASC 718. The dividend yield assumption is based upon the fact that the Company has never paid cash dividends and presently has no intention of paying cash dividends.

| <b>Plan Category</b>                                                  | <b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b> | <b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</b> | <b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in First Column)</b> |
|-----------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| Equity compensation plans approved by security holders <sup>(1)</sup> | 478,821                                                                                            | \$ 614.60                                                                          | 473,196                                                                                                                                              |
| Equity compensation plans not approved by security holders            | —                                                                                                  | —                                                                                  | —                                                                                                                                                    |
| Total                                                                 | 478,821                                                                                            | \$ 614.60                                                                          | 473,196                                                                                                                                              |

<sup>(1)</sup> Includes 1,121 outstanding options and 477,700 unvested RSUs under the 2020 Plan.

## ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The Board, with the assistance of the Audit Committee, reviews and approves all transactions with directors, officers and holders of more than 5% of our voting securities and their affiliates. Prior to the Board's consideration of a transaction with such a related party, the material facts as to the related party's relationship or interest in the transaction must be disclosed to the Board, and the transaction will not be considered approved by the Board unless a majority of the directors who are not interested in the transaction (if applicable) approve the transaction. Furthermore, when stockholders are entitled to vote on a transaction with a related party, the material facts of the related party's relationship or interest in the transaction must be disclosed to the stockholders, who must approve the transaction in good faith.

Since January 1, 2024, except as listed below, there has not been, nor is there currently proposed, any transaction or series of related transactions to which we were or will be a party in which the amount involved exceeded or will exceed the lesser of (i) \$120,000 and (ii) one percent of the average of Company's total assets at year-end for the last two completed fiscal years and in which the other parties included or will include any of our directors, executive officers, holders of 5% or more of our voting securities, or any member of the immediate family of any of the foregoing persons, other than compensation arrangements with directors and executive officers, which are described where required in Item 11. Executive Compensation of this Annual Report on Form 10-K.

### *Participation in 2024 and 2025 Financings*

#### July 2024 Financing

On July 11, 2024, the Company entered into the July 2024 Inducement Letter Agreements with certain holders of certain of the Company's existing warrants to purchase up to an aggregate of 545,286 shares of Common Stock. The existing warrants were originally issued in February 2020 through December 2023, having exercise prices between \$324.00 and \$9.72 per share. Pursuant to the July 2024 Inducement Letter Agreements, these warrants were exercised for cash at a reduced exercise of \$5.45 per share in consideration of the Company's agreement to issue new unregistered five and one-half year term Series C warrants to purchase up to 583,098 shares of Common Stock at an exercise price of \$5.45 (the "**Series C Warrants**") and new unregistered eighteen month term Series D warrants to purchase up to 507,474 shares of Common Stock at an exercise price of \$5.45, both issued and sold at a price of \$0.125 per warrant share (the "**July 2024 Financing**"). The net proceeds to the Company from the July 2024 Financing were approximately \$2.6 million, after deducting placement agent fees and offering expenses. Purchasers included a beneficial owner of more than 5% of our outstanding shares of Common Stock who acquired the following securities: Intracoastal Capital, LLC ("**Intracoastal**"), who acquired 141,278 Series C Warrants.

#### December 19, 2024 Concurrent Registered Direct Offering and Private Placement

On December 19, 2024, the Company entered the December 19, 2024 Securities Purchase Agreement in connection with the December 19, 2024 Offerings. The December 19, 2024 Offerings closed on December 20, 2024. The net proceeds to the Company from the December 19, 2024 Offerings were approximately \$900,000, after deducting placement agent fees and offering expenses.

Pursuant to the December 19, 2024 Securities Purchase Agreement, the Company offered and sold in the December 19, 2024 Registered Direct Offering 437,192 shares of Common Stock at a purchase price of \$2.635 per share. In the December 19, 2024 Private Placement, the Company also issued to such institutional and accredited investors unregistered warrants to purchase up to 437,192 shares of Common Stock (the "**Series E Warrants**"). Under the terms of the December 19, 2024 Securities Purchase Agreement, for each share of Common Stock issued in the December 19, 2024 Registered Direct Offering, an accompanying Series E Warrant was issued to the purchaser thereof. Each Series E Warrant is exercisable for one share of Common Stock at an exercise price of \$2.51 per share and will expire on December 20, 2029. The Series E Warrants were offered and sold at a purchase price of \$0.125 per Series E Warrant, which purchase price is included in the offering price per share of Common Stock issued in the December 19, 2024 Registered Direct Offering. Purchasers included beneficial owners of more than 5% of our outstanding shares of Common Stock who acquired the following securities: Heights Capital Management, Inc. ("**Heights Capital**"), who acquired 109,298 shares of Common Stock and 109,298 Series E Warrants.

#### December 23, 2024 Concurrent Registered Direct Offering and Private Placement

On December 23, 2024, the Company entered into the December 23, 2024 Securities Purchase Agreement in connection with the December 23, 2024 Offerings. The December 23, 2024 Offerings closed on December 24, 2024. The net proceeds to the Company from the December 23, 2024 Offerings were approximately \$480,000, after deducting placement agent fees and offering expenses.

Pursuant to the December 23, 2024 Securities Purchase Agreement, the Company offered and sold in the December 23, 2024 Registered Direct Offering 240,000 shares of Common Stock at a purchase price of \$2.00 per share. In the December 23, 2024 Private Placement, the Company also issued to such institutional and accredited investors unregistered warrants to purchase up to 240,000 shares of Common Stock (the “**Series F Warrants**”). Under the terms of the December 23, 2024 Securities Purchase Agreement, for each share of Common Stock issued in the December 23, 2024 Registered Direct Offering, an accompanying Series F Warrant was issued to the purchaser thereof. Each Series F Warrant is exercisable for one share of Common Stock at an exercise price of \$2.00 per share and will expire on December 24, 2029. The Series F Warrants were offered and sold at a purchase price of \$0.125 per Series F Warrant, which purchase price is included in the offering price per share of Common Stock issued in the December 23, 2024 Registered Direct Offering. Purchasers included a beneficial owner of more than 5% of our outstanding shares of Common Stock who acquired the following securities: Heights Capital, who acquired 60,000 shares of Common Stock and 60,000 Series F Warrants.

#### January 13, 2025 Concurrent Registered Direct Offering and Private Placement

On January 13, 2025, the Company entered into the January 13, 2025 Securities Purchase Agreement in connection with the January 13, 2025 Offerings. The January 13, 2025 Offerings closed on January 14, 2025. In addition, the Company issued warrants to the placement agent, HCW, to purchase a total of 79,775 shares of Common Stock at an exercise price of \$3.75 per share. The net proceeds to the Company from the January 13, 2025 Offerings were approximately \$2.8 million, after deducting fees and offering expenses.

Pursuant to the January 13, 2025 Securities Purchase Agreement, the Company offered and sold in the January 13, 2025 Registered Direct Offering 1,063,670 shares of Common Stock at a purchase price of \$3.00 per share. In the January 13, 2025 Private Placement, the Company also issued to certain institutional and accredited investors unregistered warrants to purchase up to 2,127,340 shares of Common Stock (the “**Series G Warrants**”). Under the terms of the January 13, 2025 Securities Purchase Agreement, for each share of Common Stock issued in the January 13, 2025 Registered Direct Offering, two accompanying Series G Warrants were issued to the purchaser thereof. Each Series G Warrant is exercisable for one share of Common Stock at an exercise price of \$3.00 per share and will expire on January 14, 2027. Purchasers included beneficial owners of more than 5% of our outstanding shares of Common Stock who acquired the following securities: Intracoastal, who acquired 115,000 shares of Common Stock and 230,000 Series G Warrants; and Heights Capital, who acquired 283,334 shares of Common Stock 566,668 Series G Warrants.

#### January 14, 2025 Concurrent Registered Direct Offering and Private Placement

On January 14, 2025, the Company entered into the January 14, 2025 Securities Purchase Agreement in connection with the January 14, 2025 Offerings. The January 14, 2025 Offerings closed on January 15, 2025. In addition, the Company issued warrants to the placement agent, HCW, to purchase a total of 62,500 shares of Common Stock at an exercise price of \$3.75 per share. The net proceeds to the Company from the January 14, 2025 Offerings were approximately \$2.1 million, after deducting fees and offering expenses.

Pursuant to the January 14, 2025 Securities Purchase Agreement, the Company offered and sold in the January 14, 2025 Registered Direct Offering 833,335 shares of Common Stock at a purchase price of \$3.00 per share. In the January 14, 2025 Private Placement, the Company also issued to such institutional and accredited investors unregistered warrants to purchase up to 1,666,670 shares of Common Stock (the “**Series H Warrants**”). Under the terms of the January 14, 2025 Securities Purchase Agreement, for each share of Common Stock issued in the January 14, 2025 Registered Direct Offering, two accompanying Series H Warrants were issued to the purchaser thereof. Each Series H Warrant is exercisable for one share of Common Stock at an exercise price of \$3.00 per share and will expire on January 15, 2027. Purchasers included beneficial owners of more than 5% of our outstanding shares of Common Stock who acquired the following securities: Intracoastal, who acquired 100,000 shares of Common Stock and 200,000 Series H Warrants; and Heights Capital, who acquired 244,445 shares of Common Stock and 488,890 Series H Warrants.

#### January 16, 2025 Concurrent Registered Direct Offering and Private Placement

On January 16, 2025, the Company entered into the January 16, 2025 Securities Purchase Agreement in connection with the January 16, 2025 Offerings. The January 16, 2025 Offerings closed on January 17, 2025. In addition, the Company issued warrants to the placement agent, HCW, to purchase a total of 45,750 shares of Common Stock at an exercise price of \$3.75 per share. The net proceeds to the Company from the January 16, 2025 Offerings were approximately \$1.5 million, after deducting fees and offering expenses.

Pursuant to the January 16, 2025 Securities Purchase Agreement, the Company offered and sold in the January 16, 2025 Registered Direct Offering 610,000 shares of Common Stock at a purchase price of \$3.00 per share. In the January 16, 2025 Private Placement, the Company also issued to such institutional and accredited investors unregistered warrants to purchase up to 1,220,000 shares of Common Stock (the “**Series I Warrants**”). Under the terms of the January 16, 2025 Securities Purchase Agreement, for each share of Common Stock issued in the January 16, 2025 Registered Direct Offering, two accompanying Series I Warrants were issued to the purchaser thereof. Each Series I Warrant is exercisable for one share of Common Stock at an exercise price of \$3.00 per share and will expire on January 19, 2027. Purchasers included a beneficial owner of more than 5% of our outstanding shares of Common Stock who acquired the following securities: Heights Capital, who acquired 152,500 shares of Common Stock and 305,000 Series I Warrants.

#### July 2025 Financing

On July 25, 2025, the Company entered into the July 2025 Inducement Letter Agreements with certain holders of certain of the Company’s existing warrants to purchase an aggregate of 928,596 shares of Common Stock. The existing warrants were originally issued in December 2024 and January 2025, having exercise prices between \$2.00 and \$3.00 per share. Warrants to purchase 100,000 shares of Common Stock at the existing exercise price of \$2.00 per share were exercised at their existing exercise price of \$2.00 per share, and warrants to purchase 828,596 shares of Common Stock were exercised at a reduced exercise price of \$2.485 per share.

Pursuant to the July 2025 Inducement Letter Agreements, in consideration for the immediate exercise of such warrants for cash and the payment of an additional \$0.125 per New July 2025 Warrant (as defined below), or an aggregate of \$232,149 for all New July 2025 Warrants, the Company agreed to issue new unregistered five-year term Series J warrants (the “**Series J Warrants**”) to purchase an aggregate of up to 318,596 shares of Common Stock at an exercise price of \$2.485 and new unregistered 24-month term Series K warrants (the “**Series K Warrants**” and, together with the Series J Warrants, the “**New July 2025 Warrants**”) to purchase an aggregate of up to 1,538,596 shares of Common Stock at an exercise price of \$2.485 (the “**July 2025 Financing**”). In addition, the Company issued warrants to the placement agent, HCW, to purchase up to 69,645 shares of Common Stock. 7,500 of the placement agent warrants issued have an exercise price of \$2.8125 per share of Common Stock and a term of five years, 16,395 of the placement agent warrants issued have an exercise price of \$3.4188 per share of Common Stock and a term of five years, and 45,750 of the placement agent warrants issued have an exercise price of \$3.4188 per share of Common Stock and a term of twenty-four months. The net proceeds to the Company from the July 2025 Financing were approximately \$2.1 million, after deducting placement agent fees and offering expenses. Purchasers included a beneficial owner of more than 5% of our outstanding shares of Common Stock who acquired the following securities: Intracoastal, who acquired 149,298 Series J Warrants and 759,298 Series K Warrants.

#### November 2025 Financing

On November 3, 2025, the Company entered into the November 2025 Inducement Letter Agreements with certain holders of the Company’s existing warrants to purchase an aggregate of 5,663,182 shares of Common Stock. The existing warrants were originally issued in July 2024, December 2024, January 2025 and July 2025, having exercise prices between \$2.00 and \$5.45 per share. Warrants to purchase 60,000 shares of Common Stock were exercised at their existing exercise price of \$2.00 per share, warrants to purchase 948,596 shares of Common Stock were exercised at their existing exercise price of \$2.485 per share and warrants to purchase 4,654,586 shares of Common Stock were exercised at a reduced exercise price of \$2.05 per share.

Pursuant to the November 2025 Inducement Letter Agreements, in consideration for the exercise of such warrants for cash and the payment of an additional \$0.125 per Series A Warrant (as defined below), or an aggregate of \$1.4 million for all Series A 2025 Warrants, the Company agreed to issue new unregistered twenty-four month term Series A Warrants (the “**Series A Warrants**”) to purchase an aggregate of up to 11,326,364 shares of Common Stock at an exercise price of \$2.05 (the “**November 2025 Financing**”). In addition, the Company issued warrants to the placement agent, HCW, to purchase up to 424,739 shares of Common Stock. 4,500 of the placement agent warrants issued have an exercise price of \$2.8125 per share of Common Stock and a term of twenty-four months, 349,094 of the placement agent warrants issued have an exercise price of \$2.875 per share of Common Stock and a term of twenty-four months, and 71,145 of the placement agent warrants issued have an exercise price of \$3.4188 per share of Common Stock and a term of twenty-four months. The net proceeds to the Company from the November 2025 Financing were approximately \$12.1 million, after deducting placement agent fees and offering expenses. Purchasers included beneficial owners of more than 5% of our outstanding shares of Common Stock who acquired the following securities: Intracoastal, who acquired 571,278 shares of Common Stock and 1,142,556 Series A Warrants; and Heights Capital, who acquired 1,529,856 shares of Common Stock and 3,059,712 Series A Warrants.

## Indemnification Agreements

We have entered into indemnification agreements with each of our executive officers and directors. These agreements provide that, subject to limited exceptions and among other things, we will indemnify each of our executive officers and directors to the fullest extent permitted by law and advance expenses to each indemnitee in connection with any proceeding in which a right to indemnification is available.

## Director Independence

We believe that the Company benefits from having a strong and independent Board. For a director to be considered independent, the Board must determine that the director does not have any direct or indirect material relationship with the Company that would affect his or her exercise of independent judgment. On an annual basis, the Board reviews the independence of all directors under the applicable SEC rules and Nasdaq listing standards. The Board also considers each director's affiliations with the Company and members of management, as well as significant holdings of Company securities. This review considers all known relevant facts and circumstances in making an independence determination. Based on this review, the Board has made an affirmative determination that all directors are independent, other than our President and Chief Executive Officer and Chairman of the Board, Mr. Bitterman.

In addition, Nasdaq listing standards require that, subject to specified exceptions, each member of our Audit, Compensation, Governance and Nominating Committees of the Board be independent and that members of our Audit Committee also satisfy independence criteria set forth in Rule 10A-3 under the Exchange Act. The Board has determined that all members of the Audit Committee, Compensation Committee, Governance Committee, and Nominating Committee are independent under the applicable Nasdaq listing standards and the Exchange Act.

## ITEM 14. *PRINCIPAL ACCOUNTANT FEES AND SERVICES*

### Pre-Approval Policies and Procedures

Under the Sarbanes-Oxley Act of 2002, all audit and permissible non-audit services provided by our independent registered public accounting firm must be approved in advance by our Audit Committee to ensure that such services do not impair the independent registered public accounting firm's independence from us. Accordingly, the Audit Committee reviews and pre-approves all audit and non-audit services performed by our independent registered public accounting firm, as well as the fees charged for such services. In its review of non-audit service fees, the Audit Committee considers, among other things, the possible impact of the performance of such services on the independent registered public accounting firm's independence.

The following is a summary of the fees billed and expected to be billed to the Company by Grant Thornton LLP ("**Grant Thornton**"), our independent registered public accounting firm for 2025, for professional services rendered for the fiscal years ended December 31, 2025. All fees incurred in fiscal year 2024 were for services rendered solely by BDO USA, P.C. ("**BDO**"). All fees were approved in accordance with the pre-approval policies and procedures described above.

|                        | 2025              | 2024              |
|------------------------|-------------------|-------------------|
| Audit Fees             | \$ 265,000        | \$ 440,150        |
| Audit-Related Fees     | —                 | —                 |
| Tax Fees               | —                 | —                 |
| All Other Fees         | —                 | —                 |
| <b>Total All Fees:</b> | <u>\$ 265,000</u> | <u>\$ 440,150</u> |

*Audit Fees* consist of fees for the audit of the Company's consolidated financial statements included in our annual reports on Form 10-K, the review of the Company's consolidated financial statements included in our quarterly reports on Form 10-Q and other statutory and regulatory filings, including auditor consents.

*Audit-Related Fees* consist of fees billed for assurance and related services that are also performed by our independent registered public accounting firm.

*Tax Fees* consist of services rendered for tax compliance, tax advice and tax planning.

*All Other Fees* consist of the aggregate fees billed for products and services provided and not otherwise included in Audit Fees, Audit-Related Fees or Tax Fees.

## PART IV

### ITEM 15. *EXHIBITS AND FINANCIAL STATEMENT SCHEDULES*

#### Financial Statements

Our consolidated financial statements are set forth in Item 8 to this Annual Report on Form 10-K.

#### Financial Statement Schedules

Certain schedules are omitted because they are not applicable, or are not required by smaller reporting companies.

#### Exhibits

| Exhibit<br>Number | Description                                                                                                                            | Incorporated by Reference Herein                                                |                    |
|-------------------|----------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|--------------------|
|                   |                                                                                                                                        | Form                                                                            | Date               |
| 3.1               | <a href="#"><u>Amended and Restated Certificate of Incorporation of Phio Pharmaceuticals Corp.</u></a>                                 | Current Report on Form 8-K (File No. 001-36304)                                 | November 19, 2018  |
| 3.2               | <a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Phio Pharmaceuticals Corp.</u></a> | Current Report on Form 8-K (File No. 001-36304)                                 | January 14, 2020   |
| 3.3               | <a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Phio Pharmaceuticals Corp.</u></a> | Current Report on Form 8-K (File No. 001-36304)                                 | January 25, 2023   |
| 3.4               | <a href="#"><u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Phio Pharmaceuticals Corp.</u></a> | Current Report on Form 8-K (File No. 001-36304)                                 | July 2, 2024       |
| 3.5               | <a href="#"><u>Certificate of Designation of Series D Preferred Stock, dated November 16, 2022.</u></a>                                | Current Report on Form 8-K (File No. 001-36304)                                 | November 16, 2022  |
| 3.6               | <a href="#"><u>Amended and Restated Bylaws of Phio Pharmaceutical Corp.</u></a>                                                        | Current Report on Form 8-K (File No. 001-36304)                                 | May 2, 2022        |
| 4.1               | <a href="#"><u>Form of Warrant.</u></a>                                                                                                | Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-221173) | September 28, 2018 |

| Exhibit<br>Number | Description                                                                                                            | Incorporated by Reference Herein                |                   |
|-------------------|------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|-------------------|
|                   |                                                                                                                        | Form                                            | Date              |
| 4.2               | <a href="#">Form of Warrant.</a>                                                                                       | Current Report on Form 8-K (File No. 001-36304) | April 2, 2020     |
| 4.3               | <a href="#">Form of Common Stock Warrant.</a>                                                                          | Current Report on Form 8-K (File No. 001-36304) | January 25, 2021  |
| 4.4               | <a href="#">Form of Placement Agent Warrant.</a>                                                                       | Current Report on Form 8-K (File No. 001-36304) | February 17, 2021 |
| 4.5               | <a href="#">Form of Placement Agent Warrant.</a>                                                                       | Current Report on Form 8-K (File No. 001-36304) | December 8, 2023  |
| 4.6               | <a href="#">Description of Securities Registered Pursuant to Section 12(b) of the Securities Exchange Act of 1934.</a> | Annual Report on Form 10-K (File No. 00136304)  | April 1, 2024     |
| 4.7               | <a href="#">Form of Series C/D Warrant</a>                                                                             | Current Report on Form 8-K (File No. 001-36304) | July 12, 2024     |
| 4.8               | <a href="#">Form of Placement Agent Warrant</a>                                                                        | Current Report on Form 8-K (File No. 001-36304) | July 12, 2024     |
| 4.9               | <a href="#">Form of Placement Agent Warrant</a>                                                                        | Current Report on Form 8-K (File No. 001-36304) | December 20, 2024 |

| Exhibit<br>Number | Description                                                                                                                                                                    | Incorporated by Reference Herein                                                |                   |
|-------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-------------------|
|                   |                                                                                                                                                                                | Form                                                                            | Date              |
| 4.10              | <a href="#">Form of Placement Agent Warrant</a>                                                                                                                                | Current Report on Form 8-K (File No. 001-36304)                                 | December 26, 2024 |
| 4.11              | <a href="#">Form of Placement Agent Warrant</a>                                                                                                                                | Current Report on Form 8-K (File No. 001-36304)                                 | January 15, 2024  |
| 4.12              | <a href="#">Form of Placement Agent Warrant</a>                                                                                                                                | Current Report on Form 8-K (File No. 001-36304)                                 | January 17, 2024  |
| 4.13              | <a href="#">Form of Series J/K Warrant</a>                                                                                                                                     | Current Report on Form 8-K (File No. 001-36304)                                 | July 30, 2025     |
| 4.14              | <a href="#">Form of Placement Agent Warrant</a>                                                                                                                                | Current Report on Form 8-K (File No. 001-36304)                                 | July 30, 2025     |
| 4.15              | <a href="#">Form of Series A Warrant</a>                                                                                                                                       | Current Report on Form 8-K (File No. 001-36304)                                 | November 6, 2025  |
| 4.16              | <a href="#">Form of Placement Agent Warrant</a>                                                                                                                                | Current Report on Form 8-K (File No. 001-36304)                                 | November 13, 2025 |
| 10.1              | <a href="#">Patent and Technology Assignment Agreement between RXi Pharmaceuticals Corporation (formerly RNCS, Inc.) and Advirna, LLC, effective as of September 24, 2011.</a> | Registration Statement on Form S-1 (File No. 333-177498)                        | October 25, 2011  |
| 10.2              | <a href="#">Phio Pharmaceuticals Corp. 2020 Long Term Incentive Plan, as amended and restated.#</a>                                                                            | Current Report on Form 10-Q (File No. 001-36304)                                | June 21, 2024     |
| 10.3              | <a href="#">Form of Restricted Stock Unit Award under the Company's 2020 Long Term Incentive Plan.#</a>                                                                        | Annual Report on Form 10-K (File. 001-36304)                                    | March 25, 2021    |
| 10.4              | <a href="#">Form of Nonqualified Stock Option Award under the Company's 2020 Long Term Incentive Plan.#</a>                                                                    | Annual Report on Form 10-Q (File. 001-36304)                                    | November 9, 2023  |
| 10.5              | <a href="#">Phio Pharmaceuticals Corp. 2012 Long Term Incentive Plan.#</a>                                                                                                     | Quarterly Report on Form 10-Q (File No. 001-36304)                              | November 12, 2019 |
| 10.6              | <a href="#">Form of Restricted Stock Unit Award under the Company's 2012 Long Term Incentive Plan, as amended.#</a>                                                            | Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-177498) | December 29, 2011 |

| Exhibit<br>Number | Description                                                                                                                                                                                                            | Incorporated by Reference Herein                                                |                    |
|-------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|--------------------|
|                   |                                                                                                                                                                                                                        | Form                                                                            | Date               |
| 10.7              | <a href="#"><u>Form of Incentive Stock Option Award under the Company's 2012 Long Term Incentive Plan, as amended.#</u></a>                                                                                            | Registration Statement on Form S-1 (File No. 333-191236)                        | September 18, 2013 |
| 10.8              | <a href="#"><u>Form of Non-Qualified Stock Option Award under the Company's 2012 Long Term Incentive Plan, as amended.#</u></a>                                                                                        | Registration Statement on Form S-1 (File No. 333-191236)                        | September 18, 2013 |
| 10.9              | <a href="#"><u>RXi Pharmaceuticals Corporation Employee Stock Purchase Plan.#</u></a>                                                                                                                                  | Registration Statement on Form S-8 (File No. 333-277013)                        | August 24, 2018    |
| 10.10             | <a href="#"><u>Form of Indemnification Agreement.#</u></a>                                                                                                                                                             | Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-177498) | January 23, 2012   |
| 10.11             | <a href="#"><u>Employment Agreement, dated February 20, 2023, by and between Phio Pharmaceuticals Corp. and Robert Bitterman.#</u></a>                                                                                 | Current Report on Form 8-K (File No. 001-36304)                                 | February 22, 2023  |
| 10.12             | <a href="#"><u>First Amendment to the Employment Agreement of Robert J. Bitterman, dated March 25, 2025, by and between the Company and Robert Bitterman.#</u></a>                                                     | Quarterly Report on Form 10-Q (File No. 001-36304)                              | March 31, 2025     |
| 10.13             | <a href="#"><u>Second Amendment to the Employment Agreement of Robert J. Bitterman, dated February 17, 2026, by and between the Company.#</u></a>                                                                      | Current Report on Form 8-K (File No. 001-36304)                                 | February 18, 2026  |
| 10.14             | <a href="#"><u>Lease Agreement dated December 17, 2013 between RXi Pharmaceuticals Corporation and 257 Simarano Drive, LLC, Brighton Properties, LLC, Robert Stubblebine 1, LLC and Robert Stubblebine 2, LLC.</u></a> | Current Report on Form 8-K (File No. 000-54910)                                 | December 20, 2013  |
| 10.15             | <a href="#"><u>First Amendment to Lease dated January 22, 2019.</u></a>                                                                                                                                                | Current Report on Form 8-K (File No. 001-36304)                                 | January 28, 2019   |
| 10.16             | <a href="#"><u>Registration Rights Agreement, dated January 21, 2021, by and between the Company and the Purchasers signatory therein.</u></a>                                                                         | Current Report on Form 8-K (File No. 001-36304)                                 | January 25, 2021   |

| Exhibit<br>Number | Description                                                                                                                                   | Incorporated by Reference Herein                |                   |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|-------------------|
|                   |                                                                                                                                               | Form                                            | Date              |
| 10.17             | <a href="#"><u>Form of Inducement Letter Agreement, dated July 11, 2024, by and between the Company and the Holders.</u></a>                  | Current Report on Form 8-K (File No. 001-36304) | July 12, 2024     |
| 10.18             | <a href="#"><u>Offer Letter, executed April 21, 2025 by and between the Company and Lisa Carson.</u></a>                                      | Current Report on Form 8-K (File No. 001-36304) | June 12, 2025     |
| 10.19             | <a href="#"><u>Form of Inducement Letter Agreement dated November 3, 2025, by and between Phio Pharmaceuticals Corp. and the Holders.</u></a> | Current Report on Form 8-K (File No. 001-36304) | November 13, 2025 |
| 19.1              | <a href="#"><u>Insider Trading Policy.</u></a>                                                                                                | Annual Report on Form 10-K (File No. 001-36304) | March 31, 2025    |
| 23.1              | <a href="#"><u>Consent of BDO USA, P.C., an Independent Registered Public Accounting Firm.*</u></a>                                           |                                                 |                   |
| 23.2              | <a href="#"><u>Consent of Grant Thornton LLP, an independent Registered Public Accounting Firm.*</u></a>                                      |                                                 |                   |
| 31.1              | <a href="#"><u>Sarbanes-Oxley Act Section 302 Certification of Principal Executive Officer.*</u></a>                                          |                                                 |                   |
| 31.2              | <a href="#"><u>Sarbanes-Oxley Act Section 302 Certification of Principal Financial Officer.*</u></a>                                          |                                                 |                   |

| Exhibit<br>Number | Description                                                                                                                               | Incorporated by Reference Herein                |               |
|-------------------|-------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|---------------|
|                   |                                                                                                                                           | Form                                            | Date          |
| 32.1              | <a href="#"><u>Sarbanes-Oxley Action Section 906 Certification of Principal Executive Officer and Principal Financial Officer.</u></a> ** |                                                 |               |
| 97.1              | <a href="#"><u>Phio Pharmaceuticals Corp. Incentive Compensation Recovery Policy.</u></a> #                                               | Annual Report on Form 10-K (File No. 001-35304) | April 1, 2024 |
| 101.INS           | Inline XBRL Instance Document.*                                                                                                           |                                                 |               |
| 101.SCH           | Inline XBRL Taxonomy Extension Schema Document.*                                                                                          |                                                 |               |
| 101.CAL           | Inline XBRL Taxonomy Extension Calculation Linkbase Document.*                                                                            |                                                 |               |
| 101.DEF           | Inline XBRL Taxonomy Extension Definition Linkbase Document.*                                                                             |                                                 |               |
| 101.LAB           | Inline XBRL Taxonomy Extension Label Linkbase Document.*                                                                                  |                                                 |               |
| 101.PRE           | Inline XBRL Taxonomy Extension Presentation Linkbase Document.*                                                                           |                                                 |               |
| 104               | The cover page for this report, formatted in Inline XBRL (included in Exhibit 101).*                                                      |                                                 |               |

\* Filed herewith.

\*\* Furnished herewith.

# Indicates a management contract or compensatory plan or arrangement.

+ Certain portions of this Exhibit have been redacted pursuant to Item 601(b)(10) of Regulation S-K. The Company agrees to furnish supplementally an unredacted copy of this Exhibit to the SEC upon request.

#### ITEM 16. *FORM 10-K SUMMARY*

None.

## SIGNATURES

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

PHIO PHARMACEUTICALS CORP.

By: /s/ Robert J. Bitterman  
Robert J. Bitterman  
President and Chief Executive Officer  
(as Principal Executive Officer)

Date: March 5, 2026

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

| Signatures                                                   | Title                                                                            | Date          |
|--------------------------------------------------------------|----------------------------------------------------------------------------------|---------------|
| <u>/s/ Robert J. Bitterman</u><br>Robert J. Bitterman        | President, Chief Executive Officer and Director<br>(Principal Executive Officer) | March 5, 2026 |
| <u>/s/ Lisa C. Carson</u><br>Lisa C. Carson                  | Chief Financial Officer<br>(Principal Financial Officer)                         | March 5, 2026 |
| <u>/s/ Patricia Bradford</u><br>Patricia Bradford            | Director                                                                         | March 5, 2026 |
| <u>/s/ Jonathan E. Freeman</u><br>Jonathan E. Freeman, Ph.D. | Director                                                                         | March 5, 2026 |
| <u>/s/ Curtis A. Lockshin</u><br>Curtis A. Lockshin, Ph.D.   | Director                                                                         | March 5, 2026 |
| <u>/s/ David H. Deming</u><br>David H. Deming                | Director                                                                         | March 5, 2026 |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>BOARD OF DIRECTORS</b></p> <p><b>Robert J. Bitterman, Chair</b><br/>President &amp; CEO, Phio Pharmaceuticals Corp.</p> <p><b>Patricia A. Bradford</b><br/>Former Senior Vice President Global Human Resources, Unisys Corporation</p> <p><b>Jonathan E. Freeman, Ph.D.</b><br/>CBO, ARTBIO</p> <p><b>Curtis A. Lockshin, Ph.D.</b><br/>Former CSO, Xenetic Biosciences, Inc.</p> <p><b>David H. Deming</b><br/>President &amp; CEO, Barramundi Capital LLC</p> <p><b>R. Todd Plott, M.D.</b><br/>CMO, Epiphany Dermatology</p> <p><b>TRANSFER AGENT</b><br/><b>Computershare Trust Company, N.A.</b></p> <p><u>By Regular Mail:</u><br/>P.O. Box 43078<br/>Providence, RI 02940-3078</p> <p><u>By Overnight Delivery:</u><br/>150 Royall Street, Suite 101<br/>Canton, MA 02021</p> | <p><b>MANAGEMENT TEAM</b></p> <p><b>Robert J. Bitterman</b><br/>President &amp; CEO</p> <p><b>Lisa C. Carson</b><br/>Chief Financial Officer</p> <p><b>Jennifer Phillips, Pharm.D.</b><br/>Senior Vice President of Regulatory &amp; Corporate Affairs</p> <p><b>Kimberly Man</b><br/>Vice President of Program Development &amp; Strategic Planning</p> <p><b>CORPORATE COUNSEL</b><br/><b>Hogan Lovells Cadwalader US LLP</b><br/>Philadelphia, PA</p> <p><b>AUDITORS</b><br/><b>Grant Thornton LLP</b><br/>Philadelphia, PA</p> <p><b>CORPORATE HEADQUARTERS</b><br/>411 Swedeland Road, Suite 23-1080, King of Prussia, PA 19406<br/>610-947-0251<br/><a href="mailto:info@phiopharma.com">info@phiopharma.com</a></p> <p><b>SECURITIES LISTING</b><br/>The Nasdaq Capital Market<br/>Ticker: PHIO</p> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

## FORM 10-K

A copy of our Form 10-K for the most recent fiscal year filed with the Securities and Exchange Commission (SEC) will be made available to all stockholders at no charge upon written request.

The Form 10-K also can be accessed through the SEC website at [www.sec.gov](http://www.sec.gov), or through our investor website at <https://phiopharma.com/investors/>.

To receive a copy by mail please contact:

Attn: Investor Relations  
Phio Pharmaceuticals Corp.  
411 Swedeland Road, Suite 23-1080  
King of Prussia, PA 19406



411 Swedeland Road, Suite 23-1080  
King of Prussia, PA 19406  
Main: 610-947-0251  
Fax: 610-300-6973  
[www.phiopharma.com](http://www.phiopharma.com)