

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 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 001-41536

Prime Medicine, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

60 First Street, Cambridge, MA

(Address of principal executive offices)

84-3097762

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

02141

(Zip code)

(617) 465-0013

(Registrant's telephone number, including area code)

Not applicable

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.00001 per share	PRME	Nasdaq Global Market

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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

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

As of October 31, 2025, the registrant had 180,510,658 shares of common stock, par value \$0.00001 per share, outstanding.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains express or implied statements which are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements, other than statements of historical facts, contained in this Quarterly Report on Form 10-Q, including statements regarding our strategy, future operations, future financial position, future revenue, projected costs, prospects, plans, and objectives of management, are forward-looking statements, which are based on management’s belief and assumptions and on information currently available to our management. These statements involve substantial risks, assumptions and uncertainties. The words “anticipate,” “believe,” “envision,” “estimate,” “expect,” “goal,” “intend,” “may,” “plan,” “predict,” “project,” “strategy,” “target,” “potential,” “will,” “would,” “could,” “should,” “continue,” “contemplate,” “vision” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

The forward-looking statements in this Quarterly Report on Form 10-Q include statements about:

- the initiation, timing, progress and results of our research and development programs, product candidates, preclinical studies and future clinical trials;
 - our ability to demonstrate, and the timing of, preclinical proof-of-concept in vivo for multiple programs;
 - our ability to advance any current and future product candidates that we may identify and successfully complete any clinical studies, including the manufacture of any such product candidates;
 - our ability to pursue our areas of focus and any other additional programs we may advance;
 - our ability to quickly leverage programs within our initial target indications and to progress additional programs to further develop our pipeline;
 - the timing of our investigational new drug (“IND”) application submissions;
 - the ability of our Prime Editing technology to address unmet medical needs in patients;
 - the implementation of our strategic plans for our business, programs and technology;
 - the scope and duration of protection we are able to establish and maintain for intellectual property rights covering our Prime Editing technology;
 - developments related to our competitors and our industry;
 - our ability to leverage the clinical, regulatory, and manufacturing advancements made by gene therapy and gene editing programs to accelerate our clinical trials and approval of product candidates;
 - our ability to maintain existing collaborations or strategic relationships, to identify and enter into future license agreements and collaborations on favorable terms, if at all, and to realize the intended and potential benefits of such agreements and collaborations;
 - developments related to our Prime Editing technology;
 - regulatory developments in the United States and foreign countries;
 - our ability to attract and retain key scientific and management personnel;
 - the accuracy of our estimates regarding our expenses, capital requirements and needs for additional financing;
 - our expectations regarding the anticipated timeline of our cash runway and future financial performance;
-

- our evaluation of strategic alternatives and potential partnership opportunities for PM359, including our ability to execute and realize the anticipated benefits of any strategic alternatives we may pursue;
- our ability to maintain an effective system of internal controls;
- the effect of unfavorable macroeconomic conditions or market volatility resulting from national or global economic conditions or geopolitical developments, including rising inflation and capital market disruptions, changes in or disruptions of U.S. governmental agencies, whether from a continued U.S. federal government shutdown or reduced resources, new or increased international tariffs and retaliatory tariffs, trade protection measures, economic sanctions and economic slowdowns or recessions that may result from such developments which could harm our research and development efforts as well as the value of our securities and our ability to access capital markets;
- our expectations regarding the anticipated timeline of our cash runway and future financial performance; and
- other risks and uncertainties, including those listed under the caption “Risk Factors.”

We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and these statements may be affected by inaccurate assumptions or by known or unknown risks and uncertainties. You should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. We have included important factors in the cautionary statements included in this Quarterly Report on Form 10-Q and in subsequent SEC filings, particularly in the “Risk Factors” section, that we believe could cause actual results or events to differ materially from the forward-looking statements that we make. Unless otherwise disclosed, our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, collaborations, joint ventures or investments we may make or enter into.

You should read this Quarterly Report on Form 10-Q and the documents that we reference herein and have filed as exhibits to our other filings with the Securities and Exchange Commission (the “SEC”) completely and with the understanding that our actual future results may be materially different from what we expect. The forward-looking statements contained in this Quarterly Report on Form 10-Q are made as of the date hereof, and we do not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise after the date of such statements, except as required by applicable law.

This Quarterly Report on Form 10-Q also contains estimates, projections and other information concerning our industry, our business and the markets for our product candidates. Such information is inherently subject to uncertainties and actual events or circumstances may differ materially from events and circumstances that are assumed in this information. Unless otherwise expressly stated, we obtained statistical and other industry and market data from our own internal estimates and research, as well as from reports, industry publications and research, surveys, studies and similar data prepared by market research firms and other third parties, industry, medical and general publications, government data and similar sources. While we are not aware of any misstatements regarding any third-party information presented in this Quarterly Report on Form 10-Q, their estimates, in particular as they relate to projections, involve numerous assumptions, are subject to risks and uncertainties and are subject to change based on various factors, including those discussed under the section titled “Risk Factors” set forth in Part II, Item 1A of this Quarterly Report on Form 10-Q, if any, our Annual Report on Form 10-K that was filed with the SEC on February 28, 2025, and in other SEC filings.

PRIME MEDICINE, INC.
FORM 10-Q
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025
TABLE OF CONTENTS

	Page
<u>PART I - FINANCIAL INFORMATION</u>	<u>5</u>
Item 1. <u>Financial Statements (unaudited)</u>	<u>5</u>
<u>Condensed Consolidated Balance Sheets as of June 30, 2025 and December 31, 2024</u>	<u>5</u>
<u>Condensed Consolidated Statements of Operations and Comprehensive Loss for the Three and Nine Months Ended June 30, 2025 and, 2024</u>	<u>6</u>
<u>Condensed Consolidated Statements of Stockholders' Equity for the Three and Nine Months Ended June 30, 2025 and, 2024</u>	<u>7</u>
<u>Condensed Consolidated Statements of Cash Flows for the Nine Months Ended June 30, 2025 and, 2024</u>	<u>9</u>
<u>Notes to Condensed Consolidated Financial Statements</u>	<u>11</u>
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>25</u>
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>34</u>
Item 4. <u>Controls and Procedures</u>	<u>34</u>
 <u>PART II - OTHER INFORMATION</u>	 <u>36</u>
Item 1. <u>Legal Proceedings</u>	<u>36</u>
Item 1A. <u>Risk Factors</u>	<u>36</u>
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>38</u>
Item 3. <u>Defaults Upon Senior Securities</u>	<u>38</u>
Item 4. <u>Mine Safety Disclosure</u>	<u>38</u>
Item 5. <u>Other Information</u>	<u>38</u>
Item 6. <u>Exhibits</u>	<u>39</u>
<u>Signatures</u>	<u>40</u>

From time to time we may use our website, our X (formerly known as Twitter) account (@PrimeMedicine) or our LinkedIn profile at <https://www.linkedin.com/company/prime-medicine> to distribute material information. Our financial and other material information is routinely posted to and accessible on the Investors section of our website, available at www.primemedicine.com. Investors are encouraged to review the Investors section of our website because we may post material information on that site that is not otherwise disseminated by us. Information that is contained in and can be accessed through our website or our social media is not incorporated into, and does not form a part of, this Quarterly Report on Form 10-Q.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements (unaudited)

**PRIME MEDICINE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)**

(in thousands, except share and per share amounts)	September 30, 2025	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 71,396	\$ 182,476
Short-term investments	137,030	2,998
Short-term investment — related party	4,861	4,968
Prepaid expenses	2,493	6,777
Other current assets	15,626	14,667
Total current assets	231,406	211,886
Property and equipment, net	22,046	24,404
Operating lease right-of-use assets	117,869	47,156
Restricted cash	13,691	14,062
Total assets	\$ 385,012	\$ 297,508
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 9,354	\$ 11,351
Accrued expenses and other current liabilities	11,000	15,904
Deferred revenue — related party	6,951	7,092
Operating lease liability	7,714	3,614
Total current liabilities	35,019	37,961
Deferred revenue, net of current — related party	59,751	63,218
Operating lease liability, net of current	110,421	37,180
Research and development funding liability	18,000	6,000
Total liabilities	223,191	144,359
Commitments and contingencies		
Stockholders' equity		
Common stock, par value of \$0.00001 per share; 775,000,000 shares authorized; 180,309,471 and 131,160,842 shares issued and outstanding as of September 30, 2025 and December 31, 2024, respectively	2	2
Additional paid-in capital	1,004,061	840,358
Accumulated other comprehensive loss	33	1
Accumulated deficit	(842,275)	(687,212)
Total stockholders' equity	161,821	153,149
Total liabilities and stockholders' equity	\$ 385,012	\$ 297,508

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

PRIME MEDICINE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)

(in thousands, except share and per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue:				
Collaboration revenue — related party	\$ 1,179	\$ —	\$ 3,748	\$ —
Collaboration revenue	46	209	46	800
Total revenue	1,225	209	3,794	800
Operating expenses:				
Research and development	43,990	40,340	125,927	121,185
General and administrative	11,208	14,101	37,609	37,860
Total operating expenses	55,198	54,441	163,536	159,045
Loss from operations	(53,973)	(54,232)	(159,742)	(158,245)
Other income:				
Interest income	1,141	697	3,066	1,984
Accretion (amortization) of investments	752	885	1,621	3,201
Change in fair value of short-term investment — related party	1,454	215	(107)	(544)
Other income, net	44	(83)	99	(2)
Total other income, net	3,391	1,714	4,679	4,639
Net loss attributable to common stockholders	\$ (50,582)	\$ (52,518)	\$ (155,063)	\$ (153,606)
Net loss per share attributable to common stockholders, basic and diluted	\$ (0.32)	\$ (0.44)	\$ (1.11)	\$ (1.34)
Weighted-average common shares outstanding, basic and diluted	160,503,183	119,764,270	139,244,743	114,492,416
Comprehensive loss:				
Net loss	\$ (50,582)	\$ (52,518)	\$ (155,063)	\$ (153,606)
Change in unrealized loss on investments, net of tax	43	92	32	36
Comprehensive loss	\$ (50,539)	\$ (52,426)	\$ (155,031)	\$ (153,570)

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

PRIME MEDICINE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

(in thousands, except share amounts)	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Losses	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of December 31, 2024	131,160,842	\$ 2	\$ 840,358	\$ 1	\$ (687,212)	\$ 153,149
Stock-based compensation expense	—	—	5,681	—	—	5,681
Change in unrealized loss on investments, net of tax	—	—	—	(16)	—	(16)
Net loss	—	—	—	—	(51,890)	(51,890)
Balance as of March 31, 2025	131,160,842	\$ 2	\$ 846,039	\$ (15)	\$ (739,102)	\$ 106,924
Exercise of pre-funded warrants	3,199,984	—	—	—	—	—
Issuance of common stock under the employee stock purchase plan	133,612	—	197	—	—	197
Stock-based compensation expense	—	—	6,325	—	—	6,325
Change in unrealized loss on investments, net of tax	—	—	—	5	—	5
Net loss	—	—	—	—	(52,591)	(52,591)
Balance as of June 30, 2025	134,494,438	\$ 2	\$ 852,561	\$ (10)	\$ (791,693)	\$ 60,860
Issuance of common stock from public offering, net of issuance costs of \$5.8 million	43,700,000	—	138,380	—	—	138,380
Issuance of restricted stock units	2,000,000	—	—	—	—	—
Issuance of common stock upon exercise of stock options	115,033	—	373	—	—	373
Stock-based compensation expense	—	—	12,747	—	—	12,747
Change in unrealized loss on investments, net of tax	—	—	—	43	—	43
Net loss	—	—	—	—	(50,582)	(50,582)
Balance as of September 30, 2025	180,309,471	\$ 2	\$ 1,004,061	\$ 33	\$ (842,275)	\$ 161,821

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

PRIME MEDICINE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

(in thousands, except share amounts)	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Losses	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of December 31, 2023	97,377,121	\$ 2	\$ 624,414	\$ (15)	\$ (491,330)	\$ 133,071
Issuance of common stock from public offering, net of issuance costs of \$8.9 million	22,560,001	—	132,055	—	—	132,055
Issuance of pre-funded warrants, net of issuance costs of \$1.2 million	—	—	18,800	—	—	18,800
Issuance of common stock under the employee stock purchase plan	74,488	—	436	—	—	436
Issuance of common stock upon exercise of stock options	9,664	—	36	—	—	36
Stock-based compensation expense	—	—	5,209	—	—	5,209
Change in unrealized loss on investments, net of tax	—	—	—	(80)	—	(80)
Net loss	—	—	—	—	(45,761)	(45,761)
Balance as of March 31, 2024	120,021,274	2	780,950	(95)	(537,091)	243,766
Issuance of common stock upon exercise of stock options	9,539	—	35	—	—	35
Stock-based compensation expense	—	—	8,091	—	—	8,091
Change in unrealized loss on investments, net of tax	—	—	—	24	—	24
Net loss	—	—	—	—	(55,327)	(55,327)
Balance as of June 30, 2024	120,030,813	\$ 2	\$ 789,076	\$ (71)	\$ (592,418)	\$ 196,589
Issue of common stock under the Securities Purchase Agreement to BMS — related party	11,006,163	—	38,081	—	—	38,081
Issuance of common stock under the employee stock purchase plan	115,021	—	401	—	—	401
Issuance of common stock upon exercise of stock options	8,845	—	32	—	—	32
Stock-based compensation expense	—	—	6,827	—	—	6,827
Change in unrealized loss on investments, net of tax	—	—	—	92	—	92
Net loss	—	—	—	—	(52,518)	(52,518)
Balance as of September 30, 2024	131,160,842	\$ 2	\$ 834,417	\$ 21	\$ (644,936)	\$ 189,504

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

PRIME MEDICINE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(in thousands)	Nine Months Ended September 30,	
	2025	2024
Cash flows used in operating activities:		
Net loss	\$ (155,063)	\$ (153,606)
Adjustments to reconcile net loss to net cash used in operating activities		
Stock-based compensation expense	24,753	20,127
Non cash lease expense	7,095	10,147
Depreciation expense	5,445	4,411
Change in fair value of short-term investment — related party	107	544
Amortization of premiums and discount on short-term investments	(1,149)	(2,949)
Changes in operating assets and liabilities:		
Collaboration receivable — related party	—	(55,000)
Prepaid expenses and other current assets	1,949	(9,466)
Accounts payable	1,577	(7,717)
Accrued expenses and other current liabilities	(2,760)	1,987
Accrued settlement payment — related party	—	(13,500)
Deferred revenue — related party	(3,608)	71,919
Lease liabilities	(3,654)	(6,007)
Net cash used in operating activities	(125,308)	(139,110)
Cash flows (used in) provided by investing activities:		
Maturities of investments	56,681	171,300
Purchases of investments	(189,533)	(146,317)
Purchases of property and equipment	(4,241)	(5,503)
Return (payments) of security deposits	—	724
Net cash (used in) provided by investing activities	(137,093)	20,204
Cash flows provided by financing activities:		
Proceeds from follow-on offering, net of issuance costs	138,380	132,055
Proceeds from research and development funding liability	12,000	6,000
Net proceeds from stock option exercises	373	103
Proceeds from ESPP offerings	197	836
Proceeds from issuance of common stock under the BMS Securities Purchase Agreement — related party	—	38,081
Proceeds from issuance of pre-funded warrants, net of issuance costs	—	18,800
Net cash provided by financing activities	150,950	195,875
Net change in cash, cash equivalents, and restricted cash	(111,451)	76,969
Cash, cash equivalents, and restricted cash at beginning of period	196,538	55,070
Cash, cash equivalents, and restricted cash at end of period	\$ 85,087	\$ 132,039

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

PRIME MEDICINE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(in thousands)	Nine Months Ended September 30,	
	2025	2024
Reconciliation of cash, cash equivalents and restricted cash:		
Cash, cash equivalents, and restricted cash at end of period	\$ 85,087	\$ 132,039
Less: restricted cash	13,691	14,062
Total cash, and cash equivalents	<u>\$ 71,396</u>	<u>\$ 117,977</u>
Supplemental cash flow information:		
Right-of-use assets obtained in exchange for new operating lease liabilities	<u>\$ 83,757</u>	<u>\$ 44,935</u>
Decrease in right-of-use assets due to lease termination	<u>\$ 3,120</u>	<u>\$ —</u>
Supplemental disclosure of non-cash investing and financing activities:		
Purchases of property and equipment included in accounts payable and accrued expenses	<u>\$ —</u>	<u>\$ 111</u>

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

PRIME MEDICINE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Nature of the Business and Basis of Presentation

Prime Medicine, Inc., together with its consolidated subsidiary (the “Company”) is a biotechnology company committed to delivering a new class of differentiated one-time curative genetic therapies. The Company is deploying Prime Editing technology, which it believes is a versatile, precise, and efficient gene editing technology. The Company was incorporated in the State of Delaware in September 2019. Its principal offices are in Cambridge, Massachusetts.

Liquidity and Capital Resources

Since its inception, the Company has devoted substantially all of its resources to building its Prime Editing platform and advancing development of its portfolio of programs, establishing and protecting its intellectual property, conducting research and development activities, organizing and staffing the company, business planning, raising capital and providing general and administrative support for these operations. To date, the Company has funded its operations primarily with proceeds from sales of preferred stock, from public offerings, and private placement of its common stock, and through payments from its collaboration partners.

In August 2025, the Company issued and sold 43,700,000 shares of its common stock, including 5,700,000 shares pursuant to the exercise of the underwriters’ option to purchase additional shares, at a price to the public of \$3.30 per share. As a result of the offering, the Company received approximately \$138.4 million in net proceeds, after deducting underwriting discounts, commissions and offering costs of \$5.8 million.

Since its inception, the Company has incurred substantial losses and, as of September 30, 2025, the Company had an accumulated deficit of \$842.3 million. The Company expects to generate operating losses and negative operating cash flows for the foreseeable future. The Company further expects that its cash, cash equivalents, and investments as of September 30, 2025 of \$213.3 million will be sufficient to fund its operations for at least the next twelve months from the date of issuance of these condensed consolidated financial statements.

Risks and Uncertainties

The Company is subject to risks and uncertainties common to early stage companies in the biotechnology industry, including, but not limited to, completing preclinical studies and clinical trials, obtaining regulatory approval for product candidates, market acceptance of products, development by competitors of new technological innovations, dependence on key personnel, the ability to attract and retain qualified employees, reliance on third-party organizations, protection of proprietary technology, compliance with government regulations, and the ability to raise additional capital to fund operations. The Company’s product candidates currently under development will require significant additional research and development efforts, including extensive preclinical and clinical testing and regulatory approval prior to commercialization. These efforts require significant amounts of additional capital, adequate personnel and infrastructure, and extensive compliance-reporting capabilities. Even if the Company’s development efforts are successful, it is uncertain when, if ever, the Company will realize significant revenue from product sales.

The Company will need to raise additional capital to support its continuing operations and to pursue its growth strategy. Until such time as the Company can generate significant revenue from product sales, if ever, it expects to finance its operations through a combination of private and public equity offerings, debt financings, collaborations, strategic alliances, licensing, or other arrangements with third parties, or other similar transactions. The Company may be unable to raise additional capital or enter into such other agreements when needed on favorable terms or at all. The inability to raise capital as and when needed would have a negative impact on the Company’s financial condition and its ability to pursue its business strategy. The Company will need to generate significant revenue to achieve profitability, and it may never do so.

Basis of Presentation

The accompanying condensed consolidated financial statements reflect the operations of the Company and its wholly-owned subsidiary. Intercompany balances and transactions have been eliminated in consolidation. The accompanying condensed consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America (“U.S. GAAP”). Any reference in these notes to applicable guidance is meant to refer to the authoritative GAAP as found in the ASC and Accounting Standards Updates (“ASU”) of the Financial Accounting Standards Board (“FASB”).

The accompanying condensed consolidated financial statements of Prime Medicine, Inc. are unaudited. The unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for the fair statement of the Company’s financial position as of September 30, 2025, the results of its operations for the three and nine months ended September 30, 2025 and 2024, the condensed consolidated statements of stockholders’ equity for the three and nine months ended September 30, 2025 and 2024, and its cash flows for the nine months ended September 30, 2025 and 2024. The financial data and other information disclosed in these notes related to the three and nine months ended September 30, 2025 and 2024 are also unaudited. The results for the three and nine months ended September 30, 2025 are not necessarily indicative of results to be expected for the year ending December 31, 2025, any other interim periods, or any future year or period. The condensed consolidated balance sheet data as of December 31, 2024 was derived from our audited financial statements, but does not include all disclosures required by U.S. GAAP. These interim financial statements should be read in conjunction with the audited financial statements as of and for the year ended December 31, 2024, and notes thereto, which are included in the Company’s Annual Report on Form 10-K that was filed with the Securities and Exchange Commission (the “SEC”) on February 28, 2025.

2. Summary of Significant Accounting Policies

The Company’s significant accounting policies are disclosed in Note 2, *Summary of significant accounting policies*, in the audited consolidated financial statements for the year ended December 31, 2024, and notes thereto, included in the Company’s Annual Report on Form 10-K that was filed with the SEC on February 28, 2025. Since the date of those financial statements, there have been no material changes to its significant accounting policies, except as noted below.

Use of Estimates

The preparation of the Company’s condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates and assumptions reflected within these condensed consolidated financial statements include, but are not limited to, the valuation of the Company’s common stock and stock-based awards. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates, as there are changes in circumstances, facts and experience. Actual results may differ materially from those estimates or assumptions.

Segment Information

Under ASC 280, *Segment Reporting*, operating segment is a component of a public entity that 1) engages in business activities from which it may recognize revenues and incur expenses, 2) its operating results are regularly reviewed by the entity’s chief operating decision maker (“CODM”) to make decisions about resource allocation or performance assessment, and 3) its discrete financial information is available. The Company operates and manages its business as a single segment for the purposes of assessing performance and making operating decisions.

Our chief executive officer, who is the CODM, manages and allocates resources to the operations of our company on a total company basis by assessing the overall level of resources available and how to best deploy these resources across functions and research and development projects that are in line with our long-term company-wide strategic

goals. In making these decisions, the CODM uses consolidated financial information for purposes of evaluating performance, forecasting future period financial results, allocating resources and setting incentive targets. The CODM performs this assessment based on the Company's consolidated net loss. Through this analysis, the CODM assesses performance by comparing actual net loss versus the budget, and then decides how to allocate resources to invest in the Company's research and development programs. The measure of segment assets is reported on the consolidated balance sheets as total assets.

The following table contains additional information on our consolidated net loss, including significant segment expenses:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Total revenue	\$ 1,225	\$ 209	\$ 3,794	\$ 800
Operating expenses:				
Research and development expenses				
Personnel expenses	10,898	14,935	40,146	46,140
Facility related	11,353	7,735	36,087	26,371
Research costs	8,379	9,714	27,531	32,723
General and administrative expenses:				
Personnel expenses	4,370	7,433	18,608	20,273
Other segment items ⁽¹⁾	20,198	14,624	41,164	33,538
Total operating expenses	55,198	54,441	163,536	159,045
Total other income, net	3,391	1,714	4,679	4,639
Net loss	\$ (50,582)	\$ (52,518)	\$ (155,063)	\$ (153,606)

(1) Other segment items consist of professional and consultant fees, license and intellectual property fees, general and administrative facility costs, and settlement costs.

Recently Issued Accounting Pronouncements Not Yet Adopted

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires enhanced income tax disclosures, including specific categories and disaggregation of information in the effective tax rate reconciliation, disaggregated information related to income taxes paid, income or loss from continuing operations before income tax expense or benefit, and income tax expense or benefit from continuing operations. This guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is currently in the process of evaluating the impact of this pronouncement on its related disclosures.

In November 2024, the FASB issued ASU 2024-03, *Disaggregation of Income Statement Expenses*, which requires more detailed information about specified categories of expenses included in certain expense captions presented on the face of the income statement. This ASU is effective for fiscal years beginning after December 15, 2026, and for interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The amendments may be applied either (1) prospectively to financial statements issued for reporting periods after the effective date of this ASU or (2) retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact this ASU will have on its disclosures.

In September 2025, the FASB issued ASU No. 2025-07, *Derivatives and Hedging (Topic 815) and Revenue from Contracts with Customers (Topic 606): Derivatives Scope Refinements and Scope Clarification for Share-Based Noncash Consideration from a Customer in a Revenue Contract*. This update introduces a scope exception to derivative accounting for certain contracts with underlyings tied to operations or activities specific to one of the parties. Additionally, the update clarifies that share-based noncash consideration received from a customer should be accounted for under Topic 606 until the right to receive or retain the consideration becomes unconditional. The amendments can be applied prospectively or modified retrospectively and are effective for annual and interim

periods beginning after December 15, 2026. The Company is currently evaluating the impact to the Company's consolidated financial statements.

Other accounting standards that have been issued by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the Company's financial statements upon adoption.

3. Fair Value Measurements and Investments

The following tables present the Company's fair value hierarchy for its assets that are measured at fair value on a recurring basis and indicate the level of the fair value hierarchy utilized to determine such fair value:

(in thousands)	As of September 30, 2025:			
	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	\$ —	\$ 53,842	\$ —	\$ 53,842
Corporate debt securities	—	11,308	—	11,308
U.S. Treasury and government securities	—	5,780	—	5,780
Short-term investments:				
U.S. Treasury and government securities	—	95,781	—	95,781
Corporate debt securities	—	41,249	—	41,249
Related party short-term investment:				
Beam equity securities	4,861	—	—	4,861
Total cash equivalents and investments	\$ 4,861	\$ 207,960	\$ —	\$ 212,821

(in thousands)	As of December 31, 2024:			
	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	\$ —	\$ 178,212	\$ —	\$ 178,212
Corporate debt securities	—	3,793	—	3,793
Short-term investment:				
U.S. Treasury and government securities	—	2,998	—	2,998
Related party short-term investment:				
Beam equity securities	4,968	—	—	4,968
Total cash equivalents and investments	\$ 4,968	\$ 185,003	\$ —	\$ 189,971

The Company classifies its investments as short-term based on each instrument's underlying contractual maturity date. The fair value of investments classified as Level 2 are valued using observable inputs to quoted market prices, benchmark yields, reported trades, broker/dealer quotes or alternative pricing sources with reasonable levels of price transparency.

Investments in Debt Securities

Unrealized gains and losses of investments in debt securities consisted of the following:

As of September 30, 2025:				
(in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Short-term investments in debt securities:				
U.S. Treasury and government securities	\$ 95,744	\$ 38	\$ (1)	\$ 95,781
Corporate debt securities	41,253	2	(6)	41,249
Total short-term investments in debt securities	\$ 136,997	\$ 40	\$ (7)	\$ 137,030

As of December 31, 2024:				
(in thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Short-term investments:				
U.S. Treasury and government securities	\$ 2,997	\$ 1	\$ —	\$ 2,998
Total short-term investments in debt securities	\$ 2,997	\$ 1	\$ —	\$ 2,998

The contractual maturities of the Company's investments in debt securities were as follows:

(in thousands)	September 30, 2025	December 31, 2024
Due within one year	\$ 137,030	\$ 2,998

Marketable securities in unrealized loss positions consisted of the following:

As of September 30, 2025:			
(in thousands, except number of securities)	Number of Securities	Fair Value	Gross Unrealized Losses
Investments in continuous loss position for less than 12 months:			
U.S. Treasury and government securities	5	\$ 4,489	\$ (1)
Corporate debt securities	16	\$ 25,707	\$ (6)

Based on factors such as historical experience, market data, issuer-specific factors, and current economic conditions, the Company did not record an allowance for credit losses as of September 30, 2025 related to these investments. Further, given the lack of significant change in the credit risk, the Company does not consider these investments to be impaired.

4. Property and Equipment, Net

Property and equipment, net consisted of the following:

(in thousands)	September 30, 2025	December 31, 2024
Property and equipment:		
Laboratory equipment	\$ 29,685	\$ 27,343
Leasehold improvement	7,911	5,136
Furniture and Fixture	1,864	1,075
Computer hardware and software	1,122	869
Construction in progress	21	3,578
Total property and equipment	40,603	38,001
Less: Accumulated depreciation	(18,557)	(13,597)
Total property and equipment, net	\$ 22,046	\$ 24,404

Depreciation expense related to property and equipment is as follows:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Depreciation Expense	\$ 1,881	\$ 1,558	\$ 5,445	\$ 4,411

5. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following:

(in thousands)	September 30, 2025	December 31, 2024
Accrued expenses and other current liabilities		
Employee compensation and benefits	\$ 6,759	\$ 8,976
License fee	1,562	1,938
Research and clinical costs	619	907
Facility related	—	2,811
Other	2,060	1,272
Total accrued expenses and other current liabilities	\$ 11,000	\$ 15,904

6. Leases

The Company leases office and laboratory space under various non-cancelable operating leases. The Company's significant lease agreements are disclosed in Note 9, *Leases*, in the audited consolidated financial statements for the year ended December 31, 2024, and notes thereto, included in the Company's Annual Report on Form 10-K that was filed with the SEC on February 28, 2025. Since the date of those financial statements, there have been no changes to the Company's significant agreements except as described below.

60 First Street, Cambridge, Massachusetts Lease

In November 2021, the Company entered into a lease for three floors of office and laboratory space in Cambridge, Massachusetts, with rent commencing in March 2024, subject to any credits pursuant to the terms of the lease (the "60 First Street Lease"). Subsequent to the initial non-cancelable term of the lease of ten years, the Company has an option to extend the lease for an additional period of ten years with the rent during the extension term being the then fair market rent. The Company secured the lease with a \$13.1 million security deposit, which was recorded as restricted cash on the condensed consolidated balance sheets as of September 30, 2025 and December 31, 2024.

Accounting Considerations

The Company determined that the lease contained three separate lease components, each of which represents a right of use that the Company can benefit from on its own and neither of which are highly dependent nor highly related to each other. The Company allocated the consideration among the three lease components based on their relative fair market values.

In accordance with ASC 842, Leases, the lease commenced for one of the lease components in March 2024 and the Company recorded a right-of-use asset of \$44.9 million, and a corresponding lease liability of \$33.6 million on the lease commencement date; this included a reclass of \$11.3 million from prepaid expenses to right-of-use asset related to build out costs which were determined to be owned by the lessor. In March 2025, the Company determined that the lease commenced on the remaining two lease components and recorded right-of-use assets of \$76.8 million, and a corresponding lease liability of \$78.6 million on the lease commencement date. As the exercise of the option to extend the lease term is not reasonably certain, the Company will recognize lease expense for all lease components through February 2034.

In June 2024, the Company filed a complaint in Massachusetts Superior Court against NW Cambridge Property Owner, LLC (“NWC”), the Company’s landlord at 60 First Street. While the lawsuit was pending, the Company continued to make the disputed payments under the 60 First Street Lease under protest. The disputed payments are recorded within other current assets on the Company’s condensed consolidated balance sheets and were \$13.9 million, and \$10.8 million as of September 30, 2025 and December 31, 2024, respectively.

Arsenal Street, Watertown, Massachusetts Leases

In August 2024, the Company entered into the third amendment to its existing lease for approximately 16,000 square feet of combined laboratory and office space at 480 Arsenal Street, Watertown, Massachusetts (the “480 Arsenal Amendment”). In September 2024, the Company entered into a new lease for approximately 48,500 square feet of combined laboratory and office space at 500 Arsenal Street, Watertown, Massachusetts (the “500 Arsenal Lease”). The landlords of the spaces at 480 Arsenal Street and 500 Arsenal Street are affiliates.

The 500 Arsenal Lease term commenced in December 2024 with a base term of 11 months. In December 2024, the Company began constructing improvements to the space, the construction for which was completed in 2025. Subsequent to the base term, the Company has an option to extend the lease through August 2028, which it exercised in February 2025. The Company secured the lease with a \$0.6 million security deposit, which is recorded as restricted cash on the condensed consolidated balance sheets as of September 30, 2025. The 500 Arsenal Lease also provides a tenant improvement allowance of \$2.4 million and an additional tenant improvement allowance of \$1.2 million, which the Company would be obligated to repay to the landlord. The Company did not use the additional tenant improvement allowance.

Accounting Considerations

As the 480 Arsenal Amendment and the 500 Arsenal Lease meet the criteria for combining contracts under ASC 842, the Company determined that both 480 Arsenal Amendment and the 500 Arsenal Lease are modifications to its existing lease at 480 Arsenal Street. Within the combined contract the Company identified two separate lease components, each of which represents a right of use that the Company can benefit from on its own and none which are neither highly dependent nor highly related to the other. The Company allocated the consideration under the combined contract among the two lease components based on their relative fair market value. In calculating the allocable consideration and the fair market value of each lease component, the Company determined it was probable that it will exercise the option to extend the lease term provided under the 500 Arsenal Lease.

For accounting purposes, as the construction of the lessor assets were completed, the Company determined that the 500 Arsenal Lease commenced in March 2025 and recorded right-of-use assets of \$7.0 million, and a corresponding lease liability of \$5.5 million on the lease commencement date. Concurrently, the Company also determined that the termination of its leased space at 480 Arsenal Street was reasonably certain, and the Company recorded a \$3.1 million reduction to the Company’s operating lease liability and its operating lease right-of-use asset on the condensed consolidated balance sheet.

The table below reconciles the undiscounted future annual lease payments to the total operating lease liabilities recorded in the condensed consolidated balance sheet as of September 30, 2025:

(in thousands)	Undiscounted Amounts
Undiscounted lease payments:	
Remaining in 2025	\$ 5,275
2026	21,703
2027	22,355
2028	22,294
2029	21,478
Thereafter	96,601
Total undiscounted lease payments	189,706
Less: imputed interest	(71,571)
Total operating lease liability	\$ 118,135

7. Stockholder's Equity

Common Stock

Under the Company's Third Amended and Restated of Certificate of Incorporation, as amended, the Company's common stock had a par value of \$0.00001 and each share of common stock entitles the holder to one vote on all matters submitted to the stockholders for a vote. The holders of common stock are entitled to receive dividends, if any, as declared by the Company's Board of Directors (the "Board of Directors").

Pre-funded Warrants

In February 2024, the Company sold pre-funded warrants to purchase 3,200,005 shares of common stock at a public offering price of \$6.24999 per pre-funded warrant, which represents the per share public offering price of each share of common stock less the \$0.00001 per share exercise price for each pre-funded warrant. Subject to certain requirements, the pre-funded warrants can be exercised by the holder at any time.

In May 2025, the holder exercised all 3,200,005 of its pre-funded warrants on a cashless basis and received 3,199,984 shares of the Company's common stock. Following this exercise, the Company has no pre-funded warrants outstanding.

August 2025 Offering

In August 2025, the Company issued and sold 43,700,000 shares of its common stock, including 5,700,000 shares pursuant to the exercise of the underwriters' option to purchase additional shares, at a price to the public of \$3.30 per share. As a result of the offering, the Company received approximately \$138.4 million in net proceeds, after deducting underwriting discounts, commissions and offering costs of approximately \$5.8 million.

At-The-Market Equity Program

In November 2023, the Company entered into Open Market Sale AgreementSM (the "Sales Agreement") with Jefferies LLC, acting as the Company's agent and/or principal (the "Sales Agent"), with respect to an "at the market offering" program under which the Company may, from time to time, at its sole discretion, issue and sell shares of its common stock having an aggregate offering price of up to \$300.0 million through the Sales Agent.

Effective July 30, 2025, the Company terminated the sales agreement prospectus (the "ATM Prospectus") filed with the shelf registration statement on Form S-3 (File No. 333-275321) and related to the shares of the Company's common stock issuable pursuant to the Sales Agreement (the "Prior Registration Statement"). As a result, the Company will not make any sales of its common stock pursuant to the Sales Agreement, unless and until a new

prospectus, prospectus supplement or a new registration statement is filed. Other than the termination of the ATM Prospectus, the Sales Agreement remains in full force and effect.

As of September 30, 2025 and as of the date these condensed consolidated financial statements are issued, the Company has not sold any shares of common stock under the ATM Prospectus.

8. Stock-Based Compensation

2019 Stock Option and Grant Plan

The Company's 2019 Stock Option and Grant Plan (the "2019 Plan") provides for the Company to grant incentive stock options, non-qualified stock options, unrestricted stock awards, restricted stock awards and other stock-based awards to the officers, employees, consultants and other key persons of the Company. The 2019 Plan was administered by the Board of Directors, or at the discretion of the Board of Directors, by a committee of the Board of Directors. The exercise prices, vesting and other restrictions are determined at the discretion of the Board of Directors, or its committee if so delegated.

In October 2022, in connection with the closing of the Company's initial public offering ("IPO"), the Board of Directors determined that no further awards would be granted under the 2019 Plan.

2022 Stock Option and Incentive Plan

On February 9, 2022, the Board of Directors adopted, and on October 10, 2022, the Company's stockholders approved, the 2022 Stock Option and Incentive Plan (the "2022 Plan"), which became effective on October 18, 2022. The 2022 Plan allows the Company to make equity-based and cash-based incentive awards to its officers, employees, directors, and consultants. The 2022 Plan provides for the grant of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock awards, restricted stock units and other stock-based awards.

The shares of common stock underlying any awards under the 2022 Plan and the 2019 Plan that are forfeited, cancelled, held back upon exercise or settlement of an award to satisfy the exercise price or tax withholding, reacquired by the Company prior to vesting, satisfied without the issuance of stock, expire, or are otherwise terminated (other than by exercise) will be added back to the shares of common stock available for issuance under the 2022 Plan. The number of shares reserved and available for issuance under the 2022 Plan increased on January 1, 2023 and will increase on each January 1 hereafter, by five percent of the outstanding number of shares of common stock on the immediately preceding December 31 or such lesser number of shares as determined by the Compensation Committee of the Board of Directors. On January 1, 2025, the annual increase resulted in an additional 6,558,042 shares authorized being added to the 2022 Plan. As of September 30, 2025, the Company had 25,965,119 shares reserved under the 2022 Plan and the 2019 Plan, and 8,655,858 shares available for issuance under the 2022 Plan.

2022 Employee Stock Purchase Plan

On February 9, 2022, the Board of Directors adopted, and on October 10, 2022, the Company's stockholders approved, the 2022 Employee Stock Purchase Plan (the "2022 ESPP"), which became effective on October 18, 2022.

The number of shares of common stock that may be issued under the 2022 ESPP cumulatively increased beginning on January 1, 2023 and shall increase on each January 1 hereafter through January 1, 2032, by the least of (i) 971,350 shares of common stock, (ii) one percent of the outstanding number of shares of common stock on the immediately preceding December 31, or (iii) such number of shares of common stock as determined by the administrator of the 2022 ESPP. There was no annual increase for the 2022 ESPP on January 1, 2025. As of September 30, 2025, the Company had 1,619,579 shares available for issuance under the 2022 ESPP.

During the nine months ended September 30, 2025, the Company issued 133,612 shares of the Company's common stock under the 2022 ESPP.

Stock Options

The following table summarizes the Company's stock option activity for the nine months ended September 30, 2025:

	Number of Shares	Weighted-Average Exercise Price ¹
Outstanding at December 31, 2024	11,410,691	\$ 5.91
Granted	7,566,944	1.95
Exercised	(115,033)	3.44
Cancelled or forfeited	(3,282,905)	7.58
Outstanding at September 30, 2025	15,579,697	\$ 3.70
Options vested and exercisable at September 30, 2025	6,742,388	\$ 4.84
Options vested and expected to vest at September 30, 2025	15,579,697	\$ 3.70

¹ Weighted-average exercise price for shares outstanding at the beginning of the period and at the end of period reflect the exercise price resulting from the one-time repricing, which is discussed in detail below.

As of September 30, 2025, there was \$30.3 million of total unrecognized compensation cost related to time-based unvested stock options. The Company expects to recognize such amount over a remaining weighted-average period of 2.7 years.

Performance-Based Stock Options

The following table summarizes the Company's performance-based stock option activity for the nine months ended September 30, 2025:

	Number of Shares	Weighted-Average Exercise Price ¹
Outstanding at December 31, 2024	1,061,730	\$ 5.90
Granted	700,000	1.34
Exercised	—	—
Cancelled or forfeited	(32,166)	7.96
Outstanding at September 30, 2025	1,729,564	\$ 4.01
Vested and exercisable at September 30, 2025	813,480	\$ 5.26

¹ Weighted-average exercise price for shares outstanding at the beginning of the period and at the end of period reflect the exercise price resulting from the one-time repricing, which is discussed in detail below.

As of September 30, 2025, there was \$2.1 million of total unrecognized compensation cost related to performance-based stock options.

Repricing of Certain Outstanding Stock Options

On June 22, 2025, the Board of Directors approved, and on August 1, 2025 (the "Repricing Date"), the Company's stockholders approved, a one-time repricing (the "Option Repricing") of certain outstanding stock options granted to, and held by, certain of the Company's current employees, including its executive officers, and members of the Board of Directors through the Repricing Date (collectively, the "Eligible Optionholders"), under the 2019 Plan and 2022 Plan (collectively, the "Plans"). The Option Repricing impacted shares of common stock (such options, the "Eligible Options") that have exercise prices in excess of \$4.04 (the "Repriced Exercise Price"), which was the

closing trading price per share of the Company’s common stock on The Nasdaq Global Market on the Repricing Date.

Effective as of the Repricing Date, the per share exercise price of each Eligible Option held by an Eligible Optionholder on the Repricing Date was automatically reduced to the Repriced Exercise Price. Under the terms of the Option Repricing, a Repriced Option will revert to its original exercise price per share if:

- i. exercised prior to the 18-month anniversary of the Repricing Date for Repriced Options held by members of the Board of Directors or executive officers of the Company, as applicable, or the one-year anniversary of the Repricing Date for Repriced Options held by all other employees of the Company (each, a “Retention Date”);
- ii. an Eligible Optionholder’s Service Relationship (as defined in the Plans) is terminated by the Company for Cause (as defined in the applicable award agreement) prior to the applicable Retention Date; or
- iii. an Eligible Optionholder resigns from the Company (including as a member of the Board of Directors) for any reason prior to the applicable Retention Date, other than described below.

Notwithstanding the foregoing, each Repriced Option shall retain the Repriced Exercise Price, to the extent it has not otherwise reverted to its original exercise price per share in accordance with the foregoing, and the ability to exercise such Repriced Option may be accelerated to earlier than the applicable Retention Date in the event of:

- i. a Sale Event (as defined in the Plans) prior to the applicable Retention Date;
- ii. the termination of the Eligible Optionholder’s Service Relationship by the Company without Cause or for “good reason,” or resignation by the Eligible Optionholder for “good reason,” to the extent provided for in the Eligible Optionholder’s employment agreement, offer letter or severance plan (as applicable); or
- iii. the Eligible Optionholder’s death or disability (as determined in accordance with the Plans, as applicable).

Except as modified by the Option Repricing, all other terms and conditions of the Repriced Options, including, without limitation, any provisions with respect to vesting and term of the Repriced Options, will remain in full force and effect. As a result of the option repricing, the Company expects to recognize incremental expense of \$5.1 million over a weighted average period of 2.3 years.

Performance-Based Restricted Common Stock Awards

The Company awarded restricted common stock to employees and non-employees under its 2019 Plan. The following table summarizes the Company’s performance-based restricted common stock activity for the nine months ended September 30, 2025:

	Number of Shares	Weighted-Average Grant-Date Fair Value
Outstanding at December 31, 2024	3,472,546	\$ 0.06
Issued	—	—
Vested	—	—
Repurchased	—	—
Outstanding at September 30, 2025	3,472,546	\$ 0.06

Restricted Stock Units

During the three and nine months ended September 30, 2025, the Company issued 2,000,000 restricted stock units. Further, the Company determined that as the obligation underlying the restricted stock units were satisfied during the period, the \$8.2 million expense related to the restricted stock units shall be recognized in full during the three

and nine months ended September 30, 2025. The amount is recorded as research and development expense on the Company's condensed consolidated statements of operations.

Stock-Based Compensation

The following table below summarizes the classification of the Company's stock-based compensation expense related to stock options and restricted common stock awards in the condensed consolidated statements of operations and comprehensive loss:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Stock-based compensation expense:				
Research and development	\$ 10,770	\$ 2,982	\$ 16,844	\$ 9,928
General and administrative	1,977	3,845	7,909	10,199
Total stock-based compensation expense	\$ 12,747	\$ 6,827	\$ 24,753	\$ 20,127

9. Significant Agreements

The Company's significant agreements are disclosed in Note 9, *License and Collaboration Agreements*, in the audited consolidated financial statements for the year ended December 31, 2024, and notes thereto, included in the Company's Annual Report on Form 10-K that was filed with the SEC on February 28, 2025. Since the date of those financial statements, there have been no changes to the Company's significant agreements except those discussed below.

Bristol-Myers Squibb — Related Party

Supplemental information related to the Research Collaboration and License Agreement (the "BMS Collaboration Agreement") with Juno Therapeutics, Inc., a wholly-owned subsidiary of the Bristol-Myers Squibb Company ("BMS"), consisted of the following:

(in thousands)	September 30, 2025	December 31, 2024
Collaboration receivable — related party	\$ —	\$ —
Deferred revenue — related party	\$ 6,951	\$ 7,092
Deferred revenue, net of current — related party	\$ 59,751	\$ 63,218

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue recognized that was included in contract liability at the beginning of the period	\$ 1,110	\$ —	\$ 3,652	\$ —
Revenue recognized from performance obligations fully or partially satisfied in previous periods	\$ —	\$ —	\$ 3	\$ —

As of September 30, 2025, the aggregate amount of the transaction price allocated to performance obligations under the BMS Collaboration Agreement that are partially unsatisfied was \$66.7 million. The Company recognizes the portion of the transaction price as the single performance obligation is satisfied, using an input method, in proportion to costs incurred to date as compared to total costs incurred and expected to be incurred in the future to satisfy the underlying obligation.

Cystic Fibrosis Foundation

In July 2025, the Company entered into an agreement with the Cystic Fibrosis Foundation (“CFF”), under which CFF has agreed to provide up to \$24 million in additional funding to accelerate the development of Prime Editors designed to permanently correct cystic fibrosis-related lung disease. The \$24 million funding includes two equal tranches, subject to certain closing conditions and scientific milestones. The first tranche included a \$6 million cash funding (“Royalty Funding”), received in August 2025, and a \$6 million equity investment in the Company, which was received as part of the August 2025 offering. Any proceeds under the second tranche are payable subject to achieving specific milestones which have not been achieved to date. The Company is obligated to return any of the Royalty Funding not used in development of the program covered by this agreement.

In return, the Company has agreed to pay to CFF royalties on future sales of any products covered under this agreement, to be determined based on the aggregate annual net sales of products and net amount of Royalty Funding received by the Company. In addition, in the event of a sale, license or transfer to a third-party of rights in the technology developed under this agreement, or a change of control transaction, the Company will pay a percentage of the proceeds received to CFF, up to 2.5x the net Royalty Funding received.

CFF’s additional investment builds on initial funding received under the Company’s therapeutic development agreement with CFF in January 2024.

Due to the Company’s obligation to repay the Royalty Funding in the event of a change in control regardless of the outcome of the research and development associated with the payment, the Company determined that CFF’s \$6 million Royalty Funding represented a liability. This amount, along with the \$12.0 million received under the CFF agreement entered into in 2024, is recorded as research funding liability on the condensed consolidated balance sheets.

Beam Collaboration Agreement — Related Party

The Company is currently engaged in arbitration proceedings with Beam Therapeutics, Inc. (“Beam”) regarding the parties’ collaboration and license agreement (the “Agreement”). A dispute arose between the parties following the Company’s March 18, 2025 announcement that it is developing a Prime Editing-based treatment for alpha-1 antitrypsin deficiency (“AATD”). On April 16, 2025, Beam filed an arbitration demand with the American Arbitration Association (“AAA”), alleging that the Company has breached the Agreement by developing a product for the treatment of AATD and by allegedly not complying with certain obligations to transfer technical information to Beam pursuant to the Agreement. Beam also makes related claims for trade secret misappropriation and various business torts based on similar allegations, including allegations made on information and belief. Beam seeks both declaratory, injunctive, and monetary relief, but has not yet quantified the amount of damages it seeks. On April 18, 2025, the Company filed an arbitration demand with the AAA seeking a declaration that the Company’s AATD program is within our “Field” as defined by the Agreement. The arbitrations have been consolidated, and the consolidated proceeding remains in its early stages. If the final resolution of the matter is adverse to the Company, the arbitration panel may provide Beam with relief including, among other things, monetary damages and/or an order that the Company cease work on its AATD program and transfer such program to Beam.

Amendment No. 4 and Amendment No. 5 to The Broad Institute License Agreement

In September 2025, the Company entered into a Fourth Amendment to License Agreement (the “Fourth Amendment”) and Fifth Amendment to License Agreement (the “Fifth Amendment” and, together with the Fourth Amendment, the “Amendments”) with The Broad Institute, Inc. (“Broad”), which amended the license agreement by and between the Company and Broad, dated as of September 26, 2019, as previously amended on May 5, 2020, February 18, 2021, and December 22, 2022, and as further amended by the letter agreement dated September 27, 2024 (as amended, the “Broad-Prime License Agreement”), to, among other things, modify certain licensed patent applications listed therein. Except as expressly stated in the Amendments, all other terms and provisions of the Broad-Prime License Agreement shall remain in full force and effect.

Side Letter No. 2 to The Broad Institute License Agreement

In connection with the Amendments, the Company also entered into a second letter agreement (the “Second Letter Agreement”) with Broad in September 2025, which amends the Broad-Prime License Agreement. The Second Letter Agreement, among other things, modifies certain development milestones and related payment obligations under the BMS Collaboration Agreement. Except as expressly stated in the Second Letter Agreement, all other terms and provisions of the Broad-Prime License Agreement shall remain in full force and effect.

10. Net Loss per Share

Basic and diluted net loss per common share attributable to common stockholders was calculated as follows:

(in thousands, except share and per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Numerator:				
Net loss attributable to common stockholders	\$ (50,582)	\$ (52,518)	\$ (155,063)	\$ (153,606)
Denominator:				
Weighted-average common shares outstanding, basic and diluted	160,503,183	119,764,270	139,244,743	114,492,416
Net loss per share attributable to common stockholders, basic and diluted	<u>\$ (0.32)</u>	<u>\$ (0.44)</u>	<u>\$ (1.11)</u>	<u>\$ (1.34)</u>

Diluted net loss per share available to common stockholders is computed by giving effect to all potentially dilutive common stock equivalents outstanding for the period. For purposes of this calculation, preferred stock, unvested restricted stock awards and stock options to purchase common stock were considered common stock equivalents but had been excluded from the calculation of diluted net loss per share available to common stockholders as their effect was anti-dilutive. In periods in which the Company reports a net loss available to common stockholders, diluted net loss per share available to common stockholders is the same as basic net loss per share available to common stockholders, since dilutive common shares are not assumed to have been issued if their effect is anti-dilutive.

The following common stock equivalents were excluded from the calculation of diluted net loss per share applicable to common stockholders for the periods indicated because including them would have had an anti-dilutive effect:

	As of September 30,	
	2025	2024
Anti-dilutive common stock equivalents:		
Options to purchase common stock	16,393,177	12,061,612
Unvested restricted common stock awards	3,472,546	3,565,262
Total anti-dilutive common stock equivalents:	<u>19,865,723</u>	<u>15,626,874</u>

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with our condensed consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and notes and Management's Discussion and Analysis of Financial Condition and Results of Operations, included in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 28, 2025. As discussed in the section titled "Special Note Regarding Forward-Looking Statements," the following discussion and analysis contains forward-looking statements that involve risks and uncertainties, such as statements regarding our plans, objectives, expectations, intentions, or projections, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2024. Our historical results are not necessarily indicative of the results that may be expected for any period in the future.

Overview

We are a biotechnology company committed to delivering a new class of differentiated one-time curative genetic therapies. We are deploying Prime Editing technology, which we believe is a versatile, precise, and efficient gene editing technology.

We are focused on advancing our *in vivo* liver franchise, where we are advancing programs to cure two of the largest genetic liver diseases, Wilson's Disease and Alpha-1 Antitrypsin Deficiency, or AATD. Both programs are currently in late stages of pre-clinical development and are on track for IND and/or CTA filings in the first half of 2026 for Wilson's Disease and the middle of 2026 for AATD. We intend to leverage the modularity of our platform to expeditiously and efficiently develop these programs supported by our universal liver lipid nanoparticle along with potential regulatory, clinical and other synergies from our modular technology.

We also continue to advance our *in vivo* Cystic Fibrosis program with support from the Cystic Fibrosis Foundation, and our efforts to develop Prime Edited CAR-T products for hematology, immunology and oncology in partnership with Bristol-Myers Squibb Company. In addition, we will continue to pursue additional business development opportunities to accelerate innovation, ensure the broadest application of Prime Editing, and further bolster our financial resources.

In August 2025, we announced additional data from the first patient dosed and initial data from the second patient dosed in our Phase 1/2 trial in chronic granulomatous disease, or CGD. In the first patient dosed, a single dose of PM359, our candidate for the treatment of CGD, led to 58% dihydrorhodamine positivity by Day 15, 66% by Day 30 and 71% by Day 60, exceeding levels of dihydrohomadine positivity believed to be potentially curative. In the second patient dosed in the trial, a single dose of PM359 led to a 70% dihydrorhodamine positivity by day 15 and 80% by day 30. In both patients, we also observed successful manufacturing from a single mobilization, no serious adverse events related to PM359 and rapid neutrophil and platelet engraftment when compared to other commercially available autologous genetic therapy benchmarks. Based on the data from the two patients, we continue to believe PM359 has the potential to transform the care of p47phox CGD. We are planning to have regulatory interactions based on the current data set.

Components of Our Results of Operations

Revenues

To date, we have not generated any revenue from product sales and do not expect to generate any revenue from the sale of products for the foreseeable future. Our revenues to date have been generated through research collaboration and license agreements. We recognize revenue over the expected performance period under each agreement. We expect that our revenue for the next several years will be derived primarily from our current collaboration agreements and any additional collaborations that we may enter into in the future. To date, we have not received any royalties under any of our existing collaboration agreements.

Research and Development Expenses

Research and development expenses consist primarily of costs incurred in connection with the development and research of our immediate target indications and our differentiation target indications. These expenses include:

- personnel-related expenses, including salaries, bonuses, benefits and stock-based compensation for employees engaged in manufacturing, research and development functions;
- expenses incurred in connection with continuing our current research programs and preclinical and clinical development of any product candidates we may identify, including under agreements with third parties, such as consultants and contractors;
- the cost of developing and validating our manufacturing process for use in our preclinical and clinical studies;
- laboratory supplies and research materials;
- facilities, depreciation and other expenses related to research and development activities, which include direct or allocated expenses for rent and maintenance of facilities, and utilities;
- the cost allocated to acquire in-process research and development, with no alternative future use associated with asset acquisitions or transactions to license intellectual property, such as our Broad License Agreement; and
- expenses incurred in connection with our Pledge to Broad Institute.

We expense all research and development costs in the periods in which they are incurred. Most of our research and development expenses have been related to early stage development activities. In the future, external research and development costs for any individual product candidate will be tracked commencing upon product candidate nomination. We do not allocate employee costs, costs associated with our discovery efforts, laboratory supplies, and facilities expenses, including depreciation or other indirect costs, to specific product development programs because these costs are deployed across multiple programs and our platform and, as such, are not separately classified.

Upfront and milestone payments made are accrued for and expensed when the achievement of the milestone is probable up to the point of regulatory approval. Milestone payments made upon regulatory approval will be capitalized and amortized over the remaining useful life of the related product.

We expect our research and development expenses may continue to increase in the future with our planned research and development activities related to developing any future product candidates, including investments in manufacturing, as we advance any product candidates we may identify and begin to conduct clinical trials, and with our obligations under the BMS Collaboration Agreement.

General and Administrative Expenses

General and administrative expenses consist of salaries and personnel-related costs, including stock-based compensation, for our personnel in executive, legal, finance and accounting, human resources and other administrative functions. General and administrative expenses also include legal fees relating to patents and corporate matters; professional fees paid for accounting, auditing, consulting and tax service; insurance costs; office and information technology costs; and facilities, depreciation and other general and administrative expenses, which include direct or allocated expenses for rent and maintenance of facilities and utilities.

We anticipate that our general and administrative expenses will increase in the future if we increase our headcount to support research and development activities; increased accounting, legal, insurance, and investor and public relations costs as we continue to operate as a public company; and additional intellectual property-related expenses as we file patent applications to protect innovations arising from our research and development activities.

Other Income (Expense)

Other income (expense), net primarily consists of interest and other income earned on our short-term investments and the change in the fair value of our short-term investment in Beam Therapeutics Inc. (“Beam”), a related party, in connection with the Beam Collaboration Agreement, which is discussed in greater detail in Note 9, *License and Collaboration Agreements*, to the audited consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2024.

Results of Operations

Comparison of the Three Months Ended September 30, 2025 and 2024

Operating Expenses

Research and Development Expenses

(in thousands)	Three Months Ended September 30,		Change
	2025	2024	
Research and development expenses:			
Facility related	\$ 11,353	\$ 7,735	\$ 3,618
Personnel expenses	10,898	14,935	(4,037)
License, intellectual property fees, and other	9,470	5,447	4,023
Research costs	8,379	9,714	(1,335)
Professional and consultant fees	2,720	1,786	934
Clinical expense	1,170	723	447
Total research and development expenses	<u>\$ 43,990</u>	<u>\$ 40,340</u>	<u>\$ 3,650</u>

The \$3.7 million increase in research and development expense for the three months ended September 30, 2025 as compared to the three months ended September 30, 2024 was primarily driven by:

- \$4.0 million increase in license and IP costs, primarily due to the issuance of restricted stock units; and
- \$3.6 million increase in facility-related expense primarily due to the expansion and build out of our laboratory space at 60 First Street and 500 Arsenal Street.

These were offset by:

- \$4.0 million decrease in personnel expenses resulting from the workforce reduction announced in May 2025; and
- \$1.3 million decrease in research and development costs due to the deprioritization of our CGD programs as we strategically focus our internal efforts on advancing our *in vivo* liver franchise.

General and Administrative Expenses

(in thousands)	Three Months Ended September 30,		Change
	2025	2024	
General and administrative expenses:			
Professional and consultant fees	\$ 5,041	\$ 4,198	\$ 843
Personnel expenses	4,370	7,433	(3,063)
Facility related and other	1,797	2,470	(673)
Total general and administrative expenses	<u>\$ 11,208</u>	<u>\$ 14,101</u>	<u>\$ (2,893)</u>

The \$2.9 million decrease in general and administrative expense for the three months ended September 30, 2025 as compared to the three months ended September 30, 2024 is primarily driven by a \$3.1 million decrease in personnel expenses resulting from the workforce reduction announced in May 2025, including a decrease of \$1.9 million in stock-based compensation expense.

Other Income (Expense)

(in thousands)	Three Months Ended September 30,		Change
	2025	2024	
Other income:			
Change in fair value of short-term investment — related party	\$ 1,454	\$ 215	\$ 1,239
Interest income	1,141	697	444
Accretion (amortization) of investments	752	885	(133)
Other income, net	44	(83)	127
Total other income, net	\$ 3,391	\$ 1,714	\$ 1,677

Change in Fair Value of Related Party Short-Term Investment

The change in fair value of related party short-term investment for each of the periods presented is a result of Beam's stock price movement.

Comparison of the Nine Months Ended September 30, 2025 and 2024

Operating Expenses

Research and Development Expenses

(in thousands)	Nine Months Ended September 30,		Change
	2025	2024	
Research and development expenses:			
Personnel expenses	\$ 40,146	\$ 46,140	\$ (5,994)
Facility related	36,087	26,371	9,716
Research costs	27,531	32,723	(5,192)
License, intellectual property fees, and other	13,707	8,372	5,335
Professional and consultant fees	5,539	4,659	880
Clinical expense	2,917	2,920	(3)
Total research and development expenses	\$ 125,927	\$ 121,185	\$ 4,742

The \$4.7 million increase in research and development expense for the nine months ended September 30, 2025 as compared to the nine months ended September 30, 2024 was primarily driven by:

- \$9.7 million increase in facility-related expense primarily due to the expansion and build out of our laboratory space at 60 First Street and 500 Arsenal Street; and
- \$5.3 million increase in license and IP costs as we advance our *in vivo* liver franchise and pipeline.

These were offset by:

- \$6.0 million decrease in personnel expenses, driven primarily by fewer R&D personnel resulting from the workforce reduction announced in May 2025; and
- \$5.2 million decrease in research costs due to the deprioritization of our CGD programs as we strategically focus our internal efforts on advancing our *in vivo* liver franchise.

General and Administrative Expenses

(in thousands)	Nine Months Ended September 30,		Change
	2025	2024	
General and administrative expenses:			
Personnel expenses	\$ 18,608	\$ 20,273	\$ (1,665)
Professional and consultant fees	12,269	10,129	2,140
Facility related and other	6,732	7,458	(726)
Total general and administrative expenses	\$ 37,609	\$ 37,860	\$ (251)

The \$0.3 million decrease in general and administrative expense for the nine months ended September 30, 2025 as compared to the nine months ended September 30, 2024 is primarily driven by \$1.7 million decrease in personnel expenses driven primarily by a decrease of \$2.3 million in stock-based compensation expense, offset by one-time severance payments and other employee termination-related expenses in connection with the May 2025 reduction in force.

This is further offset by a \$2.1 million increase in professional and consultant fees due an increase in corporate legal expenses.

Other Income (Expense)

(in thousands)	Nine Months Ended September 30,		Change
	2025	2024	
Other income:			
Interest income	\$ 3,066	\$ 1,984	\$ 1,082
Accretion (amortization) of investments	1,621	3,201	(1,580)
Change in fair value of short-term investment — related party	(107)	(544)	437
Other income, net	99	(2)	101
Total other income, net	\$ 4,679	\$ 4,639	\$ 40

Interest income

Increase in interest income is a result of an increase in interest bearing marketable securities purchased from funds raised in our August 2025 offering.

Accretion (amortization) of investments

Accretion (amortization) of investments for each of the periods presented is a result of increase (decrease) in the value of the our marketable securities purchased at a discount (premium) to their face value.

Liquidity and Capital Resources

Since our inception, we have incurred significant operating losses. We expect to incur significant expenses and operating losses for the foreseeable future as we advance the preclinical development of our current research programs, commence the clinical development of any product candidates we may identify, and continue our

platform development and early-stage research activities. We have not yet commercialized any products and we do not expect to generate revenue from sales of products for several years, if at all. To date, we have funded our operations primarily with proceeds from sales of preferred stock and from our public offerings and through payments from our collaboration partners. As of September 30, 2025, we had cash, cash equivalents, and investments of \$213.3 million, excluding our restricted cash, or \$227.0 million, including restricted cash.

In November 2023, we entered into an Open Market Sale AgreementSM (the “Sales Agreement”) with Jefferies LLC (“Jefferies”) under which we may, from time to time, issue and sell shares of our common stock having aggregate sales proceeds of up to \$300.0 million, in a series of one or more at-the-market equity offerings (the “ATM Program”). Effective July 30, 2025, we terminated the sales agreement prospectus (the “ATM Prospectus”) filed with the shelf registration statement on Form S-3 (File No. 333-275321) and related to the shares of our common stock issuable pursuant to the Sales Agreement (the “Prior Registration Statement”). As a result, we will not make any sales of our common stock pursuant to the Sales Agreement, unless and until a new prospectus, prospectus supplement or a new registration statement is filed. Other than the termination of the ATM Prospectus, the Sales Agreement remains in full force and effect. As of the date of this Quarterly Report on Form 10-Q, we have not sold any shares of common stock under the ATM program.

Concurrently with the filing of this Quarterly Report on Form 10-Q, we plan to file a new registration statement on Form S-3ASR, including a sales agreement prospectus with respect to the ATM Program, to replace the Prior Registration Statement, which will expire on November 13, 2026, in accordance with applicable SEC regulations. Pursuant to Rule 415(a)(6) under the Securities Act, the offering of securities under the Prior Registration Statement will be deemed terminated as of the effectiveness of the new registration statement.

In August 2025, we issued and sold 43,700,000 shares of our common stock, including 5,700,000 shares pursuant to the exercise of the underwriters’ option to purchase additional shares, at a price to the public of \$3.30 per share. As a result of the offering, we received approximately \$138.4 million in net proceeds, after deducting underwriting discounts, commissions and offering costs of approximately \$5.8 million.

Cash Flows

The following table summarizes our sources and uses of cash for each of the periods presented:

(in thousands)	Nine Months Ended September 30,	
	2025	2024
Net change in cash, cash equivalents and restricted cash:		
Net cash used in operating activities	\$ (125,308)	\$ (139,110)
Net cash (used in) provided by investing activities	(137,093)	20,204
Net cash provided by financing activities	150,950	195,875
Net change in cash, cash equivalents, and restricted cash	\$ (111,451)	\$ 76,969

Operating Activities

Net cash used in operating activities for the nine months ended September 30, 2025 was driven primarily by the following uses of cash:

- \$155.1 million net loss;
- \$3.7 million change in lease liabilities
- \$3.6 million change in deferred revenue — related party; and
- \$2.8 million change in accrued expenses and other current liabilities.

These were offset by:

- \$36.3 million of non-cash amounts included in net loss, which primarily consisted of stock-based compensation expense, restricted stock issuance expense, non-cash lease expense, depreciation expense, and change in fair value of short-term investment — related party;
- \$1.9 million change in prepaid and other current assets; and
- \$1.6 million change in accounts payable.

Net cash used in operating activities for the nine months ended September 30, 2024 was driven primarily by the following uses of cash:

- \$153.6 million net loss;
- \$55.0 million change in collaboration receivable — related party;
- \$13.5 million change in accrued settlement payment — related party;
- \$9.5 million change in prepaid and other current assets;
- \$7.7 million change in accounts payable; and
- \$6.0 million change in lease liabilities.

These were offset by:

- \$32.3 million of non-cash amounts included in net loss, which primarily consisted of stock-based compensation expense, non-cash lease expense, depreciation and amortization expense, and change in fair value of short-term investment — related party;
- \$71.9 million change in deferred revenue from consideration received from BMS in September 2024; and
- \$2.0 million change in accrued expenses and other current liabilities.

Investing Activities

Net cash used in investing activities for the nine months ended September 30, 2025 was driven primarily by the following:

- \$132.9 million of purchases of marketable securities, net of maturities; and
- \$4.2 million of purchases of property and equipment.

Net cash provided by investing activities for the nine months ended September 30, 2024 was driven primarily by \$25.0 million of maturities of marketable securities, net of purchases, offset by \$5.5 million of purchases of property and equipment.

Financing Activities

Net cash provided by financing activities for the nine months ended September 30, 2025 was driven primarily by the following:

- \$138.4 million of net proceeds from issuances of common stock in our August 2025 public offering; and
- \$12.0 million of proceeds received under our agreement with Cystic Fibrosis Foundation.

Net cash provided by financing activities for the nine months ended September 30, 2024 was driven primarily by the following:

- \$132.1 million of net proceeds from issuances of common stock in our February 2024 public offering;
- \$38.1 million of proceeds from issuance of common stock to BMS in September 2024;
- \$18.8 million of proceeds from issuance of pre-funded warrants contemporaneous with our February 2024 public offering; and
- \$6.0 million of proceeds received under our agreement with Cystic Fibrosis Foundation.

Funding Requirements

To date, we have not generated any revenue from product sales. We do not expect to generate revenue from product sales unless and until we successfully complete preclinical and clinical development of, receive regulatory approval for, and commercialize a product candidate and we do not know when, or if at all, that will occur. We expect our expenses to increase in connection with our ongoing activities, particularly as we advance the preclinical activities and studies and initiate clinical trials. In addition, if we obtain regulatory approval for any product candidates, we expect to incur significant expenses related to product sales, marketing, and distribution to the extent that such sales, marketing and distribution are not the responsibility of potential collaborators. Further, we have incurred, and expect to continue to incur, costs associated with operating as a public company. The timing and amount of our operating expenditures will depend largely on the factors set out above. For more information, refer to the section titled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2024, and the “Risk Factors” section of subsequent Quarterly Reports on Form 10-Q.

We believe our existing cash, cash equivalents, and investments will be sufficient to fund our operating expenses and capital expenditure requirements into 2027. We have based this estimate on assumptions that may prove to be wrong, and we could exhaust our available capital resources sooner than we expect. We expect that we will require additional funding to:

- continue our current research development activities;
- identify product candidates;
- evaluate strategic alternatives and potential partnership opportunities for PM359, including our ability to execute and realize the anticipated benefits of any strategic alternatives we may pursue;
- develop, maintain, expand and protect our intellectual property portfolio and defend intellectual property-related claims;
- maintain existing collaborations or strategic relationships and identify and enter into future license agreements and collaborations with third parties;
- initiate preclinical testing and clinical trials for our future product candidates we identify;
- further develop our Prime Editing platform; and
- hire additional personnel to support our strategic priorities.

If we receive regulatory approval for any of our product candidates, we expect to incur significant commercialization expenses related to product manufacturing, sales, marketing and distribution, depending on where we choose to commercialize ourselves.

Until such time, if ever, as we can generate substantial product revenue, we expect to finance our cash needs through a combination of private and public equity offerings, debt financings, additional collaborations, strategic alliances, and marketing, distribution or licensing arrangements with third parties. To the extent that we raise additional capital through the sale of equity or convertible debt securities, ownership interest may be materially diluted, and the terms

of such securities could include liquidation or other preferences that adversely affect your rights as a common stockholder. Debt and equity financing, if available, may involve agreements that include restrictive covenants that limit our ability to take specified actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise funds through collaborations, strategic alliances or marketing, or distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, any 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 or other arrangements when needed, we may be required to delay, reduce or eliminate our product development or future commercialization efforts, or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves.

Contractual Obligations and Other Commitments

We enter into contracts in the normal course of business with contract organizations and other vendors to assist in the performance of our research and development activities, and other services and products for operating purposes. These contracts generally provide for termination on notice, and therefore are cancellable contracts and not included in the table of contractual obligations and commitments.

During the nine months ended September 30, 2025, except for the minimum lease commitments disclosed in Note 6, *Leases*, to the unaudited condensed consolidated financial statements in this Quarterly Report on Form 10-Q, there were no significant changes to our contractual obligations and commitments described under Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2024.

Critical Accounting Policies and Significant Judgments and Estimates

Our management's discussion and analysis of our financial condition and results of operations is based on our condensed consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses incurred during the reporting periods. We base our estimates on historical experience, known trends and events, and various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities recorded revenues and expenses that are not readily apparent from other sources. We evaluate our estimates and assumptions on an ongoing basis. Actual results may differ from these estimates.

During the nine months ended September 30, 2025, there were no material changes to our critical accounting policies and significant judgments described under Management's Discussion and Analysis of Critical Accounting Policies and Significant Judgments and Estimates which are included in our Annual Report on Form 10-K for the year ended December 31, 2024.

Recently Issued and Adopted Accounting Pronouncements

A description of recently issued accounting pronouncements that may potentially impact our financial position and results of operations is disclosed in Note 2, *Summary of Significant Accounting Policies*, to our audited financial statements for the year ended December 31, 2024, and notes thereto, included in our Annual Report on Form 10-K and in this Quarterly Report on Form 10-Q.

Emerging Growth Company and Smaller Reporting Company Status

The Jumpstart Our Business Startups Act of 2012 permits an "emerging growth company" such as us to take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies until those standards would otherwise apply to private companies. We have elected not to "opt out" of such extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, we will adopt the new or revised standard at the time private companies adopt the new or revised standard and will do so until such time that we either (i) irrevocably elect to

“opt out” of such extended transition period or (ii) no longer qualify as an emerging growth company. As a result of this election, our condensed consolidated financial statements may not be comparable to other public companies that comply with new or revised accounting pronouncements as of public company effective dates. We may choose to early adopt any new or revised accounting standards whenever such early adoption is permitted for private companies.

We are also a “smaller reporting company” meaning that the market value of our stock held by non-affiliates is less than \$700 million and our annual revenue was less than \$100 million during the most recently completed fiscal year. We may continue to be a smaller reporting company if either (i) the market value of our stock held by non-affiliates is less than \$250 million or (ii) our annual revenue was less than \$100 million during the most recently completed fiscal year and the market value of our stock held by non-affiliates is less than \$700 million. If we are a smaller reporting company at the time we cease to be an emerging growth company, we may continue to rely on exemptions from certain disclosure requirements that are available to smaller reporting companies. Specifically, as a smaller reporting company we may choose to present only the two most recent fiscal years of audited financial statements in our Annual Report on Form 10-K and, similar to emerging growth companies, smaller reporting companies have reduced disclosure obligations regarding executive compensation.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

We are exposed to market risk related to changes in interest rates of our investment portfolio of cash equivalents and investments. As of September 30, 2025, we held cash, cash equivalents, investments, and restricted cash of \$227.0 million, which consisted of cash, money market funds, equity securities, and debt securities. Our primary exposure to market risk is interest income sensitivity, which is affected by changes in the general level of U.S. interest rates. The fair value of our cash equivalents, consisted of our money market funds, and investments are subject to change as a result of potential changes in market interest rates. Due to the short-term maturities of our cash equivalents and investments and the low risk profile of our investments, an immediate 10 percent change in interest rates would not have a material effect on the fair market value of our cash equivalents or investments.

Effects of Inflation

Inflation generally affects us by increasing our cost of labor and research and development costs. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, we may experience some effect in the near future (especially if inflation rates continue to rise) due to an impact on the costs to conduct research and development, labor costs we incur to attract and retain qualified personnel, and other operational costs. Inflationary costs could adversely affect our business, financial condition and results of operations.

Item 4. Controls and Procedures

We have established 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”), designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and is accumulated and communicated to management, including our Chief Executive Officer (who serves as both our principal executive officer and principal financial officer), to allow timely decisions regarding required disclosure. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Internal Control over Financial Reporting

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer (who serves as both our principal executive officer and principal financial officer), evaluated, as of the end of the period covered by this Quarterly Report on

Form 10-Q, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our Chief Executive Officer concluded that our disclosure controls and procedures were effective as of September 30, 2025. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our disclosure controls and procedures have been designed to provide reasonable assurance of achieving their objectives.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the three months ended September 30, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II - Other Information

Item 1. Legal Proceedings

We are currently engaged in arbitration proceedings with Beam Therapeutics, Inc. (“Beam”) regarding the parties’ collaboration and license agreement (the “Agreement”). A dispute arose between the parties following our March 18, 2025 announcement that we are developing a Prime Editing-based treatment for alpha-1 antitrypsin deficiency (“AATD”). On April 16, 2025, Beam filed an arbitration demand with the American Arbitration Association (“AAA”), alleging that we have breached the Agreement by developing a product for the treatment of AATD and by allegedly not complying with certain obligations to transfer technical information to Beam pursuant to the Agreement. Beam also makes related claims for trade secret misappropriation and various business torts based on similar allegations, including allegations made on information and belief. Beam seeks both declaratory, injunctive, and monetary relief, but has not yet quantified the amount of damages it seeks. On April 18, 2025, we filed an arbitration demand with the AAA seeking a declaration that our AATD program is within our “Field” as defined by the Agreement. The arbitrations have been consolidated, and the consolidated proceeding remains in its early stages. If the final resolution of the matter is adverse to us, the arbitration panel may provide Beam with relief including, among other things, monetary damages and/or an order that we cease work on our AATD program and transfer such program to Beam.

Item 1A. Risk Factors

Investing in our common stock involves a high degree of risk. For a detailed discussion of the risks and uncertainties related to our business, please refer to the section titled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2024. There have been no material changes from the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2024, except as set forth below.

Disruptions at the FDA, the SEC and other U.S. government agencies caused by funding shortages or global health concerns could hinder their ability to hire, retain or deploy key leadership and other personnel, or otherwise prevent new or modified products from being developed, approved, or commercialized in a timely manner or at all, or otherwise prevent those agencies from performing normal business functions on which the operation of our business may rely, which could negatively impact our business.

Currently, federal agencies in the U.S. are operating under a federal government shutdown due to expiration of the continuing resolution on September 30, 2025 and the current U.S. administration is focused on reducing costs of the federal government generally, including significantly reducing the number of government employees. The duration of the current government shutdown is unknown. Without appropriation of additional funding to federal agencies, our business operations related to our product development activities for the U.S. market could be impacted. Inadequate funding for the FDA, the SEC, the U.S. Patent and Trademark Office (the “USPTO”) and other government agencies, including from government shutdowns, or other disruptions to these agencies’ operations, could hinder their ability to hire and retain key leadership and other personnel, prevent new products and services from being developed or commercialized in a timely manner or otherwise prevent those agencies from performing normal business functions on which the operation of our business may rely, which could negatively impact our business.

The ability of the FDA to review and approve new products can be affected by a variety of factors, including government budget and funding levels, availability of personnel and other resources, statutory, regulatory, and policy changes, the FDA’s ability to hire and retain key personnel and accept the payment of user fees, and other events that may otherwise affect the FDA’s ability to perform routine functions. Average review times at the agency have fluctuated in recent years as a result. In addition, government funding of other government agencies that fund research and development activities is subject to the political process, which is inherently fluid and unpredictable. Disruptions at the FDA, USPTO and other agencies may also slow the time necessary for biologics or modifications to approved biologics to be reviewed and/or approved by necessary government agencies, which would adversely affect our business. For example, over the last several years, the U.S. government has shutdown several times and certain regulatory agencies, such as the FDA and the SEC, have had to furlough critical employees and stop critical activities. Specifically, on October 1, 2025, the U.S. federal government entered a shutdown suspending services

deemed non-essential as a result of the failure by Congress to enact regular appropriations for the 2026 fiscal year. If the shutdown continues for a prolonged period of time or a widespread freeze on federal funding continues, it could result in significant delays in the of FDA's ability to timely review and process any submissions we have filed or may file or cause other regulatory delays, which could have a material adverse effect on our business. Further, in our operations as a public company, current and future government shutdowns and/or substantial leadership, personnel, and policy changes at the SEC could impact our ability to access the public markets and obtain necessary capital in order to properly capitalize and continue our operations.

Unfavorable macroeconomic conditions or market volatility resulting from geopolitical developments or national or global economic conditions, including those affecting the financial services industry, could adversely affect our business, financial condition or results of operations.

Adverse macroeconomic conditions or market volatility resulting from national or global economic developments, political unrest, high inflation, rising interest rates, international tariffs, changes in international trade relationships and military conflicts, such as the ongoing conflict between Russia and Ukraine, changes in or the disruptions of U.S. governmental agencies, whether from a continued U.S. federal government shutdown or reduced resources, disruptions in capital markets, the potential for significant changes in U.S. policies or regulatory environment, or other factors, could materially and adversely affect our business operations. Sanctions imposed by the U.S. and other countries in response to such conflicts may also continue to adversely impact the financial markets and the global economy, and any economic countermeasures by the affected countries or others could exacerbate market and economic instability. For example on September 25, 2025, the current U.S. administration announced a 100% tariff on brand-name or patented drugs unless pharmaceutical companies expand their manufacturing operations in the U.S., and may impose more restrictions on goods. While pharmaceutical products are currently excluded from the baseline and "reciprocal" tariffs imposed by the U.S., such tariffs still apply to the raw materials and other products necessary for the manufacture and formulation of our product candidates. Tariffs levied by the U.S. and other countries also may adversely affect financial markets and the global economy. There can be no assurance that further deterioration in credit and financial markets and confidence in economic conditions will not occur. For instance, actual events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. Investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us to acquire financing on acceptable terms or at all. In addition, any further deterioration in the macroeconomic economy or financial services industry could lead to losses or defaults by our suppliers, which in turn, could have a material adverse effect on our current and/or planned business operations and our current or projected results of operations and financial condition. For example, there has been proposed U.S. legislation, known as the BIOSECURE Act, that may restrict the ability of U.S. biopharmaceutical companies to purchase services or products from, or otherwise collaborate with, certain Chinese biotechnology companies of concern without losing the ability to contract with, or otherwise receive funding from, the U.S. government. Although the BIOSECURE Act was not passed, in October 2025, versions of the National Defense Authorization Act of 2026 passed each respective chamber of Congress and both included an amendment that will effectively implement federal government contracting, loan, and grant restrictions similar to the 2024 BIOSECURE Act. This 2025 version of the BIOSECURE Act does not identify any specific companies by name in the legislative text. If the BIOSECURE Act or similar legislation is passed in the future, we may not be able to engage a backup or alternative supplier or service provider in a timely manner or at all. This, in turn, could materially and adversely affect our or our collaborators' ability to manufacture or supply product candidates or advance our clinical development programs, which could materially and adversely affect our business and future prospects. We continue to assess the legislation as it develops to determine whether it could have an effect on our contractual relationships. Also, current inflationary trends in the global economy may impact salaries and wages, costs of goods and transportation expenses, among other things, and recent and potential future disruptions in access to bank deposits or lending commitments due to bank failures may create market and economic instability.

A severe or prolonged economic downturn or additional global financial crises could result in a variety of risks to our business, including weakened demand for any product candidates we develop or our ability to raise additional capital when needed on acceptable terms, if at all. Weak economic conditions or significant uncertainty regarding the stability of financial markets related to stock market volatility, inflation, recession, changes in tariffs or other trade restrictions, trade agreements, trade wars or governmental fiscal, monetary and tax policies, among others, could adversely impact our business, financial condition and operating results.

Further, U.S. government appropriations have been affected by larger U.S. government budgetary issues and related legislation. In addition, in the past, U.S. debt ceiling and budget deficit concerns have increased the possibility of additional credit-rating downgrades and economic slowdowns, or a recession in the U.S. Although U.S. lawmakers passed legislation to raise the federal debt ceiling on multiple occasions, ratings agencies have lowered or threatened to lower the long-term sovereign credit rating on the U.S. The impact of this or any further downgrades to the U.S. government's sovereign credit rating or its perceived creditworthiness could adversely affect the U.S. and global financial markets and economic conditions. As a result, government spending levels are difficult to predict beyond the near term due to numerous factors, including the external threat environment, future government priorities and the state of government finances. Significant changes in government spending or changes in U.S. government priorities, policies and requirements could have a material adverse effect on our results of operations, financial condition or liquidity.

Any of the foregoing could harm our business and we cannot anticipate all of the ways in which the current economic climate and financial market conditions could adversely impact our business.

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

Set forth below is information regarding shares of equity securities sold, and options granted, by us during the three months ended September 30, 2025 that were not registered under the Securities Act.

Recent Sales of Unregistered Equity Securities

None.

Issuer Purchases of Equity Securities

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

Rule 10b5-1 Trading Arrangements

From time to time, our officers (as defined in Rule 16a-1(f)) and directors may enter into Rule 10b5-1 or non-Rule 10b5-1 trading arrangements (as each such term is defined in Item 408 of Regulation S-K). During the three months ended September 30, 2025, none of the Company's directors or officers adopted, modified or terminated a plan or other arrangement intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any non-Rule 10b5-1 trading arrangements (as defined in Item 408(c) of Regulation S-K).

Item 6. Exhibits

(a) Exhibits.

Exhibit number	Exhibit table
3.1	Third Amended and Restated Certificate of Incorporation of Prime Medicine, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on October 24, 2022).
3.2	Certificate of Amendment to Third Amended and Restated Certificate of Incorporation of Prime Medicine, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on June 12, 2024).
3.3	Second Amended and Restated Bylaws of Prime Medicine, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on May 21, 2024).
10.1*†	Amendment No. 4 to License Agreement, dated September 11, 2025, between The Broad Institute, Inc. and the Registrant
10.2*†	Amendment No. 5 to License Agreement, dated September 11, 2025, between The Broad Institute, Inc. and the Registrant
10.3*†	Side Letter No. 2 to License Agreement, dated September 11, 2025, between The Broad Institute, Inc. and the Registrant
31.1*	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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*	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

** The certification furnished in Exhibit 32.1 hereto is deemed to accompany this Quarterly Report on Form 10-Q and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. Such certification will not be deemed to be incorporated by reference into any filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Registrant specifically incorporates it by reference.

† Portions of this exhibit (indicated by asterisks) have been omitted in accordance with Item 601(b)(10) of Regulation S-K.

(b) Financial Statement Schedules.

None.

Signatures

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

Prime Medicine, Inc.

By: /s/ Allan Reine

Allan Reine

Chief Executive Officer

(Principal Executive Officer and Principal Financial Officer)

Date: November 7, 2025

CERTAIN IDENTIFIED INFORMATION HAS BEEN EXCLUDED FROM THIS EXHIBIT BECAUSE IT IS BOTH NOT MATERIAL AND IS THE TYPE THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL. INFORMATION THAT WAS OMITTED HAS BEEN NOTED IN THIS DOCUMENT WITH A PLACEHOLDER IDENTIFIED BY THE MARK “[*]”.**

FOURTH AMENDMENT TO LICENSE AGREEMENT

THIS FOURTH AMENDMENT TO LICENSE AGREEMENT (this “Fourth Amendment”) is made as of September 11, 2025 (the “Fourth Amendment Effective Date”), by and between The Broad Institute, Inc. (“Broad”) and Prime Medicine, Inc. (“Company”). Capitalized terms used herein but not defined herein shall have the same meaning as set forth in the License Agreement (as defined below). Each of Broad and Company may be referred to herein as a “Party” or together as the “Parties.”

WHEREAS, Company and Broad are parties to that certain License Agreement, dated as of September 26, 2019; as previously amended on May 5, 2020, February 18, 2021, and December 22, 2022, and as previously amended in the letter dated September 27, 2024 (the “Side Letter”), together, the “License Agreement”;

WHEREAS, the Parties wish to amend the License Agreement (pursuant to Section 11.13 thereof) to [***] as more fully set forth below.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties do hereby amend the License Agreement as follows:

1. Exhibit 1.111 (Patent Rights) of the License Agreement is hereby deleted in its entirety and replaced with the schedule set forth on **Exhibit A** of this Fourth Amendment.
2. **Consideration for Amendment.** As partial consideration for the addition of certain Patent Rights set forth on Exhibit A of this Fourth Amendment:
 - a. Company shall pay to Broad a nonrefundable payment of Fifty Thousand Dollars (\$50,000.00) (such payment, the “Fourth Amendment Issue Fee”) within [***] of the Fourth Amendment Effective Date; and
 - b. Company shall reimburse Broad for all unreimbursed, documented, out-of-pocket expenses incurred by Broad prior to the Fourth Amendment Effective Date with respect to the Prosecution of such Patent Rights, which Broad estimates as equal to [***], within [***] after the Fourth Amendment Effective Date; provided that if the actual amount of such expenses exceeds such estimate, then Company shall reimburse Broad for any unreimbursed amount within [***] of receipt of an invoice from Broad.
3. **Effect of Amendment.** This Fourth Amendment shall not constitute a waiver, amendment or modification of any other provision of the License Agreement or any other provision not expressly referred to herein. Except as amended hereby, the License Agreement shall remain in full force and effect as originally written.
4. **Governing Law.** This Fourth Amendment will be governed by, and construed in accordance with, the substantive laws of the Commonwealth of Massachusetts, without giving effect to any choice or conflict of law provision, except that questions affecting the construction and effect of any patent shall be determined by the law of the country in which the patent shall have been granted.

5. **Binding Effect.** This Fourth Amendment shall be binding upon and inure to the benefit of the Parties and their respective legal representatives, successors and permitted assigns.

6. **Headings.** Section and subsection headings are inserted for convenience of reference only and do not form a part of this Fourth Amendment.

7. **Amendment; Waiver; Assignment.** This Fourth Amendment may be amended, modified, superseded or canceled, and any of the terms may be waived, only by a written instrument executed by each Party or, in the case of waiver, by the Party waiving compliance. The delay or failure of either Party at any time or times to require performance of any provisions hereof shall in no manner affect the rights at a later time to enforce the same. No waiver by either Party of any condition or of the breach of any term contained in this Fourth Amendment, whether by conduct, or otherwise, in any one or more instances, shall be deemed to be, or considered as, a further or continuing waiver of any such condition or of the breach of such term or any other term of this Amendment. This Fourth Amendment may not be assigned except in connection with an assignment of the License Agreement.

8. **Severability.** If any provision of this Fourth Amendment is or becomes invalid or is ruled invalid by any court of competent jurisdiction or is deemed unenforceable, or interferes with the enforceability of any Patent Right, it is the intention of the Parties that the remainder of this Fourth Amendment shall not be affected.

9. **Entire Agreement.** This Fourth Amendment (including **Exhibit A** hereof) and the License Agreement, as amended, are the sole agreements with respect to the subject matter hereof and thereof and except as expressly set forth herein and therein, supersede all other agreements and understandings between the Parties with respect to the same.

10. **Counterparts; Facsimile or PDF.** This Fourth Amendment may be executed in two or more counterparts, each of which shall be deemed an original and all of which shall together be deemed to constitute one instrument. The Parties agree that execution of this Fourth Amendment by industry standard electronic signature software or by exchanging facsimile or PDF signatures shall have the same legal force and effect as the exchange of original signatures and that in any proceeding arising under or relating to this Fourth Amendment, each Party hereby waives any right to raise any defense or waiver based upon execution of this Fourth Amendment by means of such electronic signatures or maintenance of the executed document electronically.

IN WITNESS WHEREOF, the Parties have executed this Fourth Amendment as of the Fourth Amendment Effective Date.

PRIME MEDICINE, INC.

THE BROAD INSTITUTE, INC.

By: /s/ Allan Reine
Name: Allan Reine
Title: President and CEO

By: /s/ Todd Golub
Name: Todd Golub
Title: Institute Director

Broad Legal: _____

EXHIBIT A

Licensed Patents and Patent Applications

[***]

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FIFTH AMENDMENT TO LICENSE AGREEMENT

THIS FIFTH AMENDMENT TO LICENSE AGREEMENT (this “Amendment”) is made as of September 11, 2025 (the “Amendment Effective Date”), by and between The Broad Institute, Inc. (“Broad”) and Prime Medicine, Inc. (“Company”). Capitalized terms used herein but not defined herein shall have the same meaning as set forth in the License Agreement (as defined below). Each of Broad and Company may be referred to herein as a “Party” or together as the “Parties.”

WHEREAS, Company and Broad are parties to that certain License Agreement, dated as of September 26, 2019, as previously amended on May 5, 2020, February 18, 2021, December 22, 2022, and September 11, 2025, and as previously amended in the letter dated September 27, 2024 (the “Side Letter”), together, the “License Agreement”;

WHEREAS, the Parties wish to amend the License Agreement (pursuant to Section 11.13 thereof) to [***] as more fully set forth below.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties do hereby amend the License Agreement as follows:

1. Exhibit 1.111 (Patent Rights) of the License Agreement is hereby deleted in its entirety and replaced with the schedule set forth on **Exhibit A** of this Amendment.

2. In Article 1 (Definitions) of the License Agreement, the following definitions are added:

1.67 $\frac{1}{4}$ “[***]” means [***].

1.67 $\frac{1}{2}$ “[***]” means [***].

1.67 $\frac{3}{4}$ “[***]” means (a) [***]; and (b) [***].

3. In Section 2.2 (Reservation of Rights; Certain Restrictions) of the License Agreement, the following subsection is added:

2.2.7 [***]. Notwithstanding anything herein to the contrary, Licensee acknowledges that [***].

4. In Article 3 (Development and Commercialization) of the License Agreement, the following section is added:

3.8 [***]. The [***] means the Development Milestone identified under the heading [***] in Exhibit 3.1. Licensee will notify Broad [***] of Licensee’s achieving the [***]. If Licensee has not achieved the [***], Licensee shall notify Broad [***]. If Licensee does not achieve the [***], then [***]. For clarity, notwithstanding anything herein to the contrary, [***].

5. In Exhibit 3.1 (Development Milestones) of the License Agreement, the following paragraph is added:

[***]

Licensee shall [***]. Thereafter, Licensee shall [***].

6. **Consideration for Amendment.** As partial consideration for the addition of certain Patent Rights set forth on Exhibit A of this Amendment:

a. Company shall pay to Broad a nonrefundable payment of Ten Thousand Dollars (\$10,000) within [***] of the Amendment Effective Date; and

b. Company shall reimburse Broad for all unreimbursed, documented, out-of-pocket expenses incurred by Broad prior to the Amendment Effective Date with respect to the Prosecution of such added Patent Rights, which Broad estimates as equal to [***], within [***] after the Amendment Effective Date; provided that if the actual amount of such expenses exceeds such estimate, then Company shall reimburse Broad for any unreimbursed amount within [***] of receipt of an invoice from Broad.

7. **Effect of Amendment.** This Amendment shall not constitute a waiver, amendment or modification of any other provision of the License Agreement or any other provision not expressly referred to herein. Except as amended hereby, the License Agreement shall remain in full force and effect as originally written.

8. **Governing Law.** This Amendment will be governed by, and construed in accordance with, the substantive laws of the Commonwealth of Massachusetts, without giving effect to any choice or conflict of law provision, except that questions affecting the construction and effect of any patent shall be determined by the law of the country in which the patent shall have been granted.

9. **Binding Effect.** This Amendment shall be binding upon and inure to the benefit of the Parties and their respective legal representatives, successors and permitted assigns.

10. **Headings.** Section and subsection headings are inserted for convenience of reference only and do not form a part of this Amendment.

11. **Amendment; Waiver; Assignment.** This Amendment may be amended, modified, superseded or canceled, and any of the terms may be waived, only by a written instrument executed by each Party or, in the case of waiver, by the Party waiving compliance. The delay or failure of either Party at any time or times to require performance of any provisions hereof shall in no manner affect the rights at a later time to enforce the same. No waiver by either Party of any condition or of the breach of any term contained in this Amendment, whether by conduct, or otherwise, in any one or more instances, shall be deemed to be, or considered as, a further or continuing waiver of any such condition or of the breach of such term or any other term of this Amendment. This Amendment may not be assigned except in connection with an assignment of the License Agreement.

12. **Severability.** If any provision of this Amendment is or becomes invalid or is ruled invalid by any court of competent jurisdiction or is deemed unenforceable, or interferes with the enforceability of any Patent Right, it is the intention of the Parties that the remainder of this Amendment shall not be affected.

13. **Entire Agreement.** This Amendment (including **Exhibit A** hereof) and the License Agreement, as amended, are the sole agreements with respect to the subject matter hereof and thereof and except as expressly set forth herein and therein, supersede all other agreements and understandings between the Parties with respect to the same.

14. **Counterparts; Facsimile or PDF.** This Amendment may be executed in two or more counterparts, each of which shall be deemed an original and all of which shall together be deemed to

constitute one instrument. The Parties agree that execution of this Amendment by industry standard electronic signature software or by exchanging facsimile or PDF signatures shall have the same legal force and effect as the exchange of original signatures and that in any proceeding arising under or relating to this Amendment, each Party hereby waives any right to raise any defense or waiver based upon execution of this Amendment by means of such electronic signatures or maintenance of the executed document electronically.

[Signature Page Follows]

IN WITNESS WHEREOF, the Parties have executed this Fourth Amendment as of the Fourth Amendment Effective Date.

PRIME MEDICINE, INC.

By: /s/ Allan Reine
Name: Allan Reine
Title: President and CEO

THE BROAD INSTITUTE, INC.

By: /s/ Todd Golub
Name: Todd Golub
Title: Institute Director

Broad Legal: _____

EXHIBIT A

Licensed Patents and Patent Applications

[***]

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September 11, 2025

The Broad Institute, Inc.
415 Main Street
Cambridge, MA 02142
Attn: Michael Christiano, Chief Business Officer

Re: License Agreement, by and between The Broad Institute, Inc. and Prime Medicine, Inc., dated September 26, 2019

Dear Michael,

This second letter (“**Second Letter**”) is entered into as of September 11, 2025 (the “**Effective Date**”) by and between The Broad Institute, Inc., a non-profit corporation organized and existing under the laws of the Commonwealth of Massachusetts and having a principal place of business at 415 Main Street, Cambridge, Massachusetts 02142 (“**Broad**”) and Prime Medicine, Inc., a corporation organized and existing under the laws of Delaware and having a principal place of business at 60 First Street, Cambridge, MA 02141 (“**Company**”). Company and Broad are each referred to herein as a “**Party**” and together, the “**Parties**.”

Reference is hereby made to that certain License Agreement, dated as of September 26, 2019, by and between Broad and Company, as previously amended by that certain letter, dated September 27, 2024 by and between the Parties (the “**First Letter**”; together, the License Agreement and the First Letter, the “**Broad-Prime License Agreement**”). Reference is also hereby made to that certain Research Collaboration and License Agreement, dated as of September 28, 2024, by and between Company and Bristol-Myers Squibb Company or one of its affiliates (“**BMS**” and such agreement, the “**BMS Agreement**”). All capitalized terms used herein and not otherwise defined herein shall have the meaning given to them in the Broad-Prime License Agreement or, if so indicated, in the BMS Agreement.

For good and valuable consideration, the sufficiency of which are hereby acknowledged by the Parties, the Parties hereby agree as follows:

1. Subject to paragraph 2 of this Second Letter, [***], Broad hereby consents to Company paying (and Company shall pay to Broad) the Development Candidate Milestone Payments (as defined below) as set forth in the following tables within [***] after the achievement of the corresponding Development Candidate Milestone Event (as defined and set forth below in this paragraph 1); provided that if [***], then Company shall pay Broad [***] within [***] of the [***]. In no case shall Company be responsible for paying each Development Candidate Milestone Payment more than once. Payments under this Section 1 shall not be subject to further credit or reduction by operation of the Broad-Prime License Agreement, including Section 1.105.2 therein, or any language therein. As used herein, “**Development Candidate Milestone Event**” means an event described in the table below under the heading ‘Development Candidate Milestone Event’, and “**Development Candidate Milestone Payment**” means, for a given Development Candidate Milestone Event, the amount set forth in the table below under the heading ‘Development Candidate Milestone Payment (in Dollars).

<i>Development Candidate Milestone Event</i>	<i>Development Candidate Milestone Payment (in Dollars)</i>
[***]	\$[***]
[***]	\$[***]

2. Upon the earlier of [***], Company shall [***], but in any event not later than [***] after [***], deliver to Broad [***].
3. Company hereby represents and warrants to Broad as of the Effective Date of this Second Letter and as of the “Effective Date” (as defined in the BMS Agreement) that, the BMS Agreement is the only agreement or instrument between BMS or any of its affiliates or any of its or their sublicensees, on the one hand, and Company or any of its affiliates or any of its or their sublicensees, on the other hand, that grants or agrees to grant BMS or any of its affiliates or any of its or their sublicensees, any license, sublicense, covenant not to sue or assert, or other right, or option to obtain any license, sublicense, covenant not to sue or assert, or other right, to practice any intellectual property rights owned or controlled by Company or any of its Affiliates in connection with the development, manufacture, use, sale or other exploitation of any Licensed Product that is the subject of the BMS Agreement.
4. The Parties acknowledge that any material breach of the Second Letter by Company shall be deemed a material breach of the Broad-Prime License Agreement, and all rights and remedies available to Broad under this Second Letter, the Broad-Prime License Agreement, the BMS Agreement, at law and in equity shall be available to Broad, including for clarity, remedies available under Section 5.4 of the Broad-Prime License Agreement.
5. Except as explicitly set forth in this Second Letter, the Broad-Prime License Agreement remains unchanged, and its terms and conditions and the rights and obligations of each Party thereunder remain in full force and effect, including [***].
6. Except as otherwise set forth herein, this Letter may not be amended, waived or terminated without the written consent of both Broad and Company.
7. Company may not (a) amend, waive, restate or otherwise modify the BMS Agreement in any manner or (b) itself, or permit any of its affiliates to, enter into any agreement or instrument or otherwise execute any transaction with BMS or any of its affiliates, in each case (a) and (b), that adversely affects (i) any consideration payable to Broad in accordance with this Second Letter or the Broad-Prime License Agreement (other than in an immaterial manner), including without limitation the amount of such consideration to be received, or (ii) Broad’s rights under this Second Letter or the Broad-Prime License Agreement, in each case, without the prior written consent of Broad.
8. Company represents and warrants that, as of the Effective Date, it is not entitled to receive any consideration from BMS or any of its affiliates in respect of any activity that Company is permitted or obligated to perform under the Broad-Prime License Agreement, including for the development or commercialization of any Royalty-Bearing Product, other than the consideration set forth in the BMS Agreement. Company further represents, warrants and covenants that the foregoing statement will also be and remain true throughout the Term of the BMS Agreement. To the extent Company or any of its affiliates do receive from BMS or any of its affiliates or its or their sublicensees, pursuant to any agreement or other instrument or transaction entered into prior to, on or after the date hereof, any consideration in respect of the development, manufacture, use, sale or other exploitation of any Licensed Product (as defined in the BMS Agreement) other than the consideration set forth in the BMS Agreement, Company agrees that Broad shall be entitled to (and Company agrees to so pay Broad), in accordance with the applicable provisions of the Broad-Prime License Agreement (without giving effect to any off-set or setoff) by Company and its affiliates, [***].

9. This Second Letter may only be amended, modified, superseded or canceled, and any of the terms hereof may only be waived, by a written instrument that is executed by each Party.

10. This Second Letter may not be assigned except in connection with an assignment of the Broad-Prime License Agreement in accordance with the terms thereof and solely with respect to the rights and obligations herein that relate to the Broad-Prime License Agreement.

11. This Second Letter shall be governed by, and construed in accordance with, the substantive laws of the Commonwealth of Massachusetts, without giving effect to any choice or conflict of law provision.

12. This Second Letter may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Once signed, any reproduction of this Letter Agreement made by reliable means (e.g., pdf, photocopy, facsimile) shall be considered an original.

(Signature Page Follows)

Sincerely,

/s/ Allan Reine

Allan Reine
President and Chief Executive Officer
Prime Medicine, Inc.

Acknowledged and Agreed:

/s/ Michael Christiano

Michael P. Christiano
Chief Business Officer
The Broad Institute, Inc.

Broad Legal: _____

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Allan Reine, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Prime Medicine, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (e) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (f) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2025

By: /s/ Allan Reine

Allan Reine

Chief Executive Officer

(Principal Executive Officer and Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report of Prime Medicine, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2025

By: /s/ Allan Reine

Allan Reine

Chief Executive Officer

(Principal Executive Officer and Principal Financial Officer)