

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q**

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

For the quarterly period ended September 30, 2026

OR

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

Commission File Number 0-19311



BIODGEN INC.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

33-0112644

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

**225 Binney Street, Cambridge, MA 02142
(617) 679-2000**

*(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)*

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0005 par value	BIIB	The Nasdaq Global Select 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

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

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

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

The number of shares of the issuer's Common Stock, \$0.0005 par value, outstanding as of October 26, 2026, was 147,820,223 shares.

BIAGEN INC.
FORM 10-Q — Quarterly Report
For the Quarterly Period Ended September 30, 2026

TABLE OF CONTENTS

	<u>Page</u>
PART I — FINANCIAL INFORMATION	
Item 1.	Financial Statements (unaudited)
	Condensed Consolidated Statements of Income — For the Three and Nine Months Ended September 30, 2026 and 2025 9
	Condensed Consolidated Statements of Comprehensive Income — For the Three and Nine Months Ended September 30, 2026 and 2025 10
	Condensed Consolidated Balance Sheets — As of September 30, 2026 and December 31, 2025 11
	Condensed Consolidated Statements of Cash Flow — For the Nine Months Ended September 30, 2026 and 2025 12
	Condensed Consolidated Statements of Equity — For the Three and Nine Months Ended September 30, 2026 and 2025 13
	Notes to Condensed Consolidated Financial Statements 15
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations 54
Item 3.	Quantitative and Qualitative Disclosures About Market Risk 85
Item 4.	Controls and Procedures 87
PART II — OTHER INFORMATION	
Item 1.	Legal Proceedings 88
Item 1A.	Risk Factors 88
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds 104
Item 5.	Other Information 104
Item 6.	Exhibits 105
	Signatures 106

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements that are being made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995 (the PSLRA) with the intention of obtaining the benefits of the “Safe Harbor” provisions of the PSLRA. These forward-looking statements may be accompanied by such words as “aim,” “anticipate,” “assume,” “believe,” “contemplate,” “continue,” “could,” “estimate,” “expect,” “forecast,” “goal,” “guidance,” “hope,” “intend,” “may,” “objective,” “outlook,” “plan,” “possible,” “potential,” “predict,” “project,” “seek,” “should,” “target,” “will,” “would” or the negative of these words or other words and terms of similar meaning. Given their forward-looking nature, these statements involve substantial risks and uncertainties and may be based on inaccurate assumptions. This report includes, among others, forward-looking statements regarding:

- our expected financial and operating performance;
- our long-term strategy and supporting business plans, including our product pipeline;
- our expectations about continued growth through acquisitions and key collaborative relationships and funding arrangements;
- our belief that our long-term competitive position depends upon our success in discovering and developing innovative, cost-effective products that serve unmet medical needs, along with our ability to manufacture products efficiently and to launch and market them effectively in a highly competitive environment;
- our ability to obtain and maintain adequate coverage, pricing and reimbursement from third-party payors;
- our expectations regarding certain legal and regulatory proceedings and investigations, and the currently anticipated impact of certain MFN pricing initiatives; and
- our belief that our existing funds, when combined with cash generated from operations and our access to additional financing resources, if needed, are sufficient to satisfy our operating, working capital, strategic alliance, milestone payment, capital expenditure and debt service requirements for the foreseeable future.

These forward-looking statements are based on management's current beliefs and assumptions and on information currently available to management. Given their nature, we cannot assure that any outcome expressed in these forward-looking statements will be realized in whole or in part. We caution that these statements are subject to risks and uncertainties, many of which are outside of our control and could cause future events or results to be materially different from those stated or implied in this document, including, among others, factors relating to:

- our substantial dependence on the anticipated amount, timing and accounting of revenue from our products, including from the successful development of new products and approval of additional indications for our existing products, including but not limited to LEQEMBI and SKYCLARYS;
- the anticipated amount, timing and accounting of contingent, milestone, royalty and other payments under licensing, collaboration, acquisition or divestiture agreements; tax positions and contingencies; collectability of receivables; pre-approval inventory; cost of sales; research and development costs; compensation and other selling, general and administrative expense; amortization of intangible assets; foreign currency exchange risk; estimated fair value of assets and liabilities; and impairment assessments, including for goodwill balances;
- expectations, plans, prospects and the timing of actions relating to product approvals, approvals of additional indications for our existing products, sales, pricing, growth, reimbursement and launch of our marketed and pipeline products all of which is subject to governmental and regulatory oversight, and therefore subject to risks and uncertainties, including but not limited to those related to approvals, unfavorable or delayed reimbursements and coverage determinations, and changes in reimbursement policies or practices of payors and other third parties;
- the potential impact of increased product competition in the biopharmaceutical and healthcare industry, as well as any other markets in which we compete, including increased competition from new originator therapies, generics, prodrugs and biosimilars of existing products and products approved under abbreviated regulatory pathways, including generic, prodrugs or biosimilar versions of our marketed products or competing products, including but not limited to, increased competition from TECFIDERA generic entrants in the U.S. and international markets and a biosimilar entrant of TYSABRI;
- patent terms, patent term extensions, patent office actions and expected availability and periods of regulatory exclusivities, as well as our ability to adequately enforce existing patents;

- our ability to effectively implement our corporate strategy which includes significant investment in product and pipeline candidates, including but not limited to felzartamab and litifilimab;
- the successful execution of our strategic and growth initiatives, including acquisitions, and our ability to realize the anticipated benefits from our acquisitions of Reata, HI-Bio and Apellis, including future performance of the SKYCLARYS, EMPAVELI and SYFOVRE products, development of the felzartamab product, future development of drug delivery solutions and anticipated synergies;
- the drivers for growing our business, including our plans and intention to commit resources relating to discovery, research and development programs and business development opportunities, including collaboration agreements, as well as the potential benefits and results of, and the anticipated completion of, certain business development transactions, reorganizations and cost-reduction measures;
- the expectations, development plans and anticipated timelines, including costs and timing of potential clinical trials, regulatory filing approvals and/or discontinuation, of our products, drug candidates and pipeline programs, including collaborations with third parties including but not limited to Eisai and Supernus, as well as the potential therapeutic scope of the development and commercialization of our and our collaborators' pipeline products;
- the impacts of disruptions, turnover or changes in strategy, priorities or capabilities at our collaborators resulting from, for example, a change in control, and the related impacts on the commercialization or manufacturing of our shared products;
- the timing, outcome and impact of administrative, regulatory, legal and other proceedings, including those related to our patents and other proprietary and intellectual property rights, tax audits, assessments and settlements, pricing matters, sales and promotional practices, product liability, investigations and other matters;
- our ability to commercialize biosimilars, which is subject to risks such as our reliance on third parties, competitive challenges, regulatory compliance, adequate supply, intellectual property and regulatory challenges and failure to gain market and patient acceptance;
- our ability to finance our present and future operations and business initiatives and obtain funding for such activities on favorable terms;
- our ability to attract, retain and motivate qualified individuals for management and other employee positions in a highly competitive environment, including potential difficulty in retaining talent following acquisitions or following the discontinuation or underperformance of one or more marketed, pre-clinical or clinical programs;
- adverse safety events involving our marketed or pipeline products, generic, prodrugs or biosimilar versions of our marketed products or any other products from the same class as one of our products;
- the current and potential impacts of geopolitical tensions, acts of war and other large-scale crises, including impacts to our operations, sales and the possible disruptions or delay in our plans to conduct clinical trial activities in areas of geopolitical tension, including tensions between the U.S., China and other countries, regions affected by Russia's invasion of Ukraine and the military conflict in the Middle East;
- the direct and indirect impact of global health outbreaks or adverse weather events on our business and operations, including sales, expense, reserves and allowances, the supply chain, manufacturing, research and development costs, clinical trials and employees;
- our use of information technology systems and data and the potential impacts of any breakdowns, interruptions, invasions, corruptions, data breaches, destructions and/or other cybersecurity incidents of such systems or those of our business partners;
- our incorporation of technologies using AI into some of our processes;
- the potential impact of healthcare reform in the U.S., including the IRA (or other legislative or executive acts that may modify or replace the IRA, such as the OBBBA) and the impact of the IRA Medicare Part D redesign, and measures being taken worldwide designed to reduce healthcare costs and limit the overall level of government expenditures, including the impact of pricing actions and reduced reimbursement for our products, as well as the continued and potential future impact of legislative and regulatory changes and priorities, including actions related to MFN drug pricing initiatives and reform including the recently finalized Global Benchmark for Efficient Drug Pricing Model;

- our manufacturing capacity, including our ability to effectively manufacture biosimilars, reliance on third-party contract manufacturing organizations, plans and timing relating to changes in our manufacturing capabilities, our ability to adequately address global bulk supply risks, our ability to fully utilize our manufacturing facilities, including our Solothurn facility, activities in new or existing manufacturing facilities and the expected timeline for the gene therapy, clinical packaging and other manufacturing facility in RTP, North Carolina to be operational;
- the impact of the continued uncertainty of the credit and economic conditions in certain countries and our ability to collect accounts receivable in such countries;
- the impact of the increased volatility in the financial markets on our ability to obtain financing;
- lease commitments, purchase obligations and the timing and satisfaction of other contractual obligations;
- changes in our effective tax rate and obligations in various jurisdictions in which we are subject to taxation; and
- the impact of new laws, regulatory actions, judicial decisions, accounting standards and tariffs or trade restrictions, including any newly imposed U.S. tariffs and any responsive non-U.S. tariffs applicable to our products or operations, as well as the potential global macroeconomic effect of tariffs or trade restrictions.

These forward-looking statements involve risks and uncertainties, including those that are described in *Part II, Item 1A. Risk Factors* and *Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations* included in this report and elsewhere in this report, that could cause actual results to differ materially from those reflected in such statements. The factors identified above should not be construed as an exhaustive list of factors that could affect our future results and should be read in conjunction with the other cautionary statements that are included in our 2025 Form 10-K. Because some of these risks and uncertainties cannot be predicted or quantified and some are beyond our control, you should not rely on our forward-looking statements as predictions of future events and you should not place undue reliance on these statements. Moreover, we operate in a very competitive and rapidly changing environment, new risks and uncertainties may emerge from time to time and it is not possible for us to predict all risks nor identify all uncertainties. Forward-looking statements speak only as of the date of this report and are based on information and estimates available to us at this time. Except as required by law, we do not undertake any obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise. You should read this report with the understanding that our actual future results, performance, events and circumstances might be materially different from what we expect.

NOTE REGARDING COMPANY AND PRODUCT REFERENCES

References in this report to:

- “Biogen,” the “company,” “we,” “us” and “our” refer to Biogen Inc. and its consolidated subsidiaries; and
- “RITUXAN” refers to both RITUXAN (the trade name for rituximab in the U.S., Canada and Japan) and MabThera (the trade name for rituximab outside the U.S., Canada and Japan).

NOTE REGARDING TRADEMARKS

ADUHELM®, AVONEX®, EMPAVELI®, PLEGRIDY®, QALSODY®, RITUXAN®, RITUXAN HYCELA®, SKYCLARYS®, SPINRAZA®, SYFOVRE®, TECFIDERA®, THECAFLEX DRX®, TYSABRI® and VUMERITY® are registered trademarks of Biogen.

BENEPALI™, FLIXABI™, FUMADERM™, IMRALDI™ and OPUVIZ™ are trademarks of Biogen.

ACTEMRA®, ASPAVELI®, COLUMVI®, ENBREL®, EYLEA®, FAMPYRA™, GAZYVA®, LEQEMBI®, HUMIRA®, LUCENTIS®, LUNSUMIO®, OCREVUS®, REMICADE®, TOFIDENCE®, ZURZUVAE® and other trademarks referenced in this report are the property of their respective owners.

NOTE REGARDING DISCLOSURES

From time to time, we have used, or expect in the future to use, our investor relations website (investors.biogen.com), the Biogen LinkedIn account ([linkedin.com/company/biogen-](https://www.linkedin.com/company/biogen-)) and the Biogen X account (<https://x.com/biogen>) as a means of disclosing information to the public in a broad, non-exclusionary manner, including for purposes of the SEC's Regulation Fair Disclosure (Reg FD). Accordingly, investors should monitor our investor relations website and these social media channels in addition to our press releases, SEC filings, public conference calls and websites, as the information posted on them could be material to investors.

DEFINED TERMS

2025 Form 10-K	Annual Report on Form 10-K for the year ended December 31, 2025
2020 Share Repurchase Program	Board of Directors authorized program to repurchase up to \$5.0 billion of our common stock
2026 Term Loan	\$2.0 billion term loan credit agreement
2025 Senior Notes	Senior Unsecured Notes Issued in May 2025
AbbVie	AbbVie Inc.
AI	Artificial Intelligence
Alcyone	Alcyone Therapeutics, Inc.
Alloy	Alloy Therapeutics, Inc.
ALS	Amyotrophic Lateral Sclerosis
Alteogen	Alteogen Inc.
AMR	Antibody-Mediated Rejection
AOCI	Accumulated Other Comprehensive Income (Loss)
Apellis	Apellis Pharmaceuticals, Inc.
ASO	Antisense Oligonucleotide
ASU	Accounting Standards Update
BLA	Biologics License Application
C3G	C3 Glomerulopathy
CCPA	California Consumer Privacy Act
CLE	Cutaneous Lupus Erythematosus
CLL	Chronic Lymphocytic Leukemia
CMS	Centers for Medicare & Medicaid Services
CNS	Central Nervous System
CODM	Chief Operating Decision Maker
CROs	Contract Research Organizations
CVR	Contingent Value Right
Denali	Denali Therapeutics Inc.
District Court	U.S. District Court for the District of Massachusetts
EC	European Commission
Eisai	Eisai Co., Ltd.
EMA	European Medicines Agency
E.U.	European Union
FA	Friedreich Ataxia
FASB	Financial Accounting Standards Board
FCPA	Foreign Corrupt Practices Act
FDA	U.S. Food and Drug Administration
Fit for Growth	Cost saving program initiated in 2023
FSGS	Focal Segmental Glomerulosclerosis
GA	Geographic Atrophy
Genentech	Genentech, Inc.
GloBE	Global Anti-Base Erosion
GMP	Good Manufacturing Practices
GPO	Group Purchasing Organization
HHS	U.S. Department of Health and Human Services
HI-Bio	Human Immunology Biosciences, Inc.
Humana	Humana Inc.
IC-MPGN	Immune Complex Membranoproliferative Glomerulonephritis
IEEPA	International Emergency Economic Powers Act
IgAN	Immunoglobulin A Nephropathy

DEFINED TERMS (continued)

IND	Investigational New Drug
IPR&D	In-process Research and Development
IRA	Inflation Reduction Act of 2022
IT	Information Technology
IV	Intravenous
LEQEMBI Collaboration Agreement	Amended and Restated Collaboration Agreement entered into by Biogen MA Inc. and Eisai Co., Ltd. on October 22, 2017, as amended on March 13, 2022
LRRK2	Leucine-Rich Repeat Kinase 2
MorphoSys	MorphoSys AG
MFN	Most-Favored-Nation
MS	Multiple Sclerosis
MVI	Microvascular Inflammation
NCTI	Net CFC Tested Income, previously known as Global Intangible Low-Taxed Income or GILTI
Neurimmune	Neurimmune SubOne AG
NMPA	National Medical Products Administration
OBBBA	Public Law 119-21, commonly referred to as the One Big Beautiful Bill Act
OECD	Organization for Economic Co-operation and Development
Organon	Organon LLC
PDUFA	Prescription Drug User Fee Act
PHS Act	Public Health Service Act
PMN	Primary Membranous Nephropathy
PNH	Paroxysmal Nocturnal Hemoglobinuria
PPACA	Patient Protection and Affordable Care Act
PPD	Postpartum Depression
PPMS	Primary Progressive MS
PRV	Priority Review Voucher
RayThera	RayThera Inc.
R&D	Research and Development
Reata	Reata Pharmaceuticals, Inc.
RMS	Relapsing MS
RNAi	RNA interference
RTP	Research Triangle Park
Sage	Sage Therapeutics, Inc.
Samsung Bioepis	Samsung Bioepis Co., Ltd.
SEC	U.S. Securities and Exchange Commission
SG&A	Selling, General and Administrative
SLE	Systemic Lupus Erythematosus
SMA	Spinal Muscular Atrophy
Sobi	Swedish Orphan Biovitrum AB (Publ)
SOD1	Superoxide Dismutase 1
Supernus	Supernus Pharmaceuticals, Inc.
SWISSMEDIC	Swiss Agency for Therapeutic Products
TJ Bio	TJ Biopharma (Hangzhou) Co., Ltd.
U.K.	United Kingdom
U.S.	United States
U.S. GAAP	Accounting Principles Generally Accepted in the U.S.
VA	Veterans Affairs
VAT	Value-added Tax

PART I FINANCIAL INFORMATION

BIAGEN INC. AND SUBSIDIARIES **CONDENSED CONSOLIDATED STATEMENTS OF INCOME** **(unaudited, in millions, except per share amounts)**

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenue:				
Product revenue, net	\$ 2,088.7	\$ 1,846.9	\$ 5,757.4	\$ 5,452.1
Revenue from anti-CD20 therapeutic programs	497.3	493.9	1,429.9	1,339.4
Alzheimer's collaboration revenue	68.4	42.7	191.6	130.6
Contract manufacturing, royalty and other revenue	149.7	151.2	639.0	689.1
Total revenue	2,804.1	2,534.7	8,017.9	7,611.2
Cost and expense:				
Cost of sales, excluding amortization and impairment of acquired intangible assets	748.4	674.4	2,186.3	1,908.7
Research and development	574.0	436.1	1,642.6	1,269.2
Acquired in-process research and development, upfront and milestone expense	283.8	2.1	481.8	249.4
Selling, general and administrative	752.0	594.8	2,069.0	1,751.1
Amortization and impairment of acquired intangible assets	172.8	135.7	477.5	378.4
Collaboration profit sharing/(loss reimbursement)	77.8	87.2	220.8	220.3
(Gain) loss on fair value remeasurement of contingent consideration	0.4	5.6	23.4	28.4
Restructuring charges	66.5	7.4	239.8	42.0
Other (income) expense, net	137.4	34.1	175.6	151.2
Total cost and expense	2,813.1	1,977.4	7,516.8	5,998.7
(Loss) Income before income tax (benefit) expense	(9.0)	557.3	501.1	1,612.5
Income tax (benefit) expense	11.6	90.8	104.7	270.7
Net (loss) income attributable to Biogen Inc.	\$ (20.6)	\$ 466.5	\$ 396.4	\$ 1,341.8
Net (loss) income per share:				
Basic earnings per share attributable to Biogen Inc.	\$ (0.14)	\$ 3.18	\$ 2.69	\$ 9.16
Diluted earnings per share attributable to Biogen Inc.	\$ (0.14)	\$ 3.17	\$ 2.66	\$ 9.14
Weighted-average shares used in calculating:				
Basic earnings per share attributable to Biogen Inc.	147.8	146.6	147.5	146.4
Diluted earnings per share attributable to Biogen Inc.	147.8	147.1	148.9	146.8

See accompanying notes to these unaudited condensed consolidated financial statements.

BIOPEN INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited, in millions)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Net (loss) income attributable to Biogen Inc.	\$ (20.6)	\$ 466.5	\$ 396.4	\$ 1,341.8
Other comprehensive income (loss):				
Unrealized gains (losses) on securities available for sale, net of tax	—	—	(0.2)	—
Unrealized gains (losses) on cash flow hedges, net of tax	12.2	26.5	79.6	(137.1)
Unrealized gains (losses) on pension benefit obligation, net of tax	(0.2)	—	(1.0)	1.0
Currency translation adjustments, net of tax	(4.6)	(3.2)	(16.7)	57.5
Total other comprehensive income (loss), net of tax	7.4	23.3	61.7	(78.6)
Comprehensive income (loss) attributable to Biogen Inc.	\$ (13.2)	\$ 489.8	\$ 458.1	\$ 1,263.2

See accompanying notes to these unaudited condensed consolidated financial statements.

BIOGEN INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited, in millions, except per share amounts)

	As of September 30, 2026	As of December 31, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,303.9	\$ 3,008.5
Current portion of marketable securities	—	807.2
Accounts receivable, net of allowance for doubtful accounts of \$3.1 and \$3.0, respectively	1,884.6	1,342.4
Due from anti-CD20 therapeutic programs	498.0	524.6
Inventory	2,224.4	2,168.1
Other current assets	1,673.5	1,123.3
Total current assets	7,584.4	8,974.1
Marketable securities	—	431.9
Property, plant and equipment, net	2,967.6	3,055.4
Operating lease assets	176.1	265.4
Intangible assets, net	13,379.9	9,178.5
Goodwill	6,992.6	6,491.1
Deferred tax asset	293.7	292.5
Investments and other assets	659.8	750.6
Total assets	\$ 32,054.1	\$ 29,439.5
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of term loan	\$ 400.0	\$ —
Taxes payable	54.5	114.8
Accounts payable	430.3	432.0
Accrued expense and other	3,013.6	2,802.6
Total current liabilities	3,898.4	3,349.4
Notes payable and term loan	7,292.0	6,286.8
Deferred tax liability	1,163.9	507.6
Long-term operating lease liabilities	109.3	290.4
Other long-term liabilities	668.4	748.5
Total liabilities	13,132.0	11,182.7
Commitments, contingencies and guarantees		
Equity:		
Biogen Inc. shareholders' equity:		
Preferred stock, par value \$0.001 per share	—	—
Common stock, par value \$0.0005 per share	0.1	0.1
Additional paid-in capital	1,070.3	863.1
Accumulated other comprehensive income (loss)	(120.3)	(182.0)
Retained earnings	20,949.1	20,552.7
Treasury stock, at cost	(2,977.1)	(2,977.1)
Total equity	18,922.1	18,256.8
Total liabilities and equity	\$ 32,054.1	\$ 29,439.5

See accompanying notes to these unaudited condensed consolidated financial statements.

BIOGEN INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW
(unaudited, in millions)

	For the Nine Months Ended September 30,	
	2026	2025
Cash flow from operating activities:		
Net income	\$ 396.4	\$ 1,341.8
Adjustments to reconcile net income to net cash flow from operating activities:		
Depreciation and amortization	681.6	579.7
Impairment of intangible assets	—	3.5
Excess and obsolescence charges related to inventory	19.2	13.9
Amortization of acquired inventory step-up	507.6	165.4
Acquired in-process research and development	325.0	—
Share-based compensation	242.9	231.2
Contingent consideration	23.4	28.4
Deferred income taxes	119.5	194.7
(Gain) loss on strategic investments	(28.4)	33.7
Other	104.2	49.3
Changes in operating assets and liabilities, net of effects of business acquired:		
Accounts receivable	(165.7)	74.9
Due from anti-CD20 therapeutic programs	26.6	(11.8)
Inventory	119.7	(35.3)
Accrued expense and other current liabilities	(27.0)	(32.7)
Income tax assets and liabilities	(301.3)	(764.1)
Other changes in operating assets and liabilities, net	(308.5)	(179.9)
Net cash flow provided by (used in) operating activities	1,735.2	1,692.7
Cash flow from investing activities:		
Purchases of property, plant and equipment	(132.5)	(109.9)
Proceeds from sales and maturities of marketable securities	2,140.4	—
Purchases of marketable securities	(896.6)	(91.0)
Acquisition of Apellis, net of cash acquired	(5,071.1)	—
Acquired in-process research and development	(360.0)	—
Acquisitions of intangible assets	—	(15.3)
Proceeds from sales of strategic investments	55.5	56.6
Other	(6.5)	20.2
Net cash flow provided by (used in) investing activities	(4,270.8)	(139.4)
Cash flow from financing activities:		
Payments related to issuance of stock for share-based compensation arrangements, net	(45.9)	(13.0)
Proceeds from borrowings, net	2,400.0	1,733.1
Repayments of borrowings	(1,496.7)	(1,750.0)
Cash paid for contingent consideration	—	(141.3)
Other	1.0	6.3
Net cash flow provided by (used in) financing activities	858.4	(164.9)
Net increase (decrease) in cash and cash equivalents	(1,677.2)	1,388.4
Effect of exchange rate changes on cash and cash equivalents	(27.4)	99.4
Cash and cash equivalents, beginning of the period	3,008.5	2,375.0
Cash and cash equivalents, end of the period	\$ 1,303.9	\$ 3,862.8

See accompanying notes to these unaudited condensed consolidated financial statements.

BIOGEN INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(unaudited, in millions)

For the Three Months Ended September 30, 2026										
	Preferred stock		Common stock		Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings	Treasury stock		Total equity
	Shares	Amount	Shares	Amount				Shares	Amount	
Balance, June 30, 2026	—	\$ —	171.5	\$ 0.1	\$ 983.0	\$ (127.7)	\$ 20,969.7	(23.8)	\$ (2,977.1)	\$ 18,848.0
Net loss	—	—	—	—	—	—	(20.6)	—	—	(20.6)
Other comprehensive income (loss), net of tax	—	—	—	—	—	7.4	—	—	—	7.4
Issuance of common stock under stock option and stock purchase plans	—	—	0.1	—	7.4	—	—	—	—	7.4
Issuance of common stock under stock award plan	—	—	—	—	(4.3)	—	—	—	—	(4.3)
Compensation related to share-based payments	—	—	—	—	84.2	—	—	—	—	84.2
Other	—	—	—	—	—	—	—	—	—	—
Balance, September 30, 2026	—	\$ —	171.6	\$ 0.1	\$ 1,070.3	\$ (120.3)	\$ 20,949.1	(23.8)	\$ (2,977.1)	\$ 18,922.1

For the Nine Months Ended September 30, 2026										
	Preferred stock		Common stock		Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings	Treasury stock		Total equity
	Shares	Amount	Shares	Amount				Shares	Amount	
Balance, December 31, 2025	—	\$ —	170.5	\$ 0.1	\$ 863.1	\$ (182.0)	\$ 20,552.7	(23.8)	\$ (2,977.1)	\$ 18,256.8
Net income	—	—	—	—	—	—	396.4	—	—	396.4
Other comprehensive income (loss), net of tax	—	—	—	—	—	61.7	—	—	—	61.7
Issuance of common stock under stock option and stock purchase plans	—	—	0.2	—	30.1	—	—	—	—	30.1
Issuance of common stock under stock award plan	—	—	0.9	—	(76.1)	—	—	—	—	(76.1)
Compensation related to share-based payments	—	—	—	—	252.7	—	—	—	—	252.7
Other	—	—	—	—	0.5	—	—	—	—	0.5
Balance, September 30, 2026	—	\$ —	171.6	\$ 0.1	\$ 1,070.3	\$ (120.3)	\$ 20,949.1	(23.8)	\$ (2,977.1)	\$ 18,922.1

See accompanying notes to these unaudited condensed consolidated financial statements.

BIOGEN INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY - (Continued)
(unaudited, in millions)

For the Three Months Ended September 30, 2025										
	Preferred stock		Common stock		Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings	Treasury stock		Total equity
	Shares	Amount	Shares	Amount				Shares	Amount	
Balance, June 30, 2025	—	\$ —	170.4	\$ 0.1	\$ 714.0	\$ (238.1)	\$ 20,135.1	(23.8)	\$ (2,977.1)	\$ 17,634.0
Net income	—	—	—	—	—	—	466.5	—	—	466.5
Other comprehensive income (loss), net of tax	—	—	—	—	—	23.3	—	—	—	23.3
Issuance of common stock under stock option and stock purchase plans	—	—	—	—	6.5	—	—	—	—	6.5
Issuance of common stock under stock award plan	—	—	0.1	—	(1.2)	—	—	—	—	(1.2)
Compensation related to share-based payments	—	—	—	—	78.4	—	—	—	—	78.4
Other	—	—	—	—	—	—	—	—	—	—
Balance, September 30, 2025	—	\$ —	170.5	\$ 0.1	\$ 797.7	\$ (214.8)	\$ 20,601.6	(23.8)	\$ (2,977.1)	\$ 18,207.5

For the Nine Months Ended September 30, 2025										
	Preferred stock		Common stock		Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings	Treasury stock		Total Biogen Inc. shareholders' equity
	Shares	Amount	Shares	Amount				Shares	Amount	
Balance, December 31, 2024	—	\$ —	169.5	\$ 0.1	\$ 569.4	\$ (136.2)	\$ 19,259.8	(23.8)	\$ (2,977.1)	\$ 16,716.0
Net income	—	—	—	—	—	—	1,341.8	—	—	1,341.8
Other comprehensive income (loss), net of tax	—	—	—	—	—	(78.6)	—	—	—	(78.6)
Issuance of common stock under stock option and stock purchase plans	—	—	0.3	—	28.6	—	—	—	—	28.6
Issuance of common stock under stock award plan	—	—	0.7	—	(41.5)	—	—	—	—	(41.5)
Compensation related to share-based payments	—	—	—	—	240.6	—	—	—	—	240.6
Other	—	—	—	—	0.6	—	—	—	—	0.6
Balance, September 30, 2025	—	\$ —	170.5	\$ 0.1	\$ 797.7	\$ (214.8)	\$ 20,601.6	(23.8)	\$ (2,977.1)	\$ 18,207.5

See accompanying notes to these unaudited condensed consolidated financial statements.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Note 1: Summary of Significant Accounting Policies

References in these notes to "Biogen," the "company," "we," "us" and "our" refer to Biogen Inc. and its consolidated subsidiaries.

Business Overview

Biogen is a global biopharmaceutical company focused on discovering, developing and delivering innovative therapies for people living with serious and complex diseases. We are focused on advancing our pipeline, including significant late stage programs, in neurology, specialized immunology and rare diseases across multiple modalities. Our drug discovery and development efforts are supported by internal research and development programs, external collaborations and acquisitions of businesses and assets.

Our marketed products include VUMERITY, TYSABRI, TECFIDERA, AVONEX and PLEGRIDY for the treatment of MS; SPINRAZA for the treatment of SMA; SKYCLARYS for the treatment of FA; QALSODY for the treatment of ALS; SYFOVRE for the treatment of GA; and EMPAVELI for the treatment of PNH, C3G and primary IC-MPGN.

We also have collaborations with Eisai on the commercialization of LEQEMBI for the treatment of Alzheimer's disease and Supernus on the commercialization of ZURZUVAE for the treatment of PPD. We have certain business and financial rights with current and other potential anti-CD20 therapies, pursuant to our collaboration arrangements with Genentech, a wholly owned member of the Roche Group. Under the collaboration arrangements, we currently recognize revenue from the following products: OCREVUS, GAZYVA, RITUXAN, RITUXAN HYCELA, LUNSUMIO and COLUMVI.

We commercialize a portfolio of biosimilars of advanced biologics including: BENEPALI, an etanercept biosimilar referencing ENBREL; IMRALDI, an adalimumab biosimilar referencing HUMIRA; and FLIXABI, an infliximab biosimilar referencing REMICADE.

For additional information on our collaboration arrangements, please read *Note 19, Collaborative and Other Relationships*, to these unaudited condensed consolidated financial statements (condensed consolidated financial statements).

Basis of Presentation

In the opinion of management, our condensed consolidated financial statements include all adjustments, consisting of normal recurring accruals, necessary for a fair statement of our financial statements for interim periods in accordance with U.S. GAAP. The information included in this quarterly report on Form 10-Q should be read in conjunction with our audited consolidated financial statements and the accompanying notes included in our 2025 Form 10-K. Our accounting policies are described in the *Notes to Consolidated Financial Statements* in our 2025 Form 10-K and updated, as necessary, in this report. The year-end condensed consolidated balance sheet data presented for comparative purposes was derived from our audited financial statements, but does not include all disclosures required by U.S. GAAP. The results of operations for the three and nine months ended September 30, 2026, are not necessarily indicative of the operating results for the full year or for any other subsequent interim period.

We operate as one operating segment, focused on discovering, developing and delivering innovative therapies for people living with serious and complex diseases.

Consolidation

Our condensed consolidated financial statements reflect our financial statements, those of our wholly owned subsidiaries and variable interest entities where we are the primary beneficiary. For consolidated entities where we own or are exposed to less than 100.0% of the economics, we record net income (loss) attributable to noncontrolling interests, net of tax in our condensed consolidated statements of income equal to the percentage of the economic or ownership interest retained in such entities by the respective noncontrolling parties. Intercompany balances and transactions are eliminated in consolidation.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

In determining whether we are the primary beneficiary of a variable interest entity, we apply a qualitative approach that determines whether we have both (1) the power to direct the economically significant activities of the entity and (2) the obligation to absorb losses of, or the right to receive benefits from, the entity that could potentially be significant to that entity. We continuously assess whether we are the primary beneficiary of a variable interest entity as changes to existing relationships or future transactions may result in us consolidating or deconsolidating one or more of our collaborators or partners.

Use of Estimates

The preparation of our condensed consolidated financial statements requires us to make estimates, judgments and assumptions that may affect the reported amounts of assets, liabilities, equity, revenue and expense and related disclosure of contingent assets and liabilities. On an ongoing basis we evaluate our estimates, judgments and assumptions. We base our estimates on historical experience and on various other assumptions that we believe are reasonable, the results of which form the basis for making judgments about the carrying values of assets, liabilities and equity and the amount of revenue and expense. Actual results may differ from these estimates.

Significant Accounting Policies

There have been no material changes to our significant accounting policies disclosed in *Note 1, Summary of Significant Accounting Policies*, to our audited consolidated financial statements included in our 2025 Form 10-K.

New Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that we adopt as of the specified effective date. Unless otherwise discussed below, we do not believe that the adoption of recently issued standards have had, or may have, a material impact on our condensed consolidated financial statements or disclosures.

Standard	Description	Effective Date	Effects on the financial statements
ASU No. 2024-03, <i>Income Statement (Subtopic 220-40): Reporting Comprehensive Income - Expense Disaggregation Disclosures</i>	This standard requires disclosure in the notes to the financial statements, at each interim and annual reporting period, of specified information about certain costs and expense including purchases of inventory, employee compensation, depreciation and intangible asset amortization included in each relevant expense caption. This standard also requires a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated, as well as disclosure of the total amount of selling expenses, and, in annual reporting periods, an entity's definition of selling expenses.	Annual reporting for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted.	We are currently evaluating the potential impact that this new standard will have on our consolidated financial statements and related disclosures, and expect to apply this standard prospectively upon adoption.
ASU No. 2025-06, <i>Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software</i>	This standard modernizes the accounting for software costs, including updating guidance on the recognition and measurement of costs incurred in connection with development and implementation activities related to internal-use software.	Annual reporting for fiscal periods beginning after December 15, 2027, and interim periods within those annual reporting periods. Early adoption is permitted.	We are currently evaluating the potential impact that this new standard will have on our consolidated financial statements and related disclosures.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Note 2: Acquisitions

Apellis Pharmaceuticals, Inc.

On May 14, 2026, we completed the acquisition of all of the issued and outstanding shares of Apellis, a commercial-stage biopharmaceutical company focused on the discovery, development and commercialization of novel therapeutic compounds to treat diseases with high unmet needs. As a result of this acquisition we acquired two FDA-approved products from Apellis: SYFOVRE (pegcetacoplan injection) for the treatment of GA, an immune-mediated retinal disease; and EMPAREL (pegcetacoplan) for the treatment of PNH, a rare blood disorder, and C3G and primary IC-MPGN, rare immune-mediated kidney diseases. The addition of Apellis is expected to enhance our short- and long-term revenue growth profile by adding two commercialized, differentiated, specialized immunology products to our growth portfolio.

Under the terms of this acquisition, Apellis shareholders were entitled to \$41.00 in cash for each issued and outstanding Apellis share, which totaled approximately \$5.3 billion, and one contractual, non-transferable contingent value right per share representing the right to receive contingent cash payments of up to an aggregate of \$4.00 per share in cash, subject to the achievement of specified annual global net sales thresholds for SYFOVRE. In addition, the total purchase price included approximately \$70.7 million of future consideration attributable to pre-acquisition services.

We funded this acquisition of Apellis with available cash and marketable securities on hand, supplemented by the issuance of a \$2.0 billion term loan under our 2026 Term Loan and a \$400.0 million drawdown from our revolving credit facility.

For additional information on our 2026 Term Loan, please read *Note 13, Indebtedness*, to these condensed consolidated financial statements.

We accounted for this acquisition as a business combination using the acquisition method of accounting in accordance with ASC Topic 805, *Business Combinations*, and recorded assets acquired and liabilities assumed at their respective fair values as of the acquisition date.

Purchase Price Consideration

Total consideration transferred for the acquisition of Apellis is summarized as follows:

(In millions)	As of May 14, 2026
Cash consideration paid/payable to Apellis shareholders	\$ 5,406.0
Contingent consideration ⁽¹⁾	4.1
Total consideration	\$ 5,410.1

⁽¹⁾ Contingent consideration represents the fair value of CVRs that are subject to the achievement of specified annual global net sales thresholds for SYFOVRE.

Apellis Compensation Expense: In connection with our acquisition, we converted Apellis's outstanding unvested equity awards into cash awards totaling \$416.3 million. These awards will vest over the remaining requisite service periods of the original awards and are payable only if the applicable service conditions are satisfied, unless accelerated under specified termination provisions.

Of the total \$416.3 million, approximately \$70.7 million was attributable to pre-acquisition services and is therefore reflected as a component of total purchase price paid. The remaining \$345.6 million is attributable to the post-acquisition service period, of which approximately \$116.0 million was recognized at transaction close for employees who were immediately terminated upon the acquisition close date. The remaining cash awards will be recognized over the employees' remaining service vesting period; if any of these employees are terminated subsequent to the acquisition date and prior to the estimated service vesting period, all compensation expense not previously recognized will be accelerated due to a double-trigger provision, resulting in immediate recognition.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Preliminary Purchase Price Allocation

The following table summarizes the preliminary purchase price allocation of the separately identifiable assets acquired and liabilities assumed as of May 14, 2026:

(In millions)	Amounts Recognized as of Acquisition Date May 14, 2026	Measurement Period Adjustments	Amounts Recognized as of Acquisition Date (as adjusted) May 14, 2026
Cash and cash equivalents	\$ 310.7	\$ —	\$ 310.7
Accounts receivable	384.4	—	384.4
Inventory*	712.0	(31.0)	681.0
Other current assets	46.1		46.1
Intangible assets (Completed technology)	4,630.0		4,630.0
Intangible assets (In-process research and development)*	1.0	31.3	32.3
Operating lease assets	12.5		12.5
Accounts payable	(32.9)		(32.9)
Accrued expense and other*	(117.4)	(1.0)	(118.4)
Senior secured term loan	(395.2)		(395.2)
Convertible note	(101.5)		(101.5)
Operating lease liabilities	(18.1)		(18.1)
Deferred tax liability*	(522.1)	(1.3)	(523.4)
Other, net	(0.9)	—	(0.9)
Total identifiable net assets	4,908.6	(2.0)	4,906.6
Goodwill*	501.5	2.0	503.5
Total assets acquired and liabilities assumed	\$ 5,410.1	\$ —	\$ 5,410.1

*Measurement period adjustments since the transaction close date reflect updates to our estimated valuation of inventory, intangible assets, accrued expense and other, deferred tax liability, and goodwill.

Inventory: Total inventory acquired was approximately \$681.0 million, which reflects a step-up in the fair value of finished goods and work-in-process inventory for SYFOVRE and EMPAVELI. The fair value was determined based on the estimated selling price of the inventory, less the remaining manufacturing and selling costs and a normal profit margin on those manufacturing and selling efforts. The fair value step-up adjustment will be amortized to cost of sales within our condensed consolidated statements of income when the inventory is sold, which is expected to be within approximately 3 years from the acquisition date.

Intangible assets: Intangible assets are comprised of \$2.4 billion related to EMPAVELI commercialization rights in the U.S., \$1.9 billion related to SYFOVRE commercialization rights and \$380.0 million related to royalty rights associated with Sobi sales of EMPAVELI outside the U.S. under the brand name ASPAVELI, and other in-process research and development assets of \$32.3 million. The estimated fair values of the completed technology intangible assets were determined using the multi-period excess earnings method and discounted cash flow method, forms of the income approach, and a discount rate of 13.25%. These fair value measurements were based on significant inputs that are not observable in the market and thus represent Level 3 fair value measurements.

The more significant assumptions utilized in our asset valuations related to commercialization rights included the estimated net cash flows for each year for each asset, including total revenue, cost of sales, research and development and other operating expense, the potential regulatory and commercial success risks, as well as other factors.

The more significant assumptions utilized in our asset valuation related to royalty rights included our estimated timing and volume of ASPAVELI sales by Sobi outside the U.S.

BIOGEN INC. AND SUBSIDIARIES
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
 (unaudited, continued)

Senior secured term loan: In connection with our acquisition of Apellis we assumed responsibility for a senior secured term loan facility with Sixth Street Lending Partners of approximately \$395.2 million, relating to the outstanding principal balance as of the acquisition date, accrued interest and prepayment fees incurred as a result of settling the term loan prior to its contractual maturity. We funded a post-close repayment of the senior secured term loan facility prior to its contractual maturity. The senior secured term loan was paid in full in the second quarter of 2026.

Convertible notes: In connection with our acquisition of Apellis we assumed the obligation for outstanding convertible notes of approximately \$101.5 million, that upon the close of the acquisition would allow holders the option to convert notes into cash consideration. As of September 30, 2026, the outstanding convertible notes were paid in full. Our subsequent repayment represented a post-acquisition debt extinguishment.

Goodwill: Goodwill was calculated as the excess of the consideration transferred over the net assets recognized and represents the future economic benefits arising from the other assets acquired that could not be individually identified and separately recognized. We recognized goodwill of approximately \$503.5 million, which is not deductible for tax purposes. The goodwill recognized from our acquisition of Apellis is primarily the result of the deferred tax consequences from the transaction recorded for financial statement purposes.

Acquisition-related expense: Acquisition-related expense, which was comprised primarily of regulatory, advisory and legal fees, and other transaction costs, totaled approximately \$0.1 million and \$30.9 million for the three and nine months ended September 30, 2026, respectively, and are included in selling, general and administrative expense within our condensed consolidated statements of income.

Assumptions in the Allocations of Purchase Price

The results of operations of Apellis, along with the estimated fair values of the assets acquired and liabilities assumed in the Apellis acquisition, have been included in our condensed consolidated financial statements since the closing of the Apellis acquisition on May 14, 2026.

The Apellis operations had an immaterial impact to our results of operations for the three and nine months ended September 30, 2026. Due to the immateriality of Apellis' revenues and expenses, additional pro forma information combining the results of operations of Biogen and Apellis have not been included.

Our preliminary estimate of the fair value of the specifically identifiable assets acquired and liabilities assumed as of the date of acquisition is subject to the finalization of management's analysis related to certain matters, including finalizing our assessment of the intangible assets, inventory, R&D programs, goodwill, leases, contingencies, and income taxes. The final determination of these fair values will be completed as additional information becomes available but no later than one year from the acquisition date. The final determination may result in asset and liability fair values that are different from the preliminary estimates.

RayThera Inc.

On August 6, 2026, we completed the acquisition of all of the issued and outstanding shares of RayThera Inc., a private biotechnology company focused on discovering and developing small molecule therapies in immunology. RayThera's portfolio includes a lead program which entered Phase 1 development during the third quarter of 2026 that could potentially treat immune-mediated conditions across a range of indications.

We made an upfront cash payment of \$225.0 million, which was recorded in acquired in-process research and development, upfront and milestone expense within our condensed consolidated statements of income for the three and nine months ended September 30, 2026. We accounted for this acquisition as an asset acquisition as substantially all of the value being acquired relates to the lead program.

We may pay additional development and regulatory milestones to the former shareholders of RayThera of up to \$275.0 million and \$500.0 million, respectively.

This acquisition excluded certain preclinical assets, which were divested from RayThera into a newly formed independent company prior to the closing of this acquisition.

TJ Biopharma (Hangzhou) Co., Ltd.

In April 2026 we entered into an asset purchase agreement with TJ Biopharma (Hangzhou) Co., Ltd. to acquire TJ Bio's exclusive rights to felzartamab in the greater China region. With this agreement, we own exclusive worldwide rights to felzartamab.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Under the terms of this agreement we made an upfront payment of \$100.0 million to TJ Bio, which was recorded in acquired in-process research and development, upfront and milestone expense within our condensed consolidated statements of income for the nine months ended September 30, 2026.

TJ Bio will also be eligible to receive potential commercial and sales milestone payments of up to \$20.0 million and \$730.0 million, respectively, if all specified milestones set forth in this collaboration are achieved. In addition, we may pay TJ Bio tiered royalties on potential net sales of felzartamab in the greater China region in the mid-single digit to low-double digit percentages.

Additionally, we assumed regulatory and sales milestone obligations under a pre-existing agreement between TJ Bio and MorphoSys (a wholly-owned subsidiary of Novartis) and may pay MorphoSys tiered royalties on potential net sales of felzartamab in the greater China region.

Alcyone Therapeutics, Inc.

In November 2025 we completed the acquisition of all of the issued and outstanding shares of Alcyone Therapeutics, Inc., a clinical-stage biotechnology company focused on pediatric care through precision CNS therapeutics and dosing platforms. The lead asset acquired is ThecaFlex DRx, an implantable subcutaneous port and catheter device being investigated for the intrathecal delivery of ASOs, including SPINRAZA.

Total consideration for this transaction of approximately \$85.0 million was recorded in acquired in-process research and development, upfront and milestone expense within our consolidated statements of income for the year ended December 31, 2025, and included a \$35.0 million payment that was considered probable as of December 31, 2025, and made upon FDA approval of a supplemental application in January 2026.

We may pay additional development and regulatory milestone payments to the former shareholders of Alcyone of up to a total of \$75.0 million if approval is received for ThecaFlex DRx administration of SPINRAZA or other additional pipeline products.

We accounted for this transaction as an asset acquisition as the value being acquired primarily relates to a single asset. Under the terms of this acquisition, we will oversee the end-to-end development, manufacturing and commercialization of ThecaFlex DRx.

Alcyone's remaining therapeutic assets were divested from Alcyone into Neela Therapeutics, Inc., a newly formed independent company, prior to the closing of this acquisition.

Note 3: Dispositions

Sale of TOFIDENCE

In March 2025 we completed the sale of our regulatory and commercial rights in the U.S. for TOFIDENCE, a tocilizumab biosimilar referencing ACTEMRA, to Organon. Under the terms of this transaction, we received a payment of approximately \$51.0 million in July 2025 and recognized a de minimis loss within our condensed consolidated statements of income for the nine months ended September 30, 2025.

Note 4: Restructuring

Restructuring Programs

We have undertaken a number of initiatives, including Fit for Growth and our integration of Apellis, which are designed to reduce operating costs, improve synergies, efficiency and effectiveness and integrate the operations of Apellis.

The Fit for Growth program generated approximately \$1.0 billion in gross operating expense savings by the end of 2025, some of which has been reinvested in various initiatives. The Fit for Growth program included net headcount reductions of approximately 1,400 employees and we incurred total restructuring charges of approximately \$320.0 million by the end of 2025.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Following the closing of the Apellis acquisition, we implemented an integration plan designed to realize operating synergies through cost savings and avoidance. For the three and nine months ended September 30, 2026, we recognized approximately \$41.5 million and \$194.7 million, respectively, of net pre-tax restructuring charges, primarily consisting of employee severance costs and the acceleration of bonus payments for Apellis employees that were subject to a double-trigger provision. We have also undertaken targeted initiatives to generate efficiencies consistent with our change in our product profile and need to invest resources in our product launches.

For three and nine months ended September 30, 2026, we recognized \$66.5 million and \$239.8 million, respectively, in restructuring charges primarily consisting of employee severance costs and the acceleration of bonus payments for Apellis employees that were subject to a double-trigger provision within restructuring charges in our condensed consolidated statements of income, compared to \$7.4 million and \$42.0 million in the comparable periods in 2025.

Restructuring Reserve

Charges and spending related to workforce reductions are summarized as follows:

(In millions)	Workforce Reductions	
	2026	2025
Restructuring reserve as of January 1	\$ 15.8	\$ 31.9
Expense	7.9	35.3
Payment	(10.3)	(25.8)
Foreign currency and other adjustments	0.2	(1.0)
Restructuring reserve as of March 31	13.6	40.4
Expense	165.4	(0.7)
Payment	(143.2)	(9.5)
Foreign currency and other adjustments	0.1	(1.0)
Restructuring reserve as of June 30	\$ 35.9	\$ 29.2
Expense	66.5	7.4
Payment	(35.8)	(17.4)
Foreign currency and other adjustments	0.2	—
Restructuring reserve as of September 30	\$ 66.8	\$ 19.2

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Note 5: Revenue

Product Revenue

Revenue by product is summarized as follows:

(In millions)	For the Three Months Ended September 30,					
	2026			2025		
	United States	Rest of World	Total	United States	Rest of World	Total
Multiple Sclerosis:						
TECFIDERA	\$ 31.2	\$ 50.8	\$ 82.0	\$ 44.6	\$ 123.6	\$ 168.2
VUMERITY	166.7	25.3	192.0	189.6	25.0	214.6
Total Fumarate	197.9	76.1	274.0	234.2	148.6	382.8
AVONEX	110.0	46.6	156.6	133.4	55.1	188.5
PLEGRIDY	23.2	28.4	51.6	27.8	30.6	58.4
Total Interferon	133.2	75.0	208.2	161.2	85.7	246.9
TYSABRI	253.3	183.8	437.1	247.5	184.3	431.8
Subtotal: Multiple Sclerosis	584.4	334.9	919.3	642.9	418.6	1,061.5
Rare Disease:						
SPINRAZA	246.4	214.2	460.6	153.2	220.8	374.0
SKYCLARYS	97.2	81.0	178.2	74.6	58.3	132.9
QALSODY	10.8	26.7	37.5	7.3	19.1	26.4
Subtotal: Rare Disease	354.4	321.9	676.3	235.1	298.2	533.3
Specialized Immunology:						
SYFOVRE ⁽¹⁾	191.3	—	191.3	—	—	—
EMPAVELI ⁽¹⁾	51.5	—	51.5	—	—	—
Subtotal: Specialized Immunology	242.8	—	242.8	—	—	—
Biosimilars:						
BENEPALI	—	117.3	117.3	—	121.9	121.9
IMRALDI	—	42.0	42.0	—	52.6	52.6
FLIXABI	—	6.4	6.4	—	15.3	15.3
BYOOVIZ ⁽²⁾	—	0.2	0.2	2.0	5.0	7.0
Subtotal: Biosimilars	—	165.9	165.9	2.0	194.8	196.8
Other:						
ZURZUVAE	83.4	1.0	84.4	55.3	—	55.3
Subtotal: Other	83.4	1.0	84.4	55.3	—	55.3
Total product revenue, net	\$ 1,265.0	\$ 823.7	\$ 2,088.7	\$ 935.3	\$ 911.6	\$ 1,846.9

⁽¹⁾ EMPAVELI and SYFOVRE were obtained as part of our acquisition of Apellis in May 2026

⁽²⁾ In the fourth quarter of 2025 we completed the sale of our rights to BYOOVIZ

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

(In millions)	For the Nine Months Ended September 30,					
	2026			2025		
	United States	Rest of World	Total	United States	Rest of World	Total
Multiple Sclerosis:						
TECFIDERA	\$ 95.0	\$ 187.4	\$ 282.4	\$ 131.6	\$ 436.3	\$ 567.9
VUMERITY	492.1	75.4	567.5	494.7	71.0	565.7
Total Fumarate	587.1	262.8	849.9	626.3	507.3	1,133.6
AVONEX	339.4	150.4	489.8	363.7	169.3	533.0
PLEGRIDY	72.7	98.3	171.0	80.2	106.7	186.9
Total Interferon	412.1	248.7	660.8	443.9	276.0	719.9
TYSABRI	765.6	563.8	1,329.4	720.5	547.4	1,267.9
FAMPYRA ⁽¹⁾	—	—	—	—	0.3	0.3
Subtotal: Multiple Sclerosis	1,764.8	1,075.3	2,840.1	1,790.7	1,331.0	3,121.7
Rare Disease:						
SPINRAZA	592.9	643.6	1,236.5	456.9	733.7	1,190.6
SKYCLARYS	251.3	245.5	496.8	221.7	165.4	387.1
QALSODY	29.6	72.3	101.9	22.3	39.6	61.9
Subtotal: Rare Disease	873.8	961.4	1,835.2	700.9	938.7	1,639.6
Specialized Immunology:						
SYFOVRE ⁽²⁾	288.7	—	288.7	—	—	—
EMPAVELI ⁽²⁾	81.9	—	81.9	—	—	—
Subtotal: Specialized Immunology	370.6	—	370.6	—	—	—
Biosimilars:						
BENEPALI	—	346.2	346.2	—	345.3	345.3
IMRALDI	—	129.4	129.4	—	146.7	146.7
FLIXABI	—	25.0	25.0	—	42.7	42.7
BYOOVIZ ⁽³⁾	0.1	0.2	0.3	8.7	15.8	24.5
TOFIDENCE ⁽³⁾	—	—	—	0.1	—	0.1
Subtotal: Biosimilars	0.1	500.8	500.9	8.8	550.5	559.3
Other:						
ZURZUVAE	209.4	1.2	210.6	129.4	—	129.4
Other ⁽⁴⁾	—	—	—	0.4	1.7	2.1
Subtotal: Other	209.4	1.2	210.6	129.8	1.7	131.5
Total product revenue, net	\$ 3,218.7	\$ 2,538.7	\$ 5,757.4	\$ 2,630.2	\$ 2,821.9	\$ 5,452.1

⁽¹⁾ Effective January 1, 2025, our collaboration and license agreement for FAMPYRA global commercialization rights was terminated

⁽²⁾ EMPAVELI and SYFOVRE were obtained as part of our acquisition of Apellis in May 2026

⁽³⁾ In 2025 we completed the sale of our rights to TOFIDENCE and BYOOVIZ

⁽⁴⁾ Other includes FUMADERM and ADUHELM

We recognized revenue from three wholesalers accounting for 30.3%, 16.9% and 11.5%, respectively, of gross product revenue for the three months ended September 30, 2026, and 29.2%, 16.1% and 10.4%, respectively, of gross product revenue for the nine months ended September 30, 2026.

We recognized revenue from two wholesalers accounting for 27.8% and 16.0%, respectively, of gross product revenue for the three months ended September 30, 2025, and 27.3% and 15.4%, respectively, of gross product revenue for the nine months ended September 30, 2025.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

An analysis of the change in reserves for discounts and allowances is summarized as follows:

(In millions)	Discounts	Contractual Adjustments	Returns	Total
Balance, December 31, 2025	\$ 115.7	\$ 1,046.1	\$ 49.0	\$ 1,210.8
Apellis acquisition	13.3	32.3	6.4	52.0
Current provisions relating to sales in current year	665.8	2,091.1	23.0	2,779.9
Adjustments relating to prior years	(2.8)	(82.5)	16.3	(69.0)
Payments/credits relating to sales in current year	(528.6)	(1,358.8)	0.1	(1,887.3)
Payments/credits relating to sales in prior years	(132.7)	(631.1)	(32.0)	(795.8)
Balance, September 30, 2026	\$ 130.7	\$ 1,097.1	\$ 62.8	\$ 1,290.6

The total reserves above, which are included in our condensed consolidated balance sheets, are summarized as follows:

(In millions)	As of September 30, 2026	As of December 31, 2025
Component of accrued expense and other	\$ 1,019.5	\$ 1,000.4
Reduction of accounts receivable	271.1	210.4
Total revenue-related reserves	\$ 1,290.6	\$ 1,210.8

Revenue from Anti-CD20 Therapeutic Programs

Revenue from anti-CD20 therapeutic programs is summarized in the table below. For the purposes of this footnote, we refer to RITUXAN and RITUXAN HYCELA collectively as RITUXAN.

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Royalty revenue on sales of OCREVUS	\$ 369.9	\$ 386.4	\$ 1,068.5	\$ 1,029.0
Biogen's share of pre-tax profits in the U.S. for RITUXAN, GAZYVA and LUNSUMIO	118.3	101.0	338.7	292.4
Other revenue from anti-CD20 therapeutic programs	9.1	6.5	22.7	18.0
Total revenue from anti-CD20 therapeutic programs	\$ 497.3	\$ 493.9	\$ 1,429.9	\$ 1,339.4

For additional information on our collaboration arrangements with Genentech, please read *Note 19, Collaborative and Other Relationships*, to these condensed consolidated financial statements.

Alzheimer's Collaboration Revenue

Alzheimer's collaboration revenue consists of our 50.0% share of LEQEMBI product revenue, net and cost of sales, including royalties, as we are not the principal. We began recognizing Alzheimer's collaboration revenue upon the accelerated approval of LEQEMBI in the U.S. during the first quarter of 2023.

For the three and nine months ended September 30, 2026, we recognized Alzheimer's collaboration revenue of approximately \$68.4 million and \$191.6 million, respectively, compared to \$42.7 million and \$130.6 million, respectively, in the prior year comparative periods.

For additional information on our collaboration arrangements with Eisai, please read *Note 19, Collaborative and Other Relationships*, to these condensed consolidated financial statements.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Contract Manufacturing, Royalty and Other Revenue

Contract manufacturing, royalty and other revenue is summarized as follows:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Contract manufacturing revenue	\$ 135.9	\$ 141.5	\$ 605.5	\$ 648.8
Royalty and other revenue	13.8	9.7	33.5	40.3
Total contract manufacturing, royalty and other revenue	<u>\$ 149.7</u>	<u>\$ 151.2</u>	<u>\$ 639.0</u>	<u>\$ 689.1</u>

Contract Manufacturing Revenue

Contract manufacturing revenue primarily reflects amounts earned under contract manufacturing agreements with our strategic customers and batches of LEQEMBI related to our collaboration with Eisai.

Royalty and Other Revenue

Royalty and other revenue primarily reflects royalty revenue on biosimilar products from our license arrangements with Samsung Bioepis and royalties we receive from net sales on products related to patents that we have out-licensed, including arrangements with Sobi that we inherited through our acquisition of Apellis.

For additional information on our arrangements with Samsung Bioepis, Eisai and Sobi, please read *Note 19, Collaborative and Other Relationships*, to these condensed consolidated financial statements.

Note 6: Inventory

The components of inventory are summarized as follows:

(In millions)	As of September 30, 2026	As of December 31, 2025
Raw materials	\$ 320.6	\$ 293.4
Work in process	1,538.0	1,595.2
Finished goods	499.0	424.9
Total inventory	<u>\$ 2,357.6</u>	<u>\$ 2,313.5</u>
<i>Balance Sheet Classification:</i>		
Inventory	\$ 2,224.4	\$ 2,168.1
Investments and other assets	133.2	145.4
Total inventory	<u>\$ 2,357.6</u>	<u>\$ 2,313.5</u>

Long-term inventory is included in investments and other assets within our condensed consolidated balance sheets.

As a result of our acquisition of Apellis in May 2026, we recorded approximately \$681.0 million of acquired inventory related to SYFOVRE and EMPAVELI, inclusive of fair value step-up adjustments related to the acquired inventory of SYFOVRE and EMPAVELI totaling approximately \$541.5 million. We expect these amounts to be fully amortized by the end of 2029. For the three and nine months ended September 30, 2026, amortization from the fair value step-up adjustments, which was recorded as a component of cost of sales within our condensed consolidated statements of income, was approximately \$100.0 million and \$169.7 million, respectively. For additional information on our acquisition of Apellis, please read *Note 2, Acquisitions*, to these condensed consolidated financial statements.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

As a result of our acquisition of Reata in September 2023 we recorded a fair value step-up adjustment related to the acquired inventory of SKYCLARYS of approximately \$1.3 billion. We expect this amount to be fully amortized by the end of 2028. For the three and nine months ended September 30, 2026, amortization from the fair value step-up adjustment was approximately \$97.2 million and \$337.9 million, respectively, compared to \$61.5 million and \$165.4 million, respectively, in the prior year comparative periods. For the three and nine months ended September 30, 2026, amortization from the fair value step-up adjustment includes approximately zero and \$94.3 million, respectively, of inventory used for clinical purposes, which is reflected in research and development expense within our condensed consolidated statements of income. For additional information on our acquisition of Reata, please read *Note 2, Acquisitions*, to our consolidated financial statements included in our 2025 Form 10-K.

These fair value step-up adjustments are being amortized to cost of sales as the inventory is sold or to research and development expense as the inventory is used for clinical purposes within our condensed consolidated statements of income.

Note 7: Intangible Assets and Goodwill

Intangible Assets

Intangible assets, net of accumulated amortization, impairment charges and adjustments are summarized as follows:

(In millions)	Estimated Life	As of September 30, 2026			As of December 31, 2025		
		Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Completed technology	1-30 years	\$ 18,713.7	\$ (7,165.1)	\$ 11,548.6	\$ 14,067.3	\$ (6,687.8)	\$ 7,379.5
In-process research and development	Indefinite until commercialization	1,667.3	—	1,667.3	1,635.0	—	1,635.0
Priority review voucher	Indefinite	100.0	—	100.0	100.0	—	100.0
Trademarks and trade names	Indefinite	64.0	—	64.0	64.0	—	64.0
Total intangible assets		\$ 20,545.0	\$ (7,165.1)	\$ 13,379.9	\$ 15,866.3	\$ (6,687.8)	\$ 9,178.5

Amortization and Impairments

For the three and nine months ended September 30, 2026, amortization and impairment of acquired intangible assets totaled \$172.8 million and \$477.5 million, respectively, compared to \$135.7 million and \$378.4 million, respectively, in the prior year comparative periods.

For the three and nine months ended September 30, 2026, amortization of acquired intangible assets, excluding impairment charges, totaled \$172.8 million and \$477.5 million, respectively, compared to \$135.7 million and \$374.9 million, respectively in the prior year comparative periods. The increases were primarily due to higher rates of amortization for the acquired intangible assets associated with SKYCLARYS and amortization expense related to intangible assets acquired from Apellis, which totaled \$45.2 million and \$67.8 million for the three and nine months ended September 30, 2026, respectively.

For the three and nine months ended September 30, 2026, we had no impairment charges. For the three months ended September 30, 2025, we had no impairment charges. For the nine months ended September 30, 2025 amortization and impairment of acquired intangible assets reflects the impact of a \$3.5 million impairment charge related to a compound acquired from HI-Bio.

Completed Technology

Completed technology primarily relates to our other marketed products and programs acquired through asset acquisitions, licenses and business combinations. In connection with our acquisition of Apellis we acquired completed technology with an estimated fair value of approximately \$4.6 billion, comprised of \$2.4 billion related to EMPAVELI commercialization rights in the U.S., \$1.9 billion related to SYFOVRE commercialization rights and \$380.0 million related to royalty rights associated with Sobi sales of EMPAVELI outside the U.S. under the brand name ASPAVELI.

Completed technology intangible assets are amortized over their estimated useful lives, which range between approximately 1 to 30 years, with a remaining weighted average useful life of 13 years as of September 30, 2026.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

IPR&D Related to Business Combinations

IPR&D represents the fair value assigned to research and development assets that we acquired as part of a business combination and had not yet reached technological feasibility at the date of acquisition. Included in IPR&D balances are adjustments related to foreign currency exchange rate fluctuations.

The carrying value associated with our IPR&D assets as of September 30, 2026, relates to the IPR&D programs we acquired in connection with our acquisition of HI-Bio in July 2024, with a carrying value of approximately \$1.6 billion, and the IPR&D programs we acquired in connection with our acquisition of Apellis in May 2026, with a carrying value of approximately \$32.3 million.

Estimated Future Amortization of Intangible Assets

The estimated future amortization of finite-lived intangible assets for the next five years is expected to be as follows:

(In millions)	As of September 30, 2026
2026 (remaining three months)	\$ 155.0
2027	660.0
2028	720.0
2029	830.0
2030	940.0
2031	1,045.0

Goodwill

The following table provides a rollforward of the changes in our goodwill balance:

(In millions)	As of September 30, 2026
Goodwill, December 31, 2025	\$ 6,491.1
Goodwill resulting from Apellis acquisition	503.5
Other ⁽¹⁾	(2.0)
Goodwill, September 30, 2026	<u>\$ 6,992.6</u>

⁽¹⁾ Other includes adjustments related to foreign currency exchange rate fluctuations.

For additional information on our acquisition of Apellis, please read *Note 2, Acquisitions*, to these condensed consolidated financial statements.

As of September 30, 2026, we had no impairment losses related to goodwill.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Note 8: Fair Value Measurements

The tables below present information about our assets and liabilities that are regularly measured and carried at fair value and indicate the level within the fair value hierarchy of the valuation techniques we utilized to determine such fair value:

Fair Value Measurements on a Recurring Basis				
As of September 30, 2026				
(In millions)	Total	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	\$ 628.1	\$ —	\$ 628.1	\$ —
Marketable equity securities	97.1	97.1	—	—
Other current assets:				
Derivative contracts	32.6	—	32.6	—
Other non-current assets:				
Convertible notes ⁽¹⁾	35.0	—	—	35.0
Plan assets for deferred compensation	62.1	—	62.1	—
Derivative contracts	6.4	—	6.4	—
Total	<u>\$ 861.3</u>	<u>\$ 97.1</u>	<u>\$ 729.2</u>	<u>\$ 35.0</u>
Liabilities:				
Other current liabilities:				
Derivative contracts	\$ 26.9	\$ —	\$ 26.9	\$ —
Contingent consideration obligations	152.4	—	—	152.4
Other non-current liabilities:				
Contingent consideration obligations	121.5	—	—	121.5
Total	<u>\$ 300.8</u>	<u>\$ —</u>	<u>\$ 26.9</u>	<u>\$ 273.9</u>

⁽¹⁾ Convertible notes includes a \$30.0 million convertible note we invested in City Therapeutics as part of our strategic research arrangement with the company during 2025, as well as a \$5.0 million convertible note we invested into Neela Therapeutics, Inc. during 2025. We elected the fair value option for both convertible notes. For additional information on the arrangement with City Therapeutics, please read *Note 19, Collaborative and Other Relationships*, to our consolidated financial statements included in our 2025 Form 10-K.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

(In millions)	Fair Value Measurements on a Recurring Basis			
	As of December 31, 2025			
	Total	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	\$ 2,233.2	\$ —	\$ 2,233.2	\$ —
Marketable debt securities:				
Corporate debt securities	537.6	—	537.6	—
Government securities	648.8	—	648.8	—
Mortgage and other asset backed securities	52.7	—	52.7	—
Marketable equity securities	118.1	118.1	—	—
Other current assets:				
Derivative contracts	10.0	—	10.0	—
Other non-current assets:				
Convertible notes ⁽¹⁾	35.0	—	—	35.0
Plan assets for deferred compensation	52.2	—	52.2	—
Derivative contracts	0.4	—	0.4	—
Total	<u>\$ 3,688.0</u>	<u>\$ 118.1</u>	<u>\$ 3,534.9</u>	<u>\$ 35.0</u>
Liabilities:				
Other current liabilities:				
Derivative contracts	\$ 56.7	\$ —	\$ 56.7	\$ —
Other non-current liabilities:				
Derivative contracts	2.2	—	2.2	—
Contingent consideration obligations	246.4	—	—	246.4
Total	<u>\$ 305.3</u>	<u>\$ —</u>	<u>\$ 58.9</u>	<u>\$ 246.4</u>

⁽¹⁾ Convertible notes includes a \$30.0 million convertible note we invested in City Therapeutics as part of our strategic research arrangement with the company during 2025, as well as a \$5.0 million convertible note we invested into Neela Therapeutics, Inc. during 2025. We elected the fair value option for both convertible notes. For additional information on the arrangement with City Therapeutics, please read *Note 19, Collaborative and Other Relationships*, to our consolidated financial statements included in our 2025 Form 10-K.

Our marketable equity securities represent investments in publicly traded equity securities. Our ability to liquidate our investment in Denali may be limited by the size of our interest, the volume of market-related activity, our concentrated level of ownership and potential restrictions resulting from our status as a collaborator. Therefore, we may realize significantly less than the current value of such investments. For additional information on our investment in Denali common stock, please read *Note 9, Financial Instruments*, and *Note 18, Other Consolidated Financial Statement Detail*, to these condensed consolidated financial statements.

There have been no material impairments of our assets measured and carried at fair value nor changes to our valuation techniques as of September 30, 2026 and December 31, 2025.

For a description of our validation procedures related to prices provided by third-party pricing services and our option pricing valuation model, please read *Note 1, Summary of Significant Accounting Policies - Fair Value Measurements*, to our consolidated financial statements included in our 2025 Form 10-K.

Level 3 Assets and Liabilities Held at Fair Value

The following tables present quantitative information, as of the dates indicated, about the valuation techniques and significant unobservable inputs used in the valuation of our Level 3 financial assets and liabilities measured at fair value on a recurring basis:

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Quantitative Information about Level 3 Fair Value Measurements					
As of September 30, 2026					
(In millions)	Fair Value	Valuation Technique	Significant Unobservable Input(s)	Range	Weighted Average
<i>Liabilities:</i>					
Contingent consideration obligations	\$ 269.8	Discounted cash flow	Discount rate	6.9%	6.9%
			Expected timing of achievement of development milestones	2027 - 2028	—

Quantitative Information about Level 3 Fair Value Measurements					
As of December 31, 2025					
(In millions)	Fair Value	Valuation Technique	Significant Unobservable Input(s)	Range	Weighted Average
<i>Liabilities:</i>					
Contingent consideration obligations	\$ 246.4	Discounted cash flow	Discount rate	5.3% - 5.4%	5.4%
			Expected timing of achievement of development milestones	2028 - 2030	—

The weighted average discount rates were calculated based on the relative fair values of each distinct contingent consideration obligation related to our acquisition of HI-Bio in July 2024. In addition, we apply various probabilities of technological and regulatory success to the valuation models to estimate the fair values of these contingent consideration obligations, which ranged from approximately 75.0% to approximately 95.0% as of September 30, 2026.

There were no transfers of assets or liabilities into or out of Level 3 as of September 30, 2026 and December 31, 2025.

Contingent Consideration Obligations

In connection with our acquisition of HI-Bio in July 2024 and our acquisition of Apellis in May 2026 we agreed to make additional payments based upon the achievement of certain milestone events. The following table provides a roll forward of the fair value of our contingent consideration obligations, which were classified as Level 3 measurements:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Fair value, beginning of period	\$ 273.5	\$ 534.9	\$ 246.4	\$ 512.8
Contingent consideration related to the acquisition of Apellis	—	—	4.1	—
Changes in fair value	0.4	5.6	23.4	28.4
Payments	—	(149.3)	—	(150.0)
Fair value, end of period	\$ 273.9	\$ 391.2	\$ 273.9	\$ 391.2

Changes in the fair value of our contingent consideration obligations, other than changes due to payments, are recognized as a (gain) loss on fair value remeasurement of contingent consideration in our condensed consolidated statements of income. The fair values of the contingent consideration liabilities were based on a probability-adjusted discounted cash flow calculation using Level 3 fair value measurements and inputs. For additional information on the valuation techniques and inputs utilized in the valuation of our financial assets and liabilities, please read *Note 1, Summary of Significant Accounting Policies*, to our consolidated financial statements included in our 2025 Form 10-K.

As of September 30, 2026 and December 31, 2025, contingent consideration liabilities of \$121.5 million and \$246.4 million, respectively, were classified as long-term and reflected as a component of other long-term liabilities in our condensed consolidated balance sheets. As of September 30, 2026 contingent consideration liabilities of \$152.4 million were classified as short-term and reflected as a component of accrued expense and other in our condensed consolidated balance sheets.

For the three and nine months ended September 30, 2026, changes in the fair value of our contingent consideration obligations were primarily due to changes in the probabilities of success and expected timing of the achievement of certain remaining developmental milestones related to our acquisition of HI-Bio, and the recognition of a \$4.1 million obligation related to the acquisition of Apellis.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

During the second quarter of 2025 the first milestone related to the fourth patient dosed in a phase 3 clinical trial of felzartamab for AMR was achieved, resulting in a \$150.0 million milestone payment made to the former shareholders of HI-Bio, which was paid during the third quarter of 2025. In October 2025 the second milestone related to the fourth patient dosed in a phase 3 clinical trial of felzartamab for IgAN was achieved, resulting in a \$150.0 million milestone payment made to the former shareholders of HI-Bio during the fourth quarter of 2025.

Financial Instruments Not Carried at Fair Value

Other Financial Instruments

Due to the short-term nature of certain financial instruments, the carrying value reflected in our condensed consolidated balance sheets for current accounts receivable, due from anti-CD20 therapeutic programs, other current assets, accounts payable and accrued expense and other, approximates fair value.

Debt Instruments

The fair and carrying values of our debt instruments, which are Level 2 liabilities, are summarized as follows:

(In millions)	As of September 30, 2026		As of December 31, 2025	
	Fair Value	Carrying Value	Fair Value	Carrying Value
<i>Current portion:</i>				
2026 Term Loan 364-day tranche ⁽¹⁾	\$ 399.9	\$ 400.0	\$ —	\$ —
Current portion of notes payable	399.9	400.0	—	—
<i>Non-current portion:</i>				
2026 Term Loan two-year tranche ⁽¹⁾	999.7	1,000.0	—	—
2.250% Senior Notes due May 1, 2030	1,335.7	1,496.4	1,378.7	1,495.7
5.050% Senior Notes due January 15, 2031	391.3	398.2	413.0	398.0
5.750% Senior Notes due May 15, 2035	638.4	645.8	684.5	645.5
5.200% Senior Notes due September 15, 2045	952.1	1,101.8	1,029.5	1,101.5
3.150% Senior Notes due May 1, 2050	887.1	1,476.1	973.0	1,475.6
3.250% Senior Notes due February 15, 2051	420.2	483.4	461.8	480.3
6.450% Senior Notes due May 15, 2055	686.3	690.3	737.6	690.2
Non-current portion of notes payable	6,310.8	7,292.0	5,678.1	6,286.8
Total notes payable	\$ 6,710.7	\$ 7,692.0	\$ 5,678.1	\$ 6,286.8

⁽¹⁾ In connection with our acquisition of Apellis we drew \$2.0 billion from the 2026 Term Loan, comprised of a \$1.0 billion floating rate 364-day tranche and a \$1.0 billion floating rate two-year tranche. For additional information on our 2026 Term Loan, please read *Note 13, Indebtedness*, to these condensed consolidated financial statements.

The fair values of each of our series of Senior Notes were determined through market, observable and corroborated sources. The changes in the fair values of our Senior Notes as of September 30, 2026, compared to December 31, 2025, are primarily related to increases in U.S. treasury yields, partially offset by lower credit spreads used to value our Senior Notes since December 31, 2025. For additional information related to our Senior Notes, please read *Note 13, Indebtedness*, to our consolidated financial statements included in our 2025 Form 10-K.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Note 9: Financial Instruments

The following table summarizes our financial assets with maturities of less than 90 days from the date of purchase included in cash and cash equivalents in our condensed consolidated balance sheets:

(In millions)	As of September 30, 2026	As of December 31, 2025
Money market funds	\$ 628.1	\$ 2,027.7
Overnight reverse repurchase agreements	—	70.0
Short-term debt securities	—	15.4
Commercial paper	—	120.1
Total	\$ 628.1	\$ 2,233.2

The carrying values of our money market funds, overnight reverse repurchase agreements, short-term debt securities and commercial paper, including accrued interest, approximate fair value due to their short-term maturities.

Our marketable equity securities gains (losses) are recorded in other (income) expense, net in our condensed consolidated statements of income. The following tables summarize our marketable debt and equity securities, classified as available-for-sale:

(In millions)	As of September 30, 2026			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Marketable equity securities				
Marketable equity securities, current	\$ 149.5	\$ —	\$ (52.4)	\$ 97.1
Total marketable equity securities	\$ 149.5	\$ —	\$ (52.4)	\$ 97.1

(In millions)	As of December 31, 2025			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Marketable debt securities				
Corporate debt securities:				
Current	\$ 246.8	\$ —	\$ —	\$ 246.8
Non-current	290.6	0.2	—	290.8
Government securities:				
Current	560.4	—	—	560.4
Non-current	88.4	—	—	88.4
Mortgage and other asset backed securities:				
Non-current	52.7	—	—	52.7
Total marketable debt securities	\$ 1,238.9	\$ 0.2	\$ —	\$ 1,239.1
Marketable equity securities				
Marketable equity securities, non-current	\$ 227.7	\$ —	\$ (109.6)	\$ 118.1
Total marketable equity securities	\$ 227.7	\$ —	\$ (109.6)	\$ 118.1

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Summary of Contractual Maturities: Available-for-Sale Debt Securities

The estimated fair value and amortized cost of our marketable debt securities classified as available-for-sale by contractual maturity are summarized as follows:

(In millions)	As of December 31, 2025	
	Estimated Fair Value	Amortized Cost
Due in one year or less	\$ 807.2	\$ 807.2
Due after one year through five years	419.5	419.3
Due after five years	12.4	12.4
Total marketable debt securities	<u>\$ 1,239.1</u>	<u>\$ 1,238.9</u>

During the second quarter of 2026, we sold all of our marketable debt securities and used the proceeds to partially fund our acquisition of Apellis. For additional information on our acquisition of Apellis, please read *Note 2, Acquisitions*, to these condensed consolidated financial statements.

Proceeds from Marketable Debt Securities

The proceeds from maturities and sales of marketable debt securities and any resulting realized gains and losses are summarized as follows:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Proceeds from maturities and sales	\$ —	\$ —	\$ 2,140.4	\$ —
Realized gains	—	—	0.2	—
Realized losses	—	—	1.5	—

Realized losses for the nine months ended September 30, 2026, primarily relate to sales of corporate bonds.

Strategic Investments

Our strategic investment portfolio includes investments in equity securities of certain biotechnology companies, which are reflected within our disclosures included in *Note 8, Fair Value Measurements*, to these condensed consolidated financial statements, as well as venture capital funds where the underlying investments are in equity securities of certain biotechnology companies and non-marketable equity securities.

As of September 30, 2026 and December 31, 2025, our strategic investment portfolio was comprised of investments totaling \$166.1 million and \$186.6 million, respectively, which are included in investments and other assets within our condensed consolidated balance sheets.

The decrease in our strategic investment portfolio as of September 30, 2026, compared to December 31, 2025, was primarily due to the sale of Denali common stock.

For additional information on our investments in Denali common stock, please read *Note 8, Fair Value Measurements*, and *Note 18, Other Consolidated Financial Statement Detail*, to these condensed consolidated financial statements.

Note 10: Derivative Instruments

Foreign Currency Forward Contracts - Hedging Instruments

Due to the global nature of our operations, portions of our revenue and operating expense are recorded in currencies other than the U.S. dollar. The value of revenue and operating expense measured in U.S. dollars is therefore subject to changes in foreign currency exchange rates. We enter into foreign currency forward contracts and foreign currency options with financial institutions with the primary objective to mitigate the impact of foreign currency exchange rate fluctuations on our international revenue and operating expense.

Foreign currency forward contracts and foreign currency options in effect as of September 30, 2026 and December 31, 2025, had durations of 1 to 15 months and 1 to 21 months, respectively. These contracts have been

BIOMER INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

designated as cash flow hedges and unrealized gains and losses on the portion of these foreign currency forward contracts and foreign currency options that are included in the effectiveness test are reported in AOCI. Realized gains and losses of such contracts and options are recognized in revenue when the sale of product in the currency being hedged is recognized and in operating expense when the expense in the currency being hedged is recorded. We recognize all cash flow hedge reclassifications from AOCI and fair value changes of excluded portions in the same line item in our condensed consolidated statements of income that have been impacted by the hedged item.

The notional amount of foreign currency forward contracts and foreign currency options that were entered into to hedge forecasted revenue and operating expense is summarized as follows:

(In millions)	Notional Amount	
	As of September 30, 2026	As of December 31, 2025
Euro	\$ 1,211.1	\$ 1,531.0
Swiss franc	51.4	—
British pound	24.1	—
Polish zloty	9.1	—
Canadian dollar	8.7	—
Total foreign currency forward contracts and options	\$ 1,304.4	\$ 1,531.0

The pre-tax portion of the fair value of these foreign currency forward contracts and foreign currency options that were included in AOCI in total equity is summarized as follows:

(In millions)	As of September 30, 2026	As of December 31, 2025
Unrealized gains	\$ 22.5	\$ —
Unrealized (losses)	(5.2)	(73.3)
Net unrealized gains (losses)	\$ 17.3	\$ (73.3)

We expect net unrealized gains of approximately \$17.3 million to be settled over the next 15 months, of which approximately \$11.3 million of net unrealized gain are expected to be settled over the next 12 months, with any amounts in AOCI to be reported as an adjustment to revenue or operating expense. We consider the impact of our and our counterparties' credit risk on the fair value of the contracts as well as the ability of each party to execute its contractual obligations. As of September 30, 2026 and December 31, 2025, credit risk did not materially change the fair value of our foreign currency forward contracts and foreign currency options.

The following tables summarize the effect of foreign currency forward contracts and foreign currency options designated as hedging instruments in our condensed consolidated statements of income:

For the Three Months Ended September 30,					
Net Gains/(Losses) Reclassified from AOCI into Operating Income (in millions)			Net Gains/(Losses) Excluded from Effectiveness Testing and Recognized in Operating Income (in millions)		
Location	2026	2025	Location	2026	2025
Revenue	\$ 3.8	\$ (29.1)	Revenue	\$ (9.3)	\$ 8.0
Operating expense	(2.4)	6.7	Operating expense	0.4	—

For the Nine Months Ended September 30,					
Net Gains/(Losses) Reclassified from AOCI into Operating Income (in millions)			Net Gains/(Losses) Excluded from Effectiveness Testing and Recognized in Operating Income (in millions)		
Location	2026	2025	Location	2026	2025
Revenue	\$ (29.7)	\$ (41.1)	Revenue	\$ (8.2)	\$ 7.6
Operating expense	(1.9)	14.0	Operating expense	(1.3)	(1.8)

Foreign Currency Forward Contracts - Other Derivative Instruments

We also enter into other foreign currency forward contracts, usually with durations of one month or less, to mitigate the foreign currency risk related to certain balance sheet positions. We have not elected hedge accounting for these transactions.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

The aggregate notional amount of these outstanding foreign currency forward contracts was \$1,295.1 million and \$1,193.7 million as of September 30, 2026 and December 31, 2025, respectively. Net losses of \$15.4 million and \$45.4 million related to these contracts were recorded as a component of other (income) expense, net for the three and nine months ended September 30, 2026, compared to net losses of \$0.5 million and net gains of \$34.9 million, respectively, in the prior year comparative periods.

Summary of Derivative Instruments

While certain of our derivative instruments are subject to netting arrangements with our counterparties, we do not offset derivative assets and liabilities in our condensed consolidated balance sheets. The amounts in the table below would not be substantially different if the derivative assets and liabilities were offset.

The following table summarizes the fair value and presentation in our condensed consolidated balance sheets of our outstanding derivative instruments, including those designated as hedging instruments:

(In millions)	Balance Sheet Location	As of September 30, 2026	As of December 31, 2025
<i>Cash Flow Hedging Instruments:</i>			
Asset derivative instruments	Other current assets	\$ 28.0	\$ 0.1
	Investments and other assets	6.4	0.4
Liability derivative instruments	Accrued expense and other	(3.1)	54.0
	Other long-term liabilities	—	2.2
<i>Other Derivative Instruments:</i>			
Asset derivative instruments	Other current assets	4.6	9.9
Liability derivative instruments	Accrued expense and other	(23.8)	2.7

Note 11: Property, Plant and Equipment

Property, plant and equipment are recorded at historical cost, net of accumulated depreciation. Accumulated depreciation on property, plant and equipment was \$3.1 billion and \$2.9 billion as of September 30, 2026 and December 31, 2025, respectively. For the three and nine months ended September 30, 2026, depreciation expense totaled approximately \$68.3 million and \$204.1 million, respectively, compared to \$66.5 million and \$204.8 million, respectively, in the prior year comparative periods.

Note 12: Leases

Reata Lease

As part of our acquisition of Reata, we assumed responsibility for a single-tenant, build-to-suit building of approximately 327,400 square feet of office and laboratory space located in Plano, Texas, with an initial lease term of 16 years. We recorded a lease liability of approximately \$151.8 million, with a corresponding right-of-use asset of approximately \$121.2 million.

During the fourth quarter of 2025 we performed an impairment assessment for this right-of-use asset. This assessment involved estimating undiscounted future cash flows, including potential sublease income and remaining lease obligations. As a result of this impairment assessment, we recorded an impairment charge of approximately \$52.9 million related to this Reata lease, which is included in impairment of ROU asset within our consolidated statements of income for the year ended December 31, 2025.

In September 2026 we entered into a lease termination agreement in exchange for a termination fee of approximately \$84.5 million and rent payments for 12 months totaling \$16.3 million. We derecognized the right of use assets of approximately \$53.4 million and lease liabilities of approximately \$143.6 million. The transaction resulted in a pre-tax loss of approximately \$10.6 million, which was recorded in selling, general and administrative expense within our condensed consolidated statements of income for the three and nine months ended September 30, 2026.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Note 13: Indebtedness

2026 Term Loan Credit Agreement

In connection with our acquisition of Apellis we entered into a \$2.0 billion term loan credit agreement. On the closing date of the Apellis acquisition we drew \$2.0 billion from the 2026 Term Loan, comprised of a \$1.0 billion floating rate 364-day tranche and a \$1.0 billion floating rate two-year tranche. As of September 30, 2026, we had \$1.4 billion outstanding under the term loan credit agreement, of which \$400.0 million was outstanding under the 364-day tranche and \$1.0 billion outstanding under the two-year tranche.

2025 Senior Notes

On May 12, 2025, we issued senior unsecured notes for an aggregate principal amount of \$1.75 billion, consisting of the following:

- \$400.0 million of 5.050% Senior Notes due January 15, 2031, valued at 99.981% of par;
- \$650.0 million of 5.750% Senior Notes due May 15, 2035, valued at 99.924% of par; and
- \$700.0 million of 6.450% Senior Notes due May 15, 2055, valued at 99.657% of par.

Our 2025 Senior Notes are senior unsecured obligations and may be redeemed at our option at any time at 100% of the principal amount plus accrued interest and, until a specified period before maturity, a specified make-whole amount. Our 2025 Senior Notes contain a change-of-control provision that, under certain circumstances, may require us to purchase our 2025 Senior Notes at a price equal to 101% of the principal amount plus accrued and unpaid interest to the date of repurchase.

We incurred approximately \$13.9 million of costs associated with this offering which have been recorded as a reduction to the carrying amount of the debt on our condensed consolidated balance sheets. These costs will be amortized as additional interest expense using the effective interest rate method over the period from issuance through maturity. The discounts will be amortized as additional interest expense over the period from issuance through maturity using the effective interest rate method.

Interest on our 2031 Senior Notes is payable January 15 and July 15 of each year, which commenced on January 15, 2026. Interest on our 2035 Senior Notes and 2055 Senior Notes is payable May 15 and November 15 of each year, which commenced on November 15, 2025.

4.050% Senior Notes due September 15, 2025

On September 15, 2015, we issued \$1.75 billion aggregate principal amount of 4.050% Senior Notes due September 15, 2025, at 99.764% of par. In June 2025 we used the net proceeds from the sale of our 2025 Senior Notes to redeem our 4.050% Senior Notes due September 15, 2025, prior to maturity. No gain or loss was recognized upon redemption.

2024 Revolving Credit Facility

In August 2024 we entered into a \$1.5 billion, five-year senior unsecured revolving credit facility under which we are permitted to draw funds for working capital and general corporate purposes. The terms of the revolving credit facility include a financial covenant that requires us not to exceed a maximum consolidated leverage ratio. We borrowed \$400.0 million under our revolving credit facility during the second quarter of 2026 and this borrowing was repaid in full in June 2026. As of September 30, 2026 and December 31, 2025, we had no outstanding borrowings and were in compliance with all covenants under this facility.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Note 14: Equity

Accumulated Other Comprehensive Income (Loss)

The following tables summarize the changes in AOCI, net of tax by component:

For the Three Months Ended September 30, 2026					
(In millions)	Unrealized Gains (Losses) on Securities Available for Sale, Net of Tax	Unrealized Gains (Losses) on Cash Flow Hedges, Net of Tax	Unrealized Gains (Losses) on Pension Benefit Obligation, Net of Tax	Currency Translation Adjustments, Net of Tax	Total
Balance, June 30, 2026	\$ —	\$ 8.5	\$ (10.2)	\$ (126.0)	\$ (127.7)
Other comprehensive income (loss) before reclassifications	—	13.4	(0.2)	(4.6)	8.6
Amounts reclassified from AOCI	—	(1.2)	—	—	(1.2)
Net current period other comprehensive income (loss)	—	12.2	(0.2)	(4.6)	7.4
Balance, September 30, 2026	\$ —	\$ 20.7	\$ (10.4)	\$ (130.6)	\$ (120.3)

For the Nine Months Ended September 30, 2026					
(In millions)	Unrealized Gains (Losses) on Securities Available for Sale, Net of Tax	Unrealized Gains (Losses) on Cash Flow Hedges, Net of Tax	Unrealized Gains (Losses) on Pension Benefit Obligation, Net of Tax	Currency Translation Adjustments, Net of Tax	Total
Balance, December 31, 2025	\$ 0.2	\$ (58.9)	\$ (9.4)	\$ (113.9)	\$ (182.0)
Other comprehensive income (loss) before reclassifications	(1.2)	51.9	(1.0)	(16.7)	33.0
Amounts reclassified from AOCI	1.0	27.7	—	—	28.7
Net current period other comprehensive income (loss)	(0.2)	79.6	(1.0)	(16.7)	61.7
Balance, September 30, 2026	\$ —	\$ 20.7	\$ (10.4)	\$ (130.6)	\$ (120.3)

For the Three Months Ended September 30, 2025				
(In millions)	Unrealized Gains (Losses) on Cash Flow Hedges, Net of Tax	Unrealized Gains (Losses) on Pension Benefit Obligation, Net of Tax	Currency Translation Adjustments, Net of Tax	Total
Balance, June 30, 2025	\$ (112.0)	\$ (15.6)	\$ (110.5)	\$ (238.1)
Other comprehensive income (loss) before reclassifications	6.3	—	(3.2)	3.1
Amounts reclassified from AOCI	20.2	—	—	20.2
Net current period other comprehensive income (loss)	26.5	—	(3.2)	23.3
Balance, September 30, 2025	\$ (85.5)	\$ (15.6)	\$ (113.7)	\$ (214.8)

For the Nine Months Ended September 30, 2025				
(In millions)	Unrealized Gains (Losses) on Cash Flow Hedges, Net of Tax	Unrealized Gains (Losses) on Pension Benefit Obligation, Net of Tax	Currency Translation Adjustments	Total
Balance, December 31, 2024	\$ 51.6	\$ (16.6)	\$ (171.2)	\$ (136.2)
Other comprehensive income (loss) before reclassifications	(161.6)	1.0	57.5	(103.1)
Amounts reclassified from AOCI	24.5	—	—	24.5
Net current period other comprehensive income (loss)	(137.1)	1.0	57.5	(78.6)
Balance, September 30, 2025	\$ (85.5)	\$ (15.6)	\$ (113.7)	\$ (214.8)

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

The following table summarizes the amounts reclassified from AOCI:

	Amounts Reclassified from AOCI				
	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		
(In millions)	2026	2025	2026	2025	Income Statement Location
Gains (losses) on securities available for sale	\$ —	\$ —	\$ (1.2)	\$ —	Other (income) expense, net
	—	—	0.2	—	Income tax (benefit) expense
Gains (losses) on cash flow hedges	\$ 3.8	\$ (29.1)	\$ (29.7)	\$ (41.1)	Revenue
	(2.4)	6.7	(1.9)	14.0	Operating expense
	—	(0.1)	—	(0.3)	Other (income) expense, net
	(0.2)	2.3	3.9	2.9	Income tax (benefit) expense
Total reclassifications, net of tax	\$ 1.2	\$ (20.2)	\$ (28.7)	\$ (24.5)	

Note 15: Earnings per Share

Basic and diluted shares outstanding used in our earnings per share calculation are calculated as follows:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
<i>Numerator:</i>				
Net (loss) income attributable to Biogen Inc.	\$ (20.6)	\$ 466.5	\$ 396.4	\$ 1,341.8
<i>Denominator:</i>				
Weighted average number of common shares outstanding	147.8	146.6	147.5	146.4
Effect of dilutive securities:				
Time-vested restricted stock units	—	0.5	1.2	0.4
Performance stock units settled in stock	—	—	0.2	—
Dilutive potential common shares	—	0.5	1.4	0.4
Shares used in calculating diluted earnings per share	147.8	147.1	148.9	146.8

Amounts excluded from the calculation of net income per diluted share because their effects were anti-dilutive were insignificant.

Note 16: Share-Based Payments

Share-based Compensation Expense

The following table summarizes share-based compensation expense included in our condensed consolidated statements of income:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Research and development	\$ 33.3	\$ 28.8	\$ 100.4	\$ 91.0
Selling, general and administrative	51.0	49.6	152.0	149.6
Subtotal	84.3	78.4	252.4	240.6
Capitalized share-based compensation costs	(3.0)	(3.1)	(9.8)	(9.4)
Share-based compensation expense included in total cost and expense	81.3	75.3	242.6	231.2
Income tax effect	(16.0)	(14.4)	(47.7)	(45.3)
Share-based compensation expense included in net income attributable to Biogen Inc.	\$ 65.3	\$ 60.9	\$ 194.9	\$ 185.9

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

The following table summarizes share-based compensation expense associated with each of our share-based compensation programs:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Time-vested restricted stock units	\$ 69.4	\$ 60.1	\$ 206.9	\$ 186.8
Performance stock units settled in stock	12.9	15.5	38.0	44.1
Employee stock purchase plan	2.0	1.8	7.5	6.9
Stock options	—	1.0	—	2.8
Subtotal	84.3	78.4	252.4	240.6
Capitalized share-based compensation costs	(3.0)	(3.1)	(9.8)	(9.4)
Share-based compensation expense included in total cost and expense	<u>\$ 81.3</u>	<u>\$ 75.3</u>	<u>\$ 242.6</u>	<u>\$ 231.2</u>

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Note 17: Income Taxes

Tax Rate

For the three and nine months ended September 30, 2026, our effective tax rate was (128.5)% and 20.9%, respectively, compared to 16.3% and 16.8%, respectively, in the prior year comparative periods. The effective tax rate of (128.5)% for the three months ended September 30, 2026, arises from a tax expense of \$11.6 million on a pretax loss of \$9.0 million.

The change in our effective tax rate for the three months ended September 30, 2026 was primarily driven by the non-deductible IPR&D charge related to the RayThera stock acquisition, partially offset by a decrease in valuation allowances on Swiss loss carryforwards following a tax law change during the quarter. The nine months ended September 30, 2026, also reflects non-deductible expenses related to our Apellis acquisition, partially offset by favorable impacts of a current year settlement of a foreign tax audit and the vesting of certain share-based awards. The same period in 2025, also included favorable deferred tax impacts of decreases in foreign withholding taxes.

Accounting for Uncertainty in Income Taxes

We and our subsidiaries are routinely examined by various taxing authorities. We file income tax returns in various U.S. states and in U.S. federal and other foreign jurisdictions. With few exceptions, we are no longer subject to U.S. federal tax examination for years before 2022 or state, local or non-U.S. income tax examinations for years before 2013.

It is reasonably possible that we will adjust the value of our uncertain tax positions related to certain transfer pricing, collaboration matters, withholding taxes and other issues as we receive additional information from various taxing authorities, including reaching settlements with such authorities.

For additional information on our income taxes, please read *Note 17, Income Taxes*, to our consolidated financial statements included in our 2025 Form 10-K.

Note 18: Other Consolidated Financial Statement Detail

Other (Income) Expense, Net

Components of other (income) expense, net, are summarized as follows:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Interest income	\$ (9.3)	\$ (31.6)	\$ (72.5)	\$ (87.8)
Interest expense	87.5	67.4	237.4	200.0
(Gains) losses on investments, net	33.3	3.8	(30.6)	34.1
Litigation related expense	30.8	0.8	35.1	9.0
Foreign exchange (gains) losses, net	6.3	10.3	19.3	16.9
Other, net	(11.2)	(16.6)	(13.1)	(21.0)
Total other (income) expense, net	\$ 137.4	\$ 34.1	\$ 175.6	\$ 151.2

The (gains) losses on investments, net, as reflected in the table above, relate to debt securities, equity securities of certain biotechnology companies, venture capital funds where the underlying investments are in equity securities of certain biotechnology companies and non-marketable equity securities.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

The following table summarizes our (gains) losses on investments, net that relate to our equity securities held during the following periods:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Net (gains) losses recognized on equity securities	\$ 33.3	\$ 3.8	\$ (31.8)	\$ 34.1
Less: Net (gains) losses realized on equity securities	8.2	7.0	5.0	1.6
Net unrealized (gains) losses recognized on equity securities	\$ 25.1	\$ (3.2)	\$ (36.8)	\$ 32.5

The net unrealized losses recognized during the three months ended September 30, 2026, primarily reflect a decrease in the aggregate fair value of our investment in Denali common stock of approximately \$23.7 million.

The net unrealized gains recognized during the three months ended September 30, 2025, primarily reflect an increase in the aggregate fair value of our investments in Denali common stock of approximately \$3.8 million.

The net unrealized gains recognized during the nine months ended September 30, 2026, primarily reflect an increase in the aggregate fair value of our investment in Denali common stock of approximately \$42.2 million.

The net unrealized losses recognized during the nine months ended September 30, 2025, primarily reflect a decrease in the aggregate fair value of our investments in Denali common stock of approximately \$41.9 million, partially offset by an increase in the fair value of Sage common stock of approximately \$23.0 million.

Other Current Assets

Other current assets includes prepaid taxes of \$943.7 million and \$693.6 million as of September 30, 2026 and December 31, 2025, respectively.

Accrued Expense and Other

Accrued expense and other consists of the following:

(In millions)	As of September 30, 2026	As of December 31, 2025
Revenue-related reserves for discounts and allowances	\$ 1,019.5	\$ 1,000.4
Employee compensation and benefits	451.2	375.8
Collaboration expense	234.3	280.0
Royalties and licensing fees	348.4	302.4
Other	960.2	844.0
Total accrued expense and other	\$ 3,013.6	\$ 2,802.6

For additional information on our acquisition of Apellis, please read *Note 2, Acquisitions*, to these condensed consolidated financial statements.

Other Long-term Liabilities

Other long-term liabilities were \$668.4 million and \$748.5 million as of September 30, 2026 and December 31, 2025, respectively, and included accrued income taxes totaling \$179.1 million and \$166.4 million, respectively.

Note 19: Collaborative and Other Relationships

Genentech, Inc. (Roche Group)

We have certain business and financial rights with respect to RITUXAN for the treatment of non-Hodgkin's lymphoma, CLL and other conditions; RITUXAN HYCELA for the treatment of non-Hodgkin's lymphoma and CLL; GAZYVA for the treatment of CLL, follicular lymphoma and lupus nephritis; OCREVUS for the treatment of PPMS and RMS; LUNSUMIO for the treatment of relapsed or refractory follicular lymphoma; COLUMVI, a bispecific antibody for the treatment of non-Hodgkin's lymphoma; and have the option to add other potential anti-CD20 therapies, pursuant to our collaboration arrangements with Genentech, a wholly owned member of the Roche Group. For purposes of this footnote, we refer to RITUXAN and RITUXAN HYCELA collectively as RITUXAN.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

RITUXAN

Under our collaboration with Genentech, we are entitled to a tiered share of co-promotion operating profits and losses of RITUXAN in the U.S., as summarized in the table below. Genentech and its affiliates are responsible for the worldwide manufacture of RITUXAN as well as all development and commercialization activities as follows:

- **U.S.:** We have co-exclusively licensed our rights to develop, commercialize and market RITUXAN in the U.S.
- **Canada:** We have co-exclusively licensed our rights to develop, commercialize and market RITUXAN in Canada.

GAZYVA

The Roche Group and its sub-licensees maintain sole responsibility for the development, manufacture and commercialization of GAZYVA and we are entitled to a tiered share of co-promotion operating profits and losses of GAZYVA in the U.S. The level of gross sales of GAZYVA in the U.S. has impacted our percentage of the co-promotion profits for RITUXAN and LUNSUMIO, as summarized in the table below.

OCREVUS

Pursuant to the terms of our collaboration arrangements with Genentech, we receive a tiered royalty on U.S. net sales from 13.5% and increasing up to 24.0% if annual net sales exceed \$900.0 million. There will be a 50.0% reduction to these royalties upon the first entry of an FDA-approved biosimilar to OCREVUS.

In addition, we receive a gross 3.0% royalty on net sales of OCREVUS outside the U.S., with the royalty period lasting 11 years from the first commercial sale of OCREVUS on a country-by-country basis.

The commercialization of OCREVUS does not impact the percentage of the co-promotion profits we receive for RITUXAN, LUNSUMIO or GAZYVA. Genentech is solely responsible for development and commercialization of OCREVUS and funding future costs. Genentech cannot develop OCREVUS in CLL, non-Hodgkin's lymphoma or rheumatoid arthritis.

OCREVUS royalty revenue is based on our estimates from third party and market research data of OCREVUS sales occurring during the corresponding period. Differences between actual and estimated royalty revenue will be adjusted for in the period in which they become known, which is generally expected to be the following quarter.

LUNSUMIO

Under our collaboration with Genentech, we are entitled to a tiered share of co-promotion operating profits and losses in the U.S., as summarized in the table below. In addition, we receive low-single digit royalties on sales of LUNSUMIO outside the U.S.

COLUMVI

Genentech has sole decision-making rights on the commercialization of COLUMVI within the U.S. and we receive tiered royalties in the mid-single digit range on net sales of COLUMVI in the U.S. The commercialization of COLUMVI does not impact the percentage of the co-promotion profits we receive for RITUXAN, LUNSUMIO or GAZYVA.

Profit-sharing Formulas

RITUXAN and LUNSUMIO Profit Share

Our current pre-tax co-promotion profit-sharing formula for RITUXAN and LUNSUMIO in the U.S. provides for a 30.0% share on the first \$50.0 million of combined co-promotion operating profits earned each calendar year. Our share of the combined annual co-promotion profits for RITUXAN and LUNSUMIO in excess of \$50.0 million varies upon the following events, as summarized in the table below:

After LUNSUMIO Approval until the First Threshold Date	37.5 %
After First Threshold Date until the Second Threshold Date	35.0 %
After Second Threshold Date	30.0 %

In March 2023 the First Threshold Date was achieved when U.S. gross sales of GAZYVA within a consecutive 12-month period reached \$500.0 million. As a result, beginning in April 2023 the pre-tax profit share for RITUXAN and LUNSUMIO has been 35.0%. The Second Threshold Date would be achieved on the first date in any calendar year in which U.S. gross sales of LUNSUMIO have reached \$350.0 million.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

GAZYVA Profit Share

Our current pre-tax profit-sharing formula for GAZYVA provides for a 35.0% share of operating profits earned in the U.S. in each calendar year.

For additional information on our collaboration arrangements with Genentech, please read *Note 19, Collaborative and Other Relationships*, to our consolidated financial statements included in our 2025 Form 10-K.

Ionis Pharmaceuticals, Inc.

2018 Ionis Agreement

In the second quarter of 2026 we exercised our option with Ionis and obtained a worldwide, exclusive, royalty-bearing license to develop and commercialize BIIB147, an investigational ASO targeting stathmin 2 pre-mRNA in people with broad ALS. In connection with the option exercise, we made a payment of \$15.0 million to Ionis, which was recorded in acquired in-process research and development, upfront and milestone expense within our consolidated statements of income for the nine months ended September 30, 2026.

During the third quarter of 2026 we incurred a milestone of \$7.5 million related to the advancement of a neurological target identified under this agreement, which was recorded as research and development expense in our consolidated statements of income for the three and nine months ended September 30, 2026.

2017 SMA Collaboration Agreement

In December 2017 we entered into a collaboration agreement with Ionis to identify new ASO drug candidates for the potential treatment of SMA. Under this agreement, we have options to license therapies arising out of this collaboration and will be responsible for the development and commercialization of such therapies.

In December 2021 we exercised our option with Ionis and obtained a worldwide, exclusive, royalty-bearing license to develop and commercialize salanersen (BIIB115), an investigational ASO in development for SMA.

In the second quarter of 2026 we recognized and paid a \$45.0 million milestone payment due upon the initiation of a Phase 3 trial in salanersen, which was recorded in acquired in-process research and development, upfront and milestone expense within our consolidated statements of income for the three and nine months ended September 30, 2026. Additionally, we may pay Ionis up to \$110.0 million in additional development and regulatory milestone payments related to this program. Upon commercialization, we may also pay Ionis up to \$400.0 million in additional performance-based milestone payments and tiered royalties on potential net sales of such therapies ranging from the mid-teens to high-twenties percentages.

For additional information on our collaboration arrangements with Ionis, please read *Note 19, Collaborative and Other Relationships*, to our consolidated financial statements included in our 2025 Form 10-K.

Eisai Co., Ltd.

LEQEMBI (lecanemab) Collaboration

We have a collaboration agreement with Eisai to jointly develop and commercialize LEQEMBI (lecanemab), an anti-amyloid antibody for the treatment of Alzheimer's disease. The FDA granted traditional approval of LEQEMBI in July 2023. Prior to receiving traditional approval, LEQEMBI had been granted accelerated approval by the FDA in January 2023, at which time it became commercially available in the U.S. Outside of the U.S., LEQEMBI is now approved in the E.U. (April 2025), Australia (September 2025), China (January 2024), Japan (September 2023) and other international markets. LEQEMBI monthly IV maintenance dosing for the treatment of early Alzheimer's disease was approved in the U.S. and China in January 2025 and September 2025, respectively, and LEQEMBI subcutaneous autoinjector (IQLIK) for weekly maintenance dosing and initiation dosing was approved in the U.S. in August 2025 and July 2026, respectively.

All costs, including research, development, sales and marketing expense, are shared equally between us and Eisai. We also share profits and losses equally. We currently have a supply agreement with Eisai to manufacture LEQEMBI drug substance and drug product through the end of 2031.

Subject to the limitations in the LEQEMBI Collaboration Agreement, Eisai has final decision-making authority on all matters relating to the collaboration and serves as the lead of LEQEMBI development and regulatory submissions globally. We co-commercialize and co-promote LEQEMBI with Eisai. The LEQEMBI Collaboration Agreement provides

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

that each commercialization plan shall allocate the responsibilities for the activities under the plan in an equitable fashion taking into account Biogen's and Eisai's respective capabilities and provide a meaningful role for each party.

Upon commercialization of LEQEMBI in the U.S., we began recognizing our 50.0% share of LEQEMBI product revenue, net and cost of sales, including royalties, within Alzheimer's collaboration revenue in our condensed consolidated statements of income, as we are not the principal.

Our share of LEQEMBI sales and marketing expense and development expense are recorded within selling, general and administrative expense and research and development expense, respectively, within our condensed consolidated statements of income.

A summary of development and sales and marketing expense related to the LEQEMBI Collaboration is as follows:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Total development expense incurred by the collaboration related to the advancement of LEQEMBI	\$ 57.5	\$ 70.9	\$ 188.3	\$ 178.4
Biogen's share of the LEQEMBI Collaboration development expense reflected in research and development expense in our condensed consolidated statements of income	28.7	35.4	94.1	89.2
Total sales and marketing expense incurred by the LEQEMBI Collaboration	167.7	176.8	492.4	525.7
Biogen's share of the LEQEMBI Collaboration sales and marketing expense reflected in selling, general and administrative expense in our condensed consolidated statements of income	83.9	88.3	246.2	262.8

Amounts receivable from Eisai related to the agreements discussed above were approximately \$14.3 million and \$90.2 million as of September 30, 2026 and December 31, 2025, respectively. Amounts payable to Eisai related to the agreements discussed above were approximately \$46.7 million and \$95.5 million as of September 30, 2026 and December 31, 2025, respectively.

For additional information on our collaboration arrangements with Eisai, please read *Note 19, Collaborative and Other Relationships*, to our consolidated financial statements included in our 2025 Form 10-K.

UCB

We have a collaboration agreement with UCB, effective November 2003, to jointly develop and commercialize dapirolizumab pegol, an anti-CD40L pegylated Fab, for the potential treatment of SLE and other future agreed indications. Either we or UCB may propose development of dapirolizumab pegol in additional indications. If the parties do not agree to add an indication as an agreed indication to the collaboration, we or UCB may, at the sole expense of the applicable party, pursue development in such excluded indication(s), subject to an opt-in right of the non-pursuing party after proof of clinical activity.

All costs incurred for agreed indications, including research, development, sales and marketing expense, are shared equally between us and UCB. If marketing approval is obtained, both companies will jointly commercialize dapirolizumab pegol and share profits and losses equally.

A summary of development expense related to the UCB collaboration agreement is as follows:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Total UCB collaboration development expense	\$ 38.4	\$ 23.2	\$ 97.1	\$ 62.8
Biogen's share of the UCB collaboration development expense reflected in research and development expense in our condensed consolidated statements of income	19.2	11.6	48.5	31.4

Supernus Pharmaceuticals, Inc. (previously Sage Therapeutics, Inc.)

In November 2020 we entered into a global collaboration and license agreement with Sage to jointly develop and commercialize ZURZUVAE (zuranolone) for the treatment of PPD. In July 2025 Sage was acquired by Supernus. ZURZUVAE was approved in the U.S. in August 2023 and in the E.U. in September 2025.

Under this collaboration, both companies will share equal responsibility and costs for development as well as profits and losses for commercialization in the U.S. Outside of the U.S., we are responsible for development and

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

commercialization, excluding Japan, Taiwan and South Korea, with respect to zuranolone and may pay Supernus potential tiered royalties in the high-teens to low-twenties percentages.

We share 50.0% of the net collaboration results in the U.S. with Supernus, which are recognized in collaboration profit sharing/(loss reimbursement) in our condensed consolidated statements of income. For the three and nine months ended September 30, 2026, we recognized net profit-sharing expense of approximately \$28.8 million and \$69.7 million, respectively, to reflect Supernus' 50.0% share of the net collaboration results, compared to net profit-sharing expense of approximately \$20.7 million and \$48.6 million, respectively, in the prior year comparative periods.

A summary of development and sales and marketing expense related to the Supernus collaboration is as follows:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Total Supernus collaboration development expense	\$ 1.0	\$ (1.7)	\$ 3.4	\$ 2.2
Biogen's share of the Supernus collaboration development expense reflected in research and development expense in our condensed consolidated statements of income	0.5	(0.9)	1.7	1.1
Total sales and marketing expense incurred by the Supernus collaboration	56.4	41.8	157.2	131.0
Biogen's share of the Supernus collaboration sales and marketing expense reflected in selling, general and administrative expense and collaboration profit sharing/(loss reimbursement) in our condensed consolidated statements of income	28.2	20.9	78.6	65.5

Denali Therapeutics Inc.

In August 2020 we entered into a collaboration and license agreement with Denali to co-develop and co-commercialize BIIB122, a small molecule inhibitor of LRRK2 for Parkinson's disease (LRRK2 Collaboration).

Under the LRRK2 Collaboration, both companies share responsibility and costs for global development based on specified percentages as well as profits and losses for commercialization in the U.S. and China. Outside the U.S. and China we are responsible for commercialization and may pay Denali potential tiered royalties.

In May 2026 Biogen and Denali announced topline results from the Phase 2b LUMA study evaluating BIIB122, which showed that BIIB122 did not meet its primary and secondary endpoints. Based on these results we and Denali discontinued development of BIIB122 in idiopathic Parkinson's disease.

A summary of development expense related to the Denali collaboration is as follows:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Total Denali collaboration development expense	\$ 2.3	\$ 11.4	\$ 18.1	\$ 36.3
Biogen's share of the Denali collaboration development expense reflected in research and development expense in our condensed consolidated statements of income	1.4	6.9	10.9	21.8

Stoke Therapeutics, Inc.

In February 2025 we entered into a collaboration and license agreement with Stoke to co-develop and commercialize zorevunersen, an investigational ASO that targets the SCN1A gene for the potential treatment of Dravet syndrome, a rare form of genetic epilepsy associated with refractory seizures and neurodevelopmental impairments. Zorevunersen dosed its first patient in August 2025, advancing zorevunersen to a global Phase 3 trial.

Under the terms of this agreement, Stoke will continue to lead global development and retain exclusive development and commercialization rights for zorevunersen in the U.S., Canada and Mexico and we will have exclusive rights to commercialize zorevunersen in the rest of the world. Both companies will share responsibility for external clinical development costs, where Stoke is responsible for 70.0% of these development costs and we are responsible for the remaining 30.0% of these development costs.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

In connection with the closing of this transaction we made an upfront payment of \$165.0 million to Stoke, which was recognized in acquired in-process research and development, upfront and milestone expense within our condensed consolidated statements of income for the nine months ended September 30, 2025. We may also pay Stoke potential development and commercial milestone payments of up to \$50.0 million and \$335.0 million, respectively, if all the specified milestones set forth in this collaboration are achieved. In addition, we may pay Stoke tiered royalties on potential net sales of any products developed under this collaboration in the low-double digit to high-teen percentages.

We also have an exclusive option to license certain future follow-on ASO products targeting the SCN1A gene in all territories worldwide other than the U.S., Canada and Mexico, in exchange for separate milestone, cost sharing and royalty considerations.

A summary of development expense related to the Stoke collaboration agreement is as follows:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Total Stoke collaboration development expense	\$ 28.6	\$ 9.1	\$ 55.1	\$ 21.9
Biogen's share of the Stoke collaboration development expense reflected in research and development expense in our condensed consolidated statements of income	8.5	2.8	16.5	6.6

Samsung Bioepis Co., Ltd.

2019 Development and Commercialization Agreement

In December 2019 we completed a transaction with Samsung Bioepis and secured the exclusive rights to commercialize two potential ophthalmology biosimilar products, BYOOVIZ, a ranibizumab biosimilar referencing LUCENTIS, and OPUVIZ, an aflibercept biosimilar referencing EYLEA, in major markets worldwide, including the U.S., Canada, Europe, Japan and Australia. The agreement established that Samsung Bioepis will be responsible for development and will supply both products to us at a pre-specified gross margin of approximately 45.0%.

In October 2024 we notified Samsung Bioepis of our decision to terminate our 2019 Development and Commercialization Agreement (the DCA Agreement) solely within the U.S. and Canada. The transfer of commercialization rights for BYOOVIZ and OPUVIZ in the U.S. and Canada back to Samsung Bioepis was completed as of December 31, 2025.

In October 2025 we completed the sale of our remaining commercial rights to BYOOVIZ and OPUVIZ in Europe. Samsung Bioepis has full responsibility for commercialization of BYOOVIZ upon the transfer of commercial rights from Biogen back to Samsung Bioepis, which became effective as of January 2026.

We reflected revenue on sales of BYOOVIZ to third parties in product revenue, net in our condensed consolidated statements of income and recorded the related cost of revenue and sales and marketing expense in our condensed consolidated statements of income to their respective line items when these costs are incurred.

2013 Commercial Agreement

In December 2013 we entered into an agreement with Samsung Bioepis to commercialize, over a 10-year term, three anti-TNF biosimilar product candidates which includes IMRALDI, an adalimumab biosimilar referencing HUMIRA, FLIXABI, an infliximab biosimilar referencing REMICADE, and BENEPALI, an etanercept biosimilar referencing ENBREL, in Europe. In July 2024 we exercised an option to extend this agreement by an additional five years.

We reflect revenue on sales of BENEPALI, IMRALDI and FLIXABI to third parties in product revenue, net in our condensed consolidated statements of income and record the related cost of revenue and sales and marketing expense in our condensed consolidated statements of income to their respective line items when these costs are incurred. Royalty payments to AbbVie on sales of IMRALDI are recognized in cost of sales within our condensed consolidated statements of income.

We share 50.0% of the profit or loss related to our 2013 commercial agreement with Samsung Bioepis, which is recognized in collaboration profit sharing/(loss reimbursement) in our condensed consolidated statements of income. For the three and nine months ended September 30, 2026, we recognized net profit-sharing expense of approximately \$49.0 million and \$151.1 million, respectively, to reflect Samsung Bioepis' 50.0% sharing of the net

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

collaboration profits, compared to net profit-sharing expense of approximately \$66.5 million and \$171.7 million, respectively, in the prior year comparative periods.

Other Services

Simultaneous with the formation of Samsung Bioepis, we also entered into a license agreement with Samsung Bioepis. Under this license agreement, we granted Samsung Bioepis an exclusive license to use, develop, manufacture and commercialize biosimilar products created by Samsung Bioepis using Biogen product-specific technology. In exchange, we receive single-digit royalties on biosimilar products developed and commercialized by Samsung Bioepis. Royalty revenue under the license agreement is recognized as a component of contract manufacturing, royalty and other revenue in our condensed consolidated statements of income.

Amounts receivable from Samsung Bioepis related to the agreements discussed above were approximately \$3.8 million and \$4.4 million as of September 30, 2026 and December 31, 2025, respectively. Amounts payable to Samsung Bioepis related to the agreements discussed above were approximately \$145.9 million and \$42.7 million as of September 30, 2026 and December 31, 2025, respectively.

For additional information on our collaboration arrangements with Samsung Bioepis and our other significant collaboration arrangements, please read *Note 19, Collaborative and Other Relationships*, to our consolidated financial statements included in our 2025 Form 10-K.

Sobi

As part of our acquisition of Apellis, we have a collaboration and license agreement with Sobi to jointly develop and commercialize pegcetacoplan for use systemically or for local non-ophthalmological administration. Under the agreement, we have commercialization rights for EMPAVELI in the U.S. and Sobi has exclusive rights to commercialize pegcetacoplan as ASPAVELI in the rest of the world.

We supply pegcetacoplan to Sobi for development and for commercialization outside of the United States in accordance with a supply agreement between the parties.

Pursuant to the terms of our collaboration and license arrangement, as amended by a buy-down agreement entered into in July 2025 which reduces Sobi's royalty obligations by 90% subject to a defined cap, we are eligible to receive tiered royalties in the low single digits on net sales of ASPAVELI outside of the United States. If the defined cap is exceeded in a future period, the royalty terms in the original agreement will be reinstated, and we will earn royalties ranging from the high teens to high twenties on such net sales.

For the three and nine months ended September 30, 2026, we recognized approximately \$18.4 million and \$31.8 million, respectively in revenues from Sobi related to the agreements above, which are reflected as a component of contract manufacturing, royalty and other revenue in our condensed consolidated statements of income.

Other Research and Discovery Arrangements and Funding Arrangements

These arrangements may include the potential for future milestone payments based on the achievement of certain clinical and commercial development payable over a period of several years.

Alteogen Inc.

In March 2026 we entered into an exclusive license agreement with Alteogen Inc. to enable the development of a subcutaneous formulation of two biologics using Alteogen's ALT-B4 hyaluronidase technology.

In connection with the closing of this transaction we accrued an upfront payment of \$20.0 million to Alteogen, which was recognized in acquired in-process research and development, upfront and milestone expense within our condensed consolidated statements of income for the nine months ended September 30, 2026 and was paid during the second quarter of 2026.

Alteogen will also be eligible to receive a \$10.0 million option payment if a second program is selected for development, as well as potential development, regulatory and commercial milestone payments and tiered royalties in the mid-single digit percentages on net sales of any combination products resulting from the collaboration.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Alloy Therapeutics, Inc.

In March 2026 we entered into a collaboration and license agreement with Alloy Therapeutics Inc. for the use of Alloy's novel and proprietary AntiClastic ASO Platform. Through this collaboration, we plan to apply the platform to advance antisense therapeutics against multiple targets.

In connection with the closing of this transaction we accrued an upfront payment of \$12.0 million to Alloy, which was recognized in acquired in-process research and development, upfront and milestone expense within our condensed consolidated statements of income for the nine months ended September 30, 2026 and was paid during the second quarter of 2026.

Alloy will also be eligible to receive potential milestone payments and tiered royalties on any products resulting from the collaboration.

Royalty Pharma Funding Arrangement

In February 2025 we entered into a funding agreement with Royalty Pharma under which we received \$200.0 million in 2025 and \$50.0 million in 2026 to co-fund our development costs for the litifilimab program. As there is a substantive transfer of risk to the financial partner for the amount invested, the development funding was recognized by us as an obligation to perform contractual services. This funding was recognized as a reduction to research and development expense within our condensed consolidated statements of income, proportionate to the related expense. For the three and nine months ended September 30, 2026, we received zero and \$50.0 million, respectively, from Royalty Pharma, compared to \$50.0 million and \$150.0 million, respectively, in the prior year comparative periods. All funding has been received and the funding period has concluded as of June 30, 2026.

If the litifilimab clinical trials are successful for the indications based on the applicable clinical trials, upon regulatory approval in the U.S. or certain major markets in the world, Royalty Pharma will be eligible to receive approval-based fixed milestone payments of up to \$250.0 million. The milestone payments due upon approval will be recorded as a component of other (income) expense, net within our condensed consolidated statements of income, when incurred.

If litifilimab receives regulatory approval, Royalty Pharma will be eligible to receive royalties of a mid-single digit percentage of the applicable net sales, which will be recorded as cost of sales within our condensed consolidated statements of income.

MorphoSys AG

As part of our acquisition of HI-Bio in July 2024, we acquired HI-Bio's pre-existing in-license commitments under third-party agreements with MorphoSys (a wholly-owned subsidiary of Novartis), which included tiered royalties on potential future net sales ranging from high-single digit to mid-teen percentages, as well as potential development, regulatory and commercial milestone payments of up to \$130.0 million, \$230.0 million and \$640.0 million, respectively. These amounts included milestone payments due upon the first patient dosed in a Phase 3 clinical trial of felzartamab in a first and second indication of \$35.0 million and \$30.0 million, respectively, which were earned during the first and second quarters of 2025 and recorded within acquired in-process research and development, upfront and milestone expense.

In April 2026 we entered into a definitive agreement with TJ Bio, where we assumed regulatory and sales milestone obligations under a pre-existing agreement between TJ Bio and MorphoSys and may pay MorphoSys tiered royalties on potential net sales of felzartamab in the greater China region.

Other

For the three and nine months ended September 30, 2026, we recorded approximately \$51.3 million and \$57.3 million, respectively, as acquired in-process research and development, upfront and milestone expense in our condensed consolidated statements of income related to other research and discovery related arrangements, compared to \$2.1 million and \$19.4 million, respectively, in the prior year comparative periods.

Note 20: Investments in Variable Interest Entities

Unconsolidated Variable Interest Entities

We have relationships with various variable interest entities that we do not consolidate as we lack the power to direct the activities that significantly impact the economic success of these entities. These relationships include investments in certain biotechnology companies and research collaboration agreements.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

As of September 30, 2026 and December 31, 2025, the carrying value of our investments in certain biotechnology companies representing potential unconsolidated variable interest entities totaled \$54.1 million and \$49.8 million, respectively. Our maximum exposure to loss related to these variable interest entities is limited to the carrying value of our investments.

We have also entered into research collaboration agreements with certain variable interest entities where we are required to fund certain development activities. These development activities are included in research and development expense in our condensed consolidated statements of income as they are incurred. We have provided no financing to these variable interest entities other than previous contractually required amounts.

For additional information on our investments in variable interest entities, please read *Note 20, Investments in Variable Interest Entities*, to our consolidated financial statements included in our 2025 Form 10-K.

Note 21: Litigation

We are currently involved in various claims, investigations and legal proceedings, including the matters described below. For information as to our accounting policies relating to claims and legal proceedings, including use of estimates and contingencies, please read *Note 1, Summary of Significant Accounting Policies*, to our consolidated financial statements included in our 2025 Form 10-K.

With respect to some loss contingencies, an estimate of the possible loss or range of loss cannot be made until management has further information, including, for example, (i) which claims, if any, will survive dispositive motion practice; (ii) information to be obtained through discovery; (iii) information as to the parties' damages claims and supporting evidence; (iv) the parties' legal theories; and (v) the parties' settlement positions. If an estimate of the possible loss or range of loss can be made at this time, it is included in the potential loss contingency description below.

The claims and legal proceedings in which we are involved also include challenges to the scope, validity or enforceability of the patents relating to our products, pipeline or processes and challenges to the scope, validity or enforceability of the patents held by others. These include claims by third parties that we infringe their patents. An adverse outcome in any of these proceedings could result in one or more of the following and have a material impact on our business or consolidated results of operations and financial position: (i) loss of patent protection; (ii) inability to continue to engage in certain activities; and (iii) payment of significant damages, royalties, penalties and/or license fees to third parties.

Loss Contingencies

Securities Litigation

We and certain current and former officers are or were defendants in four securities actions in the District Court, one filed in November 2020 (in which Albert Aftoora and Amjad Khan were appointed lead plaintiffs and were named with Nadia Shash as sole managing member of PolyCon Solutions LLC in an amended complaint filed in October 2026), which relates to statements about ADUHELM; one filed by the Oklahoma Firefighters Pension and Retirement System in February 2022, which relates to statements about ADUHELM; one filed in August 2023 (in which Ray Peleckas and the Michigan Laborers' Pension Fund were appointed lead plaintiffs and named in an amended complaint filed in October 2023), which relates to statements made by Apellis Pharmaceuticals Inc. about SYFOVRE; and one filed in May 2024 (in which Frances Clarity Stokes was appointed lead plaintiff and was named with plaintiff Thomas Allen Gray in an amended complaint filed in December 2024), which relates to statements about LEQEMBI, TECFIDERA and VUMERITY. All allege violations of federal securities laws under 15 U.S.C. §78j(b) and §78t(a) and 17 C.F.R. §240.10b-5c and seek declarations of the actions as class actions and monetary relief.

In March 2026 the District Court dismissed the action brought by Frances Clarity Stokes and Thomas Allen Gray and they appealed. In June 2026 Thomas Allen Gray requested voluntary dismissal of his appeal but the appeal by Frances Clarity Stokes continues. In August 2026 the U.S. Court of Appeals for the First Circuit affirmed dismissal of the action brought by Michigan Laborers' Pension Fund and Ray Peleckas. In September 2026 the District Court granted final approval of a settlement of the action filed by Oklahoma Firefighters Pension and Retirement System. In October 2026 the District Court granted preliminary approval of a settlement of the action filed by Albert Aftoora, Amjad Kahn and Nadia Shash.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Derivative Actions

We and members of the Board of Directors are named as defendants in five derivative actions pending in the District Court, one filed by The Booth Family Trust (Booth) in February 2022, one filed by Elaine Wang (Wang) in July 2022, one filed by Jonathan Blaufarb (Blaufarb I) in July 2024, one filed by Lawrence Hollin (Hollin) in October 2024 and one filed by Jonathan Blaufarb (Blaufarb II) in October 2024. The Booth, Wang and Blaufarb II actions relate to ADUHELM and other matters, and the Blaufarb I and Hollin actions relate to statements about LEQEMBI, our compliance controls, 2023 earnings guidance and other matters. The actions allege breach of fiduciary duty, waste of corporate assets and other common law claims, and violations of the Securities Exchange Act of 1934, 15 U.S.C. §78a et seq. The actions seek declaratory and injunctive relief, monetary relief payable to Biogen and attorneys' fees and costs payable to the plaintiffs. All derivative actions are stayed.

IMRALDI Patent Litigation

IMRALDI is an adalimumab biosimilar manufactured by Samsung Bioepis that Biogen commercializes in Europe. Fresenius Kabi alleges that IMRALDI infringes various national counterparts of its EP '3 145 488 Patent (the EP '488 Patent).

In June 2022, Fresenius Kabi filed a claim for damages and injunctive relief against Biogen France SAS in the Tribunal de Grande Instance de Paris alleging infringement of the French counterpart of the EP '488 Patent by a formulation of IMRALDI no longer commercialized in France and alleging damages of approximately €19.1 million plus interest and costs. Biogen disputes infringement and challenges the validity of the patent. Trial was held in June 2026 and a decision is pending.

In May 2025 the Higher Regional Court of Düsseldorf, Germany held that a formulation of IMRALDI we no longer commercialize in Germany infringed the German counterpart of the EP '488 Patent, enjoined infringement and declared Fresenius Kabi's right to seek damages. Biogen has requested review of the decision by Germany's Federal Court of Justice and has challenged the validity of the patent in a separate proceeding, and a hearing on validity is set for February 2027.

In July 2026, Fresenius Kabi filed a claim for damages and injunctive relief against Biogen Inc., Biogen MA Inc., Biogen Netherlands B.V., Biogen Italia S.r.l., and Samsung Bioepis NL B.V. in the Court of Milan, Commercial Division, in Italy alleging infringement of the Italian counterpart of the EP '488 Patent by a formulation of IMRALDI no longer commercialized in Italy.

In July 2026, Fresenius Kabi filed a claim for damages and injunctive relief against Biogen Spain, S.L., and Samsung Bioepis NL B.V. in the Barcelona Court, Commercial Division, in Spain alleging infringement of the Spanish counterpart of the EP '488 Patent by a formulation of IMRALDI no longer commercialized in Spain.

In September 2026, Fresenius Kabi filed a claim for damages and injunctive relief against Biogen Switzerland AG and Biogen International GmbH in the Swiss Federal Patent Court alleging infringement of the Swiss counterpart of EP'488 in Switzerland and Liechtenstein by a formulation of IMRALDI no longer commercialized in those countries. In that action, Fresenius also seeks damages and injunctive relief for infringement of the national counterparts of EP '488 in France, Italy, and Spain under their respective national laws by a formulation of IMRALDI no longer commercialized in those countries.

Humana Patient Assistance Litigation

In February 2025 Humana filed suit against Biogen Inc., Biogen U.S. Corp. and Advanced Care Scripts, Inc. in Jefferson Circuit Court in Kentucky alleging damages related to providing MS patients with free medications and making charitable contributions to non-profit organizations that provide financial assistance to MS patients. Humana alleges breach of contract, fraud and other claims under various state laws and seeks damages, attorneys' fees and costs. Trial is scheduled for September 2028.

Genentech Litigation

In February 2023 Genentech Inc. filed suit in the U.S. District Court for the Northern District of California claiming that it was owed royalties on sales of TYSABRI that occurred after the expiration of a patent licensed by Genentech to Biogen. In November 2025 the court entered judgment against us for approximately \$124.3 million. We appealed and the appeal is pending.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

Antitrust Litigation

In October 2025 Local No. 1 Health Fund, the Mayor and City Council of Baltimore, Teamsters Local 237 Welfare Fund, Teamsters Local 237 Retirees' Benefit Fund, UFCW Local 1500 Welfare Fund and Jacksonville Police Officers and Fire Fighters Health Insurance Trust filed an amended complaint against us in now consolidated proceedings in the U.S. District Court for the Northern District of Illinois (the Illinois federal court). The first complaint was filed in August 2024. The plaintiffs allege violations of federal antitrust laws including 15 U.S.C. §§ 1, 2 and 13(c), the Racketeer Influenced and Corrupt Organizations Act, 18 U.S.C. §1962(c) and of various state laws, based on allegations about our contracts with pharmacy benefit managers related to TECFIDERA and VUMERITY and other allegations. Plaintiffs seek declarations of the actions as class actions, monetary, declaratory and equitable relief and attorneys' fees and costs.

In addition, in September 2025 Walgreen Co. and The Kroger Co. sued us in the Illinois federal court, alleging violations of 15 U.S.C. §§ 1 and 2 based on allegations about our contracts with pharmacy benefit managers related to TECFIDERA and VUMERITY and other allegations. They seek monetary, declaratory and equitable relief and attorneys' fees and costs.

Neurimmune Litigation

In May 2025 we sued Neurimmune Holding AG and Neurimmune SubOne AG (collectively, "Neurimmune") in the District Court seeking declaratory judgment and permanent injunctive relief regarding our rights under a terminated collaboration agreement related to aducanumab. In September 2025 Neurimmune counterclaimed for declaratory judgment, breach of contract and unfair competition under Massachusetts G.L. 93A and seeks monetary, declaratory and equitable relief and attorneys' fees and costs.

TECFIDERA E.U. Litigation

We have sued certain generic companies for damages for sales of generic versions of TECFIDERA in violation of our regulatory market protection, including Neuraxpharm Pharmaceuticals S.L., Neuraxpharm Netherlands B.V., Zakłady Farmaceutyczne Polpharma S.A., Sandoz B.V., Mylan Ireland Ltd. and Mylan B.V. in the District Court of Amsterdam Netherlands in November 2023; Sandoz A/S in the Danish Maritime and Commercial High Court in June 2024; and STADA Arzneimittel AG, STADA Nordic ApS, Sandoz A/S, Sandoz (Denmark) and Sandoz A/S (Finland), Glenmark Arzneimittel AG and Glenmark Pharmaceuticals Nordic AB in the Finnish Market Court in July 2024. All of these parties have counterclaimed for damages based on our actions to enforce TECFIDERA's regulatory marketing protection.

In September 2025 the European General Court annulled the May 2023 European Commission decision granting TECFIDERA an additional year of regulatory marketing protection extending until February 2025. We and the European Commission appealed and the appeal is pending.

In November 2025 the Technical Boards of Appeal of the European Patent Office revoked our EP 2 653 873 patent related to TECFIDERA, after which we stopped enforcing this patent and its national counterparts. Certain generic companies have filed claims for damages based on injunctions we obtained prior to patent revocation. Such claims have been filed in the Danish Maritime and Commercial High Court by Viatrix ApS in January 2024, Glenmark Pharmaceuticals Nordic AB in July 2025, Sandoz A/S in October 2025, Neuraxpharm Sweden AB and Neuraxpharm Pharmaceuticals S.L. in February 2026 and in the Prague Municipal Court, Czechia, by Glenmark Pharmaceuticals s.r.o., Glenmark Pharmaceuticals Distribution s.r.o. and Zakłady Farmaceutyczne Polpharma S.A. in May 2026, and Mylan Ireland Limited and Viatrix CZ s.r.o. in June 2026.

Germany Tax Matter

In December 2025 and January 2026 a German tax authority issued assessments against us of approximately €209.8 million including interest, which continues to accrue. We are challenging the assessments.

Other Matters

Government Investigations

In May 2024 the Italian Competition Authority informed us that it is investigating Biogen and other companies in relation to our biosimilar product BYOOVIZ.

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

In September 2025 we received a Civil Investigative Demand from the Louisiana Department of Justice for information regarding our policies relating to the purchase of drugs by healthcare organizations that are covered entities under Section 340B of the Public Health Service Act.

In January 2026 we received a request for information regarding TECFIDERA from the European Commission Directorate-General for Competition. In July 2026 the Commission informed us that it has closed the matter.

In May 2026 the Italian Competition Authority announced that it is investigating Biogen in relation to our STRATIFY JCV assay.

In September 2026 the Dutch Competition Authority informed us that it is investigating Biogen in relation to our STRATIFY JCV assay.

TYSABRI Biosimilar Patent Matter

In September 2022 we filed an action in the U.S. District Court for the District of Delaware against Sandoz Inc., other Sandoz entities and Polpharma Biologics S.A. under the Biologics Price Competition and Innovation Act, 42 U.S.C. §262, seeking a declaratory judgment of patent infringement. In January 2026 we filed an amended complaint against Sandoz Inc. alleging infringement of U.S. Patent Nos. 10,233,245 and U.S. 11,292,845 and seeking damages. Trial against Sandoz Inc. is scheduled for April 2027.

Hatch-Waxman Act Litigation relating to SPINRAZA

In May and June 2026, Biogen filed patent infringement proceedings relating to SPINRAZA Orange-Book listed patents (U.S. Patent Nos. 9,926,559, 10,436,802 and 12,013,403) pursuant to the Drug Price Competition and Patent Term Restoration Act of 1984 (the Hatch-Waxman Act) in the U.S. District Court for the District of Delaware against Somerset Therapeutics, LLC, Somerset Pharma, LLC, Somerset Therapeutics Private Limited f/k/a Somerset Therapeutics Limited and Odin Pharmaceuticals, LLC (collectively, Somerset) and Cipla Ltd. and Cipla USA, Inc. (collectively, Cipla).

In June 2026, Biogen, Cold Spring Harbor Laboratory and Ionis Pharmaceuticals, Inc. filed patent infringement proceedings relating to additional SPINRAZA Orange-Book listed patents (U.S. Patent Nos. 8,361,977, 8,980,853 and 9,717,750) pursuant to the Hatch-Waxman Act in the U.S. District Court for the District of Delaware against Somerset. The cases against Somerset and Cipla have been consolidated, and trial is scheduled for May 2028.

Eisai Matter

In June 2025 we filed a request for arbitration in the International Court of Arbitration of the International Chamber of Commerce seeking adoption of a budget and commercialization plan for the European Territory that allocates commercialization activities to Biogen and Eisai in an equitable fashion taking into account our respective capabilities and provides a meaningful role for each party. A hearing is set for May 2027.

Product Liability and Other Legal Proceedings

We are also involved in product liability claims and other legal proceedings incidental to our normal business activities. While the outcome of any of these proceedings cannot be accurately predicted, we do not believe the ultimate resolution of any of these existing matters would have a material adverse effect on our business or financial condition.

Note 22: Segment Information

We operate and are managed as one operating segment, and derive revenue from activities related to the discovery, development and delivery of innovative therapies for people living with serious and complex diseases.

Our research and development organization is responsible for the research and discovery of new product candidates and supports development and registration efforts for potential future products. Our pharmaceutical, operations and technology organization manages the development of the manufacturing processes, clinical trial supply, commercial product supply, distribution, buildings and facilities. Our commercial organization is responsible for U.S. and international development of our commercial products. We are also supported by corporate staff functions.

Our CEO, as 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 deciding how to best deploy these resources across functions, therapeutic areas and research and development projects that are in line with our long-term company-wide

BIOGEN INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

strategic goals. In making these decisions, our CEO is provided with and 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 segment's net income. Through this analysis, which includes a comparison to budgeted results, the CODM assesses performance and how to allocate resources across the functions discussed above. The measure of segment assets used in determining how to manage and allocate resources is reported within our condensed consolidated balance sheets as total assets.

The table presented below, which was prepared in accordance with the accounting policies discussed in *Note 1, Summary of Significant Accounting Policies*, to our consolidated financial statements included in our 2025 Form 10-K, contains additional information on our segment's revenue and profits, including significant segment expense and other segment items.

Additional Segment Information

The following table includes additional information about reported segment revenue, significant segment expense and segment measure of profitability:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Total revenue	\$ 2,804.1	\$ 2,534.7	\$ 8,017.9	\$ 7,611.2
Less cost and expense:				
Cost of sales, excluding amortization and impairment of acquired intangible assets:				
Product cost of sales	541.6	384.0	1,602.6	1,261.2
Royalty cost of sales	206.8	290.4	583.7	647.5
Research and development:				
Research and discovery	54.2	41.0	136.3	131.9
Early stage programs	87.1	59.9	205.4	184.2
Late stage programs	176.0	60.4	398.3	154.4
Marketed products	112.7	107.7	418.7	284.9
Other research and development costs ⁽¹⁾	144.0	167.1	483.9	513.8
Acquired in-process research and development, upfront and milestone expense	283.8	2.1	481.8	249.4
Selling, general and administrative	752.0	594.8	2,069.0	1,751.1
Other segment expense ⁽²⁾	466.5	360.8	1,241.8	1,091.0
Net (loss) income attributable to Biogen Inc.	\$ (20.6)	\$ 466.5	\$ 396.4	\$ 1,341.8

⁽¹⁾ Other research and development costs primarily consist of indirect costs incurred in support of overall research and development activities and non-specific programs, including activities that benefit multiple programs, such as management costs, as well as depreciation, information technology and facility-based expenses and are not allocated to a specific program or stage.

⁽²⁾ Other segment expense includes: amortization and impairment of acquired intangible assets; collaboration profit sharing/(loss reimbursement); (gain) loss on fair value remeasurement of contingent consideration; restructuring charges; other (income) expense, net; and income tax (benefit) expense.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our unaudited condensed consolidated financial statements (condensed consolidated financial statements) and the accompanying notes beginning on page 9 of this quarterly report on Form 10-Q and our audited consolidated financial statements and the accompanying notes included in our 2025 Form 10-K.

The results and operations of Apellis, along with the estimated fair values of the assets acquired and liabilities assumed in the Apellis acquisition, have been included in our condensed consolidated financial statements since the closing of the Apellis acquisition on May 14, 2026.

EXECUTIVE SUMMARY

INTRODUCTION

Biogen is a global biopharmaceutical company focused on discovering, developing and delivering innovative therapies for people living with serious and complex diseases. We are focused on advancing our pipeline, including significant late stage programs, in neurology, specialized immunology and rare diseases across multiple modalities. Our drug discovery and development efforts are supported by internal research and development programs, external collaborations and acquisitions of businesses and assets.

Our marketed products include VUMERITY, TYSABRI, TECFIDERA, AVONEX and PLEGRIDY for the treatment of MS; SPINRAZA for the treatment of SMA; SKYCLARYS for the treatment of FA; QALSODY for the treatment of ALS; SYFOVRE for the treatment of GA; and EMPAVELI for the treatment of PNH, C3G and primary IC-MPGN.

We also have collaborations with Eisai on the commercialization of LEQEMBI for the treatment of Alzheimer's disease and Supernus on the commercialization of ZURZUVAE for the treatment of PPD. We have certain business and financial rights with current and other potential anti-CD20 therapies, pursuant to our collaboration arrangements with Genentech, a wholly owned member of the Roche Group. Under the collaboration arrangements, we currently recognize revenue from the following products: OCREVUS, GAZYVA, RITUXAN, RITUXAN HYCELA, LUNSUMIO and COLUMVI.

On May 14, 2026, we completed the acquisition of Apellis. As a result of this acquisition we acquired SYFOVRE for the treatment of geographic atrophy, or GA, an immune-mediated retinal disease; and EMPAVELI for the treatment of paroxysmal nocturnal hemoglobinuria, or PNH, a rare blood disorder, and C3 glomerulopathy, or C3G, and primary immune complex membranoproliferative glomerulonephritis, or primary IC-MPGN, in rare immune-mediated kidney diseases. For additional information on the acquisition of Apellis, please read *Note 2, Acquisitions*, to these condensed consolidated financial statements.

We commercialize a portfolio of biosimilars of advanced biologics including: BENEPALI, an etanercept biosimilar referencing ENBREL; IMRALDI, an adalimumab biosimilar referencing HUMIRA; and FLIXABI, an infliximab biosimilar referencing REMICADE.

For additional information on our collaboration arrangements, please read *Note 19, Collaborative and Other Relationships*, to our condensed consolidated financial statements included in this report.

BUSINESS ENVIRONMENT

The biopharmaceutical industry and the markets in which we operate are intensely competitive. Many of our competitors are working to develop or have commercialized products similar to those we market. In addition, the commercialization of certain of our own approved products, products of our collaborators and pipeline product candidates may negatively impact future sales of our existing products.

Our products and revenue streams continue to face increasing competition in many markets from the introduction of new originator therapies, generics, biosimilars of existing products and products approved under abbreviated regulatory pathways. Some of these products are likely to be sold at substantially lower prices than branded products. Accordingly, the introduction of such products as well as other lower-priced competing products has significantly reduced, and in the future may significantly reduce, both the price that we are able to charge for our products and the volume of products we sell, which can negatively impact our revenue. In addition, in some markets, when a generic or biosimilar version of one of our products is commercialized, it may be automatically substituted for our product and significantly reduce our revenue in a short period of time.

Sales of our products depend, to a significant extent, on the availability and extent of adequate coverage, pricing and reimbursement from government health administration authorities, private health insurers and other organizations. When a new pharmaceutical product is approved, the availability of government and private reimbursement for that product may be uncertain, as is the pricing and the amount for which that product will be reimbursed.

Our future revenue growth will depend upon the successful clinical development, regulatory approval and launch of new commercial products as well as additional indications for our existing products, our ability to obtain and maintain patents and other rights related to our marketed products, assets originating from our research and development efforts and/or successful execution of external business development opportunities.

We seek to ensure an uninterrupted supply of medicines to patients around the world. To that end, we regularly review our manufacturing capacity, capabilities, processes and facilities. In order to support our future growth and drug development pipeline, we expanded our large molecule production capacity and built a large-scale biologics manufacturing facility in Solothurn, Switzerland. The Solothurn facility is operational and has been approved for the manufacture of LEQEMBI and TYSABRI. We believe that the Solothurn facility will support our anticipated near to mid-term needs for the manufacturing of biologic assets. The plant represents a significant increase in our overall manufacturing capacity. Additionally, we continue to invest to modernize, automate and support the capacity requirements for our pipeline and existing products at our existing manufacturing facilities in RTP, North Carolina. If we are unable to fully utilize our manufacturing facilities, we will incur additional excess capacity charges which would have a negative effect on our financial condition and results of operations.

For a detailed discussion on our business environment, please read *Item 1. Business*, in our 2025 Form 10-K. For additional information on our competition and pricing risks that could negatively impact our product sales, please read *Item 1A. Risk Factors* included in this report.

TYSABRI

A biosimilar entrant of TYSABRI was approved in the U.S. and the E.U. in 2023. We expect the future sales of TYSABRI will continue to be adversely affected by the entrance of this biosimilar.

TECFIDERA

In November 2025 the Technical Boards of Appeal of the European Patent Office revoked our EP 2 653 873 patent related to TECFIDERA, after which we stopped enforcing this patent and its national counterparts. Multiple TECFIDERA generic entrants are now in North America, Brazil and the E.U. and have deeply discounted prices compared to TECFIDERA. The generic competition for TECFIDERA has significantly reduced our TECFIDERA revenue compared to prior periods, and we expect that TECFIDERA revenue will continue to decline.

For additional information, please read *Note 21, Litigation*, to our condensed consolidated financial statements included in this report.

BUSINESS UPDATE REGARDING MACROECONOMIC CONDITIONS AND OTHER POTENTIAL DISRUPTIONS

Significant portions of our business are conducted in Europe, Asia and other international geographies. Factors such as global health outbreaks, adverse weather events, geopolitical events or conflicts, tariffs, inflation, labor or raw material shortages and other supply chain disruptions could result in product shortages or other difficulties and delays or increased costs in manufacturing or distributing our products.

Economic conditions remain uncertain as markets continue to be impacted in part by continued inflationary pressures, higher interest rates, extreme weather events, global supply chain uncertainties and risks associated with geopolitical conflicts. Global supply chain disruptions, such as strikes, work stoppages, port congestion, port closures, trade restrictions, capacity constraints and other logistical problems, may affect our ability to do business.

INTERNATIONAL TRADE

Global conflicts or disputes and interruptions in international relationships, including tariffs, trade protection measures, economic embargoes, import or export licensing requirements and the imposition of trade sanctions or similar restrictions, may affect our ability to do business and the costs that we incur in providing products to our patients.

In 2025 the U.S. imposed a series of tariffs on imports from nearly all countries, including tariffs pursuant to the IEEPA subject to certain exemptions. Trade-related tensions between the U.S. and China have also led to a series of tariffs and sanctions being imposed by the U.S. on imports from China and retaliatory tariffs imposed by China on U.S. imports, subject as well to exemptions.

Furthermore, in 2025, the U.S. reached a series of Framework Agreements with some countries and trading blocs including the E.U., Switzerland, the U.K., Japan and South Korea, carving U.S. tariff rates for certain import categories between 10.0% and 15.0%.

In February 2026 the U.S. Supreme Court issued a ruling striking down tariffs previously imposed under the IEEPA. The ultimate availability, timing and amount of any potential refunds of such tariffs remain highly uncertain and could be subject to further legal, regulatory and administrative developments. The amount of IEEPA tariff refunds, if any, that we ultimately recover may differ from the full amount we previously paid. Furthermore, any potential refunds or recoveries may be offset by refunds due to customers for payments made in connection with the IEEPA tariffs. As of this filing date, we have not recorded a receivable for any refund of IEEPA tariffs.

Following the Supreme Court's decision, the U.S. Administration imposed a 10% baseline tariff on imports from nearly all countries, in addition to any existing non-IEEPA tariffs. The baseline tariff expired on July 24, 2026. Effective July 24, 2026, the U.S. Administration imposed new tariffs of 10.0% to 12.5% on goods from approximately 60 economies under Section 301 of the Trade Act of 1974, subject to certain exemptions, and reduced rates for goods from certain economies where we have significant operations or commercial presence, such as the E.U. and Switzerland. There remains substantial uncertainty regarding the duration of existing and newly announced tariffs, potential changes or pauses to such tariffs, tariff levels and whether further additional tariffs or other retaliatory actions may be imposed, modified or suspended and the impacts of such actions on our business.

The U.S. Secretary of Commerce previously initiated an investigation to determine the effects on the national security of imports of pharmaceuticals and pharmaceutical ingredients, including finished drug products, medical countermeasures, critical inputs such as active pharmaceutical ingredients, key starting materials and derivative products of those items, under Section 232 of the Trade Expansion Act of 1962. In April 2026 after the investigation concluded, the U.S. Administration issued a Proclamation imposing a 100% tariff on imports of patented pharmaceuticals, biologics and associated ingredients, subject to certain exemptions and reduced rates. The Proclamation tariffs went into effect for certain categories on July 31, 2026, and others on September 29, 2026.

In June 2026, the EU Parliament published a list of tariffs' exemptions for U.S. originating goods (including some pharmaceuticals) with an effective date of July 1, 2026, until December 31, 2029.

There is a high degree of uncertainty concerning what future steps countries and economic blocs will take in response to changes in global trade rules and economics.

We have a significant manufacturing presence in the U.S. While our portfolio is evolving, approximately three quarters of our 2026 and 2025 U.S. product revenue were attributable to products that were largely manufactured in the U.S. However, we, and the biopharmaceutical industry, do utilize partners and production facilities located outside the U.S. for certain raw materials, ingredients, processes and components for our products and their delivery technologies. Engaging alternative suppliers may involve seeking additional regulatory approvals and incurring additional costs and risks associated with new suppliers. This may be costly in terms of time and resources needed or result in delays.

Key products that are currently manufactured primarily outside the U.S. are EMPAVELI, LEQEMBI, TECFIDERA and VUMERITY. In 2024 we initiated a technology transfer process to enable us to manufacture LEQEMBI in the U.S., which was approved in January 2026.

Although certain starting materials for SKYCLARYS rely on a single supplier based in China, the manufacturing process, including active pharmaceutical ingredients and drug substance, is primarily conducted in the U.S.

We are working to mitigate potential exposure from tariffs across our network, and as of the date of this filing, we do not expect the tariffs currently applicable to our business to result in a material adverse effect on our operations in 2026. This is based on existing tariffs in place or potential tariffs as previously announced by the U.S. Administration, our manufacturing footprint and our inventory levels and market positioning. Should additional tariffs be enacted, our business could be impacted in the future and our results and operations could differ materially from our current expectations. We will continue to monitor the current and future global tariff landscape as it evolves.

GEOPOLITICAL TENSIONS

The ongoing geopolitical tensions related to Russia's invasion of Ukraine and the military conflict in the Middle East and other global geopolitical developments have resulted in global business disruptions and economic volatility. For

example, sanctions and other restrictions have been levied on the government and businesses in Russia. Although we do not have affiliates or employees in either Russia or Ukraine, we do provide various therapies to patients in Russia through a distributor. Government sanctions on the export of certain manufacturing materials to Russia may delay or limit our ability to get new products approved. The impact of the conflict on our operations and financial performance remains uncertain and will depend on future developments, including the severity and duration of the conflict between Russia and Ukraine, its impact on regional and global economic conditions and whether the conflict spreads or has effects on countries outside Ukraine and Russia.

We are closely monitoring ongoing geopolitical tensions in the Middle East, including the recent conflict involving the U.S., Israel and Iran, and the related regional instability. The ongoing geopolitical conflicts in the region could lead to significant disruption of fuel and energy supplies and increases in global fuel prices, which could heighten inflationary pressures, disrupt global supply chains and adversely impact the availability and pricing of raw materials. For example, our primary shipping method for resources and finished goods is through air freight. We will continue to evaluate and take actions to mitigate any potential impacts on our business, results of operations and financial condition. Although the long-term effects remain uncertain, this geopolitical conflict did not have any material effects on our results of operations for the three and nine months ended September 30, 2026.

We will continue to monitor the ongoing conflict between Russia and Ukraine as well as the military conflict in the Middle East and other global geopolitical developments and assess any potential impacts on our business, supply chain, partners or customers, as well as any factors that could have an adverse effect on our results of operations. Revenue generated from sales in Russia and Ukraine represent less than 2.0% of total revenue for the three and nine months ended September 30, 2026 and 2025. Additionally, revenue generated from sales in the broader Middle East region represents less than 3.0% of total revenue for the three and nine months ended September 30, 2026 and 2025.

FACTORS AFFECTING PHARMACEUTICAL PRICING AND OTHER DEVELOPMENTS

Drug prices are under significant scrutiny in many of the markets in which our products are prescribed. For example, legislation like the IRA has certain provisions related to drug pricing, including the ability for the U.S. government to exert considerable influence over prices for certain drugs in Medicare. Additional regulatory or executive actions in the U.S., including those relating to MFN pricing, have been issued or proposed concerning drug pricing and rebates. In addition, many European countries require negotiation of the commercial price within their country and the timelines associated with these pricing approvals has, in some cases, lengthened and have more uncertain outcomes. We expect drug pricing and other healthcare costs will continue to be subject to political and societal pressures on a global basis. As the policy environment remains dynamic, we will continue to monitor legislative and regulatory developments and how U.S. and international drug pricing may impact our business in the future.

Increasingly, our ability to set or influence the price for our products varies significantly from country to country and, as a result, so can the price or reimbursement of our products. Governments are using a variety of cost-containment measures to control the cost of medicines and achieve economic and budgetary objectives, including price cuts, arbitration hearings, pharmaceutical taxes, mandatory rebates, volume caps, value-based pricing and reference pricing (i.e., referencing prices in other countries and using those reference prices to set a price).

If our efforts to obtain or maintain adequate coverage, pricing or reimbursement for our products are not successful, it could have an adverse effect on our business, reputation, revenue and results of operations, could curtail or eliminate our ability to adequately fund research and development programs for the discovery, launch or commercialization of new products and/or could cause a decline or volatility in our stock price.

In addition to the impact of competition, pricing actions and other measures being taken worldwide designed to reduce healthcare costs and limit the overall level of government expenditures, our sales and operations could also be affected by other risks of doing business internationally, including the impact of public health epidemics on employees, the global economy and the delivery of healthcare treatments, geopolitical events, tariffs, supply chain disruptions, foreign currency exchange fluctuations, changes in intellectual property legal protections and changes in trade regulations and procedures.

In August 2022 the IRA was signed into law in the U.S. The IRA introduced new tax provisions, including a 15.0% corporate alternative minimum tax and a 1.0% excise tax on stock repurchases. The provisions of the IRA are effective for periods after December 31, 2022. The IRA did not result in any material adjustments to our income tax provision or other income tax balances as of September 30, 2026 and December 31, 2025. Preliminary guidance has been issued by the IRS and we expect additional guidance and regulations to be issued in future periods. We continue to assess its potential impact on our business and results of operations as further information becomes available.

The IRA also contains substantial drug pricing reforms that may have a significant impact on the pharmaceutical industry in the U.S. This includes the following:

- (i) allowing CMS to negotiate prices for select high-cost Medicare Part D drugs (beginning in 2026) and Part B drugs (beginning in 2028) to reduce out-of-pocket prescription drug costs for beneficiaries, potentially resulting in higher contributions from plans and manufacturers;
- (ii) drug inflationary rebate requirements to penalize manufacturers from raising the prices of Medicare covered single-source drugs and biologics beyond the inflation-adjusted rate, beginning in 2022 for Part D drugs and 2023 for Part B drugs;
- (iii) to incentivize biosimilar development, the IRA provides an 8.0% Medicare Part B add-on payment for qualifying biosimilar products for a five-year period; and
- (iv) Medicare Part D redesign which replaces the current coverage gap provisions and establishes a \$2,000 cap for out-of-pocket costs for Medicare beneficiaries beginning in 2025, with manufacturers being responsible for up to 10.0% of costs up to the \$2,000 cap and up to 20.0% after that cap is reached.

The IRA's drug pricing controls and Medicare Part D redesign have had an adverse impact on our sales, particularly for our products that are more substantially reliant on Medicare reimbursement. The IRA Medicare Part D redesign had a modest net unfavorable impact to our revenue, concentrated in our SKYCLARYS and MS portfolio product revenue.

The degree of impact from this legislation on our business depends on a number of forthcoming implementation actions by regulatory authorities, which may be further impacted by other legislative acts that may modify or replace the IRA. The full extent of the IRA's impact on our sales and, in turn, our business, remains uncertain.

Additionally, in May 2025 the U.S. government issued an executive order aiming to establish an MFN drug pricing policy that would tie U.S. drug prices to the prices paid for drugs in other developed countries. HHS actions to set MFN pricing targets for prescription drugs, including the use of international reference pricing to set drug prices in the U.S. may result in reduced prices and reimbursement for certain of our products in the U.S.

In September 2026, CMS published a final rule establishing the Global Benchmark for Efficient Drug Pricing Model, a mandatory Medicare Part B drug payment model that implements the current administration's MFN pricing policy for drugs reimbursed under that program. The final rule is narrower than the initial rule proposed in December 2025, with expanded exemptions. The model begins on January 1, 2027, with the collection of voluntary manufacturer-submitted international net pricing data. We do not currently believe this will have a material impact on our business in 2027.

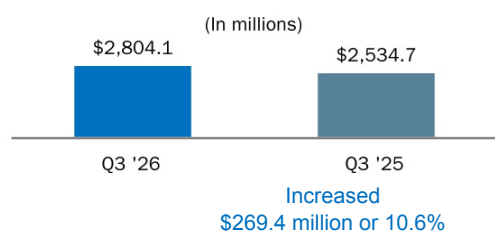
These items and any additional legislation, regulations or initiatives related to drug pricing, such as the additional CMS-proposed MFN initiative, the Guarding U.S. Medicare Against Rising Drug Costs for certain Medicare Part D drugs, could create additional uncertainty around the timing and prioritization of our worldwide commercial efforts and adversely impact our business and results of operations.

We continue to evaluate the potential impact of the actions discussed above on our business and operations.

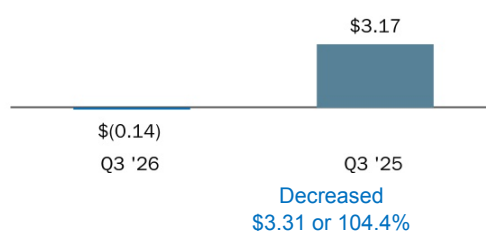
FINANCIAL HIGHLIGHTS

As described below under *Results of Operations*, our net income and diluted earnings per share attributable to Biogen Inc. for the three months ended September 30, 2026, compared to the three months ended September 30, 2025, reflects the following:

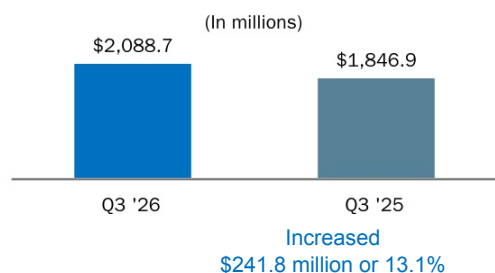
TOTAL REVENUE



DILUTED EARNINGS PER SHARE



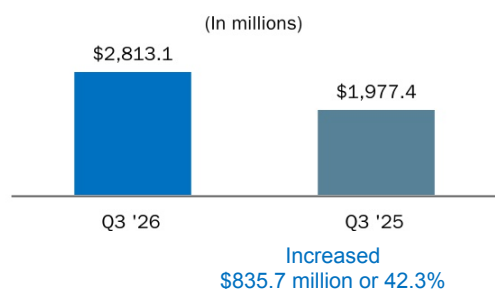
PRODUCT REVENUE, NET



- Rare disease revenue increased \$143.0 million, or 26.8%
- Specialized immunology revenue of \$242.8 million
- MS revenue decreased \$142.2 million, or 13.4%

- The increase in rare disease product revenue was primarily due to the continued launch of the high-dose regimen of SPINRAZA as well as revenue growth from our launch products, including SKYCLARYS, QALSODY and ZURZUVAE, partially offset by unfavorable inventory dynamics resulting from timing of shipments of SPINRAZA in certain international markets.
- U.S. revenue for SYFOVRE and EMPAVELI was \$242.8 million.
- ZURZUVAE revenue of \$84.4 million in the third quarter of 2026 was driven by the continued launch in the U.S.
- The decrease in MS product revenue was primarily due to a decrease in global demand of TECFIDERA, particularly in Europe, resulting from generic competition as well as decrease in global demand of our Interferon products as patients continue the long-term trend of transitioning to oral and higher efficacy therapies.

TOTAL COST AND EXPENSE



- Cost of sales increased \$74.0 million, or 11.0%
- R&D expense increased \$137.9 million, or 31.6%
- SG&A expense increased \$157.2 million, or 26.4%
- Acquired IPR&D, upfront and milestone expense increased \$281.7 million

- The increase in cost of sales was primarily due to higher amortization costs associated with the acquired inventory fair value step-up adjustment, which increased by \$135.7 million, primarily driven by the Apellis acquisition, as well as higher product revenues. The increase was partially offset by a charge recorded during the third quarter of 2025 of approximately \$104.3 million related to a litigation matter.
- The increase in R&D expense was primarily due to higher spend on clinical trials, including felzartamab, salanersen and litifilimab as well as additional expenses resulting from our acquisition of Apellis.
- The increase in SG&A expense was primarily due to the inclusion of the commercial and management operations of Apellis subsequent to our acquisition of the company and an increase in operational spending on sales and marketing activities in support of our U.S. and international product launches.
- The increase in acquired IPR&D, upfront and milestone expense was due to \$283.8 million in upfront and milestone charges recorded in the third quarter of 2026, primarily driven by our RayThera acquisition.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

- Cash, cash equivalents and marketable securities totaled approximately \$1.3 billion as of September 30, 2026, compared to approximately \$4.2 billion as of December 31, 2025. The decrease was primarily due to total consideration paid of \$5.1 billion for our acquisition of Apellis, net of cash acquired, partially offset by net borrowings of \$1.4 billion.

- We generated approximately \$1.7 billion of net cash flow from operations for the nine months ended September 30, 2026, compared to approximately \$1.7 billion in the prior year comparative period.

RECENT DEVELOPMENTS

ACQUISITIONS

APELLIS PHARMACEUTICALS, INC.

On May 14, 2026, we completed the acquisition of all of the issued and outstanding shares of Apellis, a commercial-stage biopharmaceutical company focused on the discovery, development and commercialization of novel therapeutic compounds to treat diseases with high unmet needs. As a result of this acquisition we acquired two FDA-approved products from Apellis: SYFOVRE (pegcetacoplan injection) for the treatment of GA, an immune-mediated retinal disease; and EMPAVELI (pegcetacoplan) for the treatment of PNH, a rare blood disorder, and C3G and primary IC-MPGN, rare immune-mediated kidney diseases. The addition of Apellis is expected to enhance our short- and long-term revenue growth profile by adding two commercialized, differentiated, specialized immunology products to our growth portfolio.

Under the terms of this acquisition, Apellis shareholders were entitled to \$41.00 in cash for each issued and outstanding Apellis share, which totaled approximately \$5.3 billion, and one contractual, non-transferable contingent value right per share representing the right to receive contingent cash payments of up to an aggregate of \$4.00 per share in cash, subject to the achievement of specified annual global net sales thresholds for SYFOVRE. In addition, the total purchase price included approximately \$70.7 million of future consideration attributable to pre-acquisition services.

We funded this acquisition of Apellis with available cash and marketable securities on hand, supplemented by the issuance of a \$2.0 billion term loan under our 2026 Term Loan and a \$400.0 million drawdown from our revolving credit facility.

We accounted for this acquisition as a business combination using the acquisition method of accounting in accordance with ASC Topic 805, *Business Combinations*, and recorded assets acquired and liabilities assumed at their respective fair values as of the acquisition date.

For additional information on our acquisition of Apellis, please read *Note 2, Acquisitions*, to our condensed consolidated financial statements included in this report.

RAYTHERA INC.

On August 6, 2026, we completed the acquisition of all of the issued and outstanding shares of RayThera Inc., a private biotechnology company focused on discovering and developing small molecule therapies in immunology. RayThera's portfolio includes a lead program which entered Phase 1 development during the third quarter of 2026 that could potentially treat immune-mediated conditions across a range of indications.

We made an upfront cash payment of \$225.0 million. We may pay additional development and regulatory milestones to the former shareholders of RayThera of up to \$275.0 million and \$500.0 million, respectively. We accounted for this acquisition as an asset acquisition as substantially all of the value being acquired relates to the lead program.

This acquisition excluded certain preclinical assets, which were divested from RayThera into a newly formed independent company prior to the closing of this acquisition.

For additional information on our acquisition of RayThera, please read *Note 2, Acquisitions*, to our condensed consolidated financial statements included in this report.

TJ BIOPHARMA (HANGZHOU) CO., LTD.

In April 2026 we entered into an asset purchase agreement with TJ Biopharma (Hangzhou) Co., Ltd. to acquire TJ Bio's exclusive rights to felzartamab in the greater China region. With this agreement, we own exclusive worldwide rights to felzartamab.

Under the terms of this agreement we made an upfront payment of \$100.0 million to TJ Bio, which was recorded in acquired in-process research and development, upfront and milestone expense within our condensed consolidated statements of income for the nine months ended September 30, 2026.

TJ Bio will also be eligible to receive potential commercial and sales milestone payments of up to \$20.0 million and \$730.0 million, respectively, if all specified milestones set forth in this collaboration are achieved. In addition, we may pay TJ Bio tiered royalties on potential net sales of felzartamab in the greater China region in the mid-single digit to low-double digit percentages.

Additionally, we assumed regulatory and sales milestone obligations under a pre-existing agreement between TJ Bio and MorphoSys and may pay MorphoSys tiered royalties on potential net sales of felzartamab in the greater China region.

COLLABORATIVE AND OTHER RELATIONSHIPS

ALTEOGEN INC.

In March 2026 we entered into an exclusive license agreement with Alteogen Inc. to enable the development of a subcutaneous formulation of two biologics using Alteogen's ALT-B4 hyaluronidase technology.

In connection with the closing of this transaction we accrued an upfront payment of \$20.0 million to Alteogen, which was recognized in acquired in-process research and development, upfront and milestone expense within our condensed consolidated statements of income for the nine months ended September 30, 2026, and was paid during the second quarter of 2026.

Alteogen will also be eligible to receive a \$10.0 million option payment if a second program is selected for development, as well as potential development, regulatory and commercial milestone payments and tiered royalties in the mid-single digit percentages on net sales of any combination products resulting from the collaboration.

ALLOY THERAPEUTICS, INC.

In March 2026 we entered into a collaboration and license agreement with Alloy Therapeutics Inc. for the use of Alloy's novel and proprietary AntiClastic ASO Platform. Through this collaboration, we plan to apply the platform to advance antisense therapeutics against multiple targets.

In connection with the closing of this transaction we accrued an upfront payment of \$12.0 million to Alloy, which was recognized in acquired in-process research and development, upfront and milestone expense within our condensed consolidated statements of income for the nine months ended September 30, 2026, and was paid during the second quarter of 2026.

Alloy will also be eligible to receive potential milestone payments and tiered royalties on any products resulting from the collaboration.

DEVELOPMENTS IN KEY COLLABORATIVE RELATIONSHIPS

LEQEMBI (lecanemab)

United States

Key developments related to LEQEMBI in the U.S. during 2026 consisted of the following:

- In July 2026 the FDA approved the supplemental BLA for LEQEMBI subcutaneous autoinjector, LEQEMBI IQLIK, for a weekly initiation dose, which became commercially available in the U.S. in August 2026.
- In March 2026 we and our collaboration partner Eisai announced new real-world findings from an analysis of long-term treatment persistence and baseline characteristics among people receiving IV lecanemab. The findings showed that most patients continue with ongoing maintenance therapy after the initial 18 months of treatment.

Rest of World

Key developments related to LEQEMBI (lecanemab) in rest of world markets during 2026 consisted of the following:

- In September 2026 Japan approved the NDA for LEQEMBI subcutaneous autoinjector as a new route of administration.
- In September 2026 China approved the BLA for LEQEMBI subcutaneous autoinjector for a weekly initiation dose. We expect commercial launch to occur during the first quarter of 2027.
- In August 2026 we and Eisai announced that Canada's Drug Agency has issued a final recommendation supporting public reimbursement of LEQEMBI for eligible patients in Canada living with mild cognitive impairment or mild dementia due to Alzheimer's disease.

OTHER KEY DEVELOPMENTS

ZOREVUNERSEN (BIIB151)

- In September 2026 we presented data on clinical experience with zorevunersen in patients with Dravet syndrome, including two Phase 1/2a and ongoing open-label extension studies. The data showed substantial and durable reductions in seizures and continuing improvements in cognition and behavior. A new exploratory sub-analysis also showed substantial reductions in the most severe seizure types, which are the leading risk factor for sudden unexpected death in epilepsy.

BIIB091

- In July 2026 we announced that the Phase 2 data in relapsing-remitting multiple sclerosis has achieved proof-of-concept and that we will be exploring next steps for the asset.

ZURZUVAE (zuranolone)

- In September 2025 the EC approved ZURZUVAE in the E.U. for the treatment of PPD in adults following childbirth, offering the first and only treatment indicated for PPD in the E.U. In July 2026 ZURZUVAE launched in Germany.

DIRANERSEN (BIIB080)

- In May 2026 we announced topline results from the Phase 2 CELIA study evaluating diranersen, an investigational ASO therapy targeting tau, in individuals with early Alzheimer's disease. CELIA did not meet its primary endpoint assessing dose response. In July 2026 we announced data from the Phase 2 CELIA study. The data, presented at the Alzheimer's Association International Conference 2026, expand upon previously reported topline results and demonstrate a combination of meaningful clinical efficacy and robust biomarker effects, providing Phase 2 proof of concept for diranersen's tau-directed mechanism of action. Based on the growing and consistent body of evidence from the Phase 1b and Phase 2 studies and upon what we believe to be a combination of reduction in tau pathology and clinical benefit, including cognition, we plan to advance diranersen into confirmatory Phase 3 development.

LITIFILIMAB

- In March 2026 we announced positive results from the Phase 2 part of the AMETHYST Phase 2/3 study (Part A) of litifilimab in people living with CLE. The Phase 2 part of the AMETHYST study met its primary endpoint of reduction of disease activity in people living with CLE at Week 16, with more litifilimab participants achieving clear/almost clear skin. If approved, litifilimab could be the first targeted therapy for this disease.
- In January 2026 the FDA granted Breakthrough Therapy designation for litifilimab for the treatment of CLE.

SALANERSEN (BIIB115)

- In March 2026 we presented additional results from the Phase 1b study of salanersen, an ASO given once a year for the treatment of SMA. The data showed support for the safety and effectiveness of salanersen over one year of treatment in children with SMA who had the potential for improvement due to suboptimal clinical status with prior gene therapy.
- In June 2026 the FDA granted Breakthrough Therapy designation for salanersen for the treatment of SMA.

SPINRAZA (nusinersen)

- In March 2026 the FDA approved the high-dose regimen of SPINRAZA, which is comprised of 50 mg/5 mL and 28 mg/5 mL doses for the treatment of SMA.
- In January 2026 the EC granted marketing authorization for a high dose regimen of SPINRAZA in the E.U. for the treatment of 5q SMA, which is the most common form of the disease and represents approximately 95% of all SMA cases. The high-dose regimen is comprised of 50 mg/5 mL and 28 mg/5 mL doses and individuals transitioning from the 12 mg dose will receive one 50 mg dose in place of their next 12 mg dose, followed by 28 mg maintenance doses every four months thereafter.

DISCONTINUED PROGRAMS AND STUDIES

BIIB122

- In May 2026 we and our collaboration partner Denali, announced topline results from the Phase 2b LUMA study evaluating BIIB122, an investigational small molecule inhibitor of LRRK2 in individuals with early-stage Parkinson's disease. Results from the study show that BIIB122 did not meet its primary and secondary endpoints. Based on these results we and Denali will discontinue development of BIIB122 in idiopathic Parkinson's disease.

RESULTS OF OPERATIONS

REVENUE

The following revenue discussion should be read in conjunction with *Note 5, Revenue*, to our condensed consolidated financial statements included in this report.

Revenue is summarized as follows:

For the Three Months Ended September 30,						
(In millions, except percentages)	2026		2025		\$ Change	% Change
Product revenue, net:						
United States	\$ 1,265.0	45.1 %	\$ 935.3	36.9 %	\$ 329.7	35.3 %
Rest of world	823.7	29.4	911.6	36.0	(87.9)	(9.6)
Total product revenue, net	2,088.7	74.5	1,846.9	72.9	241.8	13.1
Revenue from anti-CD20 therapeutic programs	497.3	17.8	493.9	19.4	3.4	0.7
Alzheimer's collaboration revenue ⁽¹⁾	68.4	2.4	42.7	1.7	25.7	60.2
Contract manufacturing, royalty and other revenue	149.7	5.3	151.2	6.0	(1.5)	(1.0)
Total revenue	\$ 2,804.1	100.0 %	\$ 2,534.7	100.0 %	\$ 269.4	10.6 %
For the Nine Months Ended September 30,						
(In millions, except percentages)	2026		2025		\$ Change	% Change
Product revenue, net:						
United States	\$ 3,218.7	40.1 %	\$ 2,630.2	34.5 %	\$ 588.5	22.4 %
Rest of world	2,538.7	31.7	2,821.9	37.1	(283.2)	(10.0)
Total product revenue, net	5,757.4	71.8	5,452.1	71.6	305.3	5.6
Revenue from anti-CD20 therapeutic programs	1,429.9	17.8	1,339.4	17.6	90.5	6.8
Alzheimer's collaboration revenue ⁽¹⁾	191.6	2.4	130.6	1.7	61.0	46.7
Contract manufacturing, royalty and other revenue	639.0	8.0	689.1	9.1	(50.1)	(7.3)
Total revenue	\$ 8,017.9	100.0 %	\$ 7,611.2	100.0 %	\$ 406.7	5.3 %

⁽¹⁾ Alzheimer's collaboration revenue consists of our 50.0% share of LEQEMBI product revenue, net and cost of sales, including royalties.

PRODUCT REVENUE

Product revenue is summarized as follows:

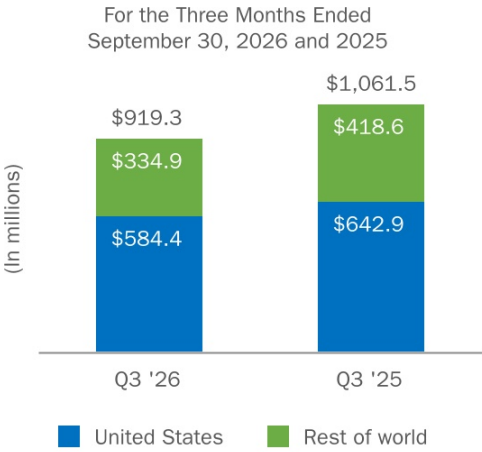
For the Three Months Ended September 30,										
(In millions, except percentages)	2026				2025				\$ Change	% Change
	United States	Rest of World	Total	% Total	United States	Rest of World	Total	% Total		
Multiple Sclerosis	\$ 584.4	\$ 334.9	\$ 919.3	44.0 %	\$ 642.9	\$ 418.6	\$ 1,061.5	57.5 %	\$ (142.2)	(13.4)%
Rare Disease	354.4	321.9	676.3	32.4	235.1	298.2	533.3	28.9	143.0	26.8
Specialized Immunology ⁽¹⁾	242.8	—	242.8	11.6	—	—	—	—	242.8	—
Biosimilars	—	165.9	165.9	8.0	2.0	194.8	196.8	10.6	(30.9)	(15.7)
Other ⁽²⁾	83.4	1.0	84.4	4.0	55.3	—	55.3	3.0	29.1	52.6
Total product revenue, net	\$ 1,265.0	\$ 823.7	\$ 2,088.7	100.0 %	\$ 935.3	\$ 911.6	\$ 1,846.9	100.0 %	\$ 241.8	13.1 %

For the Nine Months Ended September 30,										
(In millions, except percentages)	2026				2025				\$ Change	% Change
	United States	Rest of World	Total	% Total	United States	Rest of World	Total	% Total		
Multiple Sclerosis	\$ 1,764.8	\$ 1,075.3	\$ 2,840.1	49.3 %	\$ 1,790.7	\$ 1,331.0	\$ 3,121.7	57.2 %	\$ (281.6)	(9.0)%
Rare Disease	873.8	961.4	1,835.2	31.9	700.9	938.7	1,639.6	30.1	195.6	11.9
Specialized Immunology ⁽¹⁾	370.6	—	370.6	6.4	—	—	—	—	370.6	—
Biosimilars	0.1	500.8	500.9	8.7	8.8	550.5	559.3	10.3	(58.4)	(10.4)
Other ⁽²⁾	209.4	1.2	210.6	3.7	129.8	1.7	131.5	2.4	79.1	60.2
Total product revenue, net	\$ 3,218.7	\$ 2,538.7	\$ 5,757.4	100.0 %	\$ 2,630.2	\$ 2,821.9	\$ 5,452.1	100.0 %	\$ 305.3	5.6 %

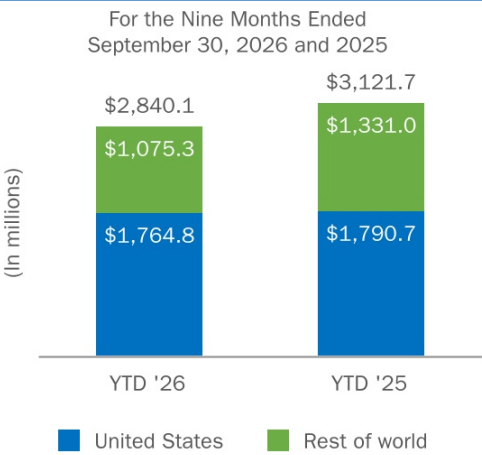
⁽¹⁾ Specialized Immunology includes EMPAVELI and SYFOVRE, which were obtained as part of our acquisition of Apellis in May 2026.

⁽²⁾ Other includes ZURZUVAE, FUMADERM and ADUHELM.

MULTIPLE SCLEROSIS



- Global TYSABRI revenue increased \$5.3 million, from \$431.8 million in 2025 to \$437.1 million in 2026, or 1.2%, primarily due to a favorable pricing change in the U.S.
- Global VUMERITY revenue decreased \$22.6 million, from \$214.6 million in 2025 to \$192.0 million in 2026, or 10.5%, primarily due to a shift in patient dynamics resulting from changes in the U.S. Medicare Part D.
- Global TECFIDERA revenue decreased \$86.2 million, from \$168.2 million in 2025 to \$82.0 million in 2026, or 51.2%, driven by a decrease in global demand, particularly in Europe, as a result of multiple TECFIDERA generic entrants.
- Global Interferon revenue decreased \$38.7 million, from \$246.9 million in 2025 to \$208.2 million in 2026, or 15.7%, driven by a decrease in global demand as patients continue the long-term trend of transitioning to oral and higher efficacy therapies and unfavorable pricing.

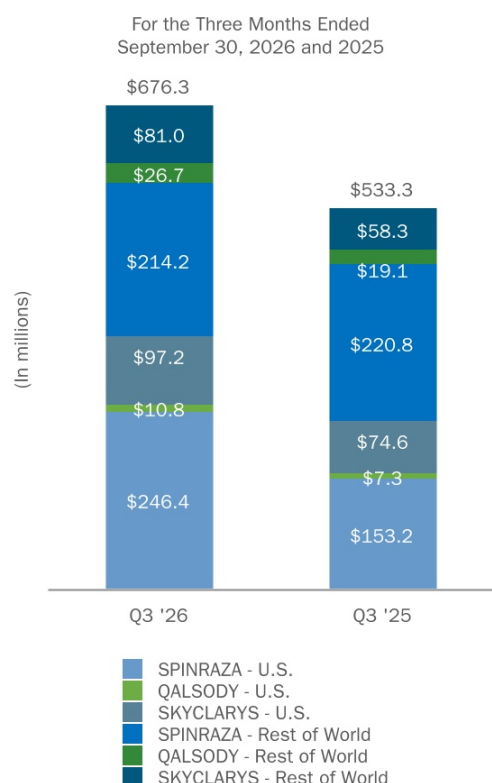


- Global TYSABRI revenue increased \$61.5 million, from \$1,267.9 million in 2025 to \$1,329.4 million in 2026, or 4.9%, primarily due to a favorable pricing change in the U.S. and the favorable impact of foreign currency exchange.
- Global VUMERITY revenue increased \$1.8 million, from \$565.7 million in 2025 to \$567.5 million in 2026, or 0.3%, primarily due to favorable pricing in the U.S and the favorable impact of foreign currency exchange, partially offset by a shift in patient dynamics resulting from changes in the U.S. Medicare Part D.
- Global TECFIDERA revenue decreased \$285.5 million, from \$567.9 million in 2025 to \$282.4 million in 2026, or 50.3%, driven by a decrease in global demand, particularly in Europe, as a result of multiple TECFIDERA generic entrants.
- Global Interferon revenue decreased \$59.1 million, from \$719.9 million in 2025 to \$660.8 million in 2026, or 8.2%, driven by a decrease in global demand as patients continue the long-term trend of transitioning to oral and higher efficacy therapies, partially offset by an increase in pricing in the U.S. and the favorable impact of foreign currency exchange.

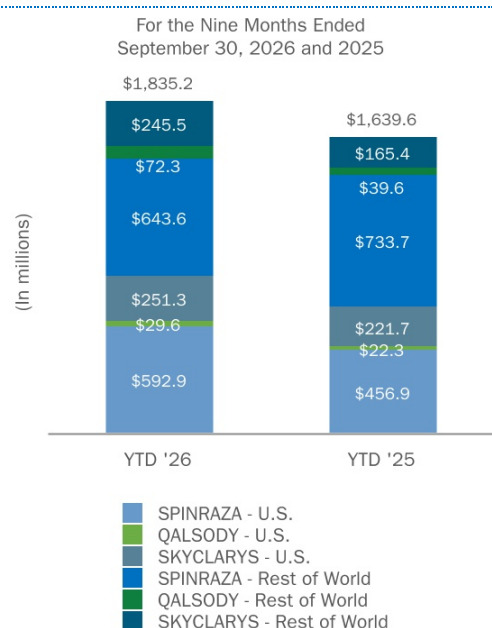
MS revenue includes sales from TECFIDERA, VUMERITY, AVONEX, PLEGRIDY and TYSABRI.

We expect total MS revenue to continue to decline as a result of high levels of competition for many of our MS products in both the U.S. and rest of world markets. We expect TECFIDERA revenue will be adversely impacted by accelerating generic competition in certain markets in the E.U., and we expect TYSABRI revenue to continue to be adversely affected by the entrance of a biosimilar.

RARE DISEASE



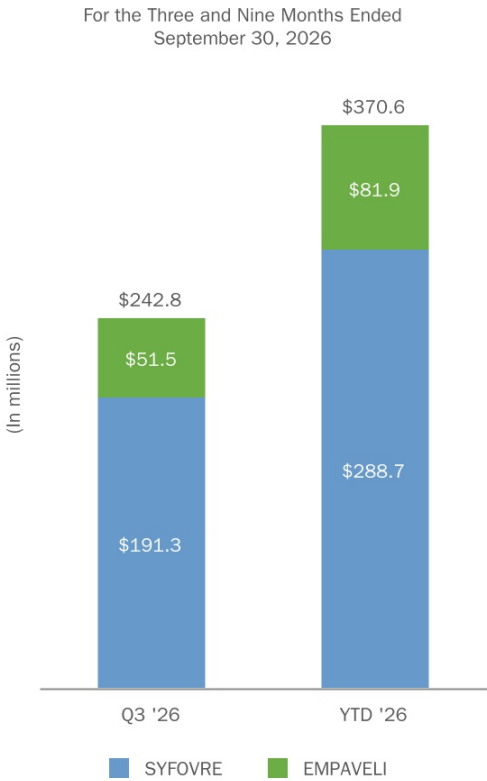
- U.S. SPINRAZA revenue increased \$93.2 million, from \$153.2 million in 2025 to \$246.4 million in 2026, or 60.8%, primarily driven by demand and stocking for the high-dose regimen as well as a favorable pricing change.
- Rest of world SPINRAZA revenue decreased \$6.6 million, from \$220.8 million in 2025 to \$214.2 million in 2026, or 3.0%, primarily due to unfavorable inventory dynamics resulting from timing of shipments of SPINRAZA in certain international markets, partially offset by the launch of high-dose regimen.
- The global** results for the third quarter of 2026 reflect rapid patient conversion to the high-dose regimen and the higher benefit of a one-time transition dose for patients converting from low-dose SPINRAZA. As the conversion cohort matures and dosing patterns normalize, we expect revenue to normalize.
- Global SKYCLARYS revenue increased \$45.3 million, from \$132.9 million in 2025 to \$178.2 million in 2026, or 34.1%, primarily related to an increase in global demand primarily driven by the continued launch in Europe and certain other international markets.
- Global QALSODY revenue increased \$11.1 million, from \$26.4 million in 2025 to \$37.5 million in 2026, or 42.0%, primarily related to an increase in rest of world sales volumes driven by the continued launch in international markets.



- U.S. SPINRAZA revenue increased \$136.0 million, from \$456.9 million in 2025 to \$592.9 million in 2026, or 29.8% primarily driven by demand and stocking for the high-dose regimen.
- Rest of world SPINRAZA revenue decreased \$90.1 million, from \$733.7 million in 2025 to \$643.6 million in 2026, or 12.3%, primarily due to unfavorable inventory dynamics resulting from timing of shipments of SPINRAZA in certain international markets, partially offset by the favorable impact of foreign currency exchange.
- Global SKYCLARYS revenue increased \$109.7 million, from \$387.1 million in 2025 to \$496.8 million in 2026, or 28.3%, primarily related to an increase in global demand primarily driven by the continued launch in Europe and certain other international markets.
- Global QALSODY revenue increased \$40.0 million, from \$61.9 million in 2025 to \$101.9 million in 2026, or 64.6%, primarily related to an increase in rest of world sales volumes driven by the continued launch in Europe.

Rare disease revenue includes sales from SPINRAZA, QALSODY and SKYCLARYS.

SPECIALIZED IMMUNOLOGY



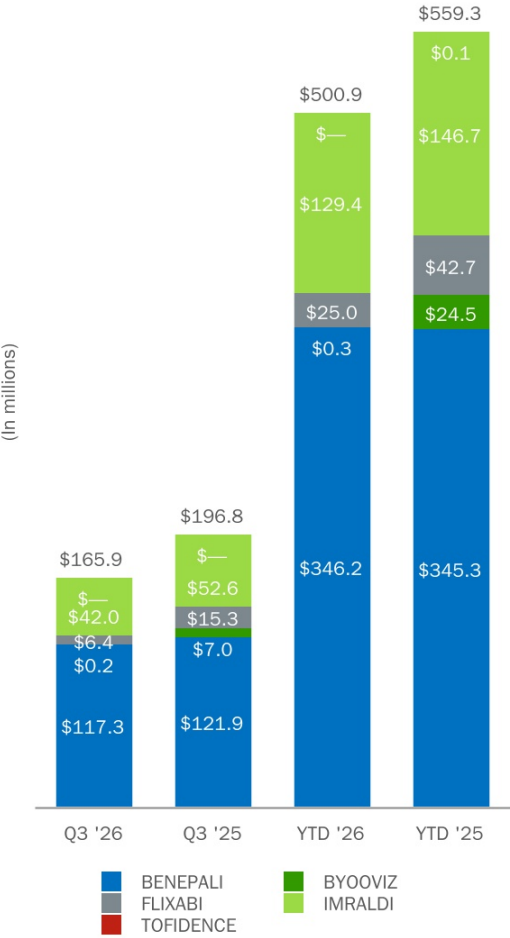
- In connection with our acquisition of Apellis on May 14, 2026, we acquired SYFOVRE (pegcetacoplan injection) for the treatment of GA, an immune-mediated retinal disease and EMPAVELI (pegcetacoplan) for the treatment of PNH, a rare blood disorder, and C3G and IC-MPGN, rare immune-mediated kidney diseases. U.S. revenue for SYFOVRE and EMPAVELI were \$191.3 million and \$51.5 million, respectively for the three months ended September 30, 2026 and \$288.7 million and \$81.9 million, respectively, for the nine months ended September 30, 2026.

For additional information on our acquisition of Apellis, please read *Note 2, Acquisitions*, to our condensed consolidated financial statements included in this report.

BIOSIMILARS

For the Three and Nine Months Ended
September 30, 2026 and 2025

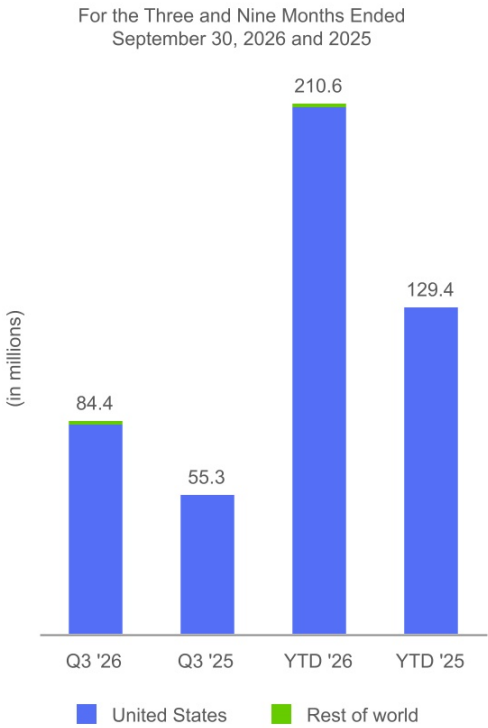
- For the three and nine months ended September 30, 2026, compared to the same periods in 2025, the decreases in biosimilar revenue were primarily due to a decrease in sales volume and unfavorable pricing resulting from competition, partially offset by the favorable impact of foreign currency exchange.



Biosimilars revenue includes sales from BENEPALI, IMRALDI, FLIXABI, BYOOVIZ and TOFIDENCE. In 2025 we completed the sale of our rights to TOFIDENCE and BYOOVIZ.

OTHER PRODUCT REVENUE

ZURZUVAE



- For three months ended September 30, 2026, global ZURZUVAE revenue increased \$29.1 million, from \$55.3 million in 2025 to \$84.4 million in 2026, or 52.6%. For nine months ended September 30, 2026, global ZURZUVAE revenue increased \$81.2 million, from \$129.4 million in 2025 to \$210.6 million in 2026 or 62.8%. The increases were primarily due to higher demand resulting from an increase in total patients in the U.S. We anticipate growth in U.S. ZURZUVAE revenue as we expect total patients to continue to increase in 2026.

REVENUE FROM ANTI-CD20 THERAPEUTIC PROGRAMS

Our share of RITUXAN, including RITUXAN HYCELA, GAZYVA and LUNSUMIO collaboration operating profits in the U.S., royalty revenue on sales of OCREVUS and other revenue from anti-CD20 therapeutic programs are summarized in the table below. For purposes of this discussion, we refer to RITUXAN and RITUXAN HYCELA collectively as RITUXAN.

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Royalty revenue on sales of OCREVUS	\$ 369.9	\$ 386.4	\$ 1,068.5	\$ 1,029.0
Biogen's share of pre-tax profits in the U.S. for RITUXAN, GAZYVA and LUNSUMIO	118.3	101.0	338.7	292.4
Other revenue from anti-CD20 therapeutic programs	9.1	6.5	22.7	18.0
Total revenue from anti-CD20 therapeutic programs	\$ 497.3	\$ 493.9	\$ 1,429.9	\$ 1,339.4

ROYALTY REVENUE ON SALES OF OCREVUS

For the three months ended September 30, 2026, compared to the same period in 2025, royalty revenue on sales of OCREVUS remained relatively consistent. For the nine months ended September 30, 2026, compared to the same period in 2025, the increase in royalty revenue on sales of OCREVUS was primarily due to sales growth of OCREVUS in the U.S.

OCREVUS royalty revenue is based on our estimates from third party and market research data of OCREVUS sales occurring during the corresponding period. Differences between actual and estimated royalty revenue will be adjusted for in the period in which they become known, which is generally expected to be the following quarter.

BIOGEN'S SHARE OF PRE-TAX PROFITS IN THE U.S. FOR RITUXAN, GAZYVA AND LUNSUMIO

For the three and nine months ended September 30, 2026, compared to the same periods in 2025, the increases in our share of pre-tax profits in the U.S. for RITUXAN, GAZYVA and LUNSUMIO were primarily due to increases in sales volumes.

OTHER REVENUE FROM ANTI-CD20 THERAPEUTIC PROGRAMS

Other revenue from anti-CD20 therapeutic programs consists of our share of pre-tax co-promotion profits from RITUXAN in Canada, royalty revenue on sales of LUNSUMIO outside the U.S. and royalty revenue on net sales of COLUMVI in the U.S.

For additional information on our collaboration arrangements with Genentech, including information regarding the pre-tax profit-sharing formula and its impact on future revenue from anti-CD20 therapeutic programs, please read *Note 19, Collaborative and Other Relationships*, to our condensed consolidated financial statements included in this report.

ALZHEIMER'S COLLABORATION REVENUE

Alzheimer's collaboration revenue consists of our 50.0% share of LEQEMBI product revenue, net and cost of sales, including royalties, as we are not the principal. We began recognizing Alzheimer's collaboration revenue upon the accelerated approval of LEQEMBI in the U.S. during the first quarter of 2023.

For the three and nine months ended September 30, 2026, we recognized Alzheimer's collaboration revenue of approximately \$68.4 million and \$191.6 million, respectively, compared to \$42.7 million and \$130.6 million, respectively, in the prior year comparative periods. The increases were primarily due to higher sales volumes driven by the continued launch of LEQEMBI in the U.S. and international markets. Additionally, the second quarter of 2025 reflects the favorable impact from the timing of shipments to China as we optimized our global inventory positions.

For additional information on our collaboration arrangements with Eisai, please read *Note 19, Collaborative and Other Relationships*, to our condensed consolidated financial statements included in this report.

CONTRACT MANUFACTURING, ROYALTY AND OTHER REVENUE

Contract manufacturing, royalty and other revenue is summarized as follows:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Contract manufacturing revenue	\$ 135.9	\$ 141.5	\$ 605.5	\$ 648.8
Royalty and other revenue	13.8	9.7	33.5	40.3
Total contract manufacturing, royalty and other revenue	\$ 149.7	\$ 151.2	\$ 639.0	\$ 689.1

CONTRACT MANUFACTURING REVENUE

Contract manufacturing revenue primarily reflects amounts earned under contract manufacturing agreements with our strategic customers and batches of LEQEMBI related to our collaboration with Eisai.

For the three and nine months ended September 30, 2026, compared to the same periods in 2025, the decreases in contract manufacturing revenue were primarily driven by the timing of batch releases partially offset by the contract manufacturing business acquired as part of our acquisition of Apellis.

ROYALTY AND OTHER REVENUE

Royalty and other revenue primarily reflects royalty revenue on biosimilar products from our license arrangements with Samsung Bioepis and royalties we receive from net sales on products related to patents that we have out-licensed, including arrangements with Sobi that we inherited through our acquisition of Apellis.

For additional information on our license arrangements with Samsung Bioepis and our collaboration arrangements with Eisai, please read *Note 19, Collaborative and Other Relationships*, to our condensed consolidated financial statements included in this report.

RESERVES FOR DISCOUNTS AND ALLOWANCES

Revenue from product sales is recorded net of reserves established for applicable discounts and allowances, including those associated with the implementation of pricing actions in certain international markets where we operate.

The IRA's drug pricing controls and Medicare Part D redesign have had an adverse impact on our sales, particularly for our products that are more substantially reliant on Medicare reimbursement. The IRA Medicare Part D redesign had a modest net unfavorable impact to our revenue, concentrated in our SKYCLARYS and MS portfolio product revenue.

The degree of impact from this legislation on our business depends on a number of forthcoming implementation actions by regulatory authorities, which may be further impacted by other legislative acts that may modify or replace the IRA. The full extent of the IRA's impact on our sales and, in turn, our business, remains uncertain.

Reserves for discounts, contractual adjustments and returns that reduced gross product revenue are summarized as follows:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Contractual adjustments	\$ 725.7	\$ 632.2	\$ 2,008.6	\$ 1,970.6
Discounts	225.2	213.7	663.0	609.2
Returns	12.2	3.5	39.3	21.7
Total discounts and allowances	\$ 963.1	\$ 849.4	\$ 2,710.9	\$ 2,601.5

For the three and nine months ended September 30, 2026, reserves for discounts and allowances as a percentage of gross product revenue were approximately 31.7% and 31.9%, respectively, compared to 31.2% and 32.0%, respectively, in the prior year comparative periods.

CONTRACTUAL ADJUSTMENTS

Contractual adjustments primarily relate to Medicaid and managed care rebates in the U.S., pharmacy rebates, co-payment (copay) assistance, VA, 340B discounts, GPO rebates, specialty pharmacy program fees and other government rebates or applicable allowances.

For the three months ended September 30, 2026, compared to the same period in 2025, the increase in contractual adjustments was primarily driven by higher GPO rebates resulting from the sale of SYFOVRE and EMPAVELI subsequent to our acquisition of Apellis, as well as, higher Medicaid and managed care rebates in the U.S. due to favorable changes in estimates in 2025.

For the nine months ended September 30, 2026, compared to the same period in 2025, the increase in contractual adjustments was primarily driven by GPO rebates and other rebates resulting from the sale of SYFOVRE and EMPAVELI subsequent to our acquisition of Apellis, partially offset by favorable changes in estimates primarily due to lower Medicaid rebates in the U.S. and lower rebates in rest of world markets.

DISCOUNTS

Discounts include trade term discounts, wholesaler incentives and volume related discounts.

For the three months ended September 30, 2026, compared to the same period in 2025, the increase in discounts was primarily driven by higher discounts recorded resulting from the sale of SYFOVRE and EMPAVELI subsequent to our acquisition of Apellis.

For the nine months ended September 30, 2026, compared to the same period in 2025, the increase in discounts was primarily driven by higher discounts recorded resulting from the sale of SYFOVRE and EMPAVELI subsequent to our acquisition of Apellis as well as higher volume discounts in the U.S. and higher discounts in rest of world.

RETURNS

Product return reserves are established for returns made by wholesalers. In accordance with contractual terms, wholesalers are permitted to return product for reasons such as damaged or expired product. The majority of wholesaler returns are due to product expiration. Provisions for estimated product returns are recognized in the period the related revenue is recognized, resulting in a reduction to product sales.

For the three and nine months ended September 30, 2026, compared to the same period in 2025, the increases in returns were primarily driven by higher returns in the U.S.

For additional information on our revenue reserves, please read *Note 5, Revenue*, to our condensed consolidated financial statements included in this report.

COST AND EXPENSE

A summary of total cost and expense is as follows:

(In millions, except percentages)

Cost of sales, excluding amortization and impairment of acquired intangible assets
Research and development
Acquired in-process research and development, upfront and milestone expense
Selling, general and administrative
Amortization and impairment of acquired intangible assets
Collaboration profit sharing/(loss reimbursement)
(Gain) loss on fair value remeasurement of contingent consideration
Restructuring charges
Other (income) expense, net
Total cost and expense

For the Three Months Ended September 30,

2026	2025	\$ Change	% Change
\$ 748.4	\$ 674.4	\$ 74.0	11.0 %
574.0	436.1	137.9	31.6
283.8	2.1	281.7	nm
752.0	594.8	157.2	26.4
172.8	135.7	37.1	27.3
77.8	87.2	(9.4)	(10.8)
0.4	5.6	(5.2)	(92.9)
66.5	7.4	59.1	nm
137.4	34.1	103.3	nm
\$ 2,813.1	\$ 1,977.4	\$ 835.7	42.3 %

(In millions, except percentages)

Cost of sales, excluding amortization and impairment of acquired intangible assets
Research and development
Acquired in-process research and development, upfront and milestone expense
Selling, general and administrative
Amortization and impairment of acquired intangible assets
Collaboration profit sharing/(loss reimbursement)
(Gain) loss on fair value remeasurement of contingent consideration
Restructuring charges
Other (income) expense, net
Total cost and expense

For the Nine Months Ended September 30,

2026	2025	\$ Change	% Change
\$ 2,186.3	\$ 1,908.7	\$ 277.6	14.5 %
1,642.6	1,269.2	373.4	29.4
481.8	249.4	232.4	93.2
2,069.0	1,751.1	317.9	18.2
477.5	378.4	99.1	26.2
220.8	220.3	0.5	0.2
23.4	28.4	(5.0)	(17.6)
239.8	42.0	197.8	nm
175.6	151.2	24.4	16.1
\$ 7,516.8	\$ 5,998.7	\$ 1,518.1	25.3 %

nm Not meaningful

COST OF SALES, EXCLUDING AMORTIZATION AND IMPAIRMENT OF ACQUIRED INTANGIBLE ASSETS

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
Product	\$ 541.6	\$ 384.0	\$ 1,602.6	\$ 1,261.2
Royalty	206.8	290.4	583.7	647.5
Total cost of sales	\$ 748.4	\$ 674.4	\$ 2,186.3	\$ 1,908.7

PRODUCT COST OF SALES

For the three and nine months ended September 30, 2026, compared to the same periods in 2025, the increases in product cost of sales were primarily due to higher period costs and higher amortization costs associated with the acquired inventory fair value step-up adjustment for SKYCLARYS, SYFOVRE and EMPAVELI.

Contract manufacturing revenue includes LEQEMBI inventory produced for Eisai. Cost of sales as a percentage of revenue was adversely affected by LEQEMBI batches due to lower margins associated with this business. For additional information on our collaboration arrangements with Eisai, please read *Note 19, Collaborative and Other Relationships*, to our condensed consolidated financial statements included in this report.

As a result of our acquisition of Apellis in May 2026, we recorded approximately \$681.0 million of acquired inventory related to SYFOVRE and EMPAVELI, inclusive of fair value step-up adjustments related to the acquired inventory of SYFOVRE and EMPAVELI totaling approximately \$541.5 million. We expect these amounts to be fully amortized by the end of 2029. For the three and nine months ended September 30, 2026, amortization from the fair value step-up adjustments was approximately \$100.0 million and \$169.7 million, respectively. For additional information on our acquisition of Apellis, please read *Note 2, Acquisitions*, to these condensed consolidated financial statements.

As a result of our acquisition of Reata in September 2023 we recorded a fair value step-up adjustment related to the acquired inventory of SKYCLARYS. We expect this amount to be fully amortized by the end of 2028. For the three and nine months ended September 30, 2026, amortization from the fair value step-up adjustment recorded in cost of sales was approximately \$97.2 million and \$243.6 million, respectively, compared to \$61.5 million and \$165.4 million, respectively, in the prior year comparative periods. For additional information on our acquisition of Reata, please read *Note 2, Acquisitions*, to our consolidated financial statements included in our 2025 Form 10-K.

ROYALTY COST OF SALES

For the three months ended September 30, 2026, compared to the same period in 2025, the decrease in royalty cost of sales was primarily due to a charge recorded during the third quarter of 2025 of approximately \$104.3 million related to a litigation matter, partially offset by higher royalties associated with higher sales of SPINRAZA and royalties associated with agreements acquired from Apellis.

For the nine months ended September 30, 2026, compared to the same period in 2025, the decrease in royalty cost of sales was primarily due to a charge recorded during the third quarter of 2025 of approximately \$104.3 million related to a litigation matter, partially offset by higher royalties payable associated with higher sales of TYSABRI and SPINRAZA as well as royalties associated with agreements acquired from Apellis.

RESEARCH AND DEVELOPMENT

For the Three Months Ended
September 30, 2026 and 2025



Research and development expense, as a percentage of total revenue, was 20.5% and 17.2% for the three months ended September 30, 2026 and 2025, respectively.

For the three months ended September 30, 2026, compared to the same period in 2025, the increase in research and development was primarily driven by higher spend on clinical trials, including felzartamab, salanersen and litifilimab as well as additional expenses resulting from our acquisition of Apellis. Clinical trial spend related to litifilimab during the third quarter of 2025 was offset by \$50.0 million in research and development funding received from Royalty Pharma.

EARLY STAGE PROGRAMS

Q3 2026 vs. Q3 2025

The increase in early stage program expense was driven by an increase in costs associated with:

- programs acquired from Apellis, including development of pegcetacoplan for the treatment of FSGS; and
- development of felzartamab in various early stage programs including MVI.

The increase was partially offset by:

- the advancement of salanersen for the treatment of SMA to late stage.

LATE STAGE PROGRAMS

Q3 2026 vs. Q3 2025

The increase in late stage program expense was driven by an increase in costs associated with:

- the conclusion of the research and development funding received from Royalty Pharma in Q2 2026;
- the advancement of salanersen for the treatment of SMA;
- the development of felzartamab for the treatment of AMR, IgAN and PMN; and
- the development of zorevunersen for the treatment of Dravet syndrome.

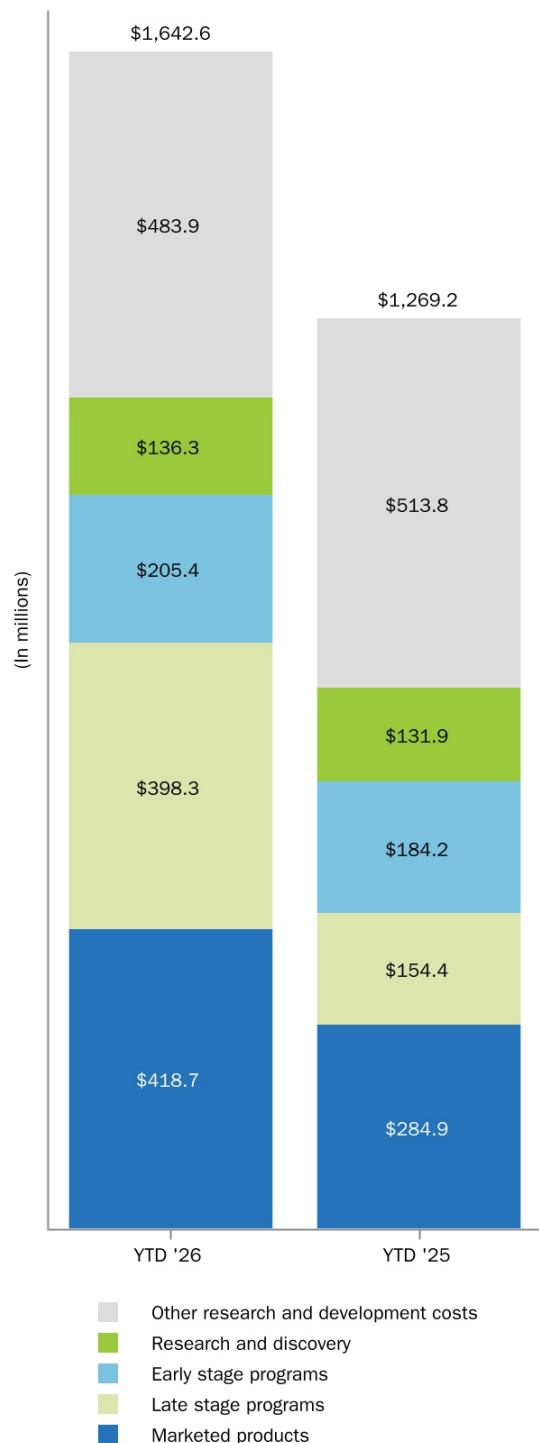
MARKETED PROGRAMS

Q3 2026 vs. Q3 2025

The increase in marketed program expense was driven by an increase in costs associated with:

- expenses incurred resulting from our acquisition of Apellis.

For the Nine Months Ended
September 30, 2026 and 2025



Research and development expense, as a percentage of total revenue, was 20.5% and 16.7% for the nine months ended September 30, 2026 and 2025, respectively.

For the nine months ended September 30, 2026, compared to the same period in 2025, the increase in research and development was primarily driven by higher spend on clinical trials, including felzartamab, salanersen and litifilimab as well as additional expenses resulting from our acquisition of Apellis. Clinical trial spend related to litifilimab during 2026 and 2025 was offset by \$50.0 million and \$150.0 million, respectively, in research and development funding received from Royalty Pharma.

EARLY STAGE PROGRAMS

YTD 2026 vs. YTD 2025

The increase in early stage program expense was driven by an increase in costs associated with:

- programs acquired from Apellis, including development of pegcetacoplan for the treatment of FSGS; and
- development of felzartamab in various early stage programs.

The increase was partially offset by:

- the discontinuation of BIIB122 in idiopathic Parkinson's disease; and
- the advancement of salanersen for the treatment of SMA to late stage.

LATE STAGE PROGRAMS

YTD 2026 vs. YTD 2025

The increase in late stage programs was driven by an increase in costs associated with:

- a reduction in research and development funding received from Royalty Pharma;
- the development of felzartamab for AMR, IgAN and PMN;
- the advancement of salanersen for the treatment of SMA; and
- the development of zorevunersen for the treatment of Dravet syndrome.

MARKETED PROGRAMS

YTD 2026 vs. YTD 2025

The increase in marketed programs was driven by an increase in costs associated with:

- \$94.3 million of step-up amortization related to SKYCLARYS inventory; and
- expenses incurred resulting from our acquisition of Apellis.

Research and development expense is reported above based on the following classifications. The development stage reported is based upon the program status when incurred. Therefore, the same program could be reflected in different development stages in the same year. For several of our programs, the research and development activities are part of our collaborative and other relationships. Our costs reflect our share of the total costs incurred.

- **Research and discovery:** represents costs incurred to support our discovery research and translational science efforts.
- **Early stage programs:** are programs in Phase 1 or Phase 2 development.
- **Late stage programs:** are programs in Phase 3 development or in registration stage.
- **Marketed products:** includes costs associated with product lifecycle management activities including, if applicable, costs associated with the development of new indications for existing products.
- **Other research and development costs:** A significant amount of our research and development costs consist of indirect costs incurred in support of overall research and development activities and non-specific programs, including activities that benefit multiple programs, such as management costs, as well as depreciation, information technology and facility-based expenses. These costs are considered other research and development costs in the table above and are not allocated to a specific program or stage.

We expect our core research and development expense to increase in 2026, primarily due to investments in our late-stage programs and the reduction of research and development funding received from Royalty Pharma, which concluded during the second quarter of 2026. We intend to continue committing significant resources to targeted research and development opportunities while continuing to invest in our pipeline, where there is a significant unmet need and where a drug candidate has the potential to be highly differentiated.

ACQUIRED IN-PROCESS RESEARCH AND DEVELOPMENT, UPFRONT AND MILESTONE EXPENSE

Acquired in-process research and development, upfront and milestone expense includes costs incurred in connection with collaboration and license agreements such as upfront and milestone payments and, when applicable, premiums on equity securities and asset acquisitions of acquired in-process research and development.

For the three and nine months ended September 30, 2026, acquired in-process research and development, upfront and milestone expense totaled approximately \$283.8 million and \$481.8 million, respectively, compared to \$2.1 million and \$249.4 million, respectively, in the prior year comparative periods. The increase was driven by higher upfront and milestone payments in 2026 compared to 2025.

For the three months ended September 30, 2026, acquired in-process research and development, upfront and milestone expense primarily consists of the following activity:

- Payment of \$225.0 million in connection with the closing of our acquisition of RayThera; and
- Milestone expense of \$50.0 million to Dayra Therapeutics in connection with an option to obtain a worldwide, exclusive, royalty-bearing license to develop and commercialize a pre-clinical therapy.

For the nine months ended September 30, 2026, acquired in-process research and development, upfront and milestone expense also included the following activity:

- Payment of \$100.0 million to TJ Bio to acquire exclusive rights to felzartamab in the greater China region;
- Milestone payment of \$45.0 million to Ionis in connection with the initiation of a Phase 3 trial of salanersen;
- Option payment of \$15.0 million to Ionis to obtain a worldwide, exclusive, royalty-bearing license to develop and commercialize BIIB147;
- Upfront payment of \$20.0 million to Alteogen in connection with the closing of our collaboration and license agreement; and
- Upfront payment of \$12.0 million to Alloy in connection with the closing of our collaboration and license agreement.

For the nine months ended September 30, 2025, acquired in-process research and development, upfront and milestone expense included the following activity:

- Milestone payment of \$30.0 million to MorphoSys accrued in connection with the first patient dosed in a Phase 3 clinical trial of felzartamab for the treatment of IgAN;
- Upfront payment of \$16.0 million to City Therapeutics in connection with the closing of our strategic research arrangement;
- Upfront payment of \$165.0 million to Stoke in connection with the closing of our collaboration and license agreement; and
- Milestone payment of \$35.0 million to MorphoSys in connection with the first patient dosed in a Phase 3 clinical trial of felzartamab for the treatment of AMR.

For additional information on our collaboration arrangements, please read *Note 19, Collaborative and Other Relationships*, to our condensed consolidated financial statements included in this report.

SELLING, GENERAL AND ADMINISTRATIVE

For the three and nine months ended September 30, 2026, compared to the same periods in 2025, selling, general and administrative expense increased by approximately 26.4% and 18.2%, respectively, primarily due to the inclusion of the commercial and management operations of Apellis subsequent to our acquisition of the company and an increase in operational spending on sales and marketing activities in support of our U.S. and international product launches.

We expect selling, general and administrative expense for 2026 to increase when compared to 2025. We anticipate increased spend related to our integration efforts around our acquisition of Apellis and continued investment in product launches and pre-launch activities, partially offset by reduced spending for our mature products.

AMORTIZATION AND IMPAIRMENT OF ACQUIRED INTANGIBLE ASSETS

Our amortization expense is based on the economic consumption and impairment of intangible assets. Our most significant amortizable intangible assets are related to TYSABRI, AVONEX, SPINRAZA, VUMERITY, SKYCLARYS, and upon the May 2026 acquisition of Apellis, SYFOVRE and EMPAVELI.

For the three and nine months ended September 30, 2026, amortization of acquired intangible assets, excluding impairment charges, totaled \$172.8 million and \$477.5 million, respectively, compared to \$135.7 million and \$374.9 million, respectively in the prior year comparative periods. The increases were primarily due to higher rates of amortization for the acquired intangible assets associated with SKYCLARYS and amortization expense related to intangible assets acquired from Apellis, which totaled \$45.2 million and \$67.8 million for the three and nine months ended September 30, 2026, respectively. For additional information on our acquisition of Apellis, please read *Note 2, Acquisitions*, to these condensed consolidated financial statements.

For the three and nine months ended September 30, 2026, we had no impairment charges. For the three months ended September 30, 2025, we had no impairment charges. For the nine months ended September 30, 2025, amortization and impairment of acquired intangible assets reflects the impact of a \$3.5 million impairment charge related to a compound acquired from HI-Bio.

For additional information on the amortization and impairment of our acquired intangible assets, please read *Note 7, Intangible Assets and Goodwill*, to our condensed consolidated financial statements included in this report.

COLLABORATION PROFIT SHARING/(LOSS REIMBURSEMENT)

Collaboration profit sharing/(loss reimbursement) includes Samsung Bioepis' 50.0% share of the profit or loss related to our biosimilars 2013 commercial agreement with Samsung Bioepis and collaboration profit sharing/(loss reimbursement) related to Supernus' 50.0% share of the profit or loss related to ZURZUVAE for PPD.

For the three and nine months ended September 30, 2026, we recognized net profit-sharing expense of approximately \$49.0 million and \$151.1 million, respectively, to reflect Samsung Bioepis' 50.0% sharing of the net collaboration profits, compared to net profit-sharing expense of approximately \$66.5 million and \$171.7 million, respectively, in the prior year comparative periods.

For the three and nine months ended September 30, 2026, we recognized net profit-sharing expense of approximately \$28.8 million and \$69.7 million, respectively, to reflect Supernus' 50.0% share of the net

collaboration results, compared to net profit-sharing expense of approximately \$20.7 million and \$48.6 million, respectively, in the prior year comparative periods.

For additional information on our collaboration and license arrangements with Samsung Bioepis and Supernus, please read *Note 19, Collaborative and Other Relationships*, to our condensed consolidated financial statements included in this report.

(GAIN) LOSS ON FAIR VALUE REMEASUREMENT OF CONTINGENT CONSIDERATION

Consideration payable for certain of our business combinations include future payments that are contingent upon the occurrence of a particular event or events. We record an obligation for such contingent consideration payments at fair value on the acquisition date. We then revalue our contingent consideration obligations each reporting period. Changes in the fair value of our contingent consideration obligations, other than changes due to payments, are recognized as a (gain) loss on fair value remeasurement of contingent consideration in our condensed consolidated statements of income. In connection with our acquisitions of HI-Bio and Apellis we recorded contingent consideration obligations related to potential milestone payments.

For the three and nine months ended September 30, 2026, changes in the fair value of our contingent consideration obligations were primarily due to changes in the probabilities of success and expected timing of the achievement of certain remaining developmental milestones related to our acquisition of HI-Bio, and the recognition of a \$4.1 million obligation related to the acquisition of Apellis.

During the second quarter of 2025 the first milestone related to the fourth patient dosed in a phase 3 clinical trial of felzartamab for AMR was achieved, resulting in a \$150.0 million milestone payment made to the former shareholders of HI-Bio, which was paid during the third quarter of 2025.

For additional information on our acquisition of Apellis, please read *Note 2, Acquisitions*, to these condensed consolidated financial statements. For additional information on our acquisition of HI-Bio, please read *Note 2, Acquisitions*, to our consolidated financial statements included in our 2025 Form 10-K.

RESTRUCTURING CHARGES

RESTRUCTURING PROGRAMS

We have undertaken a number of initiatives, including Fit for Growth and our integration of Apellis, which are designed to reduce operating costs, improve synergies, efficiency and effectiveness and integrate the operations of Apellis.

The Fit for Growth program generated approximately \$1.0 billion in gross operating expense savings by the end of 2025, some of which has been reinvested in various initiatives. The Fit for Growth program included net headcount reductions of approximately 1,400 employees and we incurred total restructuring charges of approximately \$320.0 million by the end of 2025.

Following the closing of the Apellis acquisition, we implemented an integration plan designed to realize operating synergies through cost savings and avoidance. For the three and nine months ended September 30, 2026, we recognized approximately \$41.5 million and \$194.7 million, respectively, of net pre-tax restructuring charges, primarily consisting of employee severance costs and the acceleration of bonus payments for Apellis employees that were subject to a double-trigger provision. We have also undertaken targeted initiatives to generate efficiencies consistent with our change in our product profile and need to invest resources in our product launches.

For three and nine months ended September 30, 2026, we recognized \$66.5 million and \$239.8 million, respectively, in restructuring charges primarily consisting of employee severance costs and the acceleration of bonus payments for Apellis employees that were subject to a double-trigger provision within restructuring charges in our condensed consolidated statements of income, compared to \$7.4 million and \$42.0 million in the comparable periods in 2025.

OTHER (INCOME) EXPENSE, NET

For the three months ended September 30, 2026, compared to the same period in 2025, the change in other (income) expense, net primarily reflects higher net interest expense, higher losses on our equity investments and higher litigation related expenses in 2026. For the nine months ended September 30, 2026, compared to the same period in 2025, the change in other (income) expense, net primarily reflects higher net interest expense and higher litigation related expenses in 2026, partially offset by higher gains on our equity investments in 2026.

INTEREST INCOME AND EXPENSE

For the three and nine months ended September 30, 2026, net interest expense were approximately \$78.2 million and \$164.9 million, respectively, compared to \$35.8 million and \$112.2 million, respectively, in the prior year comparative periods. The changes were primarily due to lower interest income and higher interest expense resulting from our acquisition of Apellis. We anticipate higher net interest expense to continue in 2026 compared to 2025.

NET (GAINS) LOSSES IN EQUITY SECURITIES

For the three months ended September 30, 2026, net unrealized and realized losses on our holdings in equity securities were approximately \$25.1 million and \$8.2 million respectively, compared to net unrealized gains and realized losses of approximately \$3.2 million and \$7.0 million, respectively, in the prior year comparative periods.

- The net unrealized losses recognized during the three months ended September 30, 2026, primarily reflect a decrease in the aggregate fair value of our investment in Denali common stock of approximately \$23.7 million.
- The net unrealized gains recognized during the three months ended September 30, 2025, primarily reflect an increase in the aggregate fair value of our investments in Denali common stock of approximately \$3.8 million.

For the nine months ended September 30, 2026, net unrealized gains and realized losses on our holdings in equity securities were approximately \$36.8 million and \$5.0 million, respectively, compared to net unrealized and realized losses of approximately \$32.5 million and \$1.6 million, respectively, in the prior year comparative periods.

- The net unrealized gains recognized during the nine months ended September 30, 2026, primarily reflect an increase in the aggregate fair value of our investment in Denali common stock of approximately \$42.2 million.
- The net unrealized losses recognized during the nine months ended September 30, 2025, primarily reflect a decrease in the aggregate fair value of our investments in Denali common stock of approximately \$41.9 million, partially offset by an increase in the fair value of Sage common stock of approximately \$23.0 million.

INCOME TAX PROVISION

(In millions, except percentages)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2026	2025	2026	2025
(Loss) Income before income tax (benefit) expense	\$ (9.0)	\$ 557.3	\$ 501.1	\$ 1,612.5
Income tax (benefit) expense	11.6	90.8	104.7	270.7
Effective tax rate	(128.5)%	16.3 %	20.9 %	16.8 %

Our effective tax rate fluctuates from year to year due to the global nature of our operations. The factors that most significantly impact our effective tax rate include changes in tax laws, variability in the allocation of our taxable earnings among multiple jurisdictions, the amount and characterization of our research and development expense, the levels of certain deductions and credits, acquisitions and licensing transactions.

The change in our effective tax rate for the three months ended September 30, 2026 was primarily driven by the non-deductible IPR&D charge related to the RayThera stock acquisition, partially offset by a decrease in valuation allowances on Swiss loss carryforwards following a tax law change during the quarter. The nine months ended September 30, 2026, also reflects non-deductible expenses related to our Apellis acquisition, partially offset by favorable impacts of a current year settlement of a foreign tax audit and the vesting of certain share-based awards. The same period in 2025, also included favorable deferred tax impacts of decreases in foreign withholding taxes.

PILLAR TWO

The OECD has issued model rules, which generally provide for a jurisdictional minimum effective tax rate of 15.0% as defined in those rules. Various countries have or are in the process of enacting legislation intended to implement the principles. Our income tax provision for the three and nine months ended September 30, 2026 and 2025, reflects currently enacted legislation and guidance related to the OECD model rules, including the Pillar Two side-by-side package announced by the OECD in January 2026. This enacted legislation and guidance related to the OECD model rules and the side-by-side package did not result in any material adjustments to our income tax provision or income tax balances as of September 30, 2026 and December 31, 2025.

For additional information on our income taxes, please read *Note 17, Income Taxes*, to our consolidated financial statements included in our 2025 Form 10-K.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Our financial condition is summarized as follows:

(In millions, except percentages)	As of September 30, 2026	As of December 31, 2025	\$ Change	% Change
Financial assets:				
Cash and cash equivalents	\$ 1,303.9	\$ 3,008.5	\$ (1,704.6)	(56.7)%
Marketable securities — current	—	807.2	(807.2)	(100.0)
Marketable securities — non-current	—	431.9	(431.9)	(100.0)
Total cash, cash equivalents and marketable securities	\$ 1,303.9	\$ 4,247.6	\$ (2,943.7)	(69.3)%
Borrowings:				
Current portion notes payable	\$ 400.0	\$ —	\$ 400.0	nm
Notes payable	\$ 7,292.0	\$ 6,286.8	\$ 1,005.2	16.0 %
Total borrowings	\$ 7,692.0	\$ 6,286.8	\$ 1,405.2	22.4 %
Working capital:				
Current assets	\$ 7,584.4	\$ 8,974.1	\$ (1,389.7)	(15.5)%
Current liabilities	(3,898.4)	(3,349.4)	(549.0)	16.4
Total working capital	\$ 3,686.0	\$ 5,624.7	\$ (1,938.7)	(34.5)%

OVERVIEW

We have historically financed and expect to continue to fund our operating and capital expenditures primarily through cash flow earned through our operations and borrowings, as well as our existing cash resources. We believe that the continued overall decline in our MS business from generic and biosimilar competition, our investments in the launch of key new products, the cost of developing of our pipeline and the completion of research funding arrangement with Royalty Pharma will have a significant adverse impact on our future cash flow from operations. We expect that these factors will be partially offset in the long term by the increased sales of new products and cash flows from the Apellis business.

We believe that our existing funds, when combined with cash generated from operations and our access to additional financing resources, if needed, are sufficient to satisfy our operating, working capital, strategic alliance, milestone payment, capital expenditure and debt service requirements for the foreseeable future. In addition, we may choose to opportunistically return cash to shareholders and pursue other business initiatives, including acquisition and licensing activities. We may also seek additional funding through a combination of new collaborative agreements, strategic alliances and additional equity and debt financings or from other sources should we identify a significant new opportunity.

On May 14, 2026, we completed the acquisition of all of the issued and outstanding shares of Apellis for \$5.3 billion. This transaction was funded with available cash and marketable securities on hand, supplemented by the issuance of a \$2.0 billion term loan under our 2026 Term Loan and a \$400.0 million drawdown from our revolving credit facility. In connection with the acquisition we assumed responsibility for its outstanding debt obligations totaling approximately \$496.7 million, which we subsequently repaid during the second quarter of 2026. Additionally, we converted Apellis's outstanding unvested equity awards into cash awards totaling \$416.3 million. These awards vest over the remaining requisite service periods of the original awards and are payable only if the applicable service conditions are satisfied, unless accelerated under specified termination provisions.

For additional information on our acquisition of Apellis, please read *Note 2, Acquisitions*, to our condensed consolidated financial statements included in this report.

For additional information on certain risks that could negatively impact our financial position or future results of operations, please read *Item 1A. Risk Factors* and *Item 3. Quantitative and Qualitative Disclosures About Market Risk* included in this report.

LIQUIDITY

WORKING CAPITAL

Working capital is defined as current assets less current liabilities. Our working capital was \$3.7 billion and \$5.6 billion as of September 30, 2026 and December 31, 2025, respectively. The change in working capital reflects a

decrease in total current assets of approximately \$1.4 billion and an increase in total current liabilities of approximately \$549.0 million. The changes in total current assets and total current liabilities were primarily driven by the following:

CURRENT ASSETS

- \$2.5 billion decrease in cash, cash equivalents and current marketable securities primarily due to consideration paid for our acquisition of Apellis as well as the repayment of \$496.7 million in outstanding debt obligations assumed as part our Apellis acquisition;
- \$542.2 million increase in accounts receivable primarily due to acquired receivables resulting from our acquisition of Apellis;
- \$550.2 million increase in other current assets primarily due to timing of tax prepayments; and
- \$56.3 million increase in inventory primarily due to the fair value step up adjustment for acquired inventory resulting from our acquisition of Apellis, partially offset by timing of production.

CURRENT LIABILITIES

- \$400.0 million increase in current portion of debt due to the short-term portion of the outstanding term loan related to our acquisition of Apellis; and
- \$211.0 million increase in accrued expense and other primarily due to the reclassification of certain contingent consideration from long-term to short-term and the addition of accruals resulting from our acquisition of Apellis, partially offset by timing of payments.

For additional information on our acquisition of Apellis, please read *Note 2, Acquisitions*, to our condensed consolidated financial statements included in this report.

CASH, CASH EQUIVALENTS AND MARKETABLE SECURITIES

As of September 30, 2026, we had cash, cash equivalents and marketable securities totaling approximately \$1.3 billion compared to approximately \$4.2 billion as of December 31, 2025. The decrease in the balance was primarily due to the use of cash, cash equivalents and marketable securities to fund our acquisition of Apellis and subsequent settlement of its outstanding debt obligations, partially offset by the issuance of term loans and cash generated from operations.

Until required for another use in our business, we typically invest our cash reserves in bank deposits, certificates of deposit, commercial paper, corporate notes, U.S. and foreign government instruments, overnight reverse repurchase agreements and other interest-bearing marketable debt instruments in accordance with our investment policy. It is our policy to mitigate credit risk in our cash reserves and marketable securities by maintaining a well-diversified portfolio that limits the amount of exposure as to institution, maturity and investment type. We have experienced no significant limitations in our liquidity resulting from uncertainties in the banking sector.

For additional information on our collaboration arrangements, please read *Note 19, Collaborative and Other Relationships*, to our condensed consolidated financial statements included in this report.

CASH FLOW

The following table summarizes our cash flow activity:

(In millions, except percentages)	For the Nine Months Ended September 30,		
	2026	2025	% Change
Net cash flow provided by (used in) operating activities	\$ 1,735.2	\$ 1,692.7	2.5 %
Net cash flow provided by (used in) investing activities	(4,270.8)	(139.4)	nm
Net cash flow provided by (used in) financing activities	858.4	(164.9)	nm

^{nm} Not meaningful

OPERATING ACTIVITIES

Operating cash flow is derived by adjusting our net income for:

- non-cash operating items such as depreciation and amortization, impairment charges, unrealized (gain) loss on strategic investments and share-based compensation;
- changes in operating assets and liabilities, which reflect timing differences between the receipt and payment of cash associated with transactions and when they are recognized in results of operations; and
- (gains) losses on the disposal of assets, deferred income taxes, changes in the fair value of contingent payments associated with our acquisitions of businesses and acquired in-process research and development.

For the nine months ended September 30, 2026, compared to the same period in 2025, the increase in net cash flow provided by operating activities was primarily due to lower worldwide tax payments in 2026, compared to the same period in 2025, partially offset by lower net income in 2026 resulting from the inclusion of the commercial and management operations of Apellis subsequent to our acquisition of the company.

INVESTING ACTIVITIES

For the nine months ended September 30, 2026, compared to the same period in 2025, the change in net cash flow in investing activities was primarily due to a \$5.1 billion payment made in 2026 for our acquisition of Apellis, net of cash acquired. Additionally, we acquired TJ Bio's exclusive rights to felzartamab in the greater China region and made an upfront payment of \$100.0 million during the second quarter of 2026. We also made an upfront payment of \$225.0 million as part of our acquisition of RayThera during the third quarter of 2026.

FINANCING ACTIVITIES

For the nine months ended September 30, 2026, compared to the same period in 2025, the change in net cash flow in financing activities was primarily due to the issuance of term loans totaling \$2.0 billion under our 2026 Term Loan which were used to partially fund our acquisition of Apellis, partially offset by a \$600.0 million payment to settle a portion of the 2026 Term Loan and payments to settle debt obligations assumed from our Apellis acquisition totaling \$496.7 million. Additionally, we borrowed \$400.0 million under our revolving credit facility during the second quarter of 2026 and this borrowing was repaid in full in June 2026.

CAPITAL RESOURCES

DEBT AND CREDIT FACILITIES

LONG-TERM DEBT AND TERM LOAN CREDIT AGREEMENTS

Our long-term obligations consist of our 2026 Term Loan and long-term debt related to our Senior Notes with final maturity dates ranging between 2030 and 2055. As of September 30, 2026, our outstanding balance related to long-term debt was \$7.3 billion, net of discounts and debt offering costs.

In connection with our acquisition of Apellis we entered into a \$2.0 billion term loan credit agreement. On the closing date of the Apellis acquisition we drew \$2.0 billion from the 2026 Term Loan, comprised of a \$1.0 billion floating rate 364-day tranche and a \$1.0 billion floating rate two-year tranche. As of September 30, 2026, we had \$1.4 billion outstanding under the term loan credit agreement, of which \$400.0 million was outstanding under the 364-day tranche and \$1.0 billion outstanding under the two-year tranche.

2024 REVOLVING CREDIT FACILITY

In August 2024 we entered into a \$1.5 billion, five-year senior unsecured revolving credit facility under which we are permitted to draw funds for working capital and general corporate purposes. The terms of the revolving credit facility include a financial covenant that requires us not to exceed a maximum consolidated leverage ratio. We borrowed \$400.0 million under our revolving credit facility during the second quarter of 2026 and this borrowing was repaid in full in June 2026. As of September 30, 2026 and December 31, 2025, we had no outstanding borrowings and were in compliance with all covenants under this facility.

For a summary of the fair and carrying values of our outstanding borrowings as of September 30, 2026 and December 31, 2025, please read *Note 8, Fair Value Measurements*, to our condensed consolidated financial statements included in this report.

For additional information on our credit facility please read *Note 13, Indebtedness*, to these condensed consolidated financial statements.

SHARE REPURCHASE PROGRAMS

In October 2020 our Board of Directors authorized our 2020 Share Repurchase Program, which is a program to repurchase up to \$5.0 billion of our common stock. Our 2020 Share Repurchase Program does not have an expiration date. All shares repurchased under our 2020 Share Repurchase Program were retired. There were no share repurchases of our common stock during the three and nine months ended September 30, 2026 and 2025. Approximately \$2.1 billion remained available under our 2020 Share Repurchase Program as of September 30, 2026.

CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS

CONTRACTUAL OBLIGATIONS

Our contractual obligations primarily consist of our obligations under non-cancellable operating leases, long-term debt obligations and defined benefit and other purchase obligations, excluding amounts related to uncertain tax positions, funding commitments, research and development funding arrangements with third parties, contingent development, regulatory and commercial milestone payments and contingent payments, as described below.

In addition, certain of our collaboration and licensing arrangements include royalty payment obligations. For additional information on our royalty payments please read, *Note 22, Commitments and Contingencies*, to our consolidated financial statements included in our 2025 Form 10-K.

In connection with our acquisition of Apellis in May 2026 we assumed additional contractual obligations related to operating lease commitments and royalty payments. Apellis entered into agreements to pay royalties on future sales which will cumulatively range in the low to mid single digits.

Aside from our new commitments related to Apellis and the termination of our Reata lease, there have been no material changes in our contractual obligations since December 31, 2025.

CONTINGENT CONSIDERATION RELATED TO ACQUISITION OF BUSINESSES

In connection with our acquisition of RayThera in August 2026, we may pay the former shareholders of RayThera up to a total of \$775.0 million if certain development and regulatory milestones are achieved. Any milestones resulting from this transaction, which was accounted for as an asset acquisition, will be recognized when earned as a component of Acquired in-process research and development, upfront and milestone expense.

In connection with our acquisition of Apellis in May 2026, each shareholder is entitled to one contractual, non-transferable contingent value right per share representing the right to receive contingent cash payments of up to an aggregate of \$4.00 per share in cash, subject to the achievement of specified annual global net sales thresholds for SYFOVRE. For additional information on our acquisition of Apellis, please read *Note 2, Acquisitions*, to these condensed consolidated financial statements.

In connection with our acquisition of Alcyone in November 2025, we may pay additional development and regulatory milestone payments to the former shareholders of Alcyone of up to a total of \$75.0 million if approval is received for ThecaFlex DRx administration of SPINRAZA or other additional pipeline products. Any milestones resulting from this transaction, which was accounted for as an asset acquisition, will be recognized when earned as a component of Acquired in-process research and development, upfront and milestone expense.

In connection with our acquisition of HI-Bio in July 2024, we may make additional payments based upon the achievement of certain milestone events. We recognized the contingent consideration obligations associated with this acquisition at its fair value on the acquisition date and we revalue this obligation each reporting period. We may pay up to approximately \$350.0 million in remaining milestones related to this acquisition. For additional information on our acquisition of HI-Bio, please read *Note 2, Acquisitions*, to our consolidated financial statements included in our 2025 Form 10-K.

CONTINGENT DEVELOPMENT, REGULATORY AND COMMERCIAL MILESTONE PAYMENTS

Based on our development plans as of September 30, 2026, we could make potential future milestone payments to third parties of up to approximately \$8.1 billion, including approximately \$1.2 billion in development milestones, approximately \$1.2 billion in regulatory milestones and approximately \$5.7 billion in commercial milestones, as part of our various collaborations, including licensing and development programs. Payments under these agreements generally become due and payable upon achievement of certain development, regulatory or commercial milestones. Because the achievement of these milestones was not considered probable as of September 30, 2026, such contingencies have not been recorded in our financial statements. Amounts related to contingent milestone

payments are not considered contractual obligations as they are contingent on the successful achievement of certain development, regulatory or commercial milestones.

If certain research milestones are met, we may pay up to approximately \$11.5 million in additional milestones in 2026 under our current agreements, excluding opt-in payments.

OTHER FUNDING COMMITMENTS

As of September 30, 2026, we have several ongoing clinical studies in various clinical trial stages. Our most significant clinical trial expenditures are to CROs. The contracts with CROs are generally cancellable, with notice, at our option. We recorded accrued expense of approximately \$37.2 million in our condensed consolidated balance sheets for expenditures incurred by CROs as of September 30, 2026. We have approximately \$529.2 million in cancellable future commitments based on existing CRO contracts as of September 30, 2026.

TAX RELATED OBLIGATIONS

We exclude liabilities pertaining to uncertain tax positions from our summary of contractual obligations as we cannot make a reliable estimate of the period of cash settlement with the respective taxing authorities. As of September 30, 2026, we have approximately \$144.9 million of liabilities associated with uncertain tax positions.

NEW ACCOUNTING STANDARDS

For a discussion of new accounting standards please read *Note 1, Summary of Significant Accounting Policies*, to our condensed consolidated financial statements included in this report.

CRITICAL ACCOUNTING ESTIMATES

The preparation of our condensed consolidated financial statements, which have been prepared in accordance with U.S. GAAP, requires us to make estimates, judgments and assumptions that may affect the reported amounts of assets, liabilities, equity, revenue and expense and related disclosure of contingent assets and liabilities. On an ongoing basis we evaluate our estimates, judgments and assumptions. We base our estimates on historical experience and on various other assumptions that we believe are reasonable, the results of which form the basis for making judgments about the carrying values of assets, liabilities and equity and the amount of revenue and expense. Actual results may differ from these estimates.

There have been no material changes to our critical accounting estimates since our 2025 Form 10-K. For a discussion of our other critical accounting estimates, please read *Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* in our 2025 Form 10-K.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are subject to certain risks that may affect our results of operations, cash flow and fair values of assets and liabilities, including volatility in foreign currency exchange rates, interest rate movements and equity price exposure as well as changes in economic conditions in the markets in which we operate as a result of the conflict between Russia and Ukraine and the military conflict in the Middle East. We manage the impact of foreign currency exchange rates and interest rates through various financial instruments, including derivative instruments such as foreign currency forward contracts, foreign currency options, interest rate lock contracts and interest rate swap contracts. We do not enter into financial instruments for trading or speculative purposes. The counterparties to these contracts are major financial institutions, and there is no significant concentration of exposure with any one counterparty.

FOREIGN CURRENCY EXCHANGE RISK

Our results of operations are subject to foreign currency exchange rate fluctuations due to the global nature of our operations. As a result, our consolidated financial position, results of operations and cash flow can be affected by market fluctuations in foreign currency exchange rates, primarily with respect to the Euro, British pound sterling, Canadian dollar, Swiss franc and the Polish zloty.

While the financial results of our global activities are reported in U.S. dollars, the functional currency for most of our foreign subsidiaries is their respective local currency. Fluctuations in the foreign currency exchange rates of the countries in which we do business will affect our operating results, often in ways that are difficult to predict. In particular, as the U.S. dollar strengthens versus other currencies, the value of the non-U.S. revenue will decline when reported in U.S. dollars. The impact to net income as a result of a strengthening U.S. dollar will be partially mitigated

by the value of non-U.S. expense, which will also decline when reported in U.S. dollars. As the U.S. dollar weakens versus other currencies, the value of the non-U.S. revenue and expense will increase when reported in U.S. dollars.

We have established revenue and operating expense hedging and balance sheet risk management programs to protect against volatility of future foreign currency cash flow and changes in fair value caused by volatility in foreign currency exchange rates.

During the second quarter of 2018 the International Practices Task Force of the Center for Audit Quality categorized Argentina as a country with a projected three-year cumulative inflation rate greater than 100.0%, which indicated that Argentina's economy is highly inflationary. This categorization did not have a material impact on our results of operations or financial position as of September 30, 2026, and is not expected to have a material impact on our results of operations or financial position in the future.

REVENUE AND OPERATING EXPENSE HEDGING PROGRAM

Our foreign currency hedging program is designed to mitigate, over time, a portion of the impact resulting from volatility in exchange rate changes on revenue and operating expense. We use foreign currency forward contracts and foreign currency options to manage foreign currency risk, with the majority of our forward contracts and options used to hedge certain forecasted revenue and operating expense transactions denominated in foreign currencies in the next 15 months. We do not engage in currency speculation. For a more detailed disclosure of our revenue and operating expense hedging program, please read *Note 10, Derivative Instruments*, to our condensed consolidated financial statements included in this report.

Our ability to mitigate the impact of foreign currency exchange rate changes on revenue and net income diminishes as significant foreign currency exchange rate fluctuations are sustained over extended periods of time. In particular, devaluation or significant deterioration of foreign currency exchange rates are difficult to mitigate and likely to negatively impact earnings. The cash flow from these contracts are reported as operating activities in our condensed consolidated statements of cash flow.

BALANCE SHEET RISK MANAGEMENT HEDGING PROGRAM

We also use forward contracts to mitigate the foreign currency exposure related to certain balance sheet items. The primary objective of our balance sheet risk management program is to mitigate the exposure of foreign currency denominated net monetary assets and liabilities of foreign affiliates. In these instances, we principally utilize currency forward contracts. We have not elected hedge accounting for the balance sheet related items. The cash flow from these contracts are reported as operating activities in our condensed consolidated statements of cash flow.

The following quantitative information includes the impact of currency movements on forward contracts used in our revenue, operating expense and balance sheet hedging programs. As of September 30, 2026 and December 31, 2025, a hypothetical adverse 10.0% movement in foreign currency exchange rates compared to the U.S. dollar across all maturities would result in a hypothetical decrease in the fair value of forward contracts of approximately \$247.2 million and \$278.0 million, respectively. The estimated fair value change was determined by measuring the impact of the hypothetical exchange rate movement on outstanding forward contracts. Our use of this methodology to quantify the market risk of such instruments is subject to assumptions and the actual impact could be significantly different. The quantitative information about market risk is limited because it does not take into account all foreign currency operating transactions.

CREDIT RISK

Financial instruments that potentially subject us to concentrations of credit risk include cash and cash equivalents, investments, derivatives and accounts receivable. We attempt to minimize the risks related to cash and cash equivalents and investments by investing in a broad and diverse range of financial instruments. We have established guidelines related to credit ratings and maturities intended to safeguard principal balances and maintain liquidity. Our investment portfolio is maintained in accordance with our investment policy, which defines allowable investments, specifies credit quality standards and limits the credit exposure of any single issuer. We minimize credit risk resulting from derivative instruments by choosing only highly rated financial institutions as counterparties.

We operate in certain countries where weakness in economic conditions, including the effects of the conflict between Russia and Ukraine and the military conflict in the Middle East, can result in extended collection periods. We continue to monitor these conditions, including the volatility associated with international economies and the relevant financial markets, and assess their possible impact on our business. To date, we have not experienced any significant losses with respect to the collection of our accounts receivable.

We believe that our allowance for doubtful accounts was adequate as of September 30, 2026 and December 31, 2025.

ITEM 4. CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

CONTROLS AND PROCEDURES

We have carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended), as of September 30, 2026. Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective in ensuring that:

- (a) the information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms; and
- (b) such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

In designing and evaluating our disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

On May 14, 2026, we completed our acquisition of Apellis. The Apellis acquisition was accounted for as a business combination using the acquisition method of accounting. The results of operations of the acquired Apellis business have been included in our results of operations since May 14, 2026.

While we are currently in the process of evaluating and integrating Apellis' historical internal controls over financial reporting with ours, there were no changes in our internal control over financial reporting during the quarter ended September 30, 2026, 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

For a discussion of legal proceedings as of September 30, 2026, please read *Note 21, Litigation*, to our condensed consolidated financial statements included in this report, which is incorporated into this item by reference.

ITEM 1A. RISK FACTORS

Risks Related to Our Business

We are substantially dependent on revenue from our products.

Our revenue depends upon continued sales of our products as well as the financial rights we have in our anti-CD20 therapeutic programs. A significant portion of our revenue is concentrated on sales of our products in increasingly competitive markets. Any of the following negative developments relating to any of our products or any of our anti-CD20 therapeutic programs may adversely affect our revenue and results of operations or our stock price:

- the introduction, greater acceptance or more favorable reimbursement of competing products, including new originator therapies, generics, prodrugs and biosimilars of existing products and products approved under abbreviated regulatory pathways;
- safety or efficacy issues;
- limitations and additional pressures on product pricing or price increases, including those relating to inflation and those resulting from governmental or regulatory requirements, including those relating to any future potential drug price negotiation under the IRA or other legislative or executive acts; increased competition, including from generic or biosimilar versions of our products; or changes in, or implementation of, reimbursement policies and practices of payors and other third parties;
- adverse legal, administrative, geopolitical, regulatory or legislative developments; and
- our ability to maintain a positive reputation among patients, healthcare providers and others, which may be impacted by our pricing and reimbursement decisions.

We have many products in the stages of ongoing commercial launch in the U.S. and certain international markets. LEQEMBI continues to expand its commercial presence in the U.S. and certain international markets. SKYCLARYS is in the early stages of commercial launch in certain European markets, and EMPAVELI is in the early stages of commercial launch for a new indication in the U.S. In addition to risks associated with new product launches and the other factors described in these Risk Factors, Biogen's and Eisai's ability to successfully commercialize LEQEMBI and our ability to successfully commercialize SKYCLARYS and EMPAVELI may be adversely affected due to:

- Eisai's ability to obtain and maintain adequate reimbursement for LEQEMBI;
- the effectiveness of Eisai's and Biogen's commercial strategy for marketing LEQEMBI;
- requirements such as participation in a registry and the use of imaging or other diagnostics for LEQEMBI;
- our ability to obtain approval in other markets;
- the approval and/or greater acceptance of other new products for the same or similar indications;
- Eisai's and Biogen's ability to maintain a positive reputation among patients, healthcare providers and others in the Alzheimer's disease community, which may be impacted by pricing and reimbursement decisions relating to LEQEMBI, which are made by Eisai and/or third parties;
- Biogen's ability to obtain and maintain adequate reimbursement for SKYCLARYS; and
- the effectiveness of Biogen's commercial strategy for marketing SKYCLARYS and EMPAVELI.

Our long-term success depends upon the successful development of new products and additional indications for our existing products.

Our long-term success depends upon the successful development of new products from our research and development activities or our licenses or acquisitions from third parties, as well as the development of additional indications for our existing products. Product development is very expensive and involves a high degree of uncertainty and risk and is not always successful. Only a small number of research and development programs result in the commercialization of a product. It is difficult to predict the success and the time and cost of product development of novel approaches for the treatment of diseases. The development of novel approaches for the treatment of diseases, including development efforts in new modalities such as those based on the ASO platform, presents additional challenges and risks, including obtaining approval from regulatory authorities that have limited

experience with the development of such therapies. For example, we recently sought, and in July 2026 the FDA approved, of a subcutaneous formulation of LEQEMBI as a starting dose in the U.S. Our ability to realize the anticipated benefits from the subcutaneous formulation of LEQEMBI depends on among other things, the successful commercial launch of the subcutaneous formulation and patient and physician adoption.

Clinical trial data are subject to differing interpretations and even if we view data as sufficient to support the safety, effectiveness and/or approval of a product candidate, regulatory authorities may disagree and may require additional data, limit the scope of the approval or deny approval altogether. Furthermore, the approval of a product candidate by one regulatory agency does not mean that other regulatory agencies will also approve such product candidate.

Success in preclinical work or early stage clinical trials does not ensure that later stage or larger scale clinical trials will be successful. Clinical trials may indicate that our product candidates lack efficacy, have harmful side effects, result in unexpected adverse events or raise other concerns that may significantly reduce or delay the likelihood of regulatory approval. This may result in terminated programs, significant restrictions on use, safety warnings in an approved label, adverse placement within the treatment paradigm or significant reduction in the commercial potential of the product candidate.

Even if we could successfully develop new products or additional indications for our existing products, we may make a strategic decision to discontinue development of a product candidate or an additional indication for our existing products if, for example, we believe commercialization will be difficult relative to the standard of care or we prioritize other opportunities in our pipeline.

If we fail to compete effectively, our business and market position would suffer.

The biopharmaceutical industry and the markets in which we operate are intensely competitive. We compete in the marketing and sale of our products, the development of new products and processes, the acquisition of rights to new products with commercial potential and the hiring and retention of personnel. We compete with companies that have a greater number of products on the market and in the product pipeline, substantially greater financial, marketing, research and development and other resources and other technological or competitive advantages.

Our products continue to face increasing competition from the introduction of new originator therapies, generics, prodrugs and biosimilars of existing products and products approved under abbreviated regulatory pathways. Some of these products are likely to be sold at substantially lower prices than our branded products. The introduction of such products as well as other lower-priced competing products has in the past reduced, and may in the future significantly reduce, both the price that we are able to charge for our products and the volume of products we sell, which has and may continue to negatively impact our revenue. In addition, in some markets, when a generic or biosimilar version of one of our products is commercialized, it has in the past and may in the future be automatically substituted for our product and significantly reduce our revenue in a short period of time.

Our ability to compete, maintain and grow our business may be adversely affected by a number of factors, including:

- the introduction of other products, including products that may be more efficacious, safer, less expensive or more convenient alternatives to our products, including our own products and products of our collaborators;
- the off-label use by physicians of therapies indicated for other conditions to treat patients;
- patient dynamics, including the size of the patient population and our ability to identify, attract and maintain new and current patients to our therapies;
- the reluctance of physicians to prescribe, and patients to use, our products without additional data on the efficacy and safety of such products;
- damage to physician and patient confidence in any of our products, generic or biosimilars of our products or any other product from the same class as one of our products, or to our sales and reputation as a result of label changes, pricing and reimbursement decisions or adverse experiences or events that may occur with patients treated with our products or generic or biosimilars of our products;
- inability to obtain and maintain appropriate pricing and adequate reimbursement for our products compared to our competitors in key markets; and
- our ability to obtain and maintain patent, data or market exclusivity for our products.

Our business may be adversely affected if we do not successfully execute or realize the anticipated benefits of our strategic and growth initiatives.

The successful execution of our strategic and growth initiatives depends upon internal development projects, commercial initiatives and external opportunities, which may include the acquisition and in-licensing of products, technologies, companies, the entry into strategic alliances and collaborations, as well as our ability to execute on strategic decisions and initiatives. While we believe we have a number of promising programs in our pipeline, failure

or delay of internal development projects to advance or difficulties in executing on our commercial initiatives could impact our current and future growth, resulting in additional reliance on external opportunities for growth.

Supporting the further development of our existing products and potential new products in our pipeline will require significant capital expenditures and management resources, including investments in research and development, sales and marketing, manufacturing capabilities and other areas of our business. We have made, and may continue to make, significant expenditures for potential new products prior to regulatory approval with no assurance that such investment will be recouped, which may adversely affect our financial condition, business and operations.

The availability of high quality, fairly valued external product development is limited and the opportunity to acquire or in-license is highly competitive. As such, we are not certain that we will be able to identify suitable candidates for acquisition or in-licensing or if we will be able to reach agreement to make any such acquisition or in-license if suitable candidates are identified.

We may fail to initiate or complete transactions for many reasons, including failure to obtain regulatory or other approvals as well as a result of disputes or litigation. Furthermore, we may not be able to achieve the full strategic and financial benefits expected to result from transactions, collaborations or strategic decisions, such as the decision to retain the biosimilars business, or the benefits may be delayed or not occur at all. We may also face additional costs or liabilities in completed transactions that were not contemplated prior to completion.

Any failure in the execution of a transaction, in the integration of an acquired asset or business or in achieving expected synergies could result in slower growth, higher than expected costs, the recording of asset impairment charges and other actions which could adversely affect our business, financial condition and results of operations. For example, in May 2026, we completed our acquisition of Apellis, which became a wholly owned subsidiary. Our ability to realize the anticipated benefits of the acquisition depends on, among other things, how efficiently and effectively we are able to integrate Apellis' operations into ours and to commercialize EMPAVELI and SYFOVRE.

Sales of our products depend, to a significant extent, on the availability and extent of adequate coverage, pricing and reimbursement from government health administration authorities, private health insurers and other organizations, which are subject to increasing and intense pressure from political, social, competitive and other sources. Our inability to obtain and maintain adequate coverage, or a reduction in pricing or reimbursement, could have an adverse effect on our business, reputation, revenue and results of operations.

Sales of our products depend, to a significant extent, on the availability and extent of adequate coverage, pricing and reimbursement from governmental health administration authorities, private health insurers and other organizations. When a new pharmaceutical product is approved, the availability of government and private reimbursement for that product, diagnosis of the condition it treats and the cost to administer it may be uncertain, as is the pricing and amount for which that product will be reimbursed.

Pricing and reimbursement for our products may be adversely affected by a number of factors, including:

- changes in, and implementation of, federal, state or foreign government regulations or private third-party payors' reimbursement policies;
- pressure by employers on private health insurance plans to reduce costs;
- consolidation and increasing assertiveness of governmental health administration authorities, private health insurers and other organizations seeking price discounts or rebates in connection with the placement of our products on their formularies and, in some cases, the imposition of restrictions on access or coverage of particular drugs or pricing determined based on perceived value;
- our ability to receive reimbursement for our products or our ability to receive comparable reimbursement to that of competing products; and
- our value-based contracting program pursuant to which we aim to tie the pricing of our products to their clinical values by either aligning price to patient outcomes or adjusting price for patients who discontinue therapy for any reason, including efficacy or tolerability concerns.

Our ability to set the price for our products varies significantly from country to country and, as a result, so can the price of our products. Governments are and may continue to use a variety of cost-containment measures to control the cost of products, including price cuts, mandatory rebates, value-based pricing and reference pricing (i.e., referencing prices in other countries and using those reference prices to set a price). Drug prices are under significant scrutiny in the markets in which our products are prescribed; for example the IRA has certain provisions related to drug pricing, including the ability for the U.S. government to set prices for certain drugs in Medicare. We expect drug pricing and other healthcare costs to continue to be subject to political or societal pressures on a global basis. Certain countries set prices by reference to the prices in other countries where our products are marketed. Our inability to obtain and maintain adequate prices in a particular country has limited, and may in the future limit,

the revenue from our products within that country and has, and may in the future, also adversely affect our ability to secure acceptable prices in existing and potential new markets, which has limited, and may in the future limit, market growth and result in reductions in revenue. This has created, or may create, the opportunity for third-party cross-border trade or influence our decision to sell or not to sell a product, thus adversely affecting our geographic product expansion plans and revenue. Additionally, in certain jurisdictions governmental health agencies are permitted to adjust, retroactively and/or prospectively, reimbursement rates for our products. Reimbursement for our products by governments, including the timing of any reimbursements, are also affected by budgetary or political constraints, particularly in challenging economic environments. Government agencies often do not set their own budgets and therefore, have limited control over the amount of money they can spend. In addition, these agencies experience political pressure that dictate the manner in which they spend money. There can be no assurance that the economic, budgeting or political issues will not worsen and adversely impact sales or reimbursements of our products.

Competition from current and future competitors has and may continue to negatively impact our ability to maintain pricing and our market share. New products marketed by our competitors have caused and could continue to cause our revenue to decrease due to potential price reductions and lower sales volumes. Additionally, the introduction of generic or biosimilar versions of our products, follow-on products, prodrugs or products approved under abbreviated regulatory pathways has and may continue to significantly reduce the price and the volume of products we sell.

Many third-party payors continue to adopt benefit plan changes that shift a greater portion of prescription costs to patients, including more limited benefit plan designs, higher patient co-pay or co-insurance obligations and limitations on patients' use of commercial manufacturer co-pay payment assistance programs (including through co-pay accumulator adjustment or maximization programs). Significant consolidation in the health insurance industry has resulted in a few large insurers and pharmacy benefit managers exerting greater pressure in pricing and usage negotiations with drug manufacturers, significantly increasing discounts and rebates required of manufacturers and limiting patient access and usage. Further consolidation among insurers, pharmacy benefit managers and other payors would increase the negotiating leverage such entities have over us and other drug manufacturers. Additional discounts, rebates, coverage or plan changes, restrictions or exclusions as described above could have a material adverse effect on sales of our affected products.

Our failure to obtain or maintain adequate coverage, pricing or reimbursement for our products could have an adverse effect on our business, reputation, revenue and results of operations, could curtail or eliminate our ability to adequately fund research and development programs and/or could cause a decline or volatility in our stock price.

We depend on relationships with collaborators and other third parties for revenue, and for the development, regulatory approval, commercialization and marketing of certain of our products and product candidates, which are outside of our full control, and if these relationships fail, our business may be adversely affected.

We rely on a number of collaborative and other third-party relationships for revenue and the development, regulatory approval, commercialization and marketing of certain of our products and product candidates. We also outsource certain aspects of our regulatory affairs and clinical development relating to our products and product candidates to third parties. Reliance on third parties subjects us to a number of risks, including:

- we may be unable to control the resources our collaborators or third parties devote to our programs, products or product candidates, which may affect our ability to achieve development goals or milestones;
- disputes may arise under an agreement, including with respect to the achievement and payment of milestones, payment of development or commercial costs, ownership of rights to technology developed and the underlying agreement may fail to provide us with significant protection or may fail to be effectively enforced if the collaborators or third parties fail to perform;
- the interests of our collaborators or third parties may not always align with our interests, and such parties may not protect and enforce any intellectual property rights or pursue regulatory approvals or market a product in the same manner or to the same extent that we would, which could adversely affect our revenue, or may adopt tax strategies that could have an adverse effect on our business, results of operations or financial condition;
- the inability of the parties to cooperate effectively, which could adversely affect product sales or the clinical development or regulatory approvals of product candidates under joint control, could result in termination of the research, development or commercialization of product candidates or could result in litigation or arbitration;
- any failure on the part of our collaborators or third parties to comply with applicable laws, including tax laws, regulatory requirements and/or applicable contractual obligations or to fulfill any responsibilities they may have to protect and enforce any intellectual property rights underlying our products could have an adverse effect on our revenue or reputation as well as involve us in possible legal proceedings;

- disruptions, turnover or changes in strategy, priorities or capabilities at our collaborators resulting from, for example, a change in control, may impact the commercialization or manufacturing of our shared products and may result in loss of revenue or higher operating expense; and
- any improper conduct or actions on the part of our collaborators or third parties could subject us to civil or criminal investigations and monetary and injunctive penalties, require management attention, impact the accuracy and timing of our financial reporting and/or adversely impact our business and our reputation.

Given these risks, there is considerable uncertainty regarding the success of our current and future collaborative efforts. If these efforts fail, our product development or commercialization of new products could be delayed, revenue from products could decline and/or we may not realize the anticipated benefits of these arrangements.

Our results of operations may be adversely affected by current and potential future healthcare reforms including those contained in the PPACA, IRA, OBBBA, MFN and executive orders.

In the U.S., federal and state legislatures, health agencies and third-party payors continue to focus on the cost of healthcare. Legislative and regulatory proposals, enactments to reform healthcare insurance programs (including those in the IRA and OBBBA) and increasing pressure from social sources could significantly influence the manner in which our products are prescribed, purchased and reimbursed. For example, provisions of the PPACA have resulted in changes in the way healthcare is paid for by both governmental and private insurers, including increased rebates owed by manufacturers under the Medicaid Drug Rebate Program, annual fees and taxes on manufacturers of certain branded prescription drugs, the requirement that manufacturers participate in a discount program for certain outpatient drugs under Medicare Part D and under Section 340B of the PHS Act and similar state legislation. These changes have had and are expected to continue to have a significant impact on our business.

In July 2025 the U.S. signed into law the OBBBA, which enacts significant potential changes to Medicaid funding and rescinds or does not continue elements of the PPACA. The OBBBA implements additional eligibility rules on government health plans, expands administrative procedures around enrollment, modifies how states can obtain federal funding for Medicaid and no longer extends ACA premium subsidies. Additional federal and state guidance is expected to be issued in order to implement these OBBBA provisions, most of which have effective dates in 2027 and 2028. At this time, we are unable to determine the overall impact that the OBBBA will have on our business, results of operations and financial condition, or the impact the OBBBA will have on the pharmaceutical industry as a whole because any such impact will depend upon developing interpretations of the OBBBA provisions and implementing regulations, which may be material.

We may face uncertainties as a result of efforts to repeal, substantially modify or invalidate some or all of the provisions of the PPACA. There is no assurance that the PPACA, as currently enacted or as amended in the future, will not adversely affect our business and financial results, and we cannot predict how future federal or state legislative or administrative changes relating to healthcare reform will affect our business.

There is substantial public attention on the costs of prescription drugs and we expect drug pricing and other healthcare costs to continue to be subject to political and societal pressures globally. In addition, there have been, and are expected to continue to be, legislative proposals to address prescription drug pricing. We face uncertainties regarding potential healthcare reforms, governmental policy and prioritization. The uncertainty about the future of the PPACA and healthcare laws may put downward pressure on drug pricing and increase our regulatory burdens and operating costs. For example, we expect the IRA's drug pricing controls and Medicare Part D redesign to continue to have an adverse impact on sales, particularly for our products that are more substantially reliant on Medicare reimbursement.

Additionally, the current government administration has introduced various measures to address prescription drug pricing and access, including through issuance of an executive order aiming to establish an MFN drug pricing policy that would tie U.S. drug prices to the prices paid for drugs in other developed countries. In October 2026 CMS published a final rule establishing Global Benchmark for Efficient Drug Pricing Model. If HHS sets additional MFN pricing targets for prescription drugs, including the use of international pricing reference to set additional drug prices or rebates in the U.S., or if legislation is passed enabling generic drug or biosimilar entry sooner than expected, our business could be materially harmed, including with respect to our ability to set adequate pricing for new drugs to recover our research and development costs. Additional proposals, regulations or initiatives related to drug pricing, such as the CMS-proposed MFN initiative, the Guarding U.S. Medicare Against Rising Drug Costs Model for certain Medicare Part D drugs, may be finalized, and additional executive orders or regulatory initiatives focused on drug pricing and competition may be adopted and implemented in some form. The timing and extent of implementation of any of the measures described above is uncertain and we cannot fully predict their impact on our product candidates and our business. The adoption of these and any other government controls and measures, and tightening of restrictive policies in jurisdictions with existing controls and measures, could exclude or limit our product candidates

from coverage, limit payments for pharmaceuticals, limit our ability to launch products in certain markets and impact healthcare systems and drug markets in the U.S. and abroad, thereby negatively affecting our revenue and adversely impacting our business.

There is also significant economic pressure on state budgets, and certain states are increasingly seeking to achieve budget savings through mechanisms that limit coverage or payment for our drugs. Some states have adopted or considered legislation and ballot initiatives that would control the prices of drugs, including laws to allow importation of pharmaceutical products from lower cost jurisdictions outside the U.S. and laws intended to impose price controls on state drug purchases. State Medicaid programs are also requesting manufacturers to pay supplemental rebates and requiring prior authorization by the state program for use of any drug for which supplemental rebates are not being paid. Government efforts to reduce Medicaid expense may lead to increased use of managed care organizations by Medicaid programs. This may result in managed care organizations influencing prescription decisions for a larger segment of the population and a corresponding limitation on prices and reimbursement for our products which may adversely affect our business and financial condition.

In the E.U. and some other international markets, the government provides healthcare at low cost to consumers and regulates pharmaceutical prices, patient eligibility or reimbursement levels to control costs for the government-sponsored healthcare system. Many countries have announced or implemented measures, and may in the future implement new or additional measures, to reduce healthcare costs to limit the overall level of government expenditures. These measures vary by country and may include, among other things, patient access restrictions, suspensions on price increases, prospective and possible retroactive price reductions and other recoupments and increased mandatory discounts or rebates, recoveries of past price increases and greater importation of drugs from lower-cost countries. These measures have negatively impacted our revenue and may continue to adversely affect our revenue and results of operations in the future.

Our success in commercializing biosimilars is subject to risks and uncertainties inherent in the development, manufacture and commercialization of biosimilars. If we are unsuccessful, our business may be adversely affected.

The development, manufacture and commercialization of biosimilars require specialized expertise and are costly and subject to complex regulation. Our success in commercializing biosimilars is subject to a number of risks, including:

- ***Reliance on Third Parties.*** We are dependent, in part, on the efforts of collaboration partners and other third parties for the development and manufacturing of biosimilars. These third parties are independent entities subject to their own unique operational, strategic and financial risks that are outside of our control and may be affected by events outside of our control. If these third parties fail to perform, or reduce their third-party manufacturing production, our commercialization of biosimilars could be delayed, revenue from biosimilars could decline and/or we may not realize the anticipated benefits of these arrangements;
- ***Competitive Challenges.*** Biosimilar products face significant competition, including from innovator products and biosimilar products offered by other companies that may receive greater acceptance or more favorable reimbursement. Local tendering processes may restrict biosimilar products from being marketed and sold in some jurisdictions. The number of competitors in a jurisdiction, the timing of approval and the ability to market biosimilar products successfully in a timely and cost-effective manner are additional factors that may impact our success in this business area;
- ***Regulatory Compliance.*** Biosimilar products may face regulatory hurdles or delays due to the evolving and uncertain regulatory and commercial pathway of biosimilars products in certain jurisdictions;
- ***Ability to Provide Adequate Supply.*** Manufacturing biosimilars is complex. If we encounter any persistent manufacturing or supply chain difficulties we may be unable to meet demand. We are dependent on a third party for the manufacture of our biosimilar products and such third party may not perform its obligations in a timely and cost-effective manner or in compliance with applicable regulations and may be unable or unwilling to increase production capacity commensurate with demand for our existing or future biosimilar products;
- ***Intellectual Property and Regulatory Challenges.*** Biosimilar products may face extensive intellectual property clearances and infringement litigation, injunctions or regulatory challenges, which could prevent the commercial launch of a product or delay it for many years or result in imposition of monetary damages, penalties or other civil sanctions and damage our reputation; and
- ***Failure to Gain Market and Patient Acceptance.*** Market success of biosimilar products will be adversely affected if patients, physicians and/or payors do not accept biosimilar products as safe and efficacious products offering a more competitive price or other benefit over existing therapies.

Risks Related to Intellectual Property

If we are unable to obtain and maintain adequate protection for our data, intellectual property and other proprietary rights, our business may be harmed.

Our success, including our long-term viability and growth, depends, in part, on our ability to obtain and defend patent and other intellectual property rights, including certain regulatory forms of exclusivity, that are important to the commercialization of our products and product candidates. Patent protection and/or regulatory exclusivity in the U.S. and other important markets remains uncertain and depends, in part, upon decisions of the patent offices, courts, administrative bodies and lawmakers in these countries. We may fail to obtain, defend or preserve patent and other intellectual property rights, including certain regulatory forms of exclusivity, or the protection we obtain may not be of sufficient breadth and degree to protect our commercial interests in all countries where we conduct business, which could result in financial, business or reputational harm to us or could cause a decline or volatility in our stock price. In addition, settlements of such proceedings often result in reducing the period of exclusivity and other protections, resulting in a reduction in revenue from affected products.

In many markets, including the U.S., manufacturers may be allowed to rely on the safety and efficacy data of the innovator's product and do not need to conduct clinical trials before marketing a competing version of a product after there is no longer patent or regulatory exclusivity. In such cases, manufacturers often charge significantly lower prices and a major portion of the company's revenue may be reduced in a short period of time. In addition, manufacturers of generics and biosimilars may choose to launch or attempt to launch their products before the expiration of our patent or other intellectual property protections.

Furthermore, our products may be determined to infringe patents or other intellectual property rights held by third parties. Legal proceedings, administrative challenges or other types of proceedings are and may in the future be necessary to determine the validity, scope or non-infringement of certain patent rights claimed by third parties to be pertinent to the manufacture, use or sale of our products. Legal proceedings may also be necessary to determine the rights, obligations and payments claimed during and after the expiration of intellectual property license agreements we have entered with third parties. Such proceedings are unpredictable and are often protracted and expensive. Negative outcomes of such proceedings could hinder or prevent us from manufacturing and marketing our products, require us to seek a license for the infringed product or technology or result in the assessment of significant monetary damages against us that may exceed amounts, if any, accrued in our financial statements. A failure to obtain necessary licenses for an infringed product or technology could prevent us from manufacturing or selling our products. Furthermore, payments under any licenses that we are able to obtain could reduce our profits from the covered products and services. Any of these circumstances could result in financial, business or reputational harm to us or could cause our stock price to decline or experience periods of volatility.

Risks Related to Development, Clinical Testing and Regulation of Our Products and Product Candidates

Successful preclinical work or early/late stage clinical trials does not ensure success in later stage trials, regulatory approval or commercial viability of a product.

Positive results in preclinical work or early/late stage clinical trials have in the past and may in the future fail to be replicated in subsequent or confirmatory trials. Additionally, success in preclinical work or early/late stage clinical trials does not ensure that later stage or larger scale clinical trials will be successful or that regulatory approval will be obtained. Even if later stage clinical trials are successful, regulatory authorities may delay or decline approval of our product candidates. Regulatory authorities may disagree with our view of the data, require additional studies, disagree with our trial design or endpoints. Regulatory authorities may also fail to approve the facilities or processes used to manufacture a product candidate, our dosing or delivery methods or companion devices. Regulatory authorities have in the past and may in the future grant marketing approval that is more restricted than anticipated, including limiting indications to narrow patient populations and the imposition of safety monitoring, educational requirements, requiring confirmatory trials and risk evaluation and mitigation strategies. The occurrence of any of these events could result in significant costs and expense, have an adverse effect on our business, financial condition and results of operations and/or cause our stock price to decline or experience periods of volatility.

Clinical trials and the development of biopharmaceutical products is a lengthy and complex process. If we fail to adequately manage our clinical activities, our clinical trials or potential regulatory approvals may be delayed or denied.

Conducting clinical trials is a complex, time-consuming and expensive process. Our ability to complete clinical trials in a timely fashion depends on a number of key factors, including protocol design, regulatory and institutional review board approval, patient enrollment rates and compliance with current Good Clinical Practices. If we or our third-party clinical trial providers or third-party CROs do not successfully carry out these clinical activities, our clinical trials or the potential regulatory approval of a product candidate may be delayed or denied.

We have opened clinical trial sites and are enrolling patients in a number of countries where our experience is limited. In most cases, we use the services of third parties to carry out our clinical trial related activities and rely on such parties to accurately report their results. Our reliance on third parties for these activities may impact our ability to control the timing, conduct, expense and quality of our clinical trials. One CRO has responsibility for a substantial

portion of our activities and reporting related to our clinical trials and if such CRO does not adequately perform, many of our trials may be significantly affected, including adversely affecting our expenses associated with such trials. We may need to replace our CROs, which may result in the delay of the affected trials or otherwise adversely affect our efforts to obtain regulatory approvals and commercialize our product candidates.

Adverse safety events or restrictions on use and safety warnings for our products can negatively affect our business, product sales and stock price.

Adverse safety events involving our products, generic or biosimilar versions of our products or products from the same class as one of our products may have a negative impact on our business. Discovery of safety issues with our products could create product liability and has and may in the future cause additional regulatory scrutiny and requirements for additional labeling or safety monitoring, withdrawal of products from the market and/or the imposition of fines or criminal penalties. Adverse safety events may also damage physician, patient and/or investor confidence in our products and our reputation. Any of these could adversely impact our results of operations.

Regulatory authorities are making greater amounts of stand-alone safety information directly available to the public through periodic safety update reports, patient registries and other reporting requirements. The reporting of adverse safety events involving our products or products similar to ours and public rumors about such events may increase claims against us and may also cause our product sales to decline or lead to periods of stock price volatility.

Restrictions on use or safety warnings that may be required to be included in the label of our products may significantly reduce expected revenue for those products or require significant expense or divert management time.

Risks Related to Our Operations

A breakdown or breach of our information systems could subject us to liability or interrupt our business operations.

We are increasingly dependent upon information systems and data to operate our business. Changes in how we operate, including hybrid and remote working arrangements, have heightened this dependence. As a result, we are increasingly dependent upon our systems to operate our business and our ability to effectively manage our business depends on the security, reliability and adequacy of our systems and data, which includes use of cloud technologies, including Software as a Service (SaaS), Platform as a Service (PaaS) and Infrastructure as a Service (IaaS). Breakdowns, invasions, corruptions, destructions and/or breaches, which may include impacts such as, but not limited to, compromising the capacity, reliability or security of our information systems or those of our business partners, including our cloud technologies, and/or unauthorized access to our data and information could subject us to significant liability, negatively impact our business operations, and/or require replacement of technology and/or sizeable ransom payments. Our information systems, including our cloud technologies, continue to increase in multitude and complexity, increasing our vulnerability when breakdowns, malicious intrusions and ransom attacks occur. Data privacy or security breaches also pose a risk that sensitive data, including intellectual property, trade secrets or personal information belonging to us, patients, customers or other business partners, may be exposed to unauthorized persons or to the public.

Cybersecurity threats and incidents are increasing in their frequency, sophistication and intensity, and are becoming increasingly difficult to detect, particularly when they impact employees, vendors, customers or suppliers, and other companies in our supply chain. Cybersecurity threats and incidents are often carried out by motivated, well-resourced, skilled and persistent threat actors, including nation states, organized crime groups, and “hacktivists” and may include or target employees or contractors acting with carelessness or malicious intent. Recent developments in the threat landscape include use of adversarial AI techniques, including generative AI models and machine learning, as well as an increased number of cyber extortion attacks, with higher financial ransom demand amounts and increasing sophistication and variety of ransomware techniques and methodology. AI technologies, including generative AI models and machine learning, develop rapidly and threat actors use them to identify currently unknown vulnerabilities and create new sophisticated attack methods that are increasingly automated, targeted, coordinated and more difficult to defend against. This may necessitate ongoing enhancements to our cybersecurity systems and infrastructure. Geopolitical instability may increase the risk of cybersecurity threats. Cybersecurity threats or incidents may include deployment of harmful malware and key loggers, ransomware, a denial-of-service attack, a malicious website, the use of social engineering and other means to affect the confidentiality, integrity and availability of our information systems and data. Threat actors increasingly target user identities and access credentials in an attempt to circumvent multi-factor authentication, and can use valid credentials to access cloud-based applications and exfiltrate data, including third-party data, without any operational disruption. We have experienced such attacks, and expect to continue to be targeted in the future.

Cybersecurity threats and incidents also include supply chain attacks, which could cause a delay in the manufacturing of products including products produced for contract manufacturing or lead to a data privacy or security breach. Our key business partners face similar risks and any security breach of their systems could

adversely affect our security posture. The integration of acquired businesses and their systems may also increase these risks. In addition, our increased use of cloud technologies heightens these and other operational risks, and any failure by cloud or other technology service providers to adequately safeguard their systems and prevent cyber-attacks could disrupt our operations and result in misappropriation, corruption or loss of confidential or proprietary information.

While we continue to build and improve our systems and infrastructure, including our business continuity and disaster recovery capabilities, there can be no assurance that our efforts will detect and prevent cybersecurity threats or incidents in our systems or that we will be able to restore affected systems and critical business operations in a timely manner. Any such incidents could materially adversely affect our business operations and/or result in the loss of critical or sensitive information, which could result in material financial, legal, operational or reputational harm to us, loss of competitive advantage or loss of consumer confidence.

Regulators consistently impose new data privacy and security requirements, including monetary fines for privacy violations. For example, the E.U.'s General Data Protection Regulation established regulations regarding the handling of personal data, and provides an enforcement authority and imposes large penalties for noncompliance. U.S. data privacy and security laws, such as the CCPA, and others that may be passed, similarly introduce requirements with respect to personal information, and non-compliance with the CCPA may result in liability through private actions (subject to statutorily defined damages in the event of certain data breaches) and enforcement. Failure to comply with these current and future laws, policies, industry standards or legal obligations or any security incident resulting in the unauthorized access to, or acquisition, release or transfer of personal information may result in governmental enforcement actions, litigation, fines and penalties or adverse publicity and could cause patients, healthcare providers and the general public to lose trust in us, which could have a material adverse effect on our business.

The increasing use of AI presents new risks and challenges and could adversely affect our business and reputation.

As with many developing technologies, AI technologies, including generative AI and AI agents that can take actions on a user's behalf, present risks and challenges. For example, algorithms may be flawed, data sets may be insufficient, of poor quality or contain biased information; outputs may be inaccurate, incomplete or not reproducible; and inappropriate or controversial data practices could impair results. The use of AI is increasing in the biopharmaceutical industry, including by us, for R&D, marketing, manufacturing and commercialization, and AI technologies are increasingly embedded in products and services provided by third parties. We anticipate increasing our use of AI in the future. If the analyses or outputs that AI technologies assist in producing are deficient or inaccurate, or are relied upon without appropriate human oversight, we could be subjected to competitive harm, potential legal liability and brand or reputational harm. Where AI is used to support activities subject to regulatory requirements, such as clinical development, pharmacovigilance, manufacturing and quality, or regulatory submissions, deficiencies in validation, documentation or oversight could result in regulatory scrutiny or affect the acceptance of our submissions.

Use of AI technologies internally, by third parties or by threat actors, may also lead to cybersecurity risks or the release of confidential proprietary information, including personal data, which may impact our ability to realize the benefit of our intellectual property or violate our internal policies, data protection laws or contractual requirements. The use of AI technologies may also result in unauthorized access of personal data or the intellectual property of third parties, and the ownership and protectability of AI-assisted inventions and works remain uncertain.

Since the use of AI is subject to new and evolving laws and regulations, compliance may impose operational costs and limit our ability to use AI, and failure to comply may result in potential government actions, litigation, fines, penalties or adverse publicity. In addition, if we are unable to adopt and integrate AI technologies effectively and responsibly, we may not realize their anticipated benefits, which could adversely affect our competitive position.

Manufacturing issues could substantially increase our costs, limit supply of our products and/or reduce our revenue.

The process of manufacturing our products is complex, highly regulated and subject to numerous risks, including:

- ***Risks of Reliance on Third Parties and Single Source Providers.*** We rely on third-party suppliers and manufacturers for many aspects of our manufacturing process for our products and product candidates. In some cases, due to the unique manner in which our products are manufactured, we rely on single source providers of raw materials and manufacturing supplies. These third parties are independent entities subject to their own unique operational, strategic and financial risks that are outside of our control and may be affected by events outside of our control. Additionally, these third parties may not perform their obligations in a timely and cost-effective manner or in compliance with applicable regulations, and they may be unable or unwilling to increase production capacity commensurate with demand for our existing or future products. Finding alternative providers could take a significant amount of time and involve significant expense due to the specialized nature of the services and the need to obtain regulatory approval of any significant changes to our suppliers or manufacturing methods. We

cannot be certain that we could reach agreement with alternative providers or that the FDA or other regulatory authorities would approve our use of such alternatives.

- **Global Bulk Supply Risks.** We rely on our manufacturing facilities for the production of drug substance for our large molecule products and product candidates. Our global bulk supply of these products and product candidates depends on the uninterrupted and efficient operation of these facilities, which could be adversely affected by equipment failures, labor or raw material shortages, geopolitical instability, public health epidemics, natural disasters, adverse weather events, power failures, cyber-attacks and many other factors.
- **Risks Relating to Compliance with current GMP (cGMP).** We and our third-party providers are required to maintain compliance with cGMP and other stringent requirements, as applicable, and are subject to inspections by the FDA and other regulatory authorities to confirm compliance. Any delay, interruption or other issues that arise in the manufacture, fill-finish, packaging or storage of our products as a result of a failure of our facilities or operations or those of third parties to receive regulatory approval or pass any regulatory agency inspection could significantly impair our ability to develop and commercialize our products. Significant noncompliance could also result in the imposition of monetary penalties or other civil or criminal sanctions and damage our reputation.
- **Risk of Product Loss.** The manufacturing process for our products is extremely susceptible to product loss due to contamination, oxidation, equipment failure or improper installation or operation of equipment or vendor or operator error. Even minor deviations from normal manufacturing processes could result in reduced production yields, product defects and other supply disruptions. If microbial, viral or other contaminations are discovered in our products or manufacturing facilities, we may need to close our manufacturing facilities for an extended period of time to investigate and remediate the contaminant.

Any adverse developments affecting our manufacturing operations or the operations of our third-party suppliers and manufacturers may result in shipment delays, inventory shortages, lot failures, product withdrawals or recalls or other interruptions in the commercial supply of our products.

Furthermore, factors such as geopolitical instability, public health epidemics, natural disasters, adverse weather events, labor or raw material shortages, imposition of tariffs or trade restrictions, power failures, cyber-attacks and other supply chain disruptions could result in difficulties and delays in manufacturing our products, which could have an adverse impact on our results of operations or result in product shortages. We may also have to take inventory write-offs and incur other charges and expense for products that fail to meet specifications, undertake costly remediation efforts or seek more costly manufacturing alternatives. Such developments could increase our manufacturing costs, cause us to lose revenue or market share as patients and physicians turn to competing therapeutics, diminish our profitability or damage our reputation.

In addition, although we have business continuity plans to reduce the potential for manufacturing disruptions or delays and reduce the severity of a disruptive event, there is no guarantee that these plans will be adequate, which could adversely affect our business and operations.

Management, personnel and other organizational changes may disrupt our operations, and we may have difficulty retaining personnel or attracting and retaining qualified replacements on a timely basis for the management and other personnel who may leave the Company, which could disrupt our business and adversely affect our operations.

Changes in management, other personnel and our overall retention rate may disrupt our business, and any such disruption could adversely affect our operations, programs, growth, financial condition or results of operations. New members of management may have different perspectives on programs and opportunities for our business, which may cause us to focus on new opportunities or reduce or change emphasis on our existing programs.

Our success is dependent upon our ability to attract and retain qualified management and other personnel in a highly competitive environment. Qualified individuals are in high demand, and we may incur significant costs to attract or retain them. We may face difficulty in attracting and retaining talent for a number of reasons, including management changes, integration of acquired businesses, assets or operations, the underperformance or discontinuation of one or more marketed, preclinical or clinical programs, recruitment by competitors or changes in the overall labor market. Changes in our organizational structure or in our flexible working arrangements could also impact productivity and morale as well as our ability to attract, retain and motivate employees. We cannot ensure that we will be able to hire or retain the personnel necessary for our operations or that the loss of any personnel will not have a material impact on our financial condition and results of operations.

If we fail to comply with the extensive legal and regulatory requirements affecting the healthcare industry, we could face increased costs, penalties and a loss of business.

Our activities, and the activities of our collaborators, distributors and other third-party providers, are subject to extensive government regulation and oversight in the U.S. and in foreign jurisdictions, and are subject to change and evolving interpretations, which could require us to incur substantial costs associated with compliance or to alter one

or more of our business practices. The FDA and comparable foreign agencies directly regulate many of our most critical business activities, including the conduct of preclinical and clinical studies, product manufacturing, advertising and promotion, product distribution, adverse event reporting, product risk management and our compliance with good practice quality guidelines and regulations. Our interactions with physicians and other healthcare providers that prescribe or purchase our products are also subject to laws and government regulation designed to prevent fraud and abuse in the sale and use of products and place significant restrictions on the marketing practices of healthcare companies. Healthcare companies are facing heightened scrutiny of their relationships with healthcare providers and have been the target of lawsuits and investigations alleging violations of laws and government regulation, including claims asserting submission of incorrect pricing information, impermissible off-label promotion of pharmaceutical products, payments intended to influence the referral of healthcare business, submission of false claims for government reimbursement, antitrust violations or violations related to environmental matters. There is also enhanced scrutiny of company-sponsored patient assistance programs, including testing, insurance premium and co-pay assistance programs and donations to third-party charities that provide such assistance. The U.S. government has challenged some of our donations to third-party charities that provide patient assistance. If we, or our vendors or donation recipients, are found to fail to comply with relevant laws, regulations or government guidance in the operation of these or other patient assistance programs, we could be subject to significant fines or penalties. Risks relating to compliance with laws and regulations may be heightened as we continue to expand our global operations and enter new therapeutic areas with different patient populations, which may have different product distribution methods, marketing programs or patient assistance programs from those we currently utilize or support.

Conditions and regulations governing the healthcare industry are subject to change, with possible retroactive effect, including:

- new laws, regulations or judicial decisions, or new interpretations of existing laws, regulations or judicial decisions, related to healthcare availability, pricing or marketing practices, compliance with employment practices, method of delivery, payment for healthcare products and services, compliance with health information and data privacy and security laws and regulations, tracking and reporting payments and other transfers of value made to physicians and teaching hospitals, extensive anti-bribery and anti-corruption prohibitions, product serialization and labeling requirements and used product take-back requirements;
- changes and the potential imposition of new or changing standards in the FDA and foreign regulatory approval processes, staffing, resources or perspectives that may delay or prevent certain processes, including, but not limited to, the approval of new products, product labels and/or formulations and approvals required for manufacturing facilities and may result in lost market opportunity;
- government shutdowns, funding disputes, reorganizations, furloughs or reductions in staffing and/or resources or changes in priorities or focus may result in delays to the review and approval process, slowing the time necessary for new drug candidates and other regulatory matters to be reviewed and/or approved, which may adversely affect our business;
- requirements that provide for increased transparency of clinical trial results and quality data, such as the EMA's clinical transparency policy, which could impact our ability to protect trade secrets and competitively-sensitive information contained in approval applications or could be misinterpreted leading to reputational damage, misperception or legal action, which could harm our business; and
- changes in FDA and foreign regulations that may require additional safety monitoring, labeling changes, restrictions on product distribution or use or other measures after the introduction of our products to market, which could increase our costs of doing business, adversely affect the future permitted uses of approved products or otherwise adversely affect the market for our products.

Additionally, conditions and regulations governing the healthcare industry in the U.S. are subject to greater risk of change and uncertainty as a result of changes in legislative and regulatory priorities and personnel.

Violations of governmental regulation may be punishable by criminal and civil sanctions, including fines and civil monetary penalties and exclusion from participation in government programs, including Medicare and Medicaid, as well as against executives overseeing our business. We could also be required to repay amounts we received from government payors or pay additional rebates and interest if we are found to have miscalculated the pricing information we submitted to the government. In addition, legal proceedings and investigations are inherently unpredictable, and large judgments or settlements sometimes occur. While we believe that we have appropriate compliance controls, policies and procedures in place to comply with the laws or regulations of the jurisdictions in which we operate, there is a risk that acts committed by our employees, agents, distributors, collaborators or third-party providers might violate such laws or regulations. Whether or not we have complied with the law, an

investigation or litigation related to alleged unlawful conduct could increase our expense, damage our reputation, divert management time and attention and adversely affect our business.

Our sales and operations are subject to the risks of doing business internationally.

We are increasing our presence in international markets, subjecting us to many risks that could adversely affect our business and revenue. There is no guarantee that our efforts and strategies to expand sales in international markets will succeed. Emerging market countries may be especially vulnerable to periods of global and local political, legal, regulatory and financial instability and may have a higher incidence of corruption and fraudulent business practices. Certain countries may require local clinical trial data as part of the drug registration process in addition to global clinical trials, which can add to overall drug development and registration timelines. We may also be required to increase our reliance on third-party agents or distributors and unfamiliar operations and arrangements previously utilized by companies we collaborate with or acquire in emerging markets.

Our sales and operations are subject to the risks of doing business internationally, including:

- the impact of public health epidemics on the global economy and the delivery of healthcare treatments;
- less favorable intellectual property or other applicable laws;
- the inability to obtain necessary foreign regulatory approvals of products in a timely manner;
- limitations and additional pressures on our ability to obtain and maintain product pricing, reimbursement or receive price increases, including those resulting from governmental or regulatory requirements;
- increased cost of goods due to factors such as inflation and supply chain disruptions;
- additional complexity in manufacturing or conducting clinical research internationally, including materials manufactured in China or working with CROs in China;
- delays in clinical trials relating to geopolitical instability;
- the inability to successfully complete subsequent or confirmatory clinical trials in countries where our experience is limited;
- longer payment and reimbursement cycles and uncertainties regarding the collectability of accounts receivable;
- fluctuations in foreign currency exchange rates that may adversely impact our revenue, net income and value of certain of our investments;
- the imposition of governmental controls;
- diverse data privacy and protection requirements;
- increasingly complex standards for complying with foreign laws and regulations that may differ substantially from country to country and may conflict with corresponding U.S. laws and regulations;
- the anti-bribery and anti-corruption legislation across the globe, including the U.K. Bribery Act 2010, and elsewhere and escalation of investigations and prosecutions pursuant to such laws;
- compliance with complex import and export control laws;
- changes in tax laws; and
- the imposition of tariffs or reciprocal tariffs, trade protection measures, embargoes, import or export licensing requirements and the imposition of trade sanctions and other similar restrictions.

Our international operations are also subject to regulation under U.S. law. For example, following Section 232 investigations, the U.S. federal government issued a Proclamation in April 2026 imposing a 100% tariff on imports of patented pharmaceuticals, biologics and associated ingredients, subject to certain exemptions and reduced rates. In addition to the Proclamation, the government may take additional trade protection measures including embargoes, import or export licensing requirements, the imposition of trade sanctions or similar restrictions, which could have adverse consequences to our business and operations.

Additionally, the U.S. FCPA prohibits U.S. companies and their representatives from paying, offering to pay, promising to pay or authorizing the payment of anything of value to any foreign government official, government staff member, political party or political candidate for the purpose of obtaining or retaining business or to otherwise obtain favorable treatment or influence a person working in an official capacity. In many countries, the healthcare professionals we regularly interact with may meet the FCPA's definition of a foreign government official. Failure to comply with domestic or foreign laws could result in various adverse consequences, including possible delay in approval or refusal to approve a product, recalls, seizures or withdrawal of an approved product from the market, disruption in the supply or availability of our products or suspension of export or import privileges, the imposition of civil or criminal sanctions, the prosecution of executives overseeing our international operations and damage to our reputation. Any significant impairment of our ability to sell products outside of the U.S. could adversely impact our

business and financial results. In addition, while we believe that we have appropriate compliance controls, policies and procedures in place to comply with the FCPA, there is a risk that acts committed by our employees, agents, distributors, collaborators or third-party providers might violate the FCPA and we might be held responsible. If our employees, agents, distributors, collaborators or third-party providers are found to have engaged in such practices, we could suffer severe penalties and may be subject to other liabilities, which could negatively affect our business.

We built a large-scale biologics manufacturing facility and are building a clinical packaging and other manufacturing facility, which represent a significant investment with no assurance that such investment will be recouped.

In order to support our future growth and drug development pipeline, we have expanded our large molecule production capacity by building a large-scale biologics manufacturing facility in Solothurn, Switzerland with no assurance that the additional capacity will be required or this investment will be recouped. Although the Solothurn facility was approved by the FDA for LEQEMBI and TYSABRI, there can be no assurance that the regulatory authorities will approve the Solothurn facility for the manufacturing of other products. Additionally, we are building a new clinical packaging and other manufacturing facility as well as modernizing and automating our existing manufacturing facilities in RTP with no assurance that these investments will be fully utilized.

If we are unable to fully utilize our manufacturing facilities, our business may be harmed. Charges resulting from excess capacity may occur and would have a negative effect on our financial condition and results of operations.

The illegal distribution and sale by third parties of counterfeit or unfit versions of our products or stolen products could have a negative impact on our reputation and business.

Third parties might illegally distribute and sell counterfeit or unfit versions of our products, which do not meet our rigorous manufacturing, distribution and testing standards. A patient who receives a counterfeit or unfit drug may be at risk for a number of dangerous health consequences. Our reputation and business could suffer harm as a result of counterfeit or unfit drugs sold under our brand name. Inventory that is stolen from warehouses, plants or while in-transit, and that is subsequently improperly stored and sold through unauthorized channels, could adversely impact patient safety, our reputation and our business.

The increasing use of social media platforms presents new risks and challenges.

Social media is increasingly being used to communicate about our products and the diseases our therapies are designed to treat. Social media practices in the biopharmaceutical industry continue to evolve and regulations relating to such use are not always clear and create uncertainty and risk of noncompliance with applicable regulations. For example, patients may use social media to comment on the effectiveness of a product or to report an alleged adverse event. When such disclosures occur, there is a risk that we may fail to monitor and comply with applicable adverse event reporting obligations or we may not be able to defend the company or the public's legitimate interests in the face of the political and market pressures generated by social media due to restrictions on what we may say about our products. There is also a risk of inappropriate disclosure of sensitive information or negative or inaccurate posts or comments about us on social media. We may also encounter criticism on social media regarding our company, management, product candidates or products. The immediacy of social media precludes us from having real-time control over postings made regarding us, whether matters of fact or opinion. Our reputation could be damaged by the negative publicity generated from false or misleading posts concerning us, which we may not be able to reverse. If any of these events were to occur or we otherwise fail to comply with applicable regulations, we could incur liability, face restrictive regulatory actions or incur other harm to our business.

Risks Related to Holding Our Common Stock

Our operating results are subject to significant fluctuations.

Our quarterly revenue, expense and net income have fluctuated in the past and are likely to fluctuate significantly in the future due to the risks described in these *Risk Factors* as well as the timing of charges and expense that we may take. We have recorded, or may in the future be required to record, charges that include:

- the cost of restructurings or other initiatives to streamline our operations and reallocate resources;
- the costs associated with decisions to terminate research and development programs;
- impairments with respect to investments, fixed assets and long-lived assets, including IPR&D and other intangible assets;
- inventory write-downs for failed quality specifications, charges for excess capacity, charges for excess or obsolescence and charges for inventory write-downs relating to product suspensions, expirations or recalls;
- changes in the fair value of contingent consideration or our equity investments;
- bad debt expense and increased bad debt reserves;
- outcomes of litigation and other legal or administrative proceedings, regulatory matters and tax matters;

- payments in connection with acquisitions, divestitures and other business development activities and under license and collaboration agreements;
- failure to meet certain contractual commitments; and
- the impact of public health epidemics on employees, the global economy and the delivery of healthcare.

Our revenue and certain assets and liabilities are also subject to foreign currency exchange rate fluctuations due to the global nature of our operations. Our efforts to mitigate the impact of fluctuating currency exchange rates may not be successful. As a result, currency fluctuations among our reporting currency, the U.S. dollar, and other currencies in which we do business will affect our operating results, often in unpredictable ways. Our net income may also fluctuate due to the impact of charges we may be required to take with respect to foreign currency hedge transactions. In particular, we may incur higher than expected charges from early termination of a hedge relationship.

Our operating results during any one period do not necessarily suggest the results of future periods.

Our investments in properties may not be fully realized.

We own or lease real estate primarily consisting of buildings that contain research laboratories, office space and manufacturing operations. We may decide to consolidate or co-locate certain aspects of our business operations or dispose of one or more of our properties, some of which may be located in markets that are experiencing high vacancy rates and decreasing property values. If we determine that the fair value of any of our owned properties is lower than their book value, we may not realize the full investment in these properties and incur significant impairment charges or additional depreciation when the expected useful lives of certain assets have been shortened due to the anticipated closing of facilities. If we decide to fully or partially vacate a property, we may incur significant cost, including facility closing costs, employee separation and retention expense, lease termination fees, rent expense in excess of sublease income and impairment of leasehold improvements and accelerated depreciation of assets. Any of these events may have an adverse impact on our results of operations.

We may not be able to access the capital and credit markets on favorable terms, which could increase financing costs.

We may seek access to the capital and credit markets to supplement our existing funds and cash generated from operations for working capital, capital expenditure, debt refinancing, debt service requirements and other business initiatives. The capital and credit markets are experiencing, and have in the past experienced, extreme volatility and disruption, which lead to uncertainty and liquidity issues for both borrowers and investors. Recent and potential disruptions, including those related to tariff announcements and trade policy uncertainty, may exacerbate these conditions. In the event of adverse conditions, we may be unable to obtain financing with favorable terms which could significantly increase our financing costs. Changes in credit ratings issued by nationally recognized credit rating agencies could also adversely affect our cost of financing and the market price of our securities.

Our indebtedness could adversely affect us and limit our ability to plan for or respond to changes in our business.

Our indebtedness, together with our significant contingent liabilities, including milestone and royalty payment obligations, could have important consequences to our business; for example, such obligations could:

- increase our vulnerability to general adverse economic and industry conditions;
- limit our ability to access capital markets and incur additional debt in the future;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow for other purposes, including business development, research and development and mergers and acquisitions; and
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate, thereby placing us at a disadvantage compared to our competitors that have less debt.

Our investment portfolio is subject to market, interest and credit risk that may reduce its value.

We maintain a portfolio of marketable securities for investment of our cash as well as investments in equity securities of certain biotechnology companies. Changes in the value of our investment portfolio has in the past and may in the future adversely affect our earnings. The value of our investments may decline due to, among other things, increases in interest rates, downgrades of the bonds and other securities in our portfolio, negative company-specific news, biotechnology market sentiment, instability in the global financial markets that reduces the liquidity of securities in our portfolio, declines in the value of collateral underlying the securities in our portfolio and other factors. Each of these events may cause us to record charges to reduce the carrying value of our investment portfolio or sell investments for less than our acquisition cost. Although we attempt to mitigate these risks through diversification of our investments and continuous monitoring of our portfolio's overall risk profile, the value of our investments may nevertheless decline.

There can be no assurance that we will repurchase shares or that we will repurchase shares at favorable prices, which may negatively affect our stock price.

From time to time our Board of Directors authorizes share repurchase programs. The amount and timing of share repurchases are subject to capital availability and our determination that share repurchases are in the best interest of our shareholders and are in compliance with all respective laws and our applicable agreements. Our ability to repurchase shares will depend upon, among other factors, our cash balances and potential future capital requirements for strategic transactions, our results of operations, our financial condition and other factors beyond our control that we may deem relevant. Additionally, the IRA includes an excise tax on share repurchases, which will increase the cost of share repurchases. A reduction in repurchases under, or the completion of, our share repurchase programs could have a negative effect on our stock price. We can provide no assurance that we will repurchase shares at favorable prices, if at all.

Some of our collaboration agreements contain change in control provisions that may discourage a third party from attempting to acquire us.

Some of our collaboration agreements include change in control provisions that could reduce the potential acquisition price an acquirer is willing to pay or discourage a takeover attempt that could be viewed as beneficial to shareholders. Upon a change in control, some of these provisions could result in reduced milestone, profit or royalty payments to us or give our collaboration partner rights to terminate our collaboration agreement, acquire operational control or force the purchase or sale of the programs that are the subject of the collaboration agreement.

General Risk Factors

Our effective tax rate fluctuates, and we may incur obligations in tax jurisdictions in excess of accrued amounts in our financial statements.

As a global company, we are subject to taxation in numerous countries, states and other jurisdictions. As a result, our effective tax rate is derived from a combination of applicable tax rates, including withholding taxes, in the various places that we operate. In preparing our financial statements, we estimate the amount of tax that will become payable in each of such places. Our effective tax rate may be different than experienced in the past or our current expectations due to many factors, including changes in the mix of our profitability from country to country, the results of examinations and audits of our tax filings, adjustments to the value of our uncertain tax positions, interpretations by tax authorities or other bodies with jurisdiction, the result of tax cases, changes in accounting for income taxes and changes in tax laws, especially in the U.S. (including the OBBBA) and Switzerland, and regulations either prospectively or retrospectively and the effects of the integrations of acquired businesses. Our estimates concerning the impact of the OBBBA remain subject to developing interpretations of the provisions of the OBBBA, which may require further adjustments and changes in our estimates, and could have a material adverse effect on our business.

Our inability to secure or sustain acceptable arrangements with tax authorities and future changes in the tax laws, among other things, may result in tax obligations in excess of amounts accrued in our financial statements.

The enactment and interpretation of some or all of the recommendations set forth or that may be forthcoming in the OECD's project on "Base Erosion and Profit Shifting" by tax authorities and economic blocs in the countries in which we operate, could unfavorably impact our effective tax rate. Many countries have or are in the process of enacting legislation intended to implement the OECD GloBE Model Rules. The impact on the Company will depend on the timing of implementation, the exact nature of each country's GloBE legislation, guidance and regulations (including the Pillar Two side-by-side package announced by the OECD in January 2026) thereon and their application by tax authorities either prospectively or retrospectively.

Our business involves environmental and operational risks, which include the cost of compliance and the risk of contamination or injury.

Our business and the business of several of our strategic partners involve the controlled use of hazardous materials, chemicals, biologics and radioactive compounds which make us subject to changing and evolving rules and interpretations, which could require us to incur substantial costs associated with compliance or to alter one or more of our business practices. Although we believe that our safety procedures for handling and disposing of such materials comply with state, federal and foreign standards, there will always be the risk of accidental contamination or injury. If we were to become liable for an accident, or if we were to suffer an extended facility shutdown, we could incur significant costs, damages and penalties that could harm our business. Manufacturing of our products and product candidates also requires permits from government agencies for water supply and wastewater discharge. If we do not obtain appropriate permits, including permits for sufficient quantities of water and wastewater, we could incur significant costs and limits on our manufacturing volumes that could harm our business. Additionally, regulators have passed new environmental disclosure rules. For example, the E.U., California and certain other countries we do business in have promulgated climate disclosure rules that will generally require additional

disclosure. These new rules collectively will impose additional disclosure requirements relating to climate-related risks and emissions disclosures. We expect to be subject to these new laws and regulations if or when they go into effect, which would impose extensive reporting obligations about greenhouse gas emissions and climate-related financial risks. These recently enacted and proposed regulations may require us to incur compliance and disclosure costs and will likely require substantial management attention.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

ISSUER PURCHASES OF EQUITY SECURITIES

The following table summarizes our common stock repurchase activity under our 2020 Share Repurchase Program during the third quarter of 2026:

Period	Total Number of Shares Purchased (#)	Average Price Paid per Share (\$)	Total Number of Shares Purchased as Part of Publicly Announced Programs (#)	Approximate Dollar Value of Shares That May Yet Be Purchased Under Our Programs (\$ in millions)
July 1, 2026 - July 31, 2026	—	\$ —	—	\$ 2,050.0
August 1, 2026 - August 31, 2026	—	\$ —	—	\$ 2,050.0
September 1, 2026 - September 30, 2026	—	\$ —	—	\$ 2,050.0
Total ⁽¹⁾	—	\$ —	—	—

⁽¹⁾ There were no share repurchases during the third quarter of 2026.

In October 2020 our Board of Directors authorized our 2020 Share Repurchase Program, which is a program to repurchase up to \$5.0 billion of our common stock. Our 2020 Share Repurchase Program does not have an expiration date. All shares repurchased under our 2020 Share Repurchase Program were retired. There were no share repurchases of our common stock during the three months ended September 30, 2026 and 2025. Approximately \$2.1 billion remained available under our 2020 Share Repurchase Program as of September 30, 2026.

ITEM 5. OTHER INFORMATION

TRADING ARRANGEMENTS

From time to time, our officers (as defined in Rule 16a-1(f)) and directors may enter into, amend or terminate 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 third quarter of 2026, there were no trading arrangements for the purchase or sale of our securities entered into, amended or terminated by our officers and directors.

In our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2026, we reported that on May 4, 2026, Lloyd Minor, a member of our Board of Directors, adopted a Rule 10b5-1 trading arrangement providing for the sale of up to 593 shares of our common stock. The correct aggregate number of shares covered by such Rule 10b5-1 trading arrangement was 1,186 shares of our common stock. All other terms of Mr. Minor's previously disclosed Rule 10b5-1 trading arrangement remain as previously described.

ITEM 6. EXHIBITS

The exhibits listed below are filed or furnished as part of this Quarterly Report on Form 10-Q.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
31.1+	<u>Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2+	<u>Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1++	<u>Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101+	The following materials from Biogen Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2026, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Statements of Comprehensive Income, (iii) the Condensed Consolidated Balance Sheets, (iv) the Condensed Consolidated Statements of Cash Flow, (v) the Condensed Consolidated Statements of Equity and (vi) Notes to Condensed Consolidated Financial Statements.
104++	The cover page from this Quarterly Report on Form 10-Q for the quarter ended September 30, 2026, formatted in Inline XBRL.

+ Filed herewith

++ Furnished herewith

SIGNATURES

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

BIOGEN INC.

/s/ ROBIN C. KRAMER

Robin C. Kramer
Chief Financial Officer
(principal financial officer)

October 28, 2026

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Christopher A. Viehbacher, certify that:

1. I have reviewed this quarterly report of Biogen 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. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2026

/s/ CHRISTOPHER A. VIEHBACHER
Christopher A. Viehbacher
President and Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robin C. Kramer, certify that:

1. I have reviewed this quarterly report of Biogen 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. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2026

/s/ ROBIN C. KRAMER

Robin C. Kramer

Chief Financial Officer

CERTIFICATION
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Biogen Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended September 30, 2026 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 28, 2026

/s/ CHRISTOPHER A. VIEHBACHER

Christopher A. Viehbacher
President and Chief Executive Officer
[principal executive officer]

Date: October 28, 2026

/s/ ROBIN C. KRAMER

Robin C. Kramer
Chief Financial Officer
[principal financial officer]

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.