UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 1, 2022

Context Therapeutics Inc. (Exact name of registrant as specified in its charter)

(State of other jurisdiction of incorporation)

001-40654

(Commission File Number)

86-3738787 (I.R.S. Employer Identification No.)

Name of exchange

2001 Market Street, Suite 3915, Unit#15 Philadelphia, Pennsylvania 19103 (Address of principal executive offices including zip code)

(267) 225-7416 (Registrant's telephone number, including area code)

Not Applicable (Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Title of each class on which registered The Nasdaq Stock Market Common Stock \$0.001 par value per share

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this

Emerging growth company \boxtimes

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. \Box

Item 1.01 Entry into a Material Definitive Agreement

On August 1, 2022, Context Therapeutics Inc. (the "Company"), entered into a Clinical Trial Collaboration and Supply Agreement (the "Agreement") with Berlin-Chemie AG - Menarini Group - ("Menarini"). Pursuant to the Agreement On August 1, 2022, Colitext interapetatics in: Life Company, elacestrant, its office into a clinical man collapsy Agreement (the Agreement (the Agreement (the Agreement Agreeme Menarini timely provides proposed terms for such a transaction in writing, the Company shall consider such terms in good faith.

Until the earlier of (i) Study completion, (ii) the termination of the Study or the Agreement, (iii) the FDA providing a complete response letter ("CRL") to the application for approval for elacestrant that does not ultimately lead to approval of elacestrant within six (6) months of such initial CRL, or (iv) Menarini's breach of the terms of the Agreement, Context will not conduct a clinical trial in humans with an orally administered selective estrogen receptor-positive, progesterone receptor-positive, HER2-negative breast cancer. The Agreement may be terminated by either party (ii) for safety reasons, (iii) should any regulatory authority take certain actions that suspend or terminate the Study or the other party's ability to provide its Study drug, or (iv) should either party reasonably believe that the Study data shows evidence of lack of efficacy and/or futility that is agreed to by the parties or confirmed by a third-party expert. Further, the Agreement may be terminated by the Company should the Study budget exceed or be anticipated to exceed the initial budget with the primary contract research organization engaged by Context to perform the Study and the Company reasonably determines not to cover the additional costs and expenses. Upon termination other than due to Menarini's material breach, the Company shall return or destroy all unused elacestrant. The agreement contains representations, warranties, undertakings and indemnities customary for a transaction of this nature.

The foregoing is only a summary description of the terms of the Agreement, does not purpose to be complete and is qualified in its entirety by reference to the Agreement, which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ending September 30, 2022.

On August 2, 2022, the Company issued a press release announcing its execution of the Agreement. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference. Additionally, on August 02, 2022, the Company updated its corporate presentation for use in meetings with investors, analysts and others. A copy of the corporate presentation is filed as Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein by reference

The information in this Item 7.01, and Exhibits 99.1 and 99.2 attached hereto, are being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

Item 9.01 Exhibits

(d) Exhibits

99.1

Exhibit No. Description

Press Release issued by Context Therapeutics Inc., dated August 2, 2022.
Context Therapeutics Inc. Corporate Presentation - August 2022.

99.2

Cover Page Interactive Data File (embedded within the inline XBRL document) 104

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 hereunto duly authorized.

Dated: August 2, 2022 Context Therapeutics Inc.

By: <u>/s/ Martin A. Lehr</u> Name: Martin A. Lehr Title: Chief Executive Officer





Context Therapeutics and The Menarini Group Announce Clinical Trial Collaboration and Supply Agreement to Evaluate ONA-XR and Elacestrant Combination

Preclinical data support the potential of ONA-XR plus estrogen receptor degraders in endocrine resistant disease models

Context to initiate Phase 1b/2 clinical trial in Q4 2022

PHILADELPHIA, PA and FLORENCE, Italy— August 02, 2022—Context Therapeutics Inc. ("Context" or the "Company") (Nasdaq: CNTX), a women's oncology company developing small molecule and immunotherapy treatments for breast and gynecological cancers, and The Menarini Group ("Menarini") today announced a clinical trial collaboration and supply agreement for Menarini's oral selective estrogen receptor degrader (SERD), elacestrant.

This agreement will support the upcoming Phase 1b/2 ELONA clinical proof-of-concept trial evaluating onapristone extended release (ONA-XR), an oral progesterone receptor (PR) antagonist, in combination with elacestrant in estrogen receptor positive (ER+), PR+ HER2- metastatic breast cancer (mBC) patients who have previously been treated with a CDK4/6 inhibitor. Context will sponsor the clinical trial and Menarini will supply elacestrant at no cost.

According to the American Cancer Society, breast cancer is the second most common cancer among women occurring in 1 in 8 women (13%) over the course of a woman's lifetime, with ~280,000 new cases of invasive breast cancer and 51,400 cases of non-invasive breast cancer expected in 2022. Elacestrant is the first oral SERD to demonstrate a statistically significant and clinically meaningful improvement in progression-free survival (PFS) versus standard-of-care (SOC) endocrine therapy in a Phase 3 trial in patients with ER+, HER2-mBC, with 30% reduction in the risk of progression or death in all patients. Data also showed that 22% of patients were allive and progression-free at 12 months after elacestrant treatment initiation vs. 9% with SOC in the overall population. Therefore, elacestrant may become the new backbone endocrine therapy for ER+, HER2-mBC.

Preliminary data from preclinical studies suggest that a dual ER and PR blockade may be associated with enhanced tumor control. The ELONA clinical trial will be evaluating this important hypothesis.

"We are grateful to Menarini for their collaboration as we explore the therapeutic potential of adding ONA-XR, our oral PR antagonist, to elacestrant," said Tarek Sahmoud, MBBCh, Ph.D., Context's Chief Medical Officer. "We hope that this combination will further improve the clinical outcome in patients with ER+, PR+, HER2- mBC."
"ONA-XR's ability to restore hormone sensitivity and its tolerability profile positions it well for combination with elacestrant," said Nassir Habboubi, M.D., Menarini's Global Head of R&D.

Context anticipates initiating the Phase 1b/2 clinical trial in the fourth quarter of 2022. The two companies will form a joint committee to review results.

About Menarini Group

The Menarini Group is a leading international pharmaceutical and diagnostics company, with a turnover of over \$4 billion and over 17,000 employees. Menarini is focused on therapeutic areas with high unmet needs with products for oncology, cardiology, pneumology, gastroenterology, infectious diseases, diabetology, inflammation, and analgesia. With 18 production sites and 9 Research and Development centers, Menarini's products are available in 140 countries worldwide. For further information, please visit www.menarini.com.

About ONA-XR

About ONA-XR

ONA-XR (onapristone extended release) is a potent and specific antagonist of the progesterone receptor (PR) that is orally administered. Currently, there are no approved therapies that selectively target PR+ cancers. Preliminary preclinical and clinical data suggest that ONA-XR has anticancer activity by inhibiting progesterone receptor binding to chromatin, downregulating cancer stem cell mobilization and blocking immune evasion. ONA-XR is currently being evaluated in three Phase 2 clinical trials and one Phase 1b/2 clinical trial in PR+ breast, ovarian and endometrial cancers. ONA-XR is an investigational drug that has not been approved for marketing by any regulatory authority.

About Context Therapeutics

Context Therapeutics
Context T Context is headquartered in Philadelphia, PA. For more information, visit www.contexttherapeutics.com

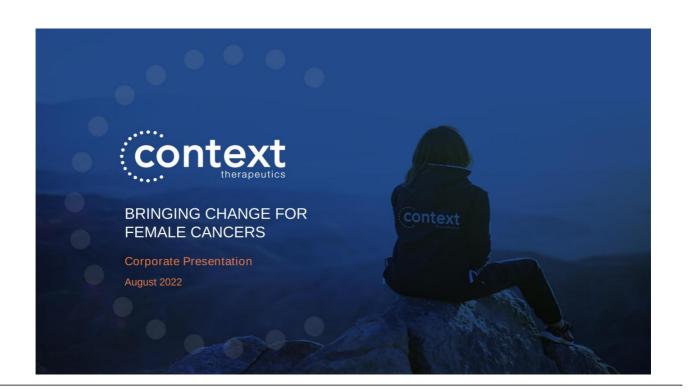
Forward-looking Statements
This press release contains "forward-looking statements" that involve substantial risks and uncertainties for purposes of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. Any
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Context Therapeutics

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Forward Looking Statement

Except for statements of historical fact, any information contained in this presentation may be a forward-looking statement that reflects the Company's current views about future events and are subject to risks, uncertainties, assumptions and changes in circumstances that may cause events or the Company's actual activities or results to differ significantly from those expressed in any forward-looking statement. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "plan", "predict", "expect," "estimate," "anticipate," "intend," "goal," "strategy," "believe," "could", "would", "potential", "project", "continue" and similar expressions and variations thereof.

Forward-looking statements may include statements regarding the Company's business strategy, cash flows and funding status, potential growth opportunities, clinical development activities, the timing and results of preclinical research, clinical trials and potential regulatory approval and commercialization of product candidates.

Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, the Company cannot guarantee future events, results, actions, levels of activity, performance or achievements.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described under the heading "Risk Factors" in documents the Company has filed with the SEC. These forward-looking statements speak only as of the date of this presentation and the Company undertakes no obligation to revise or update any forward-looking statements to reflect events or circumstances after the date hereof.

Certain information contained in this presentation may be derived from information provided by industry sources. The Company believes such information is accurate and that the sources from which it has been obtained are reliable. However, the Company cannot guarantee the accuracy of, and has not independently verified, such information.

Trademarks: The trademarks included herein are the property of the owners thereof and are used for reference purposes only. Such use should not be construed as an endorsement of such products.

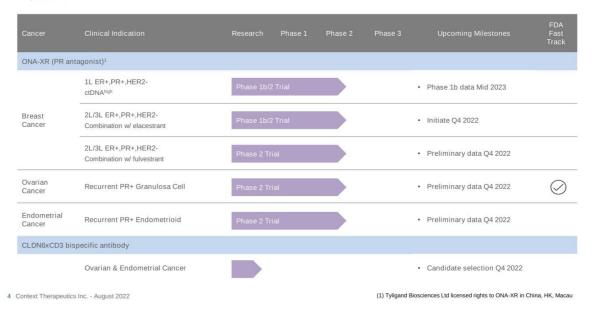
Company Highlights

Focus on Women's Oncology	→ Unmet clinical need in breast, ovarian, and endometrial cancers
Financial Strength	→ Expected cash runway into Q4 2023
ONA-XR oral PR antagonist	→ Progesterone receptor (PR) oncogenic signaling is associated with breast, ovarian, and endometrial cancer¹ → ONA-XR is a proprietary, oral, extended-release form of onapristone, a potent PR antagonist → ONA-XR is being evaluated in one Phase 1b/2 and three Phase 2 clinical trials → Announced Phase 1b/2 clinical trial with Menarini Group to evaluate elacestrant (oral SERD) plus ONA-XR
CLDN6 x CD3 bispecific antibody	→ Claudin 6 (CLDN6) is uniquely expressed in gynecologic, testicular, lung, and gastric cancers → Developing a highly selective CLDN6 x CD3 bispecific antibody → On track to announce Development Candidate in Q4 2022

Context Therapeutics Inc. - August 2022

(1) Chiebowski, JAMA, 2010; Daniel, Oncogene, 2015

Pipeline



Progress Since IPO and Follow-on Use of Proceeds

Recent Announcements

ONA-XR

- Q3 2022: clinical trial collaboration with Menarini Group to evaluate elacestrant, an oral Selective Estrogen Receptor Degrader (SERD), plus ONA-XR
- Q2 2022: three presentations at AACR highlighting potential of ONA-XR beyond anti-estrogen combination therapy
- Q4 2021: window of opportunity trial data identifies markers of response and endocrine sensitivity

CLDN6xCD3

 Q2 2022: two presentations at AACR highlighting bispecific selectivity and T cell-mediated cytotoxicity

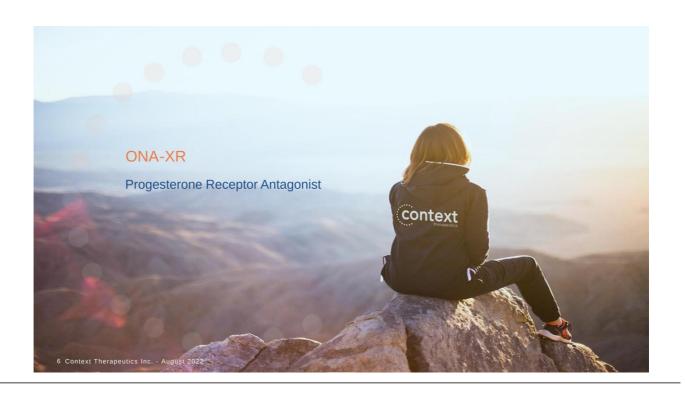
Upcoming 2022 Milestones

ONA-XR

- Initiate Phase 1b/2 combination trial with elacestrant
- Prelim. data from Phase 2 trial in mBCa (post-CDK)
- Prelim. data from Phase 2 trial in endometrial cancer
- Prelim. data from Phase 2 trial in ovarian cancer

CLDN6xCD3

Nominate development candidate



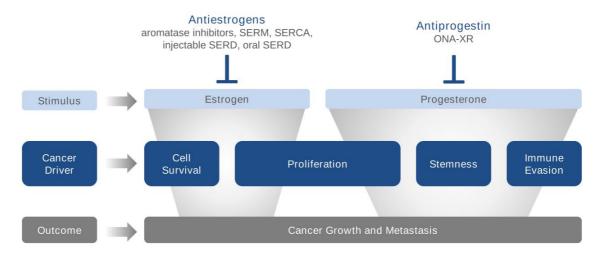
Onapristone Extended Release (ONA-XR)

Mechanism of Action	 → Onapristone is a progesterone receptor (PR) antagonist that suppresses PR oncogenic signaling → PR oncogenic signaling is associated with breast, ovarian, and endometrial cancer → Onapristone is the only known clinical-stage full PR antagonist
Market Opportunity	 → Breast, ovarian, and endometrial cancers are large and growing markets → Up to 70% of these cancer patients have progesterone receptor positive disease
Dosing and Administration	 → ONA-XR is an extended-release (XR) tablet form of onapristone (ONA) → 50 mg administered orally twice per day
Ongoing and Planned Clinical Trials	→ Drive enrollment in four ongoing clinical trials → Initiate Phase 1b/2 combination clinical trial to evaluate elacestrant (oral SERD) plus ONA-XR
Intellectual Property	→ IP protection through at least 2034

⁷ Context Therapeutics Inc. - August 2022

Clinical Development Strategy

Blocking cancer growth by combining antiestrogen and antiprogestin therapies



ONA-XR Evaluation in Breast Cancer Clinical Trials

Breast Cancer Treatment Line	Context Trial Design	Clinical Collaborator	Treatment	Trial Status		PR+ Patients (US) ¹	Medical Need
Adjuvant (after primary disease treatment)	Window of Opportunity	SOLTI MONTH BLOT CHICAGO	ONA-XR	Completed; Data presented at SABCS '21	\Rightarrow	>>250,000	Enhance antiestrogen potency
First-Line Metastatic	1L ER+,PR+,HER2- (ctDNA ^{high})	Memorial Sloan Kettering Cancer Center.	ONA-XR + Palbociclib + Letrozole	Enrolling patients	→	~56k	Treat patients who are at high risk of early progression
Second / Third Line Metastatic	2L/3L ER+,PR+,HER2- (post-CDK4/6i)	MENARINI group	ONA-XR + Elacestrant	Q4 initiation	\Rightarrow	~35k	Improve response rate and progression free survival
Second / Third Line Metastatic	2L/3L ER+,PR+,HER2- (post-CDK4/6i)	Carbone Cancer Center UNIVESTY OF WISCONSIN SHOOL OF MIRCIPICAL PUBLIC HEALTH	ONA-XR + Fulvestrant	Enrolling patients	→	~35k	Improve response rate and progression free survival

Developing ONA-XR as an Add-on to Antiestrogen Therapy Across Treatment Lines

9 Context Therapeutics Inc. - August 2022

Secondary epidemiologic estimates, 2020 estimates

ONA-XR Evaluation in Gynecologic Clinical Trials

Cancer	Context Trial	Clinical Collaborator	Trial Status		PR+ Patients (US) ¹	Standard of Care (SOC)	Medical Need
Recurrent Endometrial	Combination with Anastrozole in PR+ patients	Jefferson	Enrolling Patients	\Rightarrow	~25k	Lenvima + Keytruda	Limited treatment options after recurrence
Recurrent Granulosa Cell Tumor of Ovary	Combination with Anastrozole in PR+ patients	Memorial Sloan Kettering Cancer Center	Monotherapy Phase Complete; Combination Study Enrolling Patients	→	~5k	Physician's Choice	No FDA approved products in recurrent setting

Developing ONA-XR as an Add-on to Antiestrogen Therapy Across Gynecologic Cancers

10 Context Therapeutics Inc. - August 2022

Secondary epidemiologic estimates, 2020 estimates



Rationale for Clinical Trial Collaboration

Clinical Trial Collaboration and Supply Agreement

- Phase 1b/2 study of ELacestrant in combination with ONApristone in patients with advanced or metastatic ER+,PR+,HER2- breast cancer (ELONA trial)
- · Context will sponsor the clinical trial and Menarini Group will supply elacestrant at no cost
- · Context and Menarini will form a Joint Development Committee to review the clinical trial results



- Elacestrant is the first oral SERD to show positive Ph 3 top line results¹
- Submitted NDA in June 2022

Elacestrant + ONA-XR

- Potential to enhance elacestrant clinical activity in metastatic breast cancer
- Establish clinical proof of concept for ONA-XR combination therapy with oral SERD class

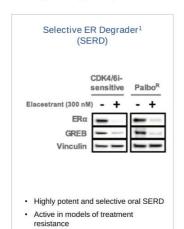


- ONA-XR is the most complete PR antagonist in clinical development²
- ONA-XR tolerability profile makes it a potentially ideal combination agent³
- Desire to clinically validate combination of ONA-XR with new oral SERDs

(1) "Positive EMERALD Trial Results for Elacestrant Presented at San Antonio Breast Cancer Symposium 2021." Menarini Group, 8 Dec. 2021. Press release
(2) Afhuppe, J. Steroid Biochem. Mol. Biol. 2009, 105; Afhuppe, J. Steroid Biochem. Mol. Biol. 2010, 45
(3) Lewis, J. Drug Safety 2020

Elacestrant: Potential to be 1st FDA Approved Oral SERD

Strong efficacy/safety data across clinical trials





- · Selective for estrogen receptor
- Target engagement retained in ESR1 mutant

	Elacestrant	Control		
PFS	2.79 months	1.19 months		
	HR=0.697; P = 0.0018			
PFS ESR1 mut	3.78 months	1.87 months		
	HR=0.546	; P=0.0005		
TEAE leading to discontinuation	6.3%	4.4%		

- · Trial met both primary endpoints (PFS, PFS ESR1)
- First oral SERD to demonstrate higher efficacy than fulvestrant in a pivotal trial
- · Well tolerated
- Can become standard of care in CDK4/6 inhibitor-resistant population

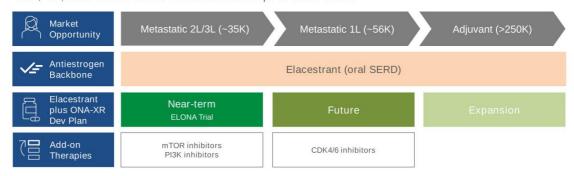
13 Context Therapeutics Inc. - August 2022

(1) Patel et al., Breast Cancer Research, 2019 (2) Jager et al., Breast Cancer Research, 2020 (3) Bardia, SABCS, 2021

Elacestrant + ONA-XR: Potential to Improve the Treatment of Breast Cancer

- Elacestrant is first oral SERD to show positive top line results in a Phase 3 clinical trial^{1,2}
- · If approved, elacestrant has the potential to become the antiestrogen standard of care
- · When used in combination, ONA-XR may enhance elacestrant clinical activity both in ESR1 mutant and general population

ER+,PR+,HER2- Breast Cancer Treatment Landscape in United States³



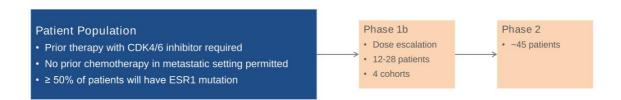
14 Context Therapeutics Inc. - August 2022

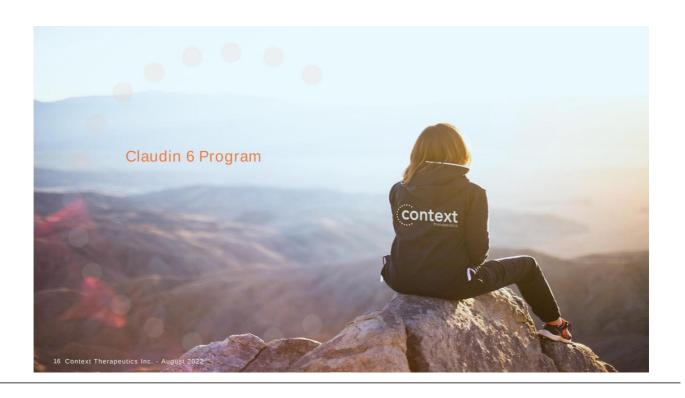
(1) Bardia et al, Results of EMERALD phase 3 trial, 2021 SABCS. Abstract GS2-02. Presented December 8, 2021 (2) "Positive EMERALD Trial Results for Elacestrant Presented at San Antonio Breast Cancer Symposium 2021." Menarini Group, 8 Dec. 2021. Press release.

(3) Source: secondary epidemiologic estimates, 2020 estimates

Phase 1b/2 (ELONA Trial) - Designed to Evaluate Combination Efficacy and Tolerability

- · Indication: ER+,PR+,HER2- advanced or metastatic breast cancer
- Study: Phase 1b (n=12-28) / Phase 2 (n=45)
- · Primary Endpoint: overall response rate (ORR)
- Secondary Endpoint: progression free survival (PFS), clinical benefit rate (CBR)
- Sites: US only, 16-19 sites





Claudin 6 (CLDN6) is an Exciting, Emerging Oncology Target



Claudins are major components of tight junctions that maintain cell polarity and intercellular adhesion.



CLDN6 is a tumor-specific protein in adults that is present in gynecologic cancers, as well as lung, gastric, and testicular cancer.

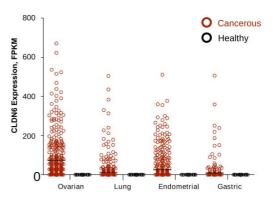


A competing CLDN6-targeting approach, BNT211, achieved a 43% ORR in an early Ph 1 study. Lipase activity was a noted side effect.¹



High CLDN6 selectivity is required to avoid potential off target toxicities associated with CLDN3 (liver), CLDN4 (pancreas), and CLDN9 (ear, stomach).

CLDN6 is Highly Expressed in Select Solid Tumors²



1 Haanen JB, Mackensen A, Koenecke C, et al. CT002 - BNT211: A Phase I trial to evaluate safety and efficacy of CLDN6 CAR-T cells and CARVac-mediated in vivo expansion in patients with CLDN6-positive advanced solid tumors. Presented at: American Association for Cancer Research Annual Meeting, April 8-13, 2022; New Orleans, LA. Abstract CT002.

2 Cancer RNAseq data from The Cancer Genome Atlas (TCGA). Normal tissue RNAseq data from the Genotype-Tissue Expression (GTEx)project

Claudin 18.2 versus Claudin 6

A more advanced Claudin-targeting approach, Claudin 18.2, provides a relevant comparison for Claudin 6

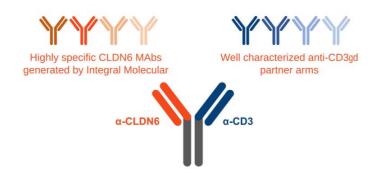
	Claudin 18.2	Claudin 6
Most advanced program	Phase 3	Phase 1
Competition (clinical)	20+ programs	4 programs
Targeting approaches	ADC, bispecific, CAR-T, mAb	ADC, bispecific, CAR-T
Protein expression in normal adult tissue	Gastric (differentiated)	Not expressed
Biomarker prevalence in solid tumors ^{1,2}	Gastric (70%) Pancreatic (16%)	Testicular (>95%) Ovarian (55%) Endometrial (31%) Lung (16%) Gastric (13%) Bladder (2%) Breast (2%)

Pellino A, Brignola S, Riello E, et al. Association of CLDN18 protein expression with clinicopathological features and prognosis in advanced gastric and gastroesophageal junction adenocarcinomas. J Pers Med (Epub) 10-26-2021.
Enihard K, Rengstl B, Oehm P, et al. An RNA vaccine drives expansion and efficacy of claudin-CAR-T cells against solid tumors. Science, 2020 Jan 24;367(6476):446-453.

CLDN6xCD3 Bispecific Antibody Program

We have developed a library of CLDN6xCD3 bispecifics

- Explored a range of bispecific frameworks, CLDN6 sequences, and CD3 sequences
- Comparator bispecifics generated for benchmarking



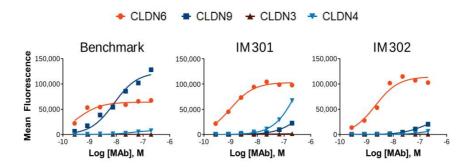
19 Context Therapeutics Inc. - August 2022

Rucker et al., Development of CLDN6 bispecific antibodies for treatment of ovarian cancer, AACR 2022

Our Antibodies Display High Selectivity for CLDN6

Key Takeaways

- Benchmark (IMAB027) exhibits off target binding to CLDN9
- 1st generation Context mAb (IM301, IM302) exhibit high CLDN6 selectivity
- 2nd generation Context mAb (data not shown) exhibit even greater CLDN6 selectivity than IM301 and IM302



20 Context Therapeutics Inc. - August 2022

Benchmark = IMAB027 Rucker et al., Development of CLDN6 bispecific antibodies for treatment of ovarian cancer, AACR 2022

CLDN6xCD3 Bispecific Antibody Library

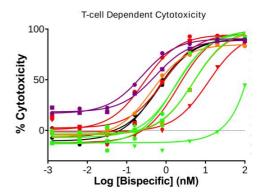
Bispecific antibodies retain high CLDN6 specificity

30,000 Bispecific Formats Benchmark (IMAB027)

Log [Bispecific] (M)

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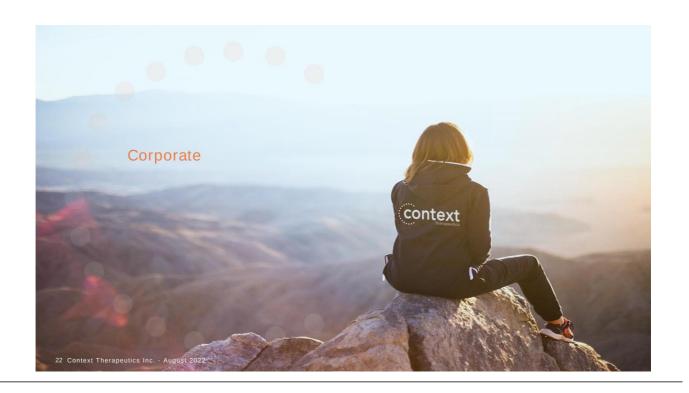
Bispecifics induce robust T-cell dependent cytotoxicity



21 Context Therapeutics Inc. - August 2022

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Rucker et al., Development of CLDN6 bispecific antibodies for treatment of ovarian cancer, AACR 2022



Experienced Team





















Celgene



Priya Marreddy, MS VP Clinical Operations







Chris Beck, MBA





hikma. QUALITEST Ligand

Focus on Execution

- Experienced team with deep oncology experience
- Our CMO led the clinical development of multiple blockbuster drugs for female cancers, including Kisqali, Arimidex, and Afinitor
- · Our management team is supported by a Board with strong public company operating and governance experience

Recent and Upcoming Milestones

04.0004	411.0000	211 2022	2022		
Q4 2021	1H 2022	ZH 2022	2023		
~					
	~				
		~			
Breast – 2L/3L (post-CDK4/6) Phase 2 trial update					
Q4 2021	1H 2022	2H 2022	2023		
	~				
	Q4 2021 Q4 2021	⊗			

²⁴ Context Therapeutics Inc. - August 2022

Investment Highlights



Large Unmet Need

Female Cancers



High Value Targets

Progesterone Receptor and Claudin 6



Near-Term Milestones

Multiple Data Readouts in 2022



Strong Team

Deep Domain Experience, Track Record of Success



Financial Strength

Expected Cash Runway into Q4 2023

