

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended **September 30, 2025**

Or

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

For the transition period from _____ to _____
Commission file number: **001-37524**

vTv Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3980 Premier Dr, Suite 310
High Point, NC
(Address of principal executive offices)

47-3916571
(I.R.S. Employer
Identification No.)

27265
(Zip Code)

(336) 841-0300

(Registrant's telephone number, including area code)

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.01 per share	VTVT	NASDAQ Capital 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

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

Class of Stock	Shares Outstanding as of November 6, 2025
Class A common stock, par value \$0.01 per share	3,938,018
Class B common stock, par value \$0.01 per share	241

vTv THERAPEUTICS INC. AND SUBSIDIARIES
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FOR THE QUARTER ENDED SEPTEMBER 30, 2025

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PART I – FINANCIAL INFORMATION

The financial statements and other disclosures contained in this report include those of vTv Therapeutics Inc. (“we”, the “Company” or the “Registrant”), which is the registrant, and those of vTv Therapeutics LLC (“vTv LLC”), which is the principal operating subsidiary of the Registrant. Unless the context suggests otherwise, references in this Quarterly Report on Form 10-Q to the “Company”, “we”, “us” and “our” refer to vTv Therapeutics Inc. and its consolidated subsidiaries.

vTv Therapeutics Inc.
Condensed Consolidated Balance Sheets
(in thousands, except number of shares and per share data)

	September 30, 2025 (Unaudited)	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 98,504	\$ 36,746
Prepaid expenses	840	1,192
Other current assets	112	175
Total current assets	99,456	38,113
Property and equipment, net	14	28
Operating lease right-of-use assets	24	125
Total assets	\$ 99,494	\$ 38,266
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 9,803	\$ 5,027
Current portion of operating lease liabilities	32	169
Current portion of notes payable	328	—
Total current liabilities	10,163	5,196
Contract liabilities, net of current portion	18,669	18,669
Warrant liability, related party	37	57
Warrant liability	82	43
Total liabilities	28,951	23,965
Commitments and contingencies		
Stockholders' equity:		
Class A common stock, \$0.01 par value; 200,000,000 shares authorized, 3,938,018 and 2,612,257 outstanding as of September 30, 2025 and December 31, 2024, respectively	39	26
Class B common stock, \$0.01 par value; 100,000,000 shares authorized, 241 and 577,349 outstanding as of September 30, 2025 and December 31, 2024, respectively	—	6
Additional paid-in capital	390,058	311,885
Accumulated deficit	(319,554)	(299,718)
Total stockholders' equity attributable to vTv Therapeutics Inc.	70,543	12,199
Noncontrolling interest	—	2,102
Total stockholders' equity	70,543	14,301
Total liabilities and stockholders' equity	\$ 99,494	\$ 38,266

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

vTv Therapeutics Inc.
Condensed Consolidated Statements of Operations - Unaudited
(in thousands, except number of shares and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue	\$ —	\$ —	\$ —	\$ 1,000
Operating expenses:				
Research and development	7,020	3,224	13,953	9,312
General and administrative	3,679	3,282	10,970	10,976
Total operating expenses	<u>10,699</u>	<u>6,506</u>	<u>24,923</u>	<u>20,288</u>
Operating loss	(10,699)	(6,506)	(24,923)	(19,288)
Other (expense) income, net	(34)	85	(39)	157
Other (expense) income – related party	(6)	77	20	(173)
Interest income	399	504	1,005	1,136
Interest expense	(5)	—	(5)	—
Loss before income taxes and noncontrolling interest	<u>(10,345)</u>	<u>(5,840)</u>	<u>(23,942)</u>	<u>(18,168)</u>
Income tax provision	—	—	—	100
Net loss before noncontrolling interest	<u>(10,345)</u>	<u>(5,840)</u>	<u>(23,942)</u>	<u>(18,268)</u>
Less: net loss attributable to noncontrolling interest	<u>(1,647)</u>	<u>(1,057)</u>	<u>(4,106)</u>	<u>(3,440)</u>
Net loss attributable to vTv Therapeutics Inc.	<u>\$ (8,698)</u>	<u>\$ (4,783)</u>	<u>\$ (19,836)</u>	<u>\$ (14,828)</u>
Net loss attributable to vTv Therapeutics Inc. common shareholders	<u>(8,698)</u>	<u>(4,783)</u>	<u>(19,836)</u>	<u>(14,828)</u>
Net loss per share of vTv Therapeutics Inc. Class A common stock, basic and diluted	<u>\$ (1.08)</u>	<u>\$ (0.88)</u>	<u>\$ (2.80)</u>	<u>\$ (2.70)</u>
Weighted average number of vTv Therapeutics Inc. Class A common stock, basic and diluted	8,055,940	5,456,307	7,080,681	5,498,479

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

vTv Therapeutics Inc.

Condensed Consolidated Statement of Changes in Redeemable Noncontrolling Interest and Stockholders' Equity (Deficit) - Unaudited

(in thousands, except number of shares)

For the three months ended September 30, 2025

	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total vTv Therapeutics Inc Stockholders' Equity	Noncontrolling Interest	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balances at June 30, 2025	2,617,215	\$ 26	577,349	\$ 6	\$ 313,586	\$ (310,856)	\$ 2,762	\$ (357)	\$ 2,405
Net loss attributable to vTv Therapeutics Inc.	—	—	—	—	—	(8,698)	(8,698)	—	(8,698)
Issuance of common stock upon exercise of stock options	—	—	—	—	—	—	—	—	—
Net shares withheld for tax withholding related to the settlement of equity awards.	—	—	—	—	—	—	—	—	—
Share-based compensation	—	—	—	—	1,007	—	1,007	—	1,007
Issuance of common shares and equity classified warrants, net of offering costs	682,018	7	—	—	77,469	—	77,476	—	77,476
Issuance of common stock - pre-funded warrants exercised	61,677	—	—	—	—	—	—	—	—
Conversion of Class B common stock to Class A common stock	577,108	6	(577,108)	(6)	—	—	—	—	—
Reclassification of noncontrolling interest to additional paid-in capital	—	—	—	—	(2,004)	—	(2,004)	2,004	—
Net loss attributable to noncontrolling interest	—	—	—	—	—	—	—	(1,647)	(1,647)
Balances at September 30, 2025	3,938,018	\$ 39	241	\$ —	\$ 390,058	\$ (319,554)	\$ 70,543	\$ —	\$ 70,543

For the three months ended September 30, 2024

	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total vTv Therapeutics Inc Stockholders' Equity	Noncontrolling Interest	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balances at June 30, 2024	2,432,857	\$ 24	577,349	\$ 6	\$ 307,746	\$ (291,301)	\$ 16,475	\$ 3,962	\$ 20,437
Net loss attributable to vTv Therapeutics Inc.	—	—	—	—	—	(4,783)	(4,783)	—	(4,783)
Share-based compensation	—	—	—	—	853	—	853	—	853
Issuance of Class A common stock under ATM offering	179,400	2	—	—	2,461	—	2,463	—	2,463
Net loss attributable to noncontrolling interest	—	—	—	—	—	—	—	(1,057)	(1,057)
Balances at September 30, 2024	2,612,257	\$ 26	577,349	\$ 6	\$ 311,060	\$ (296,084)	\$ 15,008	\$ 2,905	\$ 17,913

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

vTv Therapeutics Inc.

Condensed Consolidated Statement of Changes in Redeemable Noncontrolling Interest and Stockholders' Equity (Deficit) - Unaudited
(in thousands, except number of shares)

For the nine months ended September 30, 2025

	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total vTv Therapeutics Inc Stockholders' Equity	Noncontrolling Interest	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balances at December 31, 2024	2,612,257	\$ 26	577,349	\$ 6	\$ 311,885	\$ (299,718)	\$ 12,199	\$ 2,102	\$ 14,301
Net loss attributable to vTv Therapeutics Inc.	—	—	—	—	—	(19,836)	(19,836)	—	(19,836)
Issuance of common stock upon exercise of stock options	700	—	—	—	9	—	9	—	9
Net shares withheld for tax withholding related to the settlement of equity awards.	4,258	—	—	—	(51)	—	(51)	—	(51)
Share-based compensation	—	—	—	—	2,750	—	2,750	—	2,750
Issuance of common shares and equity classified warrants, net of offering costs	682,018	7	—	—	77,469	—	77,476	—	77,476
Issuance of common stock - Pre-Funded Warrants exercised	61,677	—	—	—	—	—	—	—	—
Conversion of Class B common stock to Class A common stock	577,108	6	(577,108)	(6)	—	—	—	—	—
Reclassification of noncontrolling interest to additional paid-in capital	—	—	—	—	(2,004)	—	(2,004)	2,004	—
Net loss attributable to noncontrolling interest	—	—	—	—	—	—	—	(4,106)	(4,106)
Balances at September 30, 2025	3,938,018	\$ 39	241	\$ —	\$ 390,058	\$ (319,554)	\$ 70,543	\$ —	\$ 70,543

For the nine months ended September 30, 2024

	Redeemable Noncontrolling Interest	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total vTv Therapeutics Inc Stockholders' (Deficit) Equity	Noncontrolling Interest	Total Stockholders' (Deficit) Equity
		Shares	Amount	Shares	Amount					
Balances at December 31, 2023	\$ 6,131	2,084,973	\$ 21	577,349	\$ 6	\$ 256,335	\$ (281,042)	\$ (24,680)	\$ —	\$ (24,680)
Net loss attributable to vTv Therapeutics Inc.	—	—	—	—	—	—	(14,828)	(14,828)	—	(14,828)
Net loss attributable to redeemable noncontrolling interest ^(*)	(1,085)	—	—	—	—	—	—	—	—	—
Change in redemption value of redeemable noncontrolling interest	214	—	—	—	—	—	(214)	(214)	—	(214)
Reclassification of redeemable noncontrolling interest to permanent equity (See Note 6)	(5,260)	—	—	—	—	—	—	—	5,260	5,260
Share-based compensation	—	—	—	—	—	1,932	—	1,932	—	1,932
Issuance of Class A common stock and equity classified warrants, net offering costs	—	347,884	3	—	—	50,332	—	50,335	—	50,335
Issuance of Class A common stock under ATM offering	—	179,400	2	—	—	2,461	—	2,463	—	2,463
Net loss attributable to noncontrolling interest	—	—	—	—	—	—	—	—	(2,355)	(2,355)
Balances at September 30, 2024	\$ —	2,612,257	\$ 26	577,349	\$ 6	\$ 311,060	\$ (296,084)	\$ 15,008	\$ 2,905	\$ 17,913

(*) Allocation of NCI net loss was a result from the reclassification to permanent equity on February 27, 2024 (See Note 6)

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

vTv Therapeutics Inc.
Condensed Consolidated Statements of Cash Flows - Unaudited
(in thousands)

	Nine Months Ended September 30,	
	2025	2024
Cash flows from operating activities:		
Net loss before noncontrolling interest	\$ (23,942)	\$ (18,268)
Adjustments to reconcile net loss before noncontrolling interest to net cash used in operating activities:		
Depreciation expense	14	67
Share-based compensation expense	2,750	1,932
Change in fair value of warrants, related party	(20)	173
Change in fair value of warrants	39	(157)
Changes in assets and liabilities:		
Prepaid expenses	352	(33)
Other current assets	63	(143)
Other assets	101	88
Accounts payable and accrued expenses	4,776	(4,016)
Other liabilities	(137)	(125)
Net cash used in operating activities	<u>(16,004)</u>	<u>(20,482)</u>
Cash flows from financing activities:		
Proceeds from sale of Class A common stock, Pre-Funded and Common Warrants, net of offering costs	77,476	—
Proceeds from sale of Class A common stock and Pre-Funded Warrants, net of offering costs	—	50,335
Proceeds from issuance of Class A common stock, net of offering costs	—	2,463
Proceeds from the exercise of stock options	9	—
Taxes paid related to net share settlement of equity awards	(51)	—
Proceeds from debt issuance	392	—
Repayment of notes payable	(64)	(191)
Net cash provided by financing activities	<u>77,762</u>	<u>52,607</u>
Net increase in cash and cash equivalents	61,758	32,125
Total cash and cash equivalents, beginning of period	36,746	9,446
Total cash and cash equivalents, end of period	<u>\$ 98,504</u>	<u>\$ 41,571</u>
Non-cash activities:		
Change in redemption value of noncontrolling interest	\$ —	\$ (214)
Reclassification of noncontrolling interest to additional paid-in capital	\$ (2,004)	\$ 5,260

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

vTv Therapeutics Inc.

Notes to Condensed Consolidated Financial Statements – Unaudited
(dollar amounts are in thousands, unless otherwise noted)

Note 1: Description of Business and Basis of Presentation

Description of Business

vTv Therapeutics Inc. (the “Company,” the “Registrant,” “we” or “us”) was incorporated in the state of Delaware in April 2015. The Company is a clinical stage biopharmaceutical company focused on developing oral, small molecule drug candidates intended to help treat people living with diabetes and other chronic diseases. The Company’s clinical pipeline is led by *cadisegliatin*, currently in a Phase 3 trial, a potential first-in-class oral liver-selective glucokinase activator being investigated as an adjunctive therapy to insulin for the treatment of type 1 diabetes. The Company and its development partners are investigating multiple molecules across different indications for chronic diseases.

Principles of Consolidation

vTv Therapeutics Inc. is a holding company, and its principal asset is a controlling equity interest in vTv Therapeutics LLC (“vTv LLC”), the Company’s principal operating subsidiary.

The Company has determined that vTv LLC is a variable-interest entity (“VIE”) for accounting purposes and that vTv Therapeutics Inc. is the primary beneficiary of vTv LLC because (through its managing member interest in vTv LLC and the fact that the senior management of vTv Therapeutics Inc. is also the senior management of vTv LLC) it has the power and benefits to direct all of the activities of vTv LLC, which include those that most significantly impact vTv LLC’s economic performance. vTv Therapeutics Inc. has therefore consolidated vTv LLC’s results pursuant to Accounting Standards Codification Topic 810, “Consolidation” in its Unaudited Condensed Consolidated Financial Statements. The assets and liabilities of vTv LLC represent substantially all of the Company’s consolidated assets and liabilities with the exception of the Warrants and \$96.1 million of cash and cash equivalents.

Various holders own non-voting interests in vTv LLC, representing a de minimis amount of economic interest. Effectively, vTv Therapeutics Inc.’s interest is approximately 100.0% of vTv LLC’s economic results. vTv Therapeutics Inc. has provided financial and other support to vTv LLC in the form of its purchase of vTv Units with the net proceeds of the Company’s various debt and equity transactions in prior years and equity purchase agreements with various parties. vTv Therapeutics Inc. will not be required to provide financial or other support for vTv LLC. However, vTv Therapeutics Inc. will control its business and other activities through its managing member interest in vTv LLC, and its management is the management of vTv LLC. Nevertheless, because vTv Therapeutics Inc. will have no material assets other than its interests in vTv LLC, any financial difficulties at vTv LLC could result in vTv Therapeutics Inc. recognizing a loss.

Liquidity

To date, the Company has not generated any product revenue and has not achieved profitable operations. The continuing development of our drug candidates will require additional financing. From its inception through September 30, 2025, the Company has funded its operations primarily through a combination of private placements of common and preferred equity, research collaboration agreements, upfront and milestone payments for license agreements, debt and equity financings and the completion of its IPO in August 2015. As of September 30, 2025, the Company had an accumulated deficit of \$319.6 million and has generated net losses in each year of its existence. As of September 30, 2025, the Company’s liquidity sources included cash and cash equivalents of \$98.5 million. We are evaluating several financing strategies to increase our cash reserves, including direct equity investments and the potential licensing and monetization of other clinical development programs.

On August 29, 2025, we entered into a securities purchase agreement (the “Securities Purchase Agreement”) with certain institutional accredited investors (the “Private Placement Investors”), pursuant to which we agreed to issue and sell 5,243,732 units (the “Units”) to the Private Placement Investors in a private placement (the “Private Placement”). Each Unit includes (i) either (A) one share (the “Shares”) of our Class A common stock at purchase price of \$15.265 per share, (the “Common Stock”), or (B) a Pre-Funded Warrant (the “Pre-Funded Warrants”) to purchase one share of Common Stock (the “Pre-Funded Warrant Shares”) at a purchase price of \$15.255 per share (representing per Private Placement Share purchase price less the exercise price of \$0.01) and (ii) a warrant (the “Common Warrants”) to purchase one share of Common Stock (the “Warrant Shares”) (or a Pre-Funded warrant to purchase one share of Common Stock in lieu of a share of Common Stock (the “Replacement Warrants” and, together with the Pre-Funded Warrants and the Common Warrants, the “Warrants”).

We received aggregate gross proceeds from the Private Placement of approximately \$80.0 million, before deducting offering costs payable by us.

The Pre-Funded Warrants are exercisable for \$0.01, at any time after their original issuance and will not expire. The common warrants are exercisable for (x) \$22.71, if exercised for a Share, or (y) \$22.70 if exercised for a Pre-Funded Warrant, after the original issuance through the termination date. The Common Warrants will expire upon the earlier to occur of (i) the fifth anniversary of the issuance of the Warrants and (ii) 90 days following the announcement of positive top-line data from the Company's ongoing CATT1 clinical trial.

On February 28, 2024, we entered into the TD Cowen Sales Agreement, pursuant to which we may offer and sell, from time to time, through or to TD Cowen, as sales agent or principal, shares of our Class A common stock, having an aggregate offering price of up to \$50.0 million (the "TD Cowen ATM Offering"). Pursuant to General Instruction I.B.6 of Form S-3, in no event will we sell securities registered on the registration statement relating to the TD Cowen ATM Offering with a value exceeding more than one-third of our public float in any 12-month period so long as our public float remains below \$75.0 million. Under the terms of the TD Cowen Sales Agreement, we will pay TD Cowen a commission of 3.0% of the aggregate proceeds from the sale of shares and reimburse certain legal fees or other disbursements. On September 17, 2024, the Company sold 179,400 shares of Class A common stock under the TD Cowen ATM Offering for net proceeds of \$2.5 million.

As of the issuance date of the Company's June 30, 2025 Form 10-Q, the Company disclosed, as required under applicable accounting standards, that substantial doubt existed surrounding the Company's ability to continue as a going concern within one year of the issuance date of the June 30, 2025, condensed consolidated financial statements. Based on the cash and cash equivalents currently available to the Company as discussed above, the Company has concluded there is no longer substantial doubt regarding the ability to continue as a going concern for at least twelve months from the issuance of the September 30, 2025 Form 10-Q.

Note 2: Summary of Significant Accounting Policies

Unaudited Interim Financial Information

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The accompanying Condensed Consolidated Balance Sheet as of September 30, 2025, Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2025, and 2024 Condensed Consolidated Statement of Changes in Redeemable Noncontrolling Interest and Stockholders' Equity (Deficit) for the three and nine months ended September 30, 2025, and 2024 and Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2025, and 2024 are unaudited. These unaudited financial statements have been prepared in accordance with the rules and regulations of the United States Securities and Exchange Commission ("SEC") for interim financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. These financial statements should be read in conjunction with the audited financial statements and the accompanying notes for the year ended December 31, 2024, contained in the Company's Annual Report on Form 10-K. The unaudited interim financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments (consisting of normal recurring adjustments) necessary to state fairly the Company's financial position as of September 30, 2025, the results of operations for the three and nine months ended September 30, 2025, and 2024 and cash flows for the nine months ended September 30, 2025, and 2024. The December 31, 2024, Condensed Consolidated Balance Sheet included herein was derived from the audited financial statements but does not include all disclosures or notes required by GAAP for complete financial statements.

The financial data and other information disclosed in these notes to the financial statements related to the three and nine months ended September 30, 2025, and 2024 are unaudited. Interim results are not necessarily indicative of results for an entire year.

The Company does not have any components of other comprehensive income recorded within its Condensed Consolidated Financial Statements, and, therefore, does not separately present a statement of comprehensive income in its Condensed Consolidated Financial Statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

On an ongoing basis, the Company evaluates its estimates, including those related to the grant date fair value of equity awards, the fair value of warrants to purchase shares of its Class A common stock, the useful lives of property and equipment, among others. The Company bases its estimates on historical experience and on various other assumptions that it believes to be reasonable, the results of which form the basis for making judgments about the carrying value of assets and liabilities.

There has been uncertainty and disruption in the global economy and financial markets due to a number of factors, including geopolitical instability, inflationary pressures, high interest rates, a recessionary environment, domestic and global monetary and fiscal policy, changes in trade policy, including tariffs or other trade restrictions or the threat of such actions, banking and other financial institution instability and other factors. Our business may also be impacted by changes or disruptions at the U.S. Food and Drug Administration (“FDA”) and other government agencies. The Company has taken into consideration any known impacts to its accounting estimates to date and is not aware of any additional specific events or circumstances that would require any additional updates to its estimates or judgments or a revision of the carrying value of its assets or liabilities as of the filing date of this Quarterly Report on Form 10-Q.

Significant Accounting Policies

There have been no material changes to the Company’s significant accounting policies during the three and nine months ended September 30, 2025, as compared to those disclosed in Note 2 Summary of Significant Accounting Policies included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024.

Recently Issued Accounting Pronouncements Not Yet Adopted

Income Taxes: In December 2023, the FASB issued ASU 2023-09: “*Improvements to Income Tax Disclosures*” (“ASU 2023-09”). The ASU is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in the ASU address investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. ASU 2023-09 will be effective for us in the annual period beginning January 1, 2025, though early adoption is permitted. The Company is currently evaluating the presentational effect that ASU 2023-09 will have on the Company’s Consolidated Financial Statements and disclosures, and we expect considerable changes to our income tax disclosures.

Disaggregation of Income Statement Expenses: In November 2024, the FASB issued ASU No. 2024-03, “*Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures: Disaggregation of Income Statement Expenses*.” This guidance requires disclosures about significant expense categories, including but not limited to, inventory purchases, employee compensation, depreciation, amortization, and selling expenses. This amendment is effective for our annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. We are currently assessing the impact of this guidance on our disclosures.

Note 3: Collaboration Agreements

Newsora License Agreement

The Company is party to a license agreement with Newsora Biopharma Co., Ltd., (“Newsora”) (the “Newsora License Agreement”) under which Newsora obtained an exclusive and sublicensable license to develop and commercialize the Company’s phosphodiesterase type 4 inhibitors (“PDE4”) program, including the compound *HPP737*, in China, Hong Kong, Macau, Taiwan and other Pacific Rim countries (collectively, the “Newsora License Territory”). Additionally, under the Newsora License Agreement, the Company obtained a non-exclusive, sublicensable, royalty-free license to develop and commercialize certain Newsora patent rights and know-how related to the Company’s PDE4 program for therapeutic uses in humans outside of the Newsora License Territory.

The Newsora License Agreement was amended in 2020 to change certain future milestone payments and patent rights (the “First Newsora Amendment”). On June 26, 2024, the Company entered into the second amendment to the Newsora License Agreement (the “Second Newsora Amendment”); that amendment is now null and void as of June 26, 2025.

The Company has fully allocated the transaction price to the license and the technology transfer services which represents a single performance obligation because they were not capable of being distinct on their own. The Company recognized revenue for this performance obligation using the straight-line method over the transfer service period. In the first quarter of 2024, the transaction price for this performance obligation was increased by \$1.0 million due to the satisfaction of a development milestone under the Newsora License Agreement. This amount was fully recognized as revenue during the nine months ended September 30, 2024, as the related performance obligation was fully satisfied. No revenue related to this performance obligation was recognized and there were no changes to the transaction price during the three and nine months ended September 30, 2025.

Note 4: Share-Based Compensation

The Company has issued non-qualified stock option awards to management, other key employees, consultants, and non-employee directors and these options ratably vest over a four-year service period. In addition, we issued options in connection with the private placement on February 27, 2024, that vest ratably over a three-year period. The option awards expire after a term of ten years from the date of grant. As of September 30, 2025, the Company had total unrecognized stock-based compensation expense for its outstanding stock option awards of approximately \$6.2 million, which is expected to be recognized over a weighted average period of 2.6 years. The weighted average grant date fair value of options granted during the nine months ended September 30, 2025, and 2024 was \$15.00 and \$14.85 per option, respectively. The aggregate intrinsic value of the in-the-money awards outstanding at September 30, 2025, was de minimis.

The following table summarizes the activity related to the stock option awards for the nine months ended September 30, 2025:

	Number of Shares	Weighted Average Exercise Price
Awards outstanding at December 31, 2024	705,593	\$ 35.85
Granted	388,816	19.67
Exercised	(20,719)	11.81
Forfeited or Expired	(66,384)	112.16
Awards outstanding at September 30, 2025	<u>1,007,306</u>	<u>\$ 25.07</u>
Options exercisable at September 30, 2025	372,211	\$ 37.11
Weighted average remaining contractual term	7.0 Years	
Options vested and expected to vest at September 30, 2025	843,656	\$ 26.35
Weighted average remaining contractual term	8.1 Years	

Compensation expense related to the grants of stock options is included in research and development and general and administrative expense as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Research and development	\$ 311	\$ 228	\$ 845	\$ 511
General and administrative	696	625	1,905	1,421
Total share-based compensation expense	<u>\$ 1,007</u>	<u>\$ 853</u>	<u>\$ 2,750</u>	<u>\$ 1,932</u>

Note 5: Commitments and Contingencies

Legal Matters

From time to time, the Company is involved in various legal proceedings arising in the normal course of business. If a specific contingent liability is determined to be probable and can be reasonably estimated, the Company accrues and discloses the amount. The Company is not currently a party to any material legal proceedings.

Novo Nordisk

In February 2007, the Company entered into an Agreement (the “Novo License Agreement”) Concerning Glucokinase Activator Project with Novo Nordisk A/S (the “Novo Nordisk”) whereby the Company obtained an exclusive, worldwide, sublicensable license under certain Novo Nordisk intellectual property rights to discover, develop, manufacture, have manufactured, use and commercialize products for the prevention, treatment, control, mitigation or palliation of human or animal diseases or conditions. As part of this license grant, the Company obtained certain worldwide rights to Novo Nordisk’s GKA program, including rights to preclinical and clinical compounds such as *cadisegliatin*. This agreement was amended in May 2019 to create milestone payments applicable to certain specific and non-specific areas of therapeutic use. Under the terms of the amended Novo License Agreement, the Company has potential developmental and regulatory milestone payment obligations totaling up to \$7.0 million for approval of a product for the treatment of type 1 diabetes, \$50.5 million for approval of a product for the treatment of type 2 diabetes, or \$115.0 million for approval of a product in any other indication. The Company may also be obligated to pay an additional \$75.0 million in potential sales-based milestones, as well

as royalty payments, at mid-single digit royalty rates, based on tiered sales of commercialized licensed products. During the three and nine months ended September 30, 2025, the Company recorded an accrual of \$1.0 million for the milestone associated with the initiation of a phase 3 clinical trial under this agreement. As of September 30, 2025, the Company does not have any commercialized licensed products.

Note 6: Noncontrolling Interest

The Company is subject to the Exchange Agreement with respect to the vTv Units representing a de minimis noncontrolling interest in vTv LLC outstanding as of September 30, 2025 (see Note 8). The Exchange Agreement requires the surrender of an equal number of vTv Units and Class B common stock for (i) shares of Class A common stock on a one-for-one basis or (ii) cash (based on the fair market value of the Class A common stock as determined pursuant to the Exchange Agreement), at the Company's option (as the managing member of vTv LLC), subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications. The exchange value is determined based on a 20-day volume weighted average price of the Class A common stock as defined in the Exchange Agreement, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

On February 27, 2024, in connection with the Private Placement financing, the Investor Rights Agreement altered M&F TTP Holdings Two LLC ("M&F") governance rights such that directors designated by M&F no longer comprised a majority of the Company's Board of Directors (see Note 8). The redeemable noncontrolling interest redemption feature to exchange vTv Units for cash rather than shares of Class A common stock is a contingent event that is now within control of the Company through the Company's independent Board of Directors. As a result, \$5.3 million representing the fair value of redeemable noncontrolling interest on February 27, 2024, was reclassified from temporary equity in the mezzanine section of the Condensed Consolidated Balance Sheets to noncontrolling interest as a component of permanent equity.

Prior to February 27, 2024, the Company recorded redeemable noncontrolling interest at the higher of (1) its initial fair value plus accumulated earnings/losses associated with the noncontrolling interest or (2) the redemption value as of the balance sheet date.

Changes in the Company's ownership interest in vTv LLC while the Company retains its controlling interest in vTv LLC are accounted for as equity transactions, and the Company is required to adjust noncontrolling interest and equity for such changes. The following is a summary of net income attributable to vTv Therapeutics Inc. and transfers to noncontrolling interest:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2025	2024	2025	2024
Net loss attributable to vTv Therapeutics Inc. common shareholders	\$ (8,698)	\$ (4,783)	\$ (19,836)	\$ (14,828)
(Decrease)/Increase in vTv Therapeutics Inc. stockholders' equity for sale of vTv Units as a result of common stock issuances	(1,988)	(1,972)	(55)	7,592
Change from net loss attributable to vTv Therapeutics Inc. common shareholders and transfers to noncontrolling interest	\$ (10,686)	\$ (6,755)	\$ (19,891)	\$ (7,236)

Note 7: Stockholders' Equity (Deficit)

Amendment to Certificate of Incorporation

On November 20, 2023, the Company filed an amendment to its Amended and Restated Certificate of Incorporation as amended, to effect a reverse stock split at a ratio of 1-for-40 (the "Reverse Stock Split"). Pursuant to the Reverse Stock Split, every 40 shares of the Company's Class A common stock was combined into one issued and outstanding share of Class A Common Stock and every 40 shares of the Company's Class B common stock was combined into one issued and outstanding share of Class B Common Stock. The Reverse Stock Split did not reduce the number of authorized shares of Class A and Class B common stock, which remained at 200,000,000 and 100,000,000 respectively and did not change the par value of the common stock, which remained at \$0.01 per share. The Reverse Stock Split did not have any effect on the number of authorized shares of the Company's preferred stock, par value of \$0.01 per share, which remained at 50,000,000 shares. Currently no shares of preferred stock are outstanding.

Common Stock and Pre-funded Warrants

In August 2025, the Company entered into a securities purchase agreement with certain Private Placement Investors, pursuant to which we agreed to issue and sell 5,243,732 Units to the Private Placement Investors in a private placement. Each unit is comprised of one share of Class A common stock for an aggregate of 682,018 shares, at a purchase price of \$15.265 per share and Pre-Funded Warrants to purchase an aggregate of 4,561,714 shares of the Company’s Class A common stock at a price of \$15.255 per Pre-Funded Warrant. Additionally, each unit has an accompanying Common Warrant to purchase an aggregate of 5,243,732 shares of the Company’s Class A common stock. The Pre-Funded Warrants were immediately exercisable, have an exercise price of \$0.01 and may be exercised at any time after the date of issuance. The Common Warrants are exercisable for (x) \$22.71, if exercised for a Share, or (y) \$22.70 if exercised for a Pre-Funded Warrant, after the original issuance through the termination date.

In February 2024, the Company entered into a securities purchase agreement with certain Private Placement Investors, pursuant to which we agreed to issue and sell to the Private Placement Investors in a private placement (i) an aggregate of 464,377 shares of our Class A common stock, at a purchase price of \$11.81 per share and (ii) issued pre-funded warrants to purchase an aggregate of 3,853,997 shares of the Company’s Class A common stock at a price of \$11.80 per pre-funded warrant. The pre-funded warrants were immediately exercisable, have an exercise price of \$0.01 and may be exercised at any time after the date of issuance. On March 5, 2024, the Company entered into a letter agreement with the Private Placement Investors pursuant to which the Private Placement Investors agreed to exchange an aggregate of 116,493 Private Placement Shares for an aggregate of 116,590 Private Placement Pre-Funded Warrants.

A holder of Pre-Funded Warrants may not exercise the warrant if the holder, together with its affiliates, would beneficially own more than 4.99% or 9.99%, depending on the holder, of the number of shares of the Company’s common stock outstanding immediately after giving effect to such exercise. A holder of the Pre-Funded Warrants may increase or decrease this percentage not in excess of 19.99% by providing at least 61 days’ prior notice to the Company.

Equity-Based Stock Warrants

The following table summarizes the equity-based stock warrant activity for the nine months ended September 30, 2025:

	Shares	Weighted Average Exercise Price
Outstanding at December 31, 2024	3,970,587	0.01
Granted	9,805,446	\$ 12.15
Exercised	(61,677)	0.01
Expired or cancelled	—	
Outstanding at September 30, 2025*	13,714,356	\$ 8.69
Exercisable at September 30, 2025	13,714,356	\$ 8.69

* Amount includes 8,470,624 Pre-Funded Warrants and 5,243,732 Common Warrants.

The Pre-Funded and Common Warrants were classified as a component of permanent equity in the Company’s Condensed Consolidated Balance Sheet as they are freestanding financial instruments that are immediately exercisable, do not embody an obligation for the Company to repurchase its own shares and permit the holders to receive a fixed number of shares of common stock upon exercise. All of the shares underlying the Pre-Funded Warrants have been included in the weighted-average number of shares of common stock used to calculate net loss per share attributable to common stockholders because the shares may be issued for little or no consideration, are fully vested and are exercisable after the original issuance date of the Pre-Funded Warrants.

ATM Offering

On February 28, 2024, we entered into a sales agreement (the “TD Cowen Sales Agreement”) with Cowen and Company, LLC (“TD Cowen”), pursuant to which we may offer and sell, from time to time, through or to TD Cowen, as sales agent or principal, shares of our Class A common stock, having an aggregate offering price of up to \$50.0 million (the “TD Cowen ATM Offering”). Pursuant to General Instruction I.B.6 of Form S-3, in no event will we sell securities registered on the registration statement relating to the TD Cowen ATM Offering with a value exceeding more than one-third of our public float in any 12-month period so long as our public float remains below \$75.0 million. Under the terms of the TD Cowen Sales Agreement, we will pay TD Cowen a commission of 3.0% of the aggregate proceeds from the sale of shares and reimburse certain legal fees or other disbursements.

During the three and nine months ended September 30, 2025, the Company did not sell any shares of Class A common stock under the TD Cowen ATM Offering.

During the three and nine months ended September 30, 2024, the Company sold 179,400 shares of Class A common stock under the TD Cowen ATM Offering for net proceeds of \$2.5 million.

Note 8: Related-Party Transactions

MacAndrews & Forbes Incorporated

During the three and nine months ended September 30, 2025, MacAndrews converted all 577,108 outstanding shares of their Class B common stock (together with an equal number of vTv LLC units) into Class A common stock. As a result, vTv Therapeutics Inc. now owns approximately 100% of vTv LLC, as of September 30, 2025. Further, as of September 30, 2025, MacAndrews directly or indirectly holds 1,490,090 shares of the Company's Class A common stock. As a result, MacAndrews' holdings represent approximately 37.8% of the combined voting power of the Company's outstanding common stock.

The Company has entered into several agreements with MacAndrews or its affiliates as further detailed below:

Letter Agreements

The Company had previously entered into the Letter Agreements with MacAndrews. Under the terms of the Letter Agreements, during the one year commitment period beginning on the date of each Letter Agreement, the Company had the right to sell to MacAndrews shares of its Class A common stock at a specified price per share, and MacAndrews had the right (exercisable up to three times) to require the Company to sell to it shares of Class A common stock at the same price. The commitment period of each of the Letter Agreements has now expired. In addition, in connection with and as a commitment fee for the entrance into certain of these Letter Agreements, the Company also issued MacAndrews warrants (the "Letter Agreement Warrants") to purchase additional shares of the Company's Class A common stock.

The Letter Agreement Warrants have been recorded as warrant liability, related party within the Company's Condensed Consolidated Balance Sheets based on their fair value. The issuance of the Letter Agreement Warrants was considered to be a cost of equity recorded as a reduction to additional paid-in capital.

Exchange Agreement

Pursuant to the terms of the Exchange Agreement, but subject to the Amended and Restated LLC Agreement of vTv Therapeutics LLC, the vTv Units (along with a corresponding number of shares of the Class B common stock) are exchangeable for (i) shares of the Company's Class A common stock on a one-for-one basis or (ii) cash (based on the fair market value of the Company's Class A common stock as determined pursuant to the Exchange Agreement), at the Company's option (as the managing member of vTv Therapeutics LLC), subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications. Any decision to require an exchange for cash rather than shares of Class A common stock will ultimately be determined by the entire Board of Directors. On September 19, 2025, MacAndrews exchanged 577,108 shares under the provisions of the Exchange Agreement.

Tax Receivable Agreement

The Company and MacAndrews are party to a tax receivable agreement (the "Tax Receivable Agreement"), which provides for the payment by the Company to M&F TTP Holdings Two LLC ("M&F"), as successor in interest to vTv Therapeutics Holdings, LLC ("vTv Therapeutics Holdings"), and M&F TTP Holdings LLC (or certain of its transferees or other assignees) of 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that the Company actually realizes (or, in some circumstances, the Company is deemed to realize) as a result of (a) the exchange of Class B common stock, together with the corresponding number of vTv Units, for shares of the Company's Class A common stock (or for cash), (b) tax benefits related to imputed interest deemed to be paid by the Company as a result of the Tax Receivable Agreement and (c) certain tax benefits attributable to payments under the Tax Receivable Agreement. MacAndrews exchanged 577,108 shares pursuant to the Exchange Agreement (discussed above), and the Company has not recognized any liability, nor has it made any payments pursuant to the Tax Receivable Agreement as of September 30, 2025.

Investor Rights Agreement

The Company is party to an investor rights agreement with M&F, as successor in interest to vTv Therapeutics Holdings (the "Investor Rights Agreement"). The Investor Rights Agreement provides M&F with certain demand, shelf, and

piggyback registration rights with respect to its shares of Class A common stock and also provides M&F with certain governance rights, depending on the size of its holdings of Class A common stock. Under the Investor Rights Agreement, M&F was initially entitled to nominate a majority of the members of the Board of Directors and designate the members of the committees of the Board of Directors. The Investor Rights Agreement was amended on February 27, 2024 to alter M&F governance rights that now entitles M&F the right to designate two members of our Board of Directors, and as part of the Private Placement, the Private Placement Investors have rights to designate three members of our Board of Directors, making it more difficult for a third party to acquire control of our Board. The agreement with the Private Placement Investors also provides that five of our directors must approve certain actions including any acquisition by a third party, which makes it more difficult for our Board of Directors to approve such a transaction.

Note 9: Segment Information

Our Chief Operating Decision Maker (“CODM”), is our President and Chief Executive Officer, Paul Sekhri. The CODM makes decisions on resource allocation, assesses performance of the business, and monitors budget versus actual results using net loss. Net loss is also a measure that is considered in monitoring budget versus actual results. The measure of the segment assets is reported on the Condensed Consolidated Balance Sheet as total assets.

The Company manages its business activities on a consolidated basis and operates in a single reportable segment. Its operations primarily focus on the research and development of its lead product candidate, *cadisegliatin*, and it has not yet generated any revenue. All of the Company’s principal operations, assets, and decision-making functions are based in the U.S., and as a result, all of our financial information is derived from domestic sources except for revenue of \$1.0 million during the nine months ended September 30, 2024, which was derived from one foreign collaboration partner located in China.

Significant segment expenses are included in the table below and represent direct and indirect research and development expenses by project for the three and nine months ended September 30, 2025, and 2024 were as follows (in thousands):

	Three Months Ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Direct research and development expense:				
<i>Cadisegliatin</i>	3,993	1,524	6,903	5,121
Other projects*	63	110	312	515
Indirect research and development expense†	2,964	1,590	6,738	3,676
Total research and development expense	<u>\$ 7,020</u>	<u>\$ 3,224</u>	<u>\$ 13,953</u>	<u>\$ 9,312</u>

* Includes HPP737 and azeliragon

† Includes share-based compensation

Segment revenue is consistent with what is presented in the Company’s Condensed Consolidated Statements of Operations. Other segment items consist of (i) operating expenses, which include share-based compensation, (ii) interest and other expense and (iii) income tax expense, all of which are reflected in the Company’s Condensed Consolidated Statements of Operations.

Note 10: Income Taxes

The Company is subject to U.S. federal income taxes as well as state taxes. The Company’s income tax provision for the nine months ended September 30, 2024, was \$0.1 million representing foreign withholding taxes accrued in connection with revenue recorded under license agreements with a foreign entity. The Company did not record an income tax provision for the three months ended September 30, 2025, and 2024 nor the nine months ended September 30, 2025.

Management has evaluated the positive and negative evidence surrounding the realization of its deferred tax assets, including the Company’s history of losses, and under the applicable accounting standards determined that it is more-likely-than-not that the deferred tax assets will not be realized. The difference between the effective tax rate of the Company and the U.S. statutory tax rate of 21% on September 30, 2025, is due to the valuation allowance against the Company’s expected net operating losses.

As discussed in Note 8, the Company is party to a tax receivable agreement with a related party which provides for the payment by the Company to M&F (or certain of its transferees or other assignees) of 85% of the amount of cash savings, if

any, in U.S. federal, state and local income tax or franchise tax that the Company actually realizes (or, in some circumstances, the Company is deemed to realize) as a result of certain transactions. As no transactions have occurred which would trigger a liability under this agreement, the Company has not recognized any liability related to this agreement as of September 30, 2025.

Note 11: Net Loss per Share

Basic loss per share is computed by dividing net loss attributable to vTv Therapeutics Inc. by the weighted average number of shares of Class A common stock outstanding during the period. Diluted loss per share is computed giving effect to all potentially dilutive shares. Diluted loss per share for all periods presented is the same as basic loss per share as the inclusion of potentially issuable shares would be antidilutive.

A reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per share of Class A common stock is as follows (amounts in thousands, except number of shares and per share amounts):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2025	2024	2025	2024
Numerator:				
Net loss	\$ (10,345)	\$ (5,840)	\$ (23,942)	\$ (18,268)
Less: Net loss attributable to noncontrolling interests	(1,647)	(1,057)	(4,106)	(3,440)
Net loss attributable to common shareholders of vTv Therapeutics Inc., basic and diluted	(8,698)	(4,783)	(19,836)	(14,828)
Denominator:				
Weighted average vTv Therapeutics Inc. Class A common stock, basic and diluted ⁽¹⁾	8,055,940	5,456,307	7,080,681	5,498,479
Net loss per share of vTv Therapeutics Inc. Class A common stock, basic and diluted	\$ (1.08)	\$ (0.88)	\$ (2.80)	\$ (2.70)

⁽¹⁾ The shares underlying the pre-funded warrants to purchase shares of the Company's common stock have been included in the calculation of the weighted-average number of shares outstanding, basic and diluted, for the three and nine months ended September 30, 2025, and 2024.

Potentially dilutive securities not included in the calculation of dilutive net loss per share are as follows:

	September 30, 2025	September 30, 2024
Class B common stock ⁽¹⁾	241	577,349
Common stock options granted under the Plan	1,007,306	691,593
Common stock warrants	5,301,405	75,595
Total	6,308,952	1,344,537

⁽¹⁾ Shares of Class B common stock do not share in the Company's earnings and are not participating securities. Accordingly, separate presentation of loss per share of Class B common stock under the two-class method has not been provided. Each share of Class B common stock (together with a corresponding vTv Unit) is exchangeable for one share of Class A common stock.

Note 12: Fair Value of Financial Instruments

The carrying amount of certain of the Company's financial instruments, including cash and cash equivalents, other current assets, which includes net accounts receivable and short-term deposits, accounts payable and other accrued liabilities approximate fair value due to their short-term nature.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The Company evaluates its financial assets and liabilities subject to fair value measurements on a recurring basis to determine the appropriate level in which to classify them for each reporting period. This determination requires significant judgments. The following table summarizes the conclusions reached regarding fair value measurements as of September 30, 2025, and December 31, 2024 (in thousands):

	Balance at September 30, 2025	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Liabilities:				
Warrant liability, related party	\$ 37	\$ —	\$ —	\$ 37
Warrant liability	82	—	—	82
Total	<u>\$ 119</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 119</u>
	Balance at December 31, 2024	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Liabilities:				
Warrant liability, related party	\$ 57	\$ —	\$ —	\$ 57
Warrant liability	43	—	—	43
Total	<u>\$ 100</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 100</u>

Changes in Level 3 instruments for the nine months ended September 30, 2025 and 2024

	Balance at January 1,	Net Change in fair value included in earnings	Purchases / Issuance	Sales / Repurchases	Reclass	Balance at September 30,
2025						
Warrant liability, related party	\$ 57	\$ (20)	\$ —	\$ —	\$ —	\$ 37
Warrant liability	\$ 43	\$ 39	\$ —	\$ —	\$ —	\$ 82
Total	<u>\$ 100</u>	<u>\$ 19</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 119</u>
2024						
Warrant liability, related party	\$ 110	\$ 173	\$ —	\$ —	\$ (201)	\$ 82
Warrant liability	\$ —	\$ (157)	\$ —	\$ —	\$ 201	\$ 44
Total	<u>\$ 110</u>	<u>\$ 16</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 126</u>

There were no transfers into or out of level 3 instruments and/or between level 1 and level 2 instruments during the nine months ended September 30, 2025. Gains and losses recognized due to the change in fair value of the warrant liability, related party are recognized as a component of other expense, related party in the Company's Condensed Consolidated Statements of Operations.

The fair value of the Letter Agreement Warrants and other Warrants were determined using the Black-Scholes option pricing model or option pricing models based on the Company's current capitalization. Expected volatility is based on the historical volatility of the Company's common stock over the most recent period. The risk-free rate is based on the U.S.

Treasury yield curve in effect at the time of valuation. Significant inputs utilized in the valuation of the Letter Agreement Warrants and other Warrants as of September 30, 2025, and December 31, 2024, were:

	September 30, 2025		December 31, 2024	
	Range	Weighted Average	Range	Weighted Average
Expected volatility	58.63% - 103.24%	97.68%	88.01% - 116.31%	101.94%
Risk-free interest rate	3.62% - 4.10%	3.64%	4.17% - 4.26%	4.24%

Changes in the unobservable inputs noted above would impact the amount of the liabilities. Increases (decreases) in the estimates of the Company's annual volatility would increase (decrease) the liability and an increase (decrease) in the annual risk-free rate would increase (decrease) the liability.

Note 13: Subsequent Events

The Company evaluated subsequent events through November 6, 2025, and determined that there have been no events that have occurred that would require adjustments to our disclosures or the Unaudited Condensed Consolidated Financial Statements.

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

Cautionary Note Regarding Forward Looking Statements

In addition to historical financial information, this Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws regarding, among other things, our intentions, plans, estimates, assumptions, predictions and beliefs. Although we believe that these forward-looking statements are based upon reasonable assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors that we believe are appropriate under the circumstances, our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this report under “Part II, Other Information—Item 1A, Risk Factors” and under the heading “Risk Factors” under Item 1A of Part I in our Annual Report on Form 10-K. Forward-looking statements include information concerning our possible or assumed future results of operations, business strategies and operations, financing plans, potential growth opportunities, potential market opportunities, potential results of our drug development efforts or trials, and the effects of competition. Forward-looking statements include all statements that are not historical facts and can be identified by terms such as “anticipates,” “believes,” “could,” “seeks,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “should,” “will,” “would” or similar expressions and the negatives of those terms. Given the numerous uncertainties and factors to our operations and business environment, all of which are difficult to predict and many of which are beyond our control, you should not place undue reliance on these forward-looking statements and understand that these statements are not guarantees of performance or results. Also, forward-looking statements represent our management’s plans, estimates, assumptions and beliefs only as of the date of this report. Except as required by law, we assume no obligation to update these forward-looking statements publicly or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

Company Overview

We are a late-stage biopharmaceutical company focused on developing oral, small molecule drug candidates intended to help treat people living with diabetes and other chronic diseases. The Company’s clinical pipeline is led by *cadisegliatin*, currently in a Phase 3 trial, a potential first-in-class oral liver-selective glucokinase activator (“GKA”) being investigated as an adjunctive therapy to insulin for the treatment of type 1 diabetes (“T1D”). The Company and its development partners are investigating multiple molecules across different indications for chronic diseases.

Recent Developments

There have been no material developments since our last reporting period.

The following table summarizes our current clinical development candidates and their respective stages of development:

	Indication	Pre-clinical	Phase I	Phase II	Phase III	Partners + Rights
GK Activator Cadisegliatin (TTP399)	Type 1 Diabetes					 Certain countries in the Middle East, Africa, and Central Asia
	Type 2 Diabetes					
PDE4 Inhibitor HPP737	Psoriasis					 NEWSGARA 新美生物医药 Asia, excl. Japan
	COPD					
	Atopic Dermatitis					
RAGE Antagonist Azeliagon	Glioblastoma					 Global
	Pancreatic Cancer					
	Breast Cancer					
	Pneumonia					
RAGE Antagonist TTP-RA	Type 1 Diabetes Prevention					
Oral GLP-1R Agonist TTP273	Type 2 Diabetes					
Nrf2/Bach1 Modulator HPP971 /HPP3033	Oxidative Inflammatory Indications					
Mavodelpar (HPP593) PPAR-δ Agonist	Dyslipidemia Muscle Atrophy					

Pipeline candidates are under investigation and the safety and efficacy has not been established. There is no guarantee that these products will receive health authority approval or become commercially available for the use(s) being investigated

Our Type 1 Diabetes Program – *Cadisegliatin (TTP399)*

The U.S. Food and Drug Administration (FDA) granted Breakthrough Therapy designation in 2021 for *cadisegliatin* as an adjunctive therapy to insulin for the treatment of type 1 diabetes. The Breakthrough Therapy designation provides a sponsor with added support and the potential to expedite development and review timelines for a promising new investigational medicine. The Breakthrough Therapy designation for *cadisegliatin* in T1D was supported by the positive results from the Phase 2 SimpliciT-1 study, a multi-center, randomized, double-blind, adaptive study assessing the safety and efficacy of *cadisegliatin* as an adjunct to insulin therapy in adults with T1D. In this trial, treatment with *cadisegliatin* resulted in a statistically significant improvement in HbA1c relative to placebo and a clinically meaningful decrease (40%) in the frequency of severe and symptomatic hypoglycemia. *Cadisegliatin* demonstrated a favorable safety profile, in which abnormal levels of serum or urine ketones were detected less frequently in patients taking *cadisegliatin* than those taking placebo.

In May of 2023, the FDA issued new draft guidance on “Diabetes Mellitus: Efficacy Endpoints for Clinical Trials Investigating Antidiabetic Drugs and Biological Products” which, for the first time, permitted the use of hypoglycemia as an endpoint to support a label claim. Consistent with this guidance and with input from the FDA, we initiated our CATT1 trial to assess the effect of *cadisegliatin* on reducing the frequency of Level 2 hypoglycemia (blood glucose levels are less than 54 mg/dL or 3 mmol/L, regardless of symptoms) and Level 3 hypoglycemia (“severe” hypoglycemia e.g., requiring assistance of another person) in 150 patients with type 1 diabetes. On July 26, 2024, the FDA issued a clinical hold for the *cadisegliatin* program, including the CATT1 trial, based on the discovery of a chromatographic signal in a recent human absorption, distribution, metabolism, and excretion (ADME) study of *cadisegliatin* that could not be resolved by standard mass spectroscopy. Following submission of a complete response by vTv to the FDA detailing additional research findings and the conclusion that the original chromatographic signal was an experimental artifact, the FDA removed the clinical hold on March 14, 2025. The Company also submitted protocol amendment to shorten the overall duration of the CATT1 study from 12 months to 6 months with no change to the primary study endpoints. Based upon the shortened duration of the trial, the Company expects to have top-line data from the CATT1 study in the second half of 2026.

In June 2025, the Company initiated a food effect study in healthy volunteers to assess the impact of low or high fats food on the pharmacokinetics of *cadisegliatin* compared to fasting. The study completed the life phase and data are being analyzed currently.

The Company continues to work on the design for further registrational studies for *cadisegliatin* in type 1 diabetes, which we expect to start in 2027.

In addition, we continue to work with our partner, G42 Investments AI Holding RSC Ltd. (“G42”), to initiate a double-blind, randomized, controlled Phase 2 trial in the Middle East region in insulin-using patients with type 2 diabetes (“T2D”). The study will randomize 300 patients to assess the potential of *cadisegliatin* as an adjunct therapy to insulin in patients with T2D. We expect that trial to begin in the fourth quarter of 2025.

Holding Company Structure

vTv Therapeutics Inc. is a holding company and its principal asset is a controlling equity interest in vTv Therapeutics LLC (“vTv LLC”), the principal operating subsidiary. We have determined that vTv LLC is a variable-interest entity (“VIE”) for accounting purposes and that vTv Therapeutics Inc. is the primary beneficiary of vTv LLC because (through its managing member interest in vTv LLC and the fact that the senior management of vTv Therapeutics Inc. is also the senior management of vTv LLC) it has the power to direct all of the activities of vTv LLC, which include those that most significantly impact vTv LLC’s economic performance. vTv Therapeutics Inc. has therefore consolidated vTv LLC’s results under the VIE accounting model in its consolidated financial statements.

Financial Overview

Revenue

To date, we have not generated any revenue from drug sales. Our revenue has been primarily derived from milestone payments, up-front proceeds and research fees under collaboration and license agreements.

In the future, we may generate revenue from a combination of product sales, license fees, milestone payments and royalties from the sales of products developed under licenses of our intellectual property. We expect that any revenue we generate will fluctuate from quarter to quarter as a result of the timing and amount of license fees, milestone and other payments, and the amount and timing of payments that we receive upon the sale of our products, to the extent any are successfully commercialized. If we fail to complete the development of our drug candidates in a timely manner or obtain regulatory approval for them, our ability to generate future revenue and our results of operations and financial position will be materially adversely affected.

Research and Development Expenses

Since our inception, we have focused our resources on our research and development activities, including conducting preclinical studies and clinical trials, manufacturing development efforts and activities related to regulatory filings for our drug candidates. We recognize research and development expenses as they are incurred. Our direct research and development expenses consist primarily of external costs such as fees paid to investigators, consultants, central laboratories and clinical research organizations in connection with our clinical trials, and costs related to acquiring and manufacturing clinical trial materials. Our indirect research and development costs consist primarily of cash and share-based compensation costs, the cost of employee benefits and related overhead expenses for personnel in research and development functions. Since we typically use our employee and infrastructure resources across multiple research and development programs such costs are not allocated to the individual projects.

Our research and development expenses by project for the three and nine months ended September 30, 2025, and 2024 were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Direct research and development expense:				
<i>Cadisegliatin</i>	\$ 3,993	\$ 1,524	\$ 6,903	\$ 5,121
Other projects*	63	110	312	515
Indirect research and development expense	2,964	1,590	6,738	3,676
Total research and development expense	<u>\$ 7,020</u>	<u>\$ 3,224</u>	<u>\$ 13,953</u>	<u>\$ 9,312</u>

* Includes *HPP737* and *azeliragon*

We plan to continue to incur significant research and development expenses for the foreseeable future as we continue the development of *cadisegliatin* and further advance the development of our other drug candidates, subject to the availability of additional funding.

The successful development of our clinical and preclinical drug candidates is highly uncertain. At this time, we cannot reasonably estimate the nature, timing or costs of the efforts that will be necessary to complete the remainder of the development of any of our clinical or preclinical drug candidates or the period, if any, in which material net cash inflows from these drug candidates may commence. This is due to the numerous risks and uncertainties associated with the development of our drug candidates, including:

- the scope, rate of progress and expense of our clinical trials as well as any additional, clinical trials and other research and development activities;
- the potential benefits of our candidates over other therapies;
- our ability to market, commercialize and achieve market acceptance for any of our drug candidates that we are developing or may develop in the future;
- future clinical trial results;
- our ability to enroll patients in our clinical trials;
- the timing and receipt of any regulatory approvals;
- our ability to secure sufficient capital and cash resources, including access to available debt and equity financing and revenues from operations, to satisfy all of our short-term and longer-term cash requirements and other cash needs, at the times and in the amounts needed;
- legislation and regulatory actions and changes in laws or regulations; and
- the filing, prosecuting, defending and enforcing of patent claims and other intellectual property rights, and the expense of doing so.

A change in the outcome of any of these variables with respect to the development of a drug candidate could mean a significant change in the costs and timing associated with the development of that drug candidate. For example, if the FDA or another regulatory authority were to require us to conduct clinical trials beyond those that we currently anticipate will be required for the completion of clinical development of a drug candidate, or if we experience significant delays in enrollment in any of our clinical trials, we could be required to expend significant additional financial resources and time with respect to the development of that drug candidate.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries, benefits and related costs for employees in executive, finance, corporate development, human resources and administrative support functions. Other significant general and administrative expenses include accounting and legal services, expenses associated with obtaining and maintaining patents, cost of various consultants, occupancy costs and information systems.

Interest Income

Interest income represents cash interest income from dividends and interest from our money market accounts, all of which are recognized in our Condensed Consolidated Statement of Operations.

Other (Expense)/Income, net

Other (expense)/income primarily consists of the recognition of changes in fair value of the warrants to purchase shares of our Class A common stock.

Results of Operations

Comparison of the three months ended September 30, 2025, and 2024

The following table sets forth certain information concerning our results of operations for the periods shown:

(dollars in thousands) Statement of operations data:	Three Months Ended September 30,		
	2025	2024	Change
Revenue	\$ —	\$ —	\$ —
Operating expenses:			
Research and development	7,020	3,224	3,796
General and administrative	3,679	3,282	397
Total operating expenses	10,699	6,506	4,193
Operating loss	(10,699)	(6,506)	(4,193)
Interest income	399	504	(105)
Interest expense	(5)	—	(5)
Other (expense) income, net	(40)	162	(202)
Loss before income taxes and noncontrolling interest	(10,345)	(5,840)	(4,505)
Income tax provision	—	—	—
Net loss before noncontrolling interest	(10,345)	(5,840)	(4,505)
Less: net loss attributable to noncontrolling interest	(1,647)	(1,057)	(590)
Net loss attributable to vTv Therapeutics Inc.	\$ (8,698)	\$ (4,783)	\$ (3,915)

Revenue

There was no revenue for the three months ended September 30, 2025, and 2024.

Research and Development Expenses

Research and development expenses were \$7.0 million and \$3.2 million for the three months ended September 30, 2025, and 2024, respectively. The increase in research and development expenses during this period of \$3.8 million or 117.7%, was primarily driven by i) an increase in spending on *cadisegliatin* and on other projects of \$2.4 million due to increases in clinical studies and drug manufacturing related costs and ii) an increase in indirect research and development expense of \$1.4 million primarily related to the Novo Nordisk license milestone accrual and increases in payroll and share-based expenses.

General and Administrative Expenses

General and administrative expenses were \$3.7 million and \$3.3 million for the three months ended September 30, 2025, and 2024, respectively. The increase in general and administrative expenses during this period of \$0.4 million, or 12.1%, was primarily driven by i) increases of \$0.3 million in payroll related costs and ii) increases of \$0.1 million in legal expenses.

Interest Income

Interest income for the three months ended September 30, 2025, and 2024, of \$0.4 million and \$0.5 million, respectively, is related to dividend income from our money market accounts.

Other (Expense)/Income, Net

Other expense for the three months ended September 30, 2025, was immaterial. Other income of \$0.2 million for the three months ended September 30, 2024, was driven by gains related to the change in the fair value of the outstanding warrants to purchase shares of our own stock.

Comparison of the nine months ended September 30, 2025, and 2024

The following table sets forth certain information concerning our results of operations for the periods shown:

(dollars in thousands) Statement of operations data:	Nine Months Ended September 30,		
	2025	2024	Change
Revenue	\$ —	\$ 1,000	\$ (1,000)
Operating expenses:			
Research and development	13,953	9,312	4,641
General and administrative	10,970	10,976	(6)
Total operating expenses	24,923	20,288	4,635
Operating loss	(24,923)	(19,288)	(5,635)
Interest income	1,005	1,136	(131)
Interest expense	(5)	—	(5)
Other expense, net	(19)	(16)	(3)
Loss before income taxes and noncontrolling interest	(23,942)	(18,168)	(5,774)
Income tax provision	—	100	(100)
Net loss before noncontrolling interest	(23,942)	(18,268)	(5,674)
Less: net loss attributable to noncontrolling interest	(4,106)	(3,440)	(666)
Net loss attributable to vTv Therapeutics Inc.	\$ (19,836)	\$ (14,828)	\$ (5,008)

Revenue

Revenue for the nine months ended September 30, 2024 includes a \$1.0 million increase to the transaction price for the license performance obligation under the Newsora License Agreement due to the satisfaction of a development milestone. There was no revenue for the nine months ended September 30, 2025.

Research and Development Expenses

Research and development expenses were \$14.0 million and \$9.3 million for the nine months ended September 30, 2025, and 2024, respectively. The increase in research and development expenses during the period of \$4.6 million, or 49.8%, was primarily driven by i) increases in indirect costs of \$3.0 million primarily related to the Novo Nordisk license milestone accrual and increases in payroll, bonus and share-based expenses and ii) an increase in spending on *cadisegliatin* of \$1.8 million due to increases in clinical studies, partially offset by iii) lower spending on other projects of \$0.2 million.

General and Administrative Expenses

General and administrative expenses were \$11.0 million and \$11.0 million for the nine months ended September 30, 2025, and 2024, respectively. The decrease of \$0.0 million or 0.1%, was primarily driven by i) decreases of \$0.5 million in other general and administrative costs, partially offset by ii) increases of \$0.5 million in share-based expense.

Interest income

Interest income for the nine months ended September 30, 2025, and 2024 of \$1.0 million and \$1.1 million respectively, is related to dividend income from our money market accounts.

Other Expense Net

Other expense for the nine months ended September 30, 2025, and September 30, 2024, was immaterial.

Liquidity and Capital Resources

Liquidity

As of September 30, 2025, we had an accumulated deficit of \$319.6 million. Since our inception, we have experienced a history of negative cash flows from operating activities. We anticipate that we will continue to incur losses and negative cash flow from operations for the foreseeable future as we continue our clinical trials. Further, we expect that we will need

additional capital to continue to fund our operations. As of September 30, 2025, we had cash and cash equivalents of \$98.5 million.

On August 29, 2025, we entered into a securities purchase agreement (the “Securities Purchase Agreement”) with certain institutional accredited investors (the “Private Placement Investors”), pursuant to which we agreed to issue and sell 5,243,732 units (the “Units”) to the Private Placement Investors in a private placement (the “Private Placement”). Each Unit includes (i) either (A) one share (the “Shares”) of our Class A common stock at purchase price of \$15.265 per share, (the “Common Stock”), or (B) a Pre-Funded Warrant (the “Pre-Funded Warrants”) to purchase one share of Common Stock (the “Pre-Funded Warrant Shares”) at a purchase price of \$15.255 per share (representing per Private Placement Share purchase price less the exercise price of \$0.01) and (ii) a warrant (the “Common Warrants”) to purchase one share of Common Stock (the “Warrant Shares”) (or a Pre-Funded warrant to purchase one share of Common Stock in lieu of a share of Common Stock (the “Replacement Warrants” and, together with the Pre-Funded Warrants and the Common Warrants, the “Warrants”). We received aggregate gross proceeds from the Private Placement of approximately \$80.0 million, before deducting offering costs payable by us.

The Pre-Funded Warrants are exercisable for \$0.01, at any time after their original issuance and will not expire. The common warrants are exercisable for (x) \$22.71, if exercised for a Share, or (y) \$22.70 if exercised for a Pre-Funded Warrant, after the original issuance through the termination date. The Common Warrants will expire upon the earlier to occur of (i) the fifth anniversary of the issuance of the Warrants and (ii) 90 days following the announcement of positive top-line data from the Company’s ongoing CATT1 clinical trial.

We are evaluating several financing strategies to increase our cash reserves, including direct equity investments and the potential licensing and monetization of other Company programs. The timing and availability of such additional funding are not yet known and we can provide no assurance that these plans will be successful.

ATM Offering

TD Cowen Sales Agreement

On February 28, 2024, we entered into a sales agreement (the “TD Cowen Sales Agreement”) with Cowen and Company, LLC (“TD Cowen”) pursuant to which we may offer and sell, from time to time, through or to TD Cowen, as sales agent or principal, shares of our Class A common stock having an aggregate offering price of up to \$50.0 million, although we may only offer and sell under the TD Cowen ATM Offering up to one-third of the aggregate market value of our Class A common stock held by non-affiliates during any 12 calendar month period pursuant to General Instruction I.B.6 of Form S-3. We are not obligated to sell any shares under the TD Cowen Sales Agreement. Under the terms of the TD Cowen Sales Agreement, we will pay TD Cowen a commission of 3% of the aggregate proceeds from the sale of shares and reimburse certain legal fees or other disbursements. As of September 30, 2025, we have sold 179,400 shares of Class A common stock under the TD Cowen ATM Offering for net proceeds of \$2.5 million, leaving \$47.5 million available to be sold. The shares are offered and sold pursuant to the Company’s shelf registration statement on Form S-3. In no event will we sell Class A common stock under this registration statement with a value exceeding more than one-third of the “public float” (the market value of our Class A common stock and any other equity securities that we may issue in the future that are held by non-affiliates) in any 12-calendar month period so long as our public float remains below \$75 million.

Cash Flows

	Nine Months Ended September 30,	
	2025	2024
<i>(dollars in thousands)</i>		
Net cash used in operating activities	\$ (16,004)	\$ (20,482)
Net cash provided by financing activities	77,762	52,607
Net increase in cash and cash equivalents	<u>\$ 61,758</u>	<u>\$ 32,125</u>

Operating Activities

For the nine months ended September 30, 2025, our net cash used in operating activities decreased by \$4.5 million from the nine months ended September 30, 2024. The significant contributor to the change in cash used during the year was working capital changes.

Investing Activities

There were no cash flows from investing activities for the nine months ended September 30, 2025, and 2024.

Financing Activities

For the nine months ended September 30, 2025, net cash provided by financing activities was driven by sales of our Class A common stock and proceeds from Pre-Funded and Common Warrants of \$80.0 million from the Private Placement financing. For the nine months ended September 30, 2024, net cash provided by financing activities was driven by sales of our Class A common stock and proceeds from pre-funded warrants of \$51.0 million from the Private Placement financing.

Future Funding Requirements

To date, we have not generated any revenue from drug product sales. We do not know when, or if, we will generate any revenue from drug product sales. We do not expect to generate revenue from drug sales unless and until we obtain regulatory approval of and commercialize any of our drug candidates. At the same time, we expect our expenses to continue or to increase in connection with our ongoing development activities, particularly as we continue the research, development and clinical trials of, and seek regulatory approval for, our drug candidates. In addition, subject to obtaining regulatory approval of any of our drug candidates, we expect to incur significant commercialization expenses for product sales, marketing, manufacturing and distribution. We anticipate that we will need substantial additional funding in connection with our continuing operations.

We plan to finance our operations through the use of our cash and cash equivalents, including cash received from future funding activities. We continue to evaluate financing strategies to fund future clinical trials of *cadisegliatin*, including direct equity investments and the potential licensing and monetization of other Company programs. The timing of any such transactions is not certain, and we may not be able to complete such transactions on acceptable terms, or at all. Even if we are able to complete such transactions, they may contain restrictions on our operations or cause substantial dilution to our stockholders. We have based our estimates on assumptions that may prove to be wrong, and we may use our available capital resources sooner than we currently expect. Because of the numerous risks and uncertainties associated with the development and commercialization of our drug candidates, we are unable to estimate the amounts of increased capital outlays and operating expenditures necessary to complete the development of our drug candidates. Additionally, although we may sell shares of our Class A common stock pursuant to the TD Cowen ATM Offering, our ability to use this source of capital is dependent on a number of factors, including the prevailing market price of and the volume of trading in the Company's Class A common stock.

Our future capital requirements will depend on many factors, including:

- the progress, costs, results and timing of our trials to evaluate *cadisegliatin* as a potential adjunctive therapy for the treatment of type 1 diabetes;
- the willingness of the FDA to rely upon our completed and planned clinical and preclinical studies and other work, as the basis for review and approval of our drug candidates;
- our ability to maintain control over our costs in line with our budget for our lead product candidate, *cadisegliatin*;
- the outcome, costs and timing of seeking and obtaining FDA and any other regulatory approvals;
- the number and characteristics of drug candidates that we pursue, including our drug candidates in preclinical development;
- the ability of our drug candidates to progress through clinical development successfully;
- our need to expand our research and development activities;
- the costs associated with securing, establishing and maintaining commercialization capabilities;
- the costs of acquiring, licensing or investing in businesses, products, drug candidates and technologies;
- our ability to maintain, expand and defend the scope of our intellectual property portfolio, including the amount and timing of any payments we may be required to make, or that we may receive, in connection with the licensing, filing, prosecution, defense and enforcement of any patents or other intellectual property rights;
- our need and ability to hire additional management, scientific, and medical personnel;
- the effect of competing technological and market developments;
- our need to implement additional internal systems and infrastructure, including financial and reporting systems;

- the economic and other terms, timing and success of our existing licensing arrangements and any collaboration, licensing or other arrangements into which we may enter in the future; and
- the amount of any payments we are required to make to M&F TTP Holdings Two LLC in the future under the Tax Receivable Agreement.

Until such time, if ever, as we can generate substantial revenue from drug sales, we expect to finance our cash needs through a combination of equity offerings, debt financings, marketing and distribution arrangements and other collaborations, strategic alliances and licensing arrangements.

To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interests of our common stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our common stockholders. Debt financing and preferred equity financing, if available, may involve agreements that include covenants that will further limit or restrict our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may be required to relinquish valuable rights to our technologies, future revenue streams or drug candidates or grant licenses on terms that may not be favorable to us.

Off-Balance Sheet Arrangements

As of September 30, 2025, we did not have outstanding any off-balance sheet arrangements as defined under SEC rules.

Discussion of Critical Accounting Policies and Estimates

For a discussion of our critical accounting policies and estimates, please refer to Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2024. There have been no material changes to our critical accounting policies and estimates in 2025.

Forward-Looking Statements

This quarterly report includes certain forward-looking statements within the meaning of the federal securities laws regarding, among other things, our management’s intentions, plans, beliefs, expectations, or predictions of future events, which are considered forward-looking statements. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as “anticipates,” “believes,” “could,” “seeks,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “should,” “will,” “would” or similar expressions and the negatives of those terms. These statements are based upon assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors that we believe are appropriate under the circumstances. As you read this quarterly report, you should understand that these statements are not guarantees of performance or results. They involve known and unknown risks, uncertainties, and assumptions, including those described under the heading “Risk Factors” under Item 1A of Part I in our Annual Report on Form 10-K and under Item 1A of Part II of this Quarterly Report on Form 10-Q. Although we believe that these forward-looking statements are based upon reasonable assumptions, you should be aware that many factors, including those described under the heading “Risk Factors” under Item 1A of Part I in our Annual Report on Form 10-K and under Item 1A of Part II of this Quarterly Report on Form 10-Q, could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements.

Our forward-looking statements made herein are made only as of the date of this quarterly report. We expressly disclaim any intent, obligation or undertaking to update or revise any forward-looking statements made herein to reflect any change in our expectations with regard thereto or any change in events, conditions, or circumstances on which any such statements are based. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this quarterly report.

Effect of Recent Accounting Pronouncements

See discussion of recent accounting pronouncements in Note 2, “Summary of Significant Accounting Policies”, to the Unaudited Condensed Consolidated Financial Statements in this Form 10-Q.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

We do not currently have any material interest rate exposure.

Market Risk

Our exposure to market risk is limited to our cash and cash equivalents, all of which have maturities of one year or less. The goals of our investment strategy are preservation of capital, fulfillment of liquidity needs and fiduciary control of cash and investments. We also seek to maximize income from our investments without assuming significant risk. To achieve our goals, we maintain cash and cash equivalents with multiple financial institutions that management believes to be of high credit quality.

Foreign Currency Risk

We do not have any material foreign currency exposure.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our Chief Executive Officer (our Principal Executive Officer) and Chief Financial Officer (our Principal Financial Officer), management has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934) as of September 30, 2025. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2025, our disclosure controls and procedures were effective in causing material information relating to us (including our consolidated subsidiaries) to be recorded, processed, summarized, and reported by management on a timely basis and to ensure the quality and timeliness of our public disclosures pursuant to SEC disclosure obligations.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, with the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error and mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of controls.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may become inadequate because of changes in conditions or because the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

Changes to Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Website Availability of Reports and other Corporate Governance Information

The Company maintains a comprehensive corporate governance program, including Corporate Governance Guidelines for its Board of Directors, Board Guidelines for Assessing Director Independence, and charters for its Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee. The Company maintains a corporate investor relations website, www.vtvtherapeutics.com, where stockholders and other interested persons may review, without charge, among other things, corporate governance materials and certain SEC filings, which are generally available on the same business day as the filing date with the SEC on the SEC's website <http://www.sec.gov>. The contents of our website are not made a part of this Quarterly Report on Form 10-Q.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not currently a party to any material legal proceedings.

ITEM 1A. RISK FACTORS

Our risk factors are set forth under the heading “Risk Factors” under Item 1A of Part I in our Annual Report on Form 10-K for the year ended December 31, 2024. The Company disclosed material changes to our risk factors in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, from those previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In August 2025, the Company entered into a securities purchase agreement with certain Private Placement Investors, pursuant to which we agreed to issue and sell 5,243,732 Units to the Private Placement Investors in a private placement. Each unit is comprised of one share of Class A common stock for an aggregate of 682,018 shares, at a purchase price of \$15.265 per share and Pre-Funded Warrants to purchase an aggregate of 4,561,714 shares of the Company’s Class A common stock at a price of \$15.255 per Pre-Funded Warrant. Additionally, each unit has an accompanying Common Warrant to purchase an aggregate of 5,243,732 shares of the Company’s Class A common stock. The Pre-Funded Warrants were immediately exercisable, have an exercise price of \$0.01 and may be exercised at any time after the date of issuance. The Common Warrants are exercisable for (x) \$22.71, if exercised for a Share, or (y) \$22.70 if exercised for a Pre-Funded Warrant, after the original issuance through the termination date.

The Private Placement Shares and the Private Placement Pre-Funded and Common Warrants were issued pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

Rule 10b5-1 Trading Plans

During the third fiscal quarter ended September 30, 2025, none of our directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any “non-Rule 10b5-1 trading arrangement.”

ITEM 6. EXHIBITS

Exhibit Number	Description
31.1*	Certification of President and Chief Executive Officer required by Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer required by Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Filed 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.

Date: November 6, 2025

VTV THERAPEUTICS INC.
(Registrant)

By: /s/ Paul J. Sekhri
Paul J. Sekhri
President, Chief Executive Officer and Executive
Chairperson

By: /s/ Michael Tung
Michael Tung
Executive Vice President and Chief Financial Officer

SECTION 302 CERTIFICATION

I, Paul J. Sekhri, certify that:

1. I have reviewed this quarterly report on Form 10-Q of vTv Therapeutics Inc. (the “registrant”);
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 Securities 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: November 6, 2025

By: /s/ Paul J. Sekhri
Paul J. Sekhri
President, Chief Executive Officer and Executive
Chairperson

SECTION 302 CERTIFICATION

I, Michael Tung, certify that:

1. I have reviewed this quarterly report on Form 10-Q of vTv Therapeutics Inc. (the “registrant”);
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 Securities 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 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: November 6, 2025

By: /s/ Michael Tung
Michael Tung
Executive Vice President and Chief Financial Officer

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

In connection with the Quarterly Report of vTv Therapeutics Inc. (the "Company") on Form 10-Q for the period ended September 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Paul J. Sekhri, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in my capacity as an officer of the Company that, to my knowledge:

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

Date: November 6, 2025

By: /s/ Paul J. Sekhri
Paul J. Sekhri
President, Chief Executive Officer and Executive
Chairperson

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

In connection with the Quarterly Report of vTv Therapeutics Inc. (the "Company") on Form 10-Q for the period ended September 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael Tung, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in my capacity as an officer of the Company that, to my knowledge:

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

Date: November 6, 2025

By: /s/ Michael Tung
Michael Tung
Executive Vice President and Chief Financial Officer