

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 10-K/A
(Amendment No. 1)**

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

OR

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

For the transition period from _____ to _____

Commission File Number 001-33038

Alaunos Therapeutics, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

501 E. Las Olas Blvd., Suite 300
Fort Lauderdale, FL
(Address of Principal Executive Offices)

84-1475642
(IRS Employer
Identification No.)

33301
(Zip Code)

(346) 355-4099
(Registrant's Telephone Number, Including Area Code)

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

Title of each class
Common Stock

Trading Symbol(s)
TCRT

Name of each exchange on which
registered
The Nasdaq Capital Market

Securities registered pursuant to Section 12(g) of the Act: None

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerate filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

Emerging Growth Company

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

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

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

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

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

The aggregate market value of the registrant's common stock held by non-affiliates was \$9,608,631 on June 30, 2025 (the last business day of the registrant's most recently completed second fiscal quarter), based on a total of 1,981,161 shares of common stock held by non-affiliates and a closing price of \$4.85 as reported on the Nasdaq Capital Market on June 30, 2025. For

purposes of this computation, all officers, directors, and 10% beneficial owners of the registrant are deemed to be affiliates. Such determination should not be deemed to be an admission that such officers, directors or 10% beneficial owners are, in fact, affiliates of the registrant.

As of April 30, 2026, there were 2,402,372 shares of the registrant's common stock, \$0.001 par value per share, outstanding.

EXPLANATORY NOTE

Alaunos Therapeutics, Inc. (which may be referred to herein as “we,” “us” or the “Company”) is filing this Amendment No. 1 to its Annual Report on Form 10-K/A (this “Amended Filing”) to amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the “Original Filing”), as originally filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 31, 2026 (the “Original Filing Date”), to include the information required by Items 10 through 14 of Part III of Form 10-K (the “Part III Information”). The Part III Information was previously omitted from the Original Filing in reliance on General Instruction G(3) to Form 10-K, which permits the Part III Information to be incorporated by reference in the Form 10-K by reference from the Company’s definitive proxy statement if such statement is filed no later than 120 days after the end of the fiscal year covered by the Original Filing. The Company is filing this Amended Filing to include the Part III Information because it may not file a definitive proxy statement containing such information within 120 days after the end of the fiscal year covered by the Original Filing. The reference on the cover of the Original Filing to the incorporation by reference to portions of the Company’s definitive proxy statement into Part III of the Original Filing is hereby deleted.

This Amendment hereby amends Part III, Items 10 through 14, and Part IV, Item 15 of the Original Filing. In addition, pursuant to Rule 12b-15 under Securities Exchange Act of 1934, as amended, this Amended Filing also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been amended by or included in this Amended Filing and this Amended Filing does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted.

The Amended Filing does not amend, modify or otherwise update any other information in the Original Filing. Accordingly, this Amended Filing should be read in conjunction with the Original Filing and with our filings with the SEC subsequent to the Original Filing. In addition, this Amended Filing does not reflect events that may have occurred subsequent to the Original Filing Date. Any capitalized terms not defined herein shall have the meaning set forth in the Original Filing.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Our Board

Our Board presently has four directors: Michael A. Jerman, Robert W. Postma, Jaime Vieser and Holger Weis. Each of Mr. Postma, Mr. Vieser and Mr. Weis was previously elected by the stockholders. Mr. Jerman was appointed as a member of our Board effective July 15, 2025 to fill the vacancy created by Mr. Dale Curtis Hogue's resignation.. Robert Hofmeister, Ph.D. resigned as a director on April 15, 2025. There was no disagreements by Mr. Hogue and Dr. Hofmeister with the Company.

Set forth below are the names and certain information about each of our directors as of April 30, 2026. The information presented includes each director's age, principal occupation and business experience for the past five years and the names of other public companies of which he or she has served as a director during the past five years. In addition, the table contains information about the specific and particular experience, qualifications, attributes or skills of each current director and each nominee for director at the Annual Meeting that led the corporate governance and nominating committee to believe that such current director was appropriate for nomination at a previous annual meeting of stockholders or otherwise and, in the case of each nominee for director at the Annual Meeting, that such nominee should serve on the Board following election at the Annual Meeting.

Name	Positions and Offices Held	Director Since	Age
Holger Weis	Chief Executive Officer, Chairman and Director	2020	6
Robert W. Postma	Director	2021	7
Jaime Vieser	Director	2020	5
Michael A. Jerman	Director	2025	4

Under our director resignation policy, any nominee in an uncontested election who does not receive a majority of the votes cast (i.e. receives a greater number of votes "withheld" from his or her election than votes "for" in such election) shall submit his or her offer of resignation for consideration by the corporate governance and nominating committee of the Board (the "corporate governance and nominating committee"). The corporate governance and nominating committee shall consider all of the relevant facts and circumstances and recommend to the Board the action to be taken with respect to such offer of resignation, and the Board will then act on such recommendation.

Our corporate governance and nominating committee seeks to assemble a Board that, as a whole, possesses the appropriate balance of professional and industry knowledge, financial expertise and management experience necessary to oversee and direct our business. The corporate governance and nominating committee maintains a goal of recruiting members who complement and strengthen the skills of other members and who also exhibit integrity, collegiality, sound business judgment and other qualities that the corporate governance and nominating committee views as critical to effective functioning of the Board.

None of the directors are related by blood, marriage or adoption to any of our other directors or executive officers.

Mr. Weis, our Chief Executive Officer, Chairman and a director, was initially appointed to the Board as a non-employee director in December 2020, prior to his appointment as Chief Executive Officer in July 2025.

Holger Weis
Chairman and Director

Mr. Weis has served as a member of our Board since December 2020. Mr. Weis continues to serve as the principal of Weis Advisors, Inc., a company that provides consulting services to life science companies, since founding the company in April 2018. Prior to that, he served in a number of roles at DemeRx, Inc., a clinical stage pharmaceutical company developing non-addictive treatments for drug addiction, including serving as Chief Operating Officer and Chief Financial Officer from December 2011 to July 2017, and also as President from September 2014 to July 2017, and as a Consultant from July 2017 to April 2018. Earlier in his career, Mr. Weis served as the Chief Financial Officer of EnSA Holdings, LLC, a company that focuses on environmentally sustainable agriculture techniques and technologies for the production of rice, from August 2010 to November 2011. From 2006 to 2010, he served as the Vice President & Chief Financial Officer, Secretary and Treasurer of NovaVision, Inc., a therapeutic and diagnostic vision restoration company. Prior to that, he served as the Chief Financial Officer & Treasurer of GMP Companies, Inc., a company that develops and commercializes pharmaceutical, medical device and diagnostic technologies, from 2000 to 2005. Mr. Weis served as a Senior Manager at Ernst & Young, a multinational professional services company, from 1986 to 2000. Mr. Weis has co-authored a number of scientific papers and presentations and is an inventor on a number of patents and patent applications. Mr. Weis also serves on the board of directors of Jupiter

NeuroSciences, Inc. Mr. Weis received a Bachelor of Business Administration in Accounting from the University of Georgia and is a Certified Public Accountant.

Our Board believes that Mr. Weis' management and industry experience, as well as his financial expertise, qualifies him to serve on the Board.

Robert W. Postma
Director

Mr. Postma has served as a member of our Board since February 2021. Mr. Postma has also served as the president of WaterMill Asset Management Corp. ("WaterMill"), a company which he founded in July 1999. WaterMill actively trades in municipal bonds and equities, using the funds of Mr. Postma. Mr. Postma has over 44 years of trading experience and received a B.A. in Business and Economics from Lafayette College.

Our Board believes that Mr. Postma's management and trading experience allows Mr. Postma to provide financial guidance to us and qualifies him to serve on our Board.

Jaime Vieser
Director

Mr. Vieser has served as a member of our Board since December 2020. Mr. Vieser currently manages Brushwood LLC, a private investment firm. From 2010-2017, he was a Managing Partner and co-principal of Castle Hill Asset Management LLC, a \$2.7 billion asset manager and hedge fund focusing on high yield and distressed debt. Prior to founding Castle Hill, Mr. Vieser was responsible for Deutsche Bank's High Yield Sales and Trading Group in London from 1998 to 2008. Mr. Vieser originally joined Bankers Trust in New York in 1994 and worked in the Investment Banking/Leveraged Finance division. Mr. Vieser graduated from the University of Michigan with a degree in Economics and from the Cox School of Business at Southern Methodist University with a Master's in Business Administration.

Our Board believes that Mr. Vieser's financial expertise and investment experience allows Mr. Vieser to provide business guidance to us and qualifies him to serve on the Board.

Michael A. Jerman
Director

Mr. Jerman has served as a member of our Board since July 2025. Mr. Jerman has served as Managing Partner of Hollywell Partners, a professional accounting and finance consulting firm, since May 2019, and has provided chief financial officer and other services to multiple private equity-backed companies in the energy, SaaS, and manufacturing industries. Prior to his role with Hollywell Partners, he was a Director with PwC in the US and UK and was a Captain with the United States Air Force. He has led global public and private client engagements in the industries of retail and consumer, energy, utilities and mining, and transportation and logistics. Mr. Jerman has significant experience in client equity and debt offerings, business combinations inclusive of public listing and reporting requirements, initial valuations and ongoing goodwill impairment analyses, share-based awards, restructuring, and global taxes, as well as stakeholder management, specifically with board and management presentation experience to include annual and quarterly requirements, fee negotiations, technical accounting and finance discussions, and fraud and non-compliance investigations. Mr. Jerman has specialized in rapid project mobilization and deployment of skilled resources for emergency issues, design, and implementation of small to large scale client requirements and advisory projects. He also serves as a member of the board of directors of Inhibitor Therapeutics, Inc. (OTC:INTI). He is a registered CPA in the state of Florida and has earned an MBA from the University of Oxford.

Our Board believes that Mr. Jerman's management and industry experience, as well as his financial expertise, qualifies him to serve on the Board.

Agreement to Appoint Directors

Mr. Postma, Mr. Vieser and Mr. Weis were all originally nominated for election as directors at our 2022 annual meeting pursuant to a settlement agreement, dated February 4, 2021 (the "WaterMill Settlement Agreement"), with WaterMill Asset Management Corp. and Robert W. Postma (collectively, the "WaterMill Parties"). The WaterMill Settlement Agreement is no longer in effect and none of the directors originally nominated pursuant to its terms were nominated pursuant to the agreement for our 2025 annual meeting.

Our Executive Officers

Our board of directors appoints our executive officers and updates the executive officer positions as needed throughout the fiscal year. Each executive officer serves at the behest of our board of directors and until their successors are appointed, or until the earlier of their death, resignation or removal.

The following table sets forth certain information concerning our executive officers as of April 30, 2026.

Name	Position(s)	Age
Holger Weis	Chief Executive Officer, Chairman and Director	63
Ferdinand Groenewald	Vice President, Finance, Corporate Secretary	41

Holger Weis
*Chief Executive Officer
Chairman and Director*

Mr. Weis’s biography is included above under the section titled “Our Board.”

Ferdinand Groenewald
Vice President, Finance

Mr. Groenewald was appointed to be our Vice President, Finance in February 2024. From June 5, 2024 through March 15, 2026, he served as Chief Financial Officer of Streamex Corp., a Nasdaq-listed company. From July 2022 through December 2023, Mr. Groenewald, age 40, has served in several capacities at the CFO Squad, which provides outsourced accounting and consulting services. From January 2, 2023 to July 31, 2023, Mr. Groenewald had served as the Chief Accounting Officer of Muscle Maker, Inc., a Nasdaq-listed company. From September 2018 to January 2, 2023, Mr. Groenewald served as the Chief Financial Officer of Muscle Maker, Inc. From January 25, 2018 through July 3, 2018, Mr. Groenewald served as the Vice President of Finance, Principal Financial Officer and Principal Accounting Officer of Muscle Maker, Inc., Muscle Maker Development, LLC and Muscle Maker Corp., LLC. In addition, from October 2017 through July 3, 2018, he served as the controller of Muscle Maker, Inc. Mr. Groenewald is a certified public accountant with significant experience in finance and accounting. From July 2018 through August 2018, he served as senior financial reporting accountant of Wrinkle Gardner & Company, a full-service tax, accounting and business consulting firm. From February 2017 to October 2017, Mr. Groenewald served as Senior Financial Accounting Consultant at Pharos Advisors, Inc. serving a broad range of industries. From November 2013 to February 2017, he served as a Senior Staff Accountant at Financial Consulting Strategies, LLC, where he provided a broad range of accounting, financial reporting, and pre-auditing services to various industries. From August 2015 to December 2015, Mr. Groenewald served as a Financial Reporting Analyst at Valley National Bank. Mr. Groenewald holds a Bachelor of Science in accounting from the University of South Africa. Mr. Groenewald has served as a member of the Board of Directors of (i) HeartCore Enterprises, Inc., a company listed on the Nasdaq Capital Market, since January 24, 2023; (ii) SYLA Technologies Co., Ltd., a publicly reporting company that is listed on the Nasdaq Capital Market, since December 1, 2023; and (iii) Sushi Ginza Onodera, Inc., a company that has publicly filed a registration statement on Form S-1 in connection with its initial public offering, since July 1, 2024.

There are no family relationships among any of our directors, director nominees or executive officers. None of our executive officers is related by blood, marriage or adoption to any of our directors, director nominees or other executive officers.

FURTHER INFORMATION REGARDING THE BOARD AND CORPORATE GOVERNANCE

This section provides further information regarding the Board and the independence of our directors and describes key Corporate Governance Guidelines (the “Corporate Governance Guidelines”) and practices that we have adopted.

Independence of the Board

Our Board has undertaken a review of the independence of our directors and considered whether any director has a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a member of our Board. Based upon information requested from and provided by each director concerning such director’s background, employment and affiliations, including family relationships, the Board has determined that all of our directors, other than Mr. Hogue, are “independent directors,” as such term is defined in Nasdaq Rule 5605(a)(2). In making these determinations, our Board considered the current and prior relationships that each non-employee director has with the Company and all other facts and circumstances that our Board deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director.

Board Leadership Structure

On September 22, 2023, the Board appointed Mr. Weis to serve as its Chair. Prior to that, Mr. Weis had served as a member of the compensation committee and member and chair of the audit committee for all of 2023 and 2022.

Director Attendance at Board and Stockholder Meetings

The Board met 17 times during 2025, either in person, by teleconference or videoconference. Each current director attended at least 90% of the aggregate number of meetings of the Board and of the committees on which he or she served which were held during 2025 or the portion thereof that he or she served as a director or committee member.

As provided in our Corporate Governance Guidelines, we encourage attendance at our annual meetings by members of the Board. All of the then-current directors attended our 2025 annual meeting of stockholders either in person or by teleconference.

Board Committees

The Board has established three standing committees: an audit committee, a compensation committee and a corporate governance and nominating committee. Each committee operates under a charter that has been approved by the Board. Current copies of each committee’s charter are posted on the “Investors—Corporate Governance” section of our website, www.alaunos.com. Our website and its contents are not incorporated into this proxy statement.

The members of the committees are as follows:

	Audit		Compensation		Corporate Governance and Nominating
Michael A. Jerman (1)	X	*	X		
Robert W. Postma	X		X	*	X
Jaime Vieser	X		X		X

(1) Mr. Jerman was appointed as the audit committee chairperson in July 2025, prior Mr. Weis served as the audit Chairperson

* Committee Chairperson

Audit Committee

The current members of the audit committee are Mr. Jerman, who serves as the committee’s Chair since his appointment to the board in July 15, 2025, Mr. Postma and Mr. Vieser. Mr Weis served as the committee’s Chair of the audit committee through July 1, 2025 prior to his appointment as the Company’s Chief Executive Officer. As set forth in the audit committee charter, the primary responsibility of the audit committee is to oversee our financial reporting processes and internal control system on behalf of the Board. In that regard, the audit committee is responsible for, among other things, the appointment, compensation, retention and oversight of the work performed by the independent registered public accounting firm employed by us.

Each member of the audit committee is an “independent director,” as such term is defined in Nasdaq Rule 5605(a)(2) and meets the criteria for independence set forth in Rule 10A-3(b)(1) under the Exchange Act. The Board has also determined that each of the audit committee members is able to read and understand fundamental financial statements and that at least one member of the audit committee has past employment experience in finance or accounting. The Board has determined that at least one member of the audit committee, Mr. Weis, is an “audit committee financial expert,” as that term is defined in Item 407(d)(5)(ii) of Regulation S-K promulgated under the Exchange Act.

The audit committee held five meetings during 2025.

Compensation Committee

The current members of the compensation committee are Mr. Vieser, who serves as the committee’s Chair, Mr. Postma and Mr. Jerman. Mr Weis served as the committee member of the compensation committee through July 1, 2025 and was replaced by Mr. Jerman upon his appointment as the Company's Chief Executive Officer. As set forth in the compensation committee charter, the compensation committee reviews our compensation policies and practices and makes recommendations to the Board in connection with all compensation matters affecting our executive officers.

Each member of the compensation committee is an “independent director,” as such term is defined in Nasdaq Rule 5605(a)(2) and meets the criteria for independence set forth in Rule 10A-3(b)(1) under the Exchange Act.

The compensation committee held six meetings during 2024.

Corporate Governance and Nominating Committee

The current members of the corporate governance and nominating committee are Mr. Postma, who serves as the committee’s Chair, and Mr. Vieser. As set forth in the corporate governance and nominating committee charter, the primary responsibility of the corporate governance and

nominating committee is to consider and make recommendations to the Board concerning the appropriate size, function and needs of the Board and its committees. In that regard, the corporate governance and nominating committee is, among other things, responsible for establishing criteria for membership on the Board, recruiting and recommending candidates to fill newly created or vacant positions on the Board and reviewing any candidates recommended by stockholders. In addition, the corporate governance and nominating committee evaluates and assesses the performance of the Board as a whole and its committees.

Each member of the corporate governance and nominating committee is an “independent director,” as such term is defined in Nasdaq Rule 5605(a)(2) and meets the criteria for independence set forth in Rule 10A-3(b)(1) under the Exchange Act.

The corporate governance and nominating committee held two meetings during 2024.

Director Nomination Process

The corporate governance and nominating committee (or a subcommittee thereof) recruits and considers director candidates and presents qualified candidates to the full Board for consideration in accordance with the Corporate Governance Guidelines and the corporate governance and nominating committee’s charter, which is available on our website. Our website and its contents are not incorporated into this proxy statement. The Board and the corporate governance and nominating committee will consider the minimum general criteria set forth in the Corporate Governance Guidelines and may add any specific additional criteria with respect to specific searches in selecting candidates and existing directors for service on the Board. The corporate governance and nominating committee considers a nominee’s education, general business and industry experience, ability to act on behalf of stockholders, potential concerns regarding independence or conflicts of interest and other factors relevant in evaluating Board nominees.

The corporate governance and nominating committee believes that a Board comprised of directors with diverse skills and experiences relevant to our industry and operations will result in efficient and competent oversight of our various core competencies, which include drug development, strategic partnering, commercialization activities, regulatory compliance, corporate finance and accounting. As such, the corporate governance and nominating committee gives consideration to the interplay of a director candidate’s experience with that of other members of the Board and the evolving needs of our business.

Our Board continues to ensure that our corporate governance policies reflect the importance our Board places on diversity. More specifically, our policies emphasize our commitment to seeking to attain diversity and balance among directors of race, gender, geography, thought, viewpoints, backgrounds, skills, experience, and expertise. As a result, under our policies any search firm retained to assist the corporate governance and nominating committee in seeking candidates for the Board will be instructed to seek to include diverse candidates in terms of race, gender, geography, thought, viewpoints, backgrounds, skills, experience, and expertise from, among other areas, the traditional corporate environment, government, academia, private enterprise, non-profit organizations, and professions such as accounting, finance, marketing, human resources, and legal services.

Qualified candidates will be considered without regard to race, color, religion, sex, ancestry, national origin or disability, and the corporate governance and nominating committee will consider director candidates recommended by security holders. If the corporate governance and nominating committee approves a candidate for further review following an initial screening, the corporate governance and nominating committee will establish an interview process for the candidate. Generally, the candidate will meet with at least one member of the corporate governance and nominating committee, along with other members of the Board and management, including our Chief Executive Officer. Contemporaneously with the interview process, the corporate governance and nominating committee will conduct a comprehensive conflicts-of-interest assessment of the candidate. The corporate governance and nominating committee will consider reports of the interviews and the conflicts-of-interest assessment to determine whether to recommend the candidate to the full Board. The corporate governance and nominating committee will also take into consideration the candidate’s personal attributes, including, without limitation, personal integrity, loyalty to us and concern for our success and welfare, willingness to apply sound and independent business judgment, awareness of a director’s vital part in our good corporate citizenship and image, time available for meetings and consultation on our matters and willingness to assume broad, fiduciary responsibility.

Risk Management and Oversight

One of the Board’s key functions is informed oversight of the Company’s risk management process. The Board does not have a standing risk management committee, but rather administers this oversight function directly through the Board as a whole, as well as through various Board standing committees that address risks inherent in their respective areas of oversight. In particular, our Board is responsible for monitoring and assessing strategic risk exposure, including a determination of the nature and level of risk appropriate for the Company. Our audit committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. Our corporate governance and nominating committee monitors the effectiveness of our Corporate Governance Guidelines. Our compensation committee assesses and monitors whether any of our compensation policies and programs have the potential to encourage excessive risk-taking.

In carrying out their risk oversight functions, the Board and its committees routinely request and review management updates, reports from the independent auditors and legal and regulatory advice from outside experts, as appropriate, to assist in discerning and managing important risks that may be faced by the Company. The Board is committed to continuing to evolve its risk oversight practices as appropriate given the fast-paced changes in the biotechnology industry.

Stockholder Communications with Directors

We have established means for stockholders and others to communicate with the Board or individual directors. If a stockholder wishes to address a matter regarding our financial statements, accounting practices or internal controls, the matter should be submitted in writing addressed to the chairperson of the audit committee in care of the Secretary at our principal executive offices at 501 E. Las Olas Blvd., Suite 300, Fort Lauderdale, FL 33301. If the matter relates to our governance practices, business ethics or corporate conduct, it should be submitted in writing addressed to the chairperson of the corporate governance and nominating committee in care of the principal financial officer at our principal executive offices at the address stated above. If a stockholder wishes to address a communication to an individual director, it should be submitted in writing addressed to such individual director in care of the principal financial officer at our principal executive offices at the address stated above. If a stockholder is unsure where to direct a communication, the stockholder may direct it in writing to the chairperson of the audit committee, or to any one of our independent directors, in care of the principal financial officer at our principal executive offices at the address stated above. All of these stockholder communications will be forwarded by the principal financial officer to the addressee.

Code of Ethics and Business Conduct

The Board adopted a Code of Ethics and Business Conduct to be applicable to all officers, directors and employees. The Code of Ethics and Business Conduct is intended to be designed to deter wrong-doing and promote honest and ethical behavior, full, fair, timely, accurate and understandable disclosure, and compliance with applicable laws. In addition to provisions that are applicable to officers, directors and employees generally, the Code of Ethics and Business Conduct contains provisions that are specifically applicable to our Chief Executive Officer and senior financial officer(s). The Code of Ethics and Business Conduct is available on our website at www.alaunos.com and a copy may be obtained without charge upon written request to our Legal department at our principal executive offices at 501 E. Las Olas Blvd., Suite 300, Fort Lauderdale, FL 33301. Our website and its contents are not incorporated into this proxy statement.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines to ensure that the Board will have the necessary authority and practices in place to review and evaluate our business operations as needed and to make decisions that are independent of our management. The Corporate Governance Guidelines are also intended to align the interests of directors and management with those of our stockholders. The Corporate Governance Guidelines set forth the practices the Board intends to follow with respect to, among other things, Board composition and selection including diversity, Board meetings and involvement of senior management, Interim Chief Executive Officer performance evaluation and succession planning, and Board committees and compensation.

Whistleblower Policy

We have adopted a whistleblower policy applicable to our employees that provides for protection from retaliation or discrimination by the Company due to reporting issues relating to compliance with applicable laws and regulations.

Clawback Policy

The Board has adopted a compensation clawback policy which provides for the recoupment of incentive-based compensation in the event of an accounting restatement. The clawback policy is intended to comply with Section 10D of the Exchange Act, the rules promulgated thereunder by the SEC, and applicable Nasdaq listing standards. In the event we are required to prepare an accounting restatement (as defined in the clawback policy), any executive officer who received excess compensation (as defined in the clawback policy) during the three completed fiscal years preceding the date of the accounting restatement will be required to repay or forfeit such excess compensation.

Corporate Governance Documents

Please visit our investor relations website at www.alaunos.com for additional information on our corporate governance, including: the charters approved by the Board for the audit committee, compensation committee and nominating and governance committee, and our Code of Ethics and Business Conduct.

In the event of any amendment to, or waiver from, a provision of our Code of Ethics and Business Conduct, we will promptly post on our website relevant information regarding the amendment or waiver, including the date and the nature of the event. Our website and its contents are not incorporated into this proxy statement.

Section 16(a) Beneficial Ownership Reporting Compliance

Based on a review of reports filed by our directors, executive officers, and beneficial owners of more than 10% of our shares of common stock pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, and other information available to us, we believe that all such ownership reports required to be filed by those reporting persons during and with respect to the 2024 fiscal year were timely made.

Policy Prohibiting Insider Trading and Related Procedures.

Our insider trading policy has been reasonably designed to promote compliance with applicable insider trading laws, rules and regulations, and Nasdaq listing standards. Our Insider Trading Policy was filed as Exhibit 19.1 to our Original Filing.

Item 11. Executive Compensation

Named Executive Officers

Our named executive officers for 2025 and the positions they held with the company as of April 30, 2026 are:

- Holger Weis, our Chief Executive Officer;
- Ferdinand Groenewald, our Vice President, Finance;
- Melinda Lackey, our former Legal & Administration officer and corporate secretary of the Company until July 16, 2025;
- Curtis Hogue, Jr., our former interim Chief Executive Officer until July 2025; and

Throughout this section, the term “named executive officer” is intended to refer to the individuals identified above.

Summary Compensation Table

The following table sets forth information regarding compensation awarded to or earned by our named executive officers.

Name of Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$) ⁽¹⁾	All Other Compensation (\$)	Total (\$)
Holger Weis (2)	2025	103,566	-	-	564,200	-	667,766
<i>Chief Executive Officer since July 2025</i>	2024	-	-	-	-	-	-
Dale Curtis Hogue, Jr. (3)	2025	139,744	-	-	3,748	-	143,492
<i>Former Interim Chief Executive Officer as of July 2025</i>	2024	233,974	-	-	59,880	14,490 (4)	308,344
Ferdinand Groenewald (5)	2025	-	-	25,000	11,988	180,000 (6)	216,988
<i>Vice President, Finance</i>	2024	-	-	-	3,087	159,217 (6)	162,304
Melinda Lackey (7)	2025	-	-	-	3,087	249,335 (8)	250,604
<i>Former Legal & Administration, Corporate Secretary</i>	2024	-	-	-	3,087	427,283 (8)	430,370

(1) These amounts have been calculated in accordance with ASC Topic 718. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. For a discussion of the assumptions relating to our valuations of these restricted stock awards and stock options, please see Note 3 to the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2024. These amounts reflect our accounting expense for these restricted stock awards and stock options and do not correspond to the actual value that may be recognized by our named executive officer.

(2) Mr. Weis was appointed as Chief Executive Officer on July 2, 2025.

(3) Mr. Hogue was appointed as interim Chief Executive Officer on January 20, 2024 through July 2, 2025.

- (4) Of such amount, \$825 represents the dollar value of the reimbursement of cell phone charges by Mr. Hogue during 2024 and the remaining amount represents the amount we reimbursed for Mr. Hogue's health insurance premiums.
- (5) Mr. Groenewald was contracted to act as the VP, Finance on a consulting basis for the Company on February 22, 2024.
- (6) This amount reflects the total compensation payments made to Mr. Groenewald in 2025 and 2024.
- (7) Ms. Lackey employment was terminated on November 15, 2023, and where upon she was engaged as a consultant. Ms. Lackey continued to served as a consultant to the Company during 2024 through July 16, 2025.
- (8) This amount reflects the total payments made to Ms. Lackey pursuant to a consulting agreement during 2025 and 2024.

Narrative to the Summary Compensation Table

We use base salaries to recognize the experience, skills, knowledge and responsibilities required of all our employees, including our named executive officers. Base salaries are reviewed annually, typically in connection with our annual performance review process, and adjusted from time to time to realign salaries with market levels after taking into account individual responsibilities, performance and experience. Mr. Hogue was employed as interim CEO in 2024 through July 2, 2025 and has not undergone any salary adjustments related to the same. Mr. Hogue was employed as interim CEO in July 2, 2025 and has not undergone any salary adjustments related to the same.

Name	Title	2025 Base Salary (\$)	2024 Base Salary (\$)	Percent Increase (%)
Holger Weis.	Chief Executive Officer	\$275,000	\$-	N/A
Dale Curtis Hogue Jr.	Former Interim Chief Executive Officer	\$250,000	\$250,000	N/A

Equity Compensation

Our compensation committee believes that long-term equity incentive compensation is a critical component of our executive compensation program that links the interests of our executive officers with those of our stockholders. In 2025 and 2024, equity-based awards for our executive officers were granted in the form of stock options. Stock options align executives' realizable compensation with the creation of stockholder value and serve as an effective long-term incentive vehicle to retain talent and incentivize performance. Executives only realize value from options if our stock price increases following the grant date.

Stock options granted to our executive officers vest over four years, with 1/16th of the options vesting each quarter.

Other Compensation

We provide certain additional benefits to executive officers that are generally available to all employees, including medical, dental, vision and life insurance coverage either directly or by reimbursement, as well as 401(k) matching contributions.

Employment and Change in Control Agreements

We had the following employment agreements in place with our named executive officers in 2025.

Employment Agreement with Mr. Weis

Effective July 2, 2025, the Company entered into an employment agreement with Holger Weis, governing the terms of his employment as the Company's Chief Executive Officer. Under the employment agreement, Mr. Weis receives an annual base salary of \$275,000. In addition, Mr. Weis was granted an option to purchase 130,000 shares of common stock of the Company, with an exercise price of \$5.06 per share.

Employment Agreement with Mr. Hogue

On January 20, 2024, the Board appointed Dale Curtis Hogue, Jr. as Interim Chief Executive Officer of the Company. On January 21, 2024, the Company entered into an employment agreement with Mr. Hogue, under which he received an annual base salary of \$250,000. In addition, Mr. Hogue was awarded 40,000 shares of common stock of the Company with an exercise price of \$18.00. Mr. Hogue's employment agreement was terminated effective July 2, 2025.

Consulting Agreement with Ms. Lackey

On July 16, 2025, Melinda Lackey notified Alaunos Therapeutics, Inc. that, pursuant to Section 1 of the Consulting Agreement between the parties, she was terminating the agreement effective 30 days from the date of such notice, or August 15, 2025. Concurrently with such notice, Ms. Lackey resigned as the Company's Legal and Administrative Officer and corporate secretary, effective August 15, 2025. Ms. Lackey's departure was not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or procedures.

Through the effective date of termination, Ms. Lackey continued to provide legal and administrative consulting services to the Company, including assisting in its ongoing exploration of strategic alternatives. The Consulting Agreement provided for compensation at a fixed rate of \$400 per hour and reimbursement by the Company for usual and customary expenses incurred by Ms. Lackey in connection with performing services under the agreement.

Consulting Agreement with Mr. Groenewald

We entered into a consulting agreement (the "Groenewald Consulting Agreement"), effective February 22, 2024, with Mr. Groenewald pursuant to which Mr. Groenewald will act as our Vice President, Finance. The Groenewald Consulting Agreement will continue indefinitely until terminated by the Company or Mr. Groenewald upon 30 days prior written notice. The Groenewald Consulting Agreement provides for compensation at a fixed rate of \$15,000 per month and reimbursement by the Company for any usual and customary expenses incurred by Mr. Groenewald in connection with performing services pursuant to the Groenewald Consulting Agreement.

Role of our Compensation Committee, Management and Consultant

Compensation Committee

Our compensation committee is responsible for reviewing, evaluating, approving, administering and interpreting our executive compensation and benefits policies, programs and plans, including our equity compensation plans. In particular, with respect to the compensation of our named executive officers, our compensation committee is responsible for reviewing and recommending to the outside, independent and non-employee members of the Board the compensation levels and performance goals relevant to the compensation of these officers, and for evaluating the officers' performance in light of those goals and objectives. The outside, independent and non-employee members of the Board approved the compensation committee's recommendations for the 2025 compensation of our named executive officers.

Management

Our human resources, finance and legal departments work with our interim Chief Executive Officer (the "Management Team") to design and develop new executive compensation programs, to recommend changes to existing compensation programs, to recommend financial and other performance targets to be achieved under those programs, to prepare analyses of financial data, to prepare peer group data comparisons and to prepare other briefing materials for consideration by the compensation committee and ultimately, to implement the decisions of the compensation committee.

The Management Team recommends to the compensation committee for its discussion and ultimately, approval, proposed corporate performance and strategic goals and their relative weighting for the upcoming fiscal year, and provides input on the level of attainment of the prior year's strategic goals, for purposes of determining awards under the annual performance bonus plan for all our executives, including the Chief Executive Officer. For executives other than the Chief Executive Officer, the compensation committee will consider the individual performance of the executives, as assessed by the Chief Executive Officer, and the compensation recommendations submitted to the compensation committee by the Chief Executive Officer. Our Interim Chief Executive Officer and other members of management generally attend our compensation committee meetings for a portion of the meeting. No executive officer was present for or voted in the compensation committee or the Board's final determinations regarding the amount of any component of his or her own 2025 compensation package.

Consultant

In June 2025, our compensation committee engaged Pearl Meyer and Partners, LLC. ("Pearl Meyer") as its independent compensation consultant. Pearl Meyer provided independent market findings to the compensation committee and has provided advice to the compensation committee as to employee director compensation, Chief Executive Officer compensation and non-employee director compensation in 2024. The Company utilized FW Cook in 2023. Pearl Meyer was determined to be free of conflicts of interest and able to operate as an independent compensation advisor. As part of its duties, Pearl Meyer provided the compensation committee with the following services:

- completed a competitive analysis of our 2024 executive compensation programs;
- prepared a competitive analysis of the Board's compensation program, including observations and recommendations; and
- prepared a competitive analysis of the Board's compensation program, including observations and recommendations.

Trading Policy – Hedging and Certain Transactions

We have a policy that prohibits our executive officers, directors and other members of management from engaging in short sales, transactions in put or call options, pledging transactions, hedging transactions or other inherently speculative transactions with respect to our stock. Any violation of these policies may result in disciplinary action, including dismissal for cause.

Outstanding Equity Awards at 2025 Fiscal Year-End

The following table sets forth information regarding option awards and restricted stock awards held as of December 31, 2025 by our named executive officers.

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options		Option Exercise Price (\$/Sh) (1)	Option Expiration Date	Shares or Units of Stock That Have Not Vested	
	Exercisable (#)	Unexercisable (#)			Number (#)	Market Value (\$) (2)
Holger Weis	1,000	-	\$ 646.50	3/4/2031		
	208	-	\$ 646.50	3/4/2031		
	666	-	\$ 123.00	6/22/2032		
	666	-	\$ 72.00	6/6/2033		
	452	-	\$ 10.30	6/22/2034		
	1,920	-	\$ 10.30	6/22/2034		
	10,904	-	\$ 2.92	6/22/2034		
	40,625	89,375	\$ 5.02	7/2/2035		
	13,676	-	\$ 2.32	8/17/2035		
Ferdinand Groenewald	469	1,406	\$ 2.42	8/13/2034		
	2,250	750	\$ 1.46	3/28/2035		

(1) Each stock option was granted with an exercise price equal to the fair market value of our common stock on the grant date.

(2) Market values are calculated based on the closing market price of our common stock as reported on the Nasdaq Capital Select Market on December 31, 2025, which was \$3.34 per share.

Stockholder Engagement

In 2025, our stockholder engagement included individual investor meetings with stockholders and prospective stockholders. Conversations spanned topics including, but not limited to, clinical development plans and corporate strategy.

We believe that ongoing, appropriate, and transparent communication with our stockholders is critical to our success long-term. We will continue to have a strong stockholder engagement program and communicate with our stockholders and prospective stockholders through our press releases, SEC filings, individual meetings and investor presentations. We believe that all of these communications together enable us to have a meaningful two-way dialogue, where the management team and Board can better listen to and understand stockholder perspectives, answer questions, and provide context to ongoing activities. Over the course of 2025, our stockholders have provided us with valuable feedback and external viewpoints that inform how we think about our business and strategy, and we are committed to continuing this dialogue.

Pay Versus Performance

The following table and related disclosure provide information about (i) the “total compensation” of our Chief Executive Officer, and our other named executive officers (the “Other NEOs” or the “Non-CEO NEOs”) as presented in the “Summary Compensation Table” included elsewhere in this proxy statement, (ii) the “compensation actually paid” to our Chief Executive Officer and our Other NEOs, as calculated pursuant to the SEC’s pay-versus-performance rules, (iii) certain financial performance measures and (iv) the relationship of the “compensation actually paid” to those financial performance measures.

This disclosure has been prepared in accordance with Item 402(v) of Regulation S-K under the Exchange Act, and does not necessarily reflect value actually realized by the executives or how our compensation committee evaluates compensation decisions in light of company or individual performance.

Year	Summary Compensation Table Total for PEO: Boyle (1)	Compensation Actually Paid to PEO: Boyle(2)(3)	Summary Compensation Table Total for PEO: Hagen(1)	Compensation Actually Paid to PEO: Hagen (2) (3)	Summary Compensation Table Total for PEO: Cooper (2)	Compensation Actually Paid to PEO: Cooper (1) (3)	Average Summary Compensation Table Total for Non-PEO NEOs ⁽¹⁾	Average Compensation Actually Paid to Non-CEO NEOs ⁽¹⁾⁽²⁾⁽³⁾	Value of Initial Fixed \$100 Investment Based On Total Shareholder Return ⁽⁴⁾	Net Income (Loss) (in thousands)
2025	\$295,5364	\$236,545	N/A	N/A	N/A	N/A	\$143,118	\$439,455	\$3.27	\$(4,176)
2024	\$308,344	\$354,483	N/A	N/A	N/A	N/A	\$296,337	\$446,459	\$3.66	\$(4,679)
2023	\$1,716,946	\$1,459,330	N/A	N/A	N/A	N/A	\$665,709	\$594,363	\$ 2.78	\$(35,410)

(1) Mr. Weis serves as our only PEO in July 2, 2025. Mr. Hogue served as our only PEO in 2024 and through July 2, 2025. Mr. Boyle served as our only PEO in 2023. The Non-PEO NEOs for whom the average compensation is presented in this table for 2025 and 2024 are Ms. Lackey, through July 16, 2025, and Mr. Groenewald and for 2023 are Dr. Deniger and Ms. Lackey.

(2) The amounts shown as Compensation Actually Paid have been calculated in accordance with Item 402(v) of Regulation S-K and do not reflect compensation actually realized or received by the Company's NEOs. These amounts reflect total compensation as set forth in the Summary Compensation Table for each year, adjusted as described in footnote 3 below.

(3) Compensation Actually Paid reflects the exclusions and inclusions for the CEO and the Non-CEO NEOs set forth below. Amounts excluded, which are set forth in the "Minus Stock and Option Awards from Summ. Comp. Table" columns below, represent the Stock Awards and Option Awards reported in the Stock Awards and Option Awards columns of the Summary Compensation Table for each applicable year. Amounts added back to determine Compensation Actually Paid are made up of the following components which are set forth in the table below, as applicable: (i) the fair value as of the end of the fiscal year of outstanding and unvested equity awards granted in that year; (ii) the change in fair value during the year of equity awards granted in prior years that remained outstanding and unvested at the end of the year; (iii) the fair value as of the vesting date of equity awards that were granted and vested in that year; and (iv) the change in fair value during the year through the vesting date of equity awards granted in prior years that vested during that year. The fair value at the end of the prior year of awards granted in any prior year that failed to meet applicable vesting conditions during the covered year are subtracted, although there were no such awards for the CEO or the Non-CEO NEOs in 2023 or 2024. Equity values are calculated in accordance with ASC Topic 718.

(4) Reflects the cumulative shareholder return over the relevant fiscal year, computed in accordance with SEC rules, assuming an investment of \$100 in our common shares at a price per share equal to the closing price of our common stock on the last trading day before the commencement of the applicable fiscal year and the measurement end point of the closing price of our common stock on the last trading day in the applicable fiscal year. For 2025, the closing price of our common stock on December 31, 2025 was \$3.23. For 2024, the closing price of our common stock on December 31, 2024 was \$1.91. For 2023, the closing price of our common stock on December 31, 2023 was \$10.61.

Year	Summary Comp. Table Total for PEO	Minus Stock and Option Awards from Summ. Comp. Table	Plus Year-End Fair Value of Unvested Awards Granted During Year	Plus Change in Fair Value of Unvested Awards Granted in Prior Years	Plus Fair Value of Awards Granted and Vested During Year	Plus Change in Fair Value of Prior Years' Awards Vested During Year	Minus Fair Value of Stock and Option Awards Forfeited During Year	Comp. Actually Paid to PEO
2025 - Holger Weis	\$152,044	\$(48,478)	\$-	\$-	\$-	\$-	\$-	\$103,566

2025 - Curtis Hogue	\$143,492	\$(3,748)	\$-	\$-	\$-	\$6,765	\$-	\$132,979
2024 - Curtis Hogue	\$308,344	\$(11,090)	\$-	\$-	\$-	\$56,661	\$-	\$354,483
2023 - Kevin Boyle	\$1,716,946	\$(689,580)	\$-	\$-	\$-	\$679,749	\$(247,749)	\$1,459,330

Year	Avg. Summary Comp. Table Total for Other NEOs	Minus Avg. Stock and Option Awards from Summ. Comp. Table	Plus Avg. Year-End Fair Value of Outstanding Unvested Awards Granted During Year	Plus Avg. Change in Fair Value of Unvested Awards Granted in Prior Years	Plus Avg. Fair Value of Awards Granted and Vested During Year	Plus Avg. Change in Fair Value of Prior Years' Awards Vested During Year	Minus Fair Value of Stock and Option Awards Forfeited During Year	Average Comp. Actually Paid to Other NEOs
2025	\$143,118	\$(8,333)	—	—	\$1,565	\$(4,412)	—	\$131,938
2024	\$296,337	\$(3,087)	—	—	\$606	\$(7,343)	—	\$286,513
2023	\$665,709	\$(62,254)	\$87,953	\$(66,031)	\$10,904	\$(19,996)	—	\$594,363

DIRECTOR COMPENSATION

Non-Employee Director Compensation

In 2025, each of our non-employee directors was compensated as described below pursuant to our non-employee director compensation policy:

- an annual cash retainer fee of \$40,000 for service on the Board; and
- additional annual cash retainer fees for board committee service as follows:

	Chair	Member
Audit Committee	\$ 2,500	\$ 10,000
Compensation Committee	5,000	7,500
Corporate Governance and Nominating Committee	5,000	5,000

The chair of our Board also received further annualized cash compensation of \$30,000 for 2025. All cash retainers are to be paid on a quarterly basis in arrears to non-employee directors who continue to serve as members of the Board on the last business day of each calendar quarter.

Our board has elected each quarter to receive their cash compensation in stock options and/or common stock of the Company .

In addition, in connection with a director's initial election to the Board, he or she receives options to purchase 25,600 shares of our common stock on the date of each new non-employee director's appointment to our Board. One-thirty-sixth of these options shall vest each month on the monthly anniversary of the grant date. Non-employee directors are also entitled to receive options to purchase 12,800 shares of our common stock on an annual basis upon their election at the annual meeting of our stockholders, with the chair of our Board receiving additional options

to purchase 6,400 shares of our common stock. One-twelfth of the annual option grant will vest each month on the monthly anniversary of the grant. If a new director is appointed to the Board between annual meetings of our stockholders, they will be entitled to a prorated option grant.

As set forth in its written charter, the compensation committee annually reviews director compensation practices in consultation with our compensation consultant and recommends any changes for adoption by the full Board. As such, the director compensation described above is subject to change at the discretion of the Board.

Director Compensation Table

The following table sets forth information regarding the compensation earned for service on our Board by our non-employee directors during the year ended December 31, 2025. We reimburse members of our Board for reasonable travel and out-of-pocket expenses incurred in connection with attending Board and committee meetings.

Name	Fees Earned or Paid in Cash (\$)	Option Awards (1) (\$)	Stock Awards (1) (\$)	Total (\$)
Holger Weis	\$ -	\$ 48,478	\$ -	\$ 48,478
Michael A. Jerman	\$ -	\$ 38,744	\$ 13,221	\$ 51,965
Jaime Vieser	\$ -	\$ -	\$ 84,875	\$ 84,875
Robert J. Hofmeister, Ph.D.	\$ 17,750	\$ -	\$ -	\$ 17,750
Robert W. Postma	\$ -	\$ -	\$ 79,050	\$ 79,050

(1) The amounts reported in the “Option Awards” and “Stock Awards” columns represent compensation expense recognized (or that will be recognized) for financial statement purposes under ASC Topic 718. In the case of each of our directors, the option award and/or stock award was granted various dates as our board members elected to received their board fees in options and common stock and not cash. For a discussion of the assumptions relating to our valuations of these stock options, please see Note 3 to the financial statements included our Annual Report on Form 10-K for the year ended December 31, 2025. These costs reflect our accounting expense for these stock options and do not correspond to the actual value that may be recognized by the directors.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of common stock as of April 30, 2026 for:

- each person, or group of affiliated persons, who is known by us to be the beneficial owner of greater than five percent of our outstanding common stock;
- each of our directors and director nominees;
- each of our named executive officers named in the “Executive Compensation—Executive Compensation Table” section above; and
- all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities, or have the right to acquire such powers within 60 days. Common stock subject to options that are currently exercisable or exercisable within 60 days of April 30, 2026 are deemed to be outstanding and beneficially owned by the person holding the options. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Except as otherwise indicated, all persons listed below have sole voting and investment power with respect to the shares beneficially owned by them, subject to applicable community property laws. Percentage ownership calculations are based on 2,402,372 shares outstanding as of April 30, 2026. Except as otherwise noted below, the addresses for persons listed in the table is c/o Alaunos Therapeutics, Inc., 501 Las Olas Blvd., Suite 300, Fort Lauderdale, FL 33301.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Common Stock Beneficially Owned (%)
	Shares	%
5% Stockholders:		
Robert W. Postma ⁽¹⁾	506,696	18.28 %
Price Adrian ⁽²⁾	189,061	7.87 %
Named Executive Officers and Directors:		
Ferdinand Groenewald ⁽³⁾	15,931	*
Robert W. Postma ⁽¹⁾	506,696	18.28 %
Holger Weis ⁽⁴⁾	87,578	3.55 %
Jaime Vieser ⁽⁵⁾	127,017	5.18 %
Michael A Jerman ⁽⁶⁾	3,095	*
All current executive officers and directors as a group (5 persons)	758,276	28.56 %

* Represents ownership of less than one percent.

- (1) Consists of (i) 79,229 shares of common stock held by Mr. Postma, (ii) 33,333 shares of common stock held by WaterMill Asset Management Corp., where Mr. Postma serves as the principal, (iii) 24 shares of common stock held by the IRA of Mr. Postma's spouse, (iv) 181,159 and 133,630 shares of common stock issuable upon the conversion of the Series A-1 and Series A-2 Convertible Preferred Stock within 60 days of April 30, 2026 (v) 51,562 shares of common stock issuable upon the declaration of the dividends on the Series A-1 and Series A-2 Convertible Preferred Stock within 60 days of April 30, 2026 and (v) 9,759 and 18,000 shares of common stock issuable upon the exercise of options and warrants exercisable within 60 days of April 30, 2026.
- (2) Mr Price, as representative of the Schedule 13D reporting group.
- (3) Consists of (i) 10,755 shares of common stock held by Mr. Groenewald and (ii) 5,156 shares of common stock issuable upon the exercise of options exercisable within 60 days of April 30, 2026.
- (4) Consists of (i) 1,068 shares of common stock held by Mr. Weis, (ii) 127 shares of common stock held by Mr. Weis' spouse, (iii) 16 shares of common stock held by Mr. Weis' children, and (iv) 86,367 shares of common stock issuable upon the exercise of options exercisable within 60 days of April 30, 2026.
- (5) Consists of (i) 43,956 shares of common stock held by Mr. Vieser, (ii) 8,333 shares of common stock held in Brushwood LLC, where Mr. Vieser serves as the manager, (iii) 2,167 shares of common stock held in Uniform Transfer to Minors Act accounts by Mr. Vieser's children, (iv) 55,679 shares of common stock issuable upon the conversion of the Series A-2 Convertible Preferred Stock within 60 days of April 30, 2026 (v) 5,845 shares of common stock issuable upon the declaration of the dividends on the Series A-2 Convertible Preferred Stock within 60 days of April 30, 2026 and (v) 11,037 shares of common stock issuable upon the exercise of options exercisable within 60 days of April 30, 2026.
- (6) Consists of (i) 4,183 shares of common stock held by Mr. Jerman and (ii) 5,433 shares of common stock issuable upon the exercise of options exercisable within 60 days of April 30, 2026.

Equity Compensation Plans Information

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Our 2012 Equity Incentive Plan (the "2012 Plan") and our 2020 Equity Incentive Plan (the "2020 Plan") are our only equity compensation plans approved by our stockholders. The following table sets forth certain information as of December 31, 2025 with respect to the 2012 Plan and 2020 Plan:

Plan Category	Number of Securities to	Weighted-Average	Number of Securities
---------------	-------------------------	------------------	----------------------

	be Issued Upon Exercise of Outstanding Options (A)	Exercise Price of Outstanding Options (B)	Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (A)) (C)
Equity compensation plans approved by stockholders:			
2012 Equity Incentive Plan	-	\$ -	—
2020 Equity Incentive Plan	219,982	\$ 23.48	950,429
Total:	219,982	\$ 23.49	950,429

Item 13. Certain Relationships and Related Transactions, and Director Independence

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The following discussion relates to certain transactions that involve both the Company and one of our executive officers, directors, director nominees or five-percent stockholders, each of whom we refer to as a “related party.” For purposes of this discussion, a “related-party transaction” is a transaction, arrangement or relationship:

- in which we participate;
- that involves an amount in excess of \$120,000; and
- in which a related party has a direct or indirect material interest.

Related-Party Transaction Policy

We have a related person transaction policy that sets forth our procedures for the identification, review, consideration and approval or ratification of related person transactions. For purposes of our policy only, a related person transaction is a transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which we and any related person, directly or indirectly, are, were or will be participants in which the amount involved will or may reasonably be expected to exceed \$120,000 in any calendar year. Transactions involving compensation for services provided to us as an employee or director are not covered by this policy. A related person is any person who is, or at any time since the beginning of the Company’s last fiscal year was, an executive officer, director, or nominee to become a director of the Company or a beneficial owner of more than 5% of any class of our voting securities, including any of such persons’ immediate family members and any entity that such persons owned, controlled, held a control position in or held a 5% or greater beneficial ownership interest in.

Under the policy, if a transaction has been identified as a related person transaction, including any transaction that was not a related person transaction when originally consummated or any transaction that was not initially identified as a related person transaction prior to consummation, our management must present information regarding the related person transaction to our audit committee, or, if audit committee approval would be inappropriate, to another independent body of our Board, for review, consideration and approval or ratification. The presentation must include a description of, among other things, the material facts, the interests, direct and indirect, of the related persons, the benefits to us of the transaction and whether the transaction is on terms that are comparable to the terms available to or from, as the case may be, an unrelated third party or to or from employees generally. Under the policy, we will collect information that we deem reasonably necessary from each director, executive officer and, to the extent feasible, significant stockholder to enable us to identify any existing or potential related person transactions and to effectuate the terms of the policy.

In considering related person transactions, our audit committee, or other independent body of our Board, will take into account the relevant available facts and circumstances including, but not limited to: the risks, costs and benefits to us; the impact on a director’s independence in the event that the related person is a director, immediate family member of a director or an entity with which a director is affiliated; the availability of other sources for comparable services or products; and the terms available to or from, as the case may be, unrelated third parties or to or from employees generally.

The policy requires that, in determining whether to approve, ratify or reject a related person transaction, our audit committee, or other independent body of our Board, must consider, in light of known circumstances, whether the transaction is in, or is not inconsistent with, our best interest and those of our stockholders, as our audit committee, or other independent body of our Board, determines in the good faith exercise of its discretion.

Certain Related-Party Transactions

Except as described below, there have been no transactions since January 1, 2023 in which we have been a participant in which the amount involved exceeded or will exceed \$120,000, and in which any of our directors, executive officers or holders of more than 5% of our common stock, or any members of their immediate family, had or will have a direct or indirect material interest, other than compensation arrangements which are described elsewhere in this filing under the sections titled “—Executive Compensation” and “—Director Compensation.”

Indemnification Agreements

We have entered into an indemnification agreement with each of our directors. These indemnification agreements and our charter and our bylaws indemnify each of our directors and officers to the fullest extent permitted by the Delaware General Corporation Law.

Item 14. Principal Accountant Fees and Services

Principal Accountant Fees and Services

The following table presents the aggregate fees billed by Cherry Bekaert LLP for the years ended December 31, 2025 and 2024.

Fee Category	2025	2024
Audit Fees (1)	\$ 156,761	\$ 99,750
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total Fees	\$ 156,761	\$ 48,950

- (1) Represents fees billed for professional services provided to us in connection with the annual audit of our financial statements and the review of our quarterly condensed financial statements, as well as audit services that are normally provided by an independent registered public accounting firm in connection with statutory and regulatory filings or engagements for those fiscal years, such as statutory audits, administrative fees and out-of-pocket costs. For 2025, \$156,761 of the fees were billed by Cherry Bekaert LLP. For 2024, \$99,750 of the fees were billed by Cherry Bekaert LLP of which \$48,950 were associated with work paper transition and consents.

Other than as discussed above, we did not incur any fees of RSM US LLP and Cherry Bekaert LLP for audit-related, tax or other services in 2025 or 2024.

All fees described above were pre-approved by the audit committee.

Pre-Approval Policy and Procedures

The audit committee has adopted a policy and procedures for the pre-approval of audit and non-audit services rendered by our independent registered public accounting firm, Cherry Bekaert LLP. The policy generally authorizes pre-approval by the audit committee of specified services in the defined categories of audit services, audit-related services and tax services up to specified amounts. Pre-approval may also be given as part of the audit committee’s approval of the scope of the engagement of the independent registered public accounting firm or on an individual, explicit, case-by-case basis before the independent registered public accounting firm is engaged to provide each service. The pre-approval of services may be delegated to one or more of the audit committee’s members, but the decision must be reported to the full audit committee at its next scheduled meeting.

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PART IV

Item 15. Exhibits, Financial Statement Schedules

(1) Financial Statements and Schedules:

Our consolidated financial statements and notes thereto, and schedules required to be filed in our Annual Report on Form 10-K are included in the Original Filing.

(2) Exhibits:

Exhibit No.	Description of Document
3.1	Third Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Form 8-K filed July 17, 2024)
3.2	Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 10, 2025)
3.3	Amended and Restated Certificate of Designation, Preferences and Rights of Series 1 Preferred Stock, as filed with the Delaware Secretary of State on July 1, 2016 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K/A, SEC File No. 001-33038, filed July 1, 2016)
3.4	Certificate of Designation of Series A-1 Convertible Preferred Stock of Alaunos Therapeutics, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on April 14, 2025)
3.5	Certificate of Designation of Series A-2 Convertible Preferred Stock of Alaunos Therapeutics, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on June 26, 2025)
3.6	Amended and Restated Bylaws of the Registrant, dated as of January 8, 2026 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, SEC File No. 001-33038, filed January 8, 2026)
4.1	Form of Warrant to Purchase Common Stock (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K, SEC File No. 001-33038 filed November 13, 2018)
4.2#	Warrant to Purchase Common Stock issued to The University of Texas M. D. Anderson Cancer Center (incorporated by reference to Exhibit 4.7 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 2, 2020)
4.3	Form of Warrant to Purchase Shares of Common Stock issued to SVB and certain of its Affiliates, dated December 28, 2021 (incorporated by reference to Exhibit 4.6 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 30, 2022)
4.4	Common Stock Purchase Warrant, dated May 19, 2025, issued by Alaunos Therapeutics, Inc. to Mast Hill Fund, L.P. (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 23, 2025).
4.5	Amendment No. 1 to the Common Stock Purchase Warrant Issued on May 19, 2025, dated June 9, 2025, by and between Alaunos Therapeutics, Inc. and Mast Hill Fund, L.P. (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on June 9, 2025)
4.6	Form of Prefunded Warrant (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on June 26, 2025)
4.7*	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (incorporated by reference to Exhibit 4.7 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 30, 2022).
10.1+	Form of Inducement Award Grant Notice and Inducement Award Grant Agreement (incorporated by reference to Exhibit 99.3 to the Registrant's Registration Statement on Form S-8, SEC File No. 333-238090, filed May 8, 2020)
10.2+	ZIOPHARM Oncology, Inc. 2020 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K SEC File No. 001-33038 filed July 1, 2020)
10.3+	Form of Restricted Stock Agreement Granted Under the ZIOPHARM Oncology, Inc. 2020 Equity Incentive Plan (incorporated by reference to Exhibit 10.9 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 1, 2021)
10.4+	Form of Stock Option Agreement Granted Under the ZIOPHARM Oncology, Inc. 2020 Equity Incentive Plan (incorporated by reference to Exhibit 10.10 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 1, 2021.)
10.5#	Form of Retention Bonus Agreement (incorporated by reference to Exhibit 10.20 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 1, 2021)
10.6#	License Agreement by and among the Registrant, Intrexon Corporation and The University of Texas System Board of Regents on behalf of The University of Texas M.D. Anderson Cancer Center dated as of January 13, 2015 (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K, SEC File No. 001-33038, filed January 28, 2015)
10.7†	Exclusive License Agreement by and between the Registrant, Precigen, Inc. and Intrexon Corporation, dated October 5, 2018 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, SEC File No. 001-33038, filed November 9, 2018)

- 10.8# [Amendment No. 1 to the Exclusive License Agreement by and between the Registrant and PGEN Therapeutics, Inc. \(formerly known as Precigen, Inc.\), dated October 15, 2020 \(incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q SEC File No. 001-33038, filed November 5, 2020\)](#)
- 10.9 [Amended and Restated Exclusive License Agreement, dated, April 3, 2023, by and between the Registrant and Precigen, Inc. \(incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q SEC File No. 001-33038, filed May 10, 2023\)](#)
- 10.10# [License and Collaboration Agreement by and among the Registrant, Intrexon Corporation and Ares Trading S.A. dated as of March 27, 2015 \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, SEC File No. 001-33038, filed April 2, 2015\)](#)
- 10.11# [Research and Development Agreement by and among the Registrant, Intrexon Corporation and The University of Texas M.D. Anderson Cancer Center dated as of August 17, 2015 \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, SEC File No. 001-33038, filed August 21, 2015\)](#)
- 10.12 [First Amendment to the Research and Development Agreement by and among the Registrant, Intrexon Corporation and The University of Texas M.D. Anderson Cancer Center dated as of August 30, 2016 \(incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 5, 2019\)](#)
- 10.13 [Second Amendment to the Research and Development Agreement by and among the Registrant, Intrexon Corporation and The University of Texas M.D. Anderson Cancer Center dated as of January 17, 2017 \(incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 5, 2019\)](#)
- 10.14 [Third Amendment to the Research and Development Agreement by and among the Registrant, Intrexon Corporation and The University of Texas M.D. Anderson Cancer Center dated as of November 14, 2017 \(incorporated by reference to Exhibit 10.23 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 5, 2019\)](#)
- 10.15 [Fourth Amendment to Research and Development Agreement, dated September 19, 2019 by and among the Registrant, The University of Texas MD Anderson Cancer Center and Precigen, Inc. \(incorporated by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q, SEC File No. 001-33038, filed November 7, 2019\)](#)
- 10.16# [Fifth Amendment to Research and Development Agreement, dated October 22, 2019 by and among the Registrant and The University of Texas MD Anderson Cancer Center \(incorporated by reference to Exhibit 10.20 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 2, 2020\)](#)
- 10.17# [2019 Research and Development Agreement, dated October 22, 2019, by and between the Registrant and The University of Texas MD Anderson Cancer Center \(incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 2, 2020\)](#)
- 10.18# [Patent License Agreement, dated as of May 28, 2019, by and between the Registrant and the National Cancer Institute \(incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q, SEC File No. 001-33038, filed August 8, 2019\)](#)
- 10.19# [First Amendment to Patent License Agreement, dated as of January 8, 2020, by and between the Registrant and the National Cancer Institute \(incorporated by reference to Exhibit 10.23 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 2, 2020\)](#)
- 10.20# [Second Amendment to Patent License Agreement, dated as of September 28, 2020, by and between the Registrant and the National Cancer Institute \(incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, SEC File No. 000-33038, filed November 5, 2020\)](#)
- 10.21# [Third Amendment to Patent License Agreement, dated as of April 16, 2021, by and between the Registrant and the National Cancer Institute \(incorporated by reference to Exhibit 10.38 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 30, 2022\)](#)
- 10.22# [Fourth Amendment to Patent License Agreement, dated as of May 4, 2021, by and between the Registrant and the National Cancer Institute \(incorporated by reference to Exhibit 10.39 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 30, 2022\)](#)
- 10.23# [Fifth Amendment to Patent License Agreement, dated as of August 13, 2021, by and between the Registrant and the National Cancer Institute \(incorporated by reference to Exhibit 10.40 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 30, 2022\)](#)
- 10.24# [Cooperative Research and Development Agreement, dated January 9, 2017, by and among the Registrant, the National Cancer Institute, and Intrexon Corporation \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K SEC File No. 001-33038, filed September 26, 2019\)](#)
- 10.25 [First Amendment to the Cooperative Research and Development Agreement, dated March 23, 2018, by and among the Registrant, National Cancer Institute, Intrexon Corporation and Precigen, Inc. \(incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K SEC File No. 001-33038, filed September 26, 2019\)](#)
- 10.26# [Second Amendment to the Cooperative Research and Development Agreement, dated February 1, 2019, by and among the National Cancer Institute, the Registrant and Precigen, Inc. \(incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K SEC File No. 001-33038, filed September 26, 2019\)](#)

- 10.27 [Third Amendment to the Cooperative Research and Development Agreement, dated March 15, 2022, by and among the National Cancer Institute and the Registrant \(incorporated by reference to Exhibit 10.44 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 30, 2022\)](#)
- 10.28 [Fourth Amendment to the Cooperative Research and Development Agreement, dated June 24, 2022, by and between the National Cancer Institute and the Registrant \(incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, SEC File No. 001-33038, filed August 15, 2022\)](#)
- 10.29 [Lease Agreement, dated as of October 15, 2019, by and between the Registrant and The University of Texas System Board of Regents on behalf of The University of Texas M.D. Anderson Cancer Center \(incorporated by reference to Exhibit 10.39 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 1, 2021\)](#)
- 10.30 [First Amendment, dated as of April 7, 2020, to the Lease Agreement, dated as of October 15, 2019, by and between the Registrant and The University of Texas System Board of Regents on behalf of The University of Texas M.D. Anderson Cancer Center \(incorporated by reference to Exhibit 10.40 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 1, 2021\)](#)
- 10.31 [Second Amendment, dated as of April 7, 2020, to the Lease Agreement, dated as of October 15, 2019, by and between the Registrant and The University of Texas System Board of Regents on behalf of The University of Texas M.D. Anderson Cancer Center \(incorporated by reference to Exhibit 10.41 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 1, 2021\)](#)
- 10.32 [Third Amendment, dated as of December 15, 2020, to the Lease Agreement, dated as of October 15, 2019, by and between the Registrant and The University of Texas System Board of Regents on behalf of The University of Texas M.D. Anderson Cancer Center \(incorporated by reference to Exhibit 10.42 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 1, 2021\)](#)
- 10.33 [Lease Agreement dated as of December 15, 2020, by and between the Registrant and The University of Texas System Board of Regents on behalf of The University of Texas M.D. Anderson Cancer Center \(incorporated by reference to Exhibit 10.43 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 1, 2021\)](#)
- 10.34 [Agreement dated February 4, 2021, by and among the Registrant, WaterMill Asset Management Corp. and Robert W. Postma \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, SEC File No. 001-33038, filed February 5, 2021\)](#)
- 10.35 [Loan and Security Agreement by and among the Registrant, the lenders party thereto and Silicon Valley Bank, as administrative agent and collateral agent, dated August 6, 2021 \(incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, SEC File No. 001-33038, filed November 8, 2021\)](#)
- 10.36 [First Amendment to the Loan and Security Agreement by and among the Registrant, the lenders party thereto and Silicon Valley Bank, as administrative agent and collateral agent, dated December 28, 2021 \(incorporated by reference to Exhibit 10.52 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed March 30, 2022\)](#)
- 10.37+ [Separation Agreement, dated as of December 22, 2023, between the Registrant and Kevin S. Boyle, Sr. \(incorporated by reference to Exhibit 10.59 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed April 1, 2024\)](#)
- 10.38+ [Consulting Agreement, dated as of December 22, 2023, between the Registrant and Kevin S. Boyle, Sr. \(incorporated by reference to Exhibit 10.59 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed April 1, 2024\)](#)
- 10.39+* [Consulting Agreement, dated as of February 21, 2024, between the Registrant and Ferdinand Groenewald \(incorporated by reference to Exhibit 10.39 to the Registrant's Annual Report on Form 10-K, SEC File No. 001-33038, filed April 30, 2025\)](#)
- 10.40 [Termination of August 14, 2023 Engagement Letter between Cantor Fitzgerald & Co \("Cantor"\) and Alaunos Therapeutics, Inc. \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, SEC File No. 001-33038, filed January 8, 2026\)](#)
- 23.1*** [Consent of Independent Registered Public Accounting Firm](#)
- 19.1**** [Insider Trading Policy](#)
- 97.1*** [Alaunos Therapeutics, Inc. Clawback Policy](#)
- 101.INS*** Inline XBRL Instance Document
- 101.SCH*** Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents
- 104* Cover Page Interactive Data File-the cover page interactive data is embedded within the Inline XBRL document or included within the Exhibit 101 attachments
- * Filed herewith.
- ** Furnished herewith.
- + Indicates management contract or compensatory plan.
- † Confidential treatment has been granted by the Securities and Exchange Commission as to certain portions of this document.
- # Portions of this document (indicated by "[***]") have been omitted because such information is not material and is the type of information that the Registrant treats as private or confidential.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

ALAUNOS THERAPEUTICS, INC.

Date: April 30, 2026

By: /s/ Holger Weis

Holger Weis
Chief Executive Officer and Director
(Principal Executive Officer and Principal Financial Officer)

Date: April 30, 2026

By: /s/ Ferdinand Groenewald

Ferdinand Groenewald
Vice President, Finance
(Principal Accounting Officer)

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

Signature	Title	Date
<u>/s/ Holger Weis</u> Holger Weis	Chief Executive Officer and Director <i>(Principal Executive Officer and Principal Financial Officer)</i>	April 30, 2026
<u>/s/ Ferdinand Groenewald</u> Ferdinand Groenewald	Vice President, Finance <i>(Principal Accounting Officer)</i>	April 30, 2026
<u>/s/ Robert W. Postma</u> Robert W. Postma	Director	April 30, 2026
<u>/s/ Jaime Vieser</u> Jaime Vieser	Director	April 30, 2026
<u>/s/ Micheal A. Jerman</u> Michael A. Jerman	Director	April 30, 2026

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER

I, Dale Curtis Hogue, Jr., certify that:

- 1) I have reviewed this Amendment No. 1 to Annual Report on Form 10-K of Alaunos Therapeutics, Inc.; and
- 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.

Date: April 30, 2026

/s/ Holger Weis
Holger Weis
Interim Chief Executive Officer and Director
*Principal Executive Officer and
Principal Financial Officer*
