

**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 **June 30, 2025**

or

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

Commission File Number: **001-37702**

Amgen Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-3540776
(I.R.S. Employer
Identification No.)

**One Amgen Center Drive
Thousand Oaks
California**
(Address of principal executive offices)

91320-1799
(Zip Code)

(805) 447-1000

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value	AMGN	The Nasdaq Global Select Market
2.00% Senior Notes due 2026	AMGN26	The Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

As of July 31, 2025, the registrant had 538,361,851 shares of common stock, \$0.0001 par value, outstanding.

AMGEN INC.

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Defined Terms and Products

Defined terms

We use several terms in this Form 10-Q, including but not limited to those that are finance, regulation and disease-state related, as well as names of other companies, which are provided below.

Term	Description
2017 Tax Act	Tax Cuts and Jobs Act of 2017
340B Program	Federal 340B Drug Pricing Program
AOCI	accumulated other comprehensive income (loss)
AstraZeneca	AstraZeneca plc
BeOne	BeOne Medicines Ltd. (formerly BeiGene, Ltd.)
BLA	Biologics License Application
CMS	Centers for Medicare & Medicaid Services
EMA	European Medicines Agency
EPS	earnings per share
EU	European Union
FDA	U.S. Food and Drug Administration
Fitch	Fitch Ratings, Inc.
G7	Group of Seven (Canada, France, Germany, Italy, Japan, the United Kingdom and the United States)
GAAP	U.S. generally accepted accounting principles
HHS	U.S. Department of Health and Human Services
Horizon	Horizon Therapeutics plc
IPR&D	in-process research and development
IRA	Inflation Reduction Act of 2022
IRS	Internal Revenue Service
Later-Stage Clinical Programs	R&D expenses incurred in or related to phase 2 and phase 3 clinical programs intended to result in registration of a new product or a new indication for an existing product primarily in the United States or the EU
Marketed Product Support	R&D expenses incurred in support of the Company's marketed products that are authorized to be sold primarily in the United States or the EU. Includes clinical trials designed to gather information on product safety (certain of which may be required by regulatory authorities) and their product characteristics after regulatory approval has been obtained, as well as the costs of obtaining regulatory approval of a product in a new market after approval in either the United States or the EU has been obtained
MD&A	management's discussion and analysis
MFN	Most-Favored-Nations
MFN EO	Most-Favored-Nations Prescription Drug Pricing Executive Order
Moody's	Moody's Investors Service, Inc.
Neumora	Neumora Therapeutics, Inc.
OBBBA	The One Big Beautiful Bill Act
OECD	Organisation for Economic Co-operation and Development
PBM	pharmacy benefit manager
PDAB	Prescription Drug Affordability Board
R&D	research and development
RANKL	receptor activator of nuclear factor kappa-B ligand
RAR	Revenue Agent Report
Research and Early Pipeline	R&D expenses incurred in activities substantially in support of early research through the completion of phase 1 clinical trials, including drug discovery, toxicology, pharmacokinetics and drug metabolism and process development

Term	Description
ROW	rest of world
S&P	Standard & Poor's Financial Services LLC
SEC	U.S. Securities and Exchange Commission
SG&A	selling, general and administrative
SOFR	Secured Overnight Financing Rate
U.S. Treasury	U.S. Department of the Treasury
UTB	unrecognized tax benefit

Products

The brand names of our products, our delivery devices and certain of our product candidates and their associated generic names are provided below.

Term	Description
ACTIMMUNE	ACTIMMUNE [®] (interferon gamma-1b)
Aimovig	Aimovig [®] (erenumab-aooe)
AMJEVITA/AMGEVITA	AMJEVITA [®] (adalimumab-atto)/AMGEVITA [™] (adalimumab)
Aranesp	Aranesp [®] (darbepoetin alfa)
AVSOLA	AVSOLA [®] (infliximab-axxq)
BKEMV/BEKEMV	BKEMV [™] (eculizumab-aeab)/BEKEMV [™] (eculizumab)
BLINCYTO	BLINCYTO [®] (blinatumomab)
BUPHENYL	BUPHENYL [®] (sodium phenylbutyrate)
Corlanor	Corlanor [®] (ivabradine)
ENBREL	Enbrel [®] (etanercept)
EPOGEN	EPOGEN [®] (epoetin alfa)
EVENITY	EVENITY [®] (romosozumab-aqqg)
IMDELLTRA/IMDYLLTRA	IMDELLTRA [®] (tarlatamab-dlle)/IMDYLLTRA [™] (tarlatamab)
IMLYGIC	IMLYGIC [®] (talimogene laherparepvec)
KANJINTI	KANJINTI [®] (trastuzumab-anns)
KRYSTEXXA	KRYSTEXXA [®] (pegloticase)
KYPROLIS	KYPROLIS [®] (carfilzomib)
LUMAKRAS/LUMYKRAS	LUMAKRAS [®] /LUMYKRAS [™] (sotorasib)
MariTide	Maridebart cafraglutide (MariTide [™])
MVASI	MVASI [®] (bevacizumab-awwb)
Neulasta	Neulasta [®] (pegfilgrastim)
NEUPOGEN	NEUPOGEN [®] (filgrastim)
Nplate	Nplate [®] (romiplostim)
Otezla	Otezla [®] (apremilast)
Parsabiv	Parsabiv [®] (etelcalcetide)
PAVBLU	PAVBLU [®] (afibercept-ayyh)
PENNSAID	PENNSAID [®] (diclofenac sodium topical solution) 2%
PROCYSBI	PROCYSBI [®] (cysteamine bitartrate)
Prolia	Prolia [®] (denosumab)
QUINSAIR	QUINSAIR [®] (levofloxacin)
RAVICTI	RAVICTI [®] (glycerol phenylbutyrate)
RAYOS	RAYOS [®] (prednisone)
Repatha	Repatha [®] (evolocumab)
RIABNI	RIABNI [®] (rituximab-arrx)
Sensipar/Mimpara	Sensipar [®] /Mimpara [™] (cinacalcet)
TAVNEOS	TAVNEOS [®] (avacopan)
TEPEZZA	TEPEZZA [®] (teprotumumab-trbw)
TEZSPIRE	TEZSPIRE [®] (tezepelumab-ekko)
UPLIZNA	UPLIZNA [®] (inebilizumab-cdon)
Vectibix	Vectibix [®] (panitumumab)
WEZLANA/WEZENLA	WEZLANA [™] (ustekinumab-auub)/WEZENLA [™] (ustekinumab)
XGEVA	XGEVA [®] (denosumab)

PART I—FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

AMGEN INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In millions, except per-share data)
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Revenues:				
Product sales	\$ 8,771	\$ 8,041	\$ 16,644	\$ 15,159
Other revenues	408	347	684	676
Total revenues	<u>9,179</u>	<u>8,388</u>	<u>17,328</u>	<u>15,835</u>
Operating expenses:				
Cost of sales	3,011	3,236	5,979	6,436
Research and development	1,744	1,447	3,230	2,790
Selling, general and administrative	1,691	1,785	3,378	3,593
Other	77	11	907	116
Total operating expenses	<u>6,523</u>	<u>6,479</u>	<u>13,494</u>	<u>12,935</u>
Operating income	2,656	1,909	3,834	2,900
Other income (expense):				
Interest expense, net	(694)	(808)	(1,417)	(1,632)
Other (expense) income, net	<u>(394)</u>	<u>(307)</u>	<u>1,124</u>	<u>(542)</u>
Income before income taxes	1,568	794	3,541	726
Provision for income taxes	<u>136</u>	<u>48</u>	<u>379</u>	<u>93</u>
Net income	<u>\$ 1,432</u>	<u>\$ 746</u>	<u>\$ 3,162</u>	<u>\$ 633</u>
Earnings per share:				
Basic	\$ 2.66	\$ 1.39	\$ 5.88	\$ 1.18
Diluted	\$ 2.65	\$ 1.38	\$ 5.84	\$ 1.17
Weighted-average shares used in calculation of earnings per share:				
Basic	538	537	538	537
Diluted	541	541	541	541

See accompanying notes.

AMGEN INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Net income	\$ 1,432	\$ 746	\$ 3,162	\$ 633
Other comprehensive (loss) income, net of reclassification adjustments and taxes:				
Gains (losses) on foreign currency translation adjustments	86	(15)	143	(39)
(Losses) gains on cash flow hedges	(399)	51	(622)	177
Other	—	(1)	1	(4)
Other comprehensive (loss) income, net of reclassification adjustments and taxes	(313)	35	(478)	134
Comprehensive income	<u>\$ 1,119</u>	<u>\$ 781</u>	<u>\$ 2,684</u>	<u>\$ 767</u>

See accompanying notes.

AMGEN INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions, except per-share data)

	June 30, 2025 (Unaudited)	December 31, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 8,028	\$ 11,973
Trade receivables, net	8,701	6,782
Inventories	6,583	6,998
Other current assets	3,422	3,277
Total current assets	<u>26,734</u>	<u>29,030</u>
Property, plant and equipment, net	6,855	6,543
Intangible assets, net	24,614	27,699
Goodwill	18,674	18,637
Other noncurrent assets	11,020	9,930
Total assets	<u>\$ 87,897</u>	<u>\$ 91,839</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 3,010	\$ 1,908
Accrued liabilities	15,022	17,641
Current portion of long-term debt	2,444	3,550
Total current liabilities	<u>20,476</u>	<u>23,099</u>
Long-term debt	53,760	56,549
Long-term deferred tax liabilities	1,386	1,616
Long-term tax liabilities	2,511	2,349
Other noncurrent liabilities	2,336	2,349
Contingencies and commitments (see Note 13)		
Stockholders' equity:		
Common stock and additional paid-in capital; \$0.0001 par value; 2,750.0 shares authorized; outstanding— 538.3 shares in 2025 and 536.9 shares in 2024	33,680	33,533
Accumulated deficit	(25,708)	(27,590)
Accumulated other comprehensive loss	(544)	(66)
Total stockholders' equity	<u>7,428</u>	<u>5,877</u>
Total liabilities and stockholders' equity	<u>\$ 87,897</u>	<u>\$ 91,839</u>

See accompanying notes.

AMGEN INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In millions, except per-share data)
(Unaudited)

Three months ended June 30, 2025

	Number of shares of common stock	Common stock and additional paid-in capital	Accumulated deficit	Accumulated other comprehensive loss	Total
Balance as of March 31, 2025	537.7	\$ 33,578	\$ (27,140)	\$ (231)	\$ 6,207
Net income	—	—	1,432	—	1,432
Other comprehensive loss, net of taxes	—	—	—	(313)	(313)
Issuance of common stock in connection with equity award programs	0.6	36	—	—	36
Stock-based compensation expense	—	157	—	—	157
Tax impact related to employee stock-based compensation expense	—	(91)	—	—	(91)
Balance as of June 30, 2025	<u>538.3</u>	<u>\$ 33,680</u>	<u>\$ (25,708)</u>	<u>\$ (544)</u>	<u>\$ 7,428</u>

Six months ended June 30, 2025

	Number of shares of common stock	Common stock and additional paid-in capital	Accumulated deficit	Accumulated other comprehensive loss	Total
Balance as of December 31, 2024	536.9	\$ 33,533	\$ (27,590)	\$ (66)	\$ 5,877
Net income	—	—	3,162	—	3,162
Other comprehensive loss, net of taxes	—	—	—	(478)	(478)
Dividends declared on common stock (\$2.38 per share)	—	—	(1,280)	—	(1,280)
Issuance of common stock in connection with equity award programs	1.4	78	—	—	78
Stock-based compensation expense	—	242	—	—	242
Tax impact related to employee stock-based compensation expense	—	(173)	—	—	(173)
Balance as of June 30, 2025	<u>538.3</u>	<u>\$ 33,680</u>	<u>\$ (25,708)</u>	<u>\$ (544)</u>	<u>\$ 7,428</u>

AMGEN INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (continued)
(In millions, except per-share data)
(Unaudited)

Three months ended June 30, 2024					
	Number of shares of common stock	Common stock and additional paid-in capital	Accumulated deficit	Accumulated other comprehensive loss	Total
Balance as of March 31, 2024	536.4	\$ 33,082	\$ (27,870)	\$ (190)	\$ 5,022
Net income	—	—	746	—	746
Other comprehensive income, net of taxes	—	—	—	35	35
Issuance of common stock in connection with equity award programs	0.8	65	—	—	65
Stock-based compensation expense	—	157	—	—	157
Tax impact related to employee stock-based compensation expense	—	(100)	—	—	(100)
Balance as of June 30, 2024	537.2	\$ 33,204	\$ (27,124)	\$ (155)	\$ 5,925

Six months ended June 30, 2024					
	Number of shares of common stock	Common stock and additional paid-in capital	Accumulated deficit	Accumulated other comprehensive loss	Total
Balance as of December 31, 2023	535.4	\$ 33,070	\$ (26,549)	\$ (289)	\$ 6,232
Net income	—	—	633	—	633
Other comprehensive income, net of taxes	—	—	—	134	134
Dividends declared on common stock (\$2.25 per share)	—	—	(1,208)	—	(1,208)
Issuance of common stock in connection with equity award programs	1.8	99	—	—	99
Stock-based compensation expense	—	260	—	—	260
Tax impact related to employee stock-based compensation expense	—	(225)	—	—	(225)
Balance as of June 30, 2024	537.2	\$ 33,204	\$ (27,124)	\$ (155)	\$ 5,925

See accompanying notes.

AMGEN INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Six months ended June 30,	
	2025	2024
Cash flows from operating activities:		
Net income	\$ 3,162	\$ 633
Noncash adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization and other	2,728	2,799
Impairment of intangible assets	800	68
Stock-based compensation expense	242	260
Deferred income taxes	(672)	(784)
(Gains) losses on equity securities	(741)	916
Other items, net	(73)	(174)
Changes in operating assets and liabilities, net of acquisitions:		
Trade receivables, net	(1,823)	310
Inventories	527	1,528
Other assets	(407)	(339)
Accounts payable	1,086	666
Accrued income taxes, net	(2,313)	(1,311)
Long-term tax liabilities	162	(637)
Accrued liabilities	(50)	(361)
Accrued sales incentives and allowance	1,113	(393)
Other liabilities	(70)	(33)
Net cash provided by operating activities	<u>3,671</u>	<u>3,148</u>
Cash flows from investing activities:		
Purchases of property, plant and equipment	(780)	(468)
Other	(56)	34
Net cash used in investing activities	<u>(836)</u>	<u>(434)</u>
Cash flows from financing activities:		
Extinguishment of debt	(602)	(410)
Repayment of debt	(3,500)	(1,400)
Dividends paid	(2,559)	(2,417)
Other	(119)	(130)
Net cash used in financing activities	<u>(6,780)</u>	<u>(4,357)</u>
Decrease in cash and cash equivalents	(3,945)	(1,643)
Cash and cash equivalents at beginning of period	11,973	10,944
Cash and cash equivalents at end of period	<u>\$ 8,028</u>	<u>\$ 9,301</u>

See accompanying notes.

AMGEN INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2025
(Unaudited)

1. Summary of significant accounting policies

Business

Amgen Inc. (including its consolidated subsidiaries, referred to as “Amgen,” “the Company,” “we,” “our” or “us”) is a global biotechnology pioneer that discovers, develops, manufactures and delivers innovative human therapeutics. We operate our business in one operating segment: human therapeutics. See Note 2, Segment and other information.

Basis of presentation

The interim unaudited financial information for the three and six months ended June 30, 2025 and 2024, has been prepared in accordance with GAAP and includes all adjustments (consisting of only normal, recurring adjustments unless otherwise indicated) that Amgen considers necessary for a fair presentation, in all material respects, of its condensed consolidated results of operations for those periods. Interim results are not necessarily indicative of results for the full fiscal year.

The condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto contained in our Annual Report on Form 10-K for the year ended December 31, 2024, and with the condensed consolidated financial statements and the notes thereto contained in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025.

Principles of consolidation

The condensed consolidated financial statements include the accounts of Amgen and its majority-owned subsidiaries. In determining whether we are the primary beneficiary of a variable interest entity, we consider whether we have both the power to direct activities of the entity that most significantly impact the entity’s economic performance and the obligation to absorb losses of, or the right to receive benefits from, the entity that could potentially be significant to that entity. We do not have any significant interests in any variable interest entities of which we are the primary beneficiary. All material intercompany transactions and balances have been eliminated in consolidation. Certain reclassifications have been made to prior periods in the condensed consolidated financial statements and accompanying notes to conform with the current presentation.

Use of estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results may differ from those estimates.

Property, plant and equipment, net

Property, plant and equipment is recorded at historical cost, net of accumulated depreciation and amortization of \$10.8 billion and \$10.4 billion as of June 30, 2025 and December 31, 2024, respectively.

Recent accounting pronouncements not yet adopted

In December 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, to improve income tax disclosure requirements by requiring more detailed information in several income tax disclosures, such as enhancing disclosure of income taxes paid and requiring disaggregation of the effective income tax rate reconciliation. The standard is effective for public business entities such as Amgen for annual periods beginning after December 15, 2024. Early adoption is permitted, and entities may apply the standard prospectively or retrospectively. We expect the adoption of this new standard to result in incremental disclosures to the notes to our financial statements.

In November 2024, the FASB issued ASU No. 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, to improve disclosures about a public business entity’s expenses by requiring disaggregated disclosures of certain types of expenses, including purchases of inventory, employee compensation, depreciation, intangible amortization and depletion, as applicable, for each income statement caption that includes those expenses. In addition, the standard will require entities to define and disclose total selling expenses. The standard is effective for public business entities such as Amgen for annual periods beginning after

December 15, 2026, and interim periods beginning after December 15, 2027. Early adoption is permitted, and entities may apply the standard prospectively or retrospectively. We are currently evaluating the impact of adopting this standard on our consolidated financial statements and related disclosures.

2. Segment and other information

We operate our business in one operating segment, which also represents one reportable segment: human therapeutics. Therefore, results of our operations are reported on a consolidated basis for purposes of segment reporting, consistent with internal management reporting.

The human therapeutics segment is engaged in the discovery, development, manufacturing and delivery of innovative medicines to fight some of the world's toughest diseases. The Company's Chief Executive Officer has been identified as the chief operating decision maker (CODM). The CODM manages and allocates resources on a consolidated basis. The determination of a single segment is consistent with the financial information regularly reviewed by the CODM for purposes of evaluating performance and allocating resources, which is reviewed on a consolidated basis.

As the Company's CODM evaluates the financial performance of the Company's human therapeutics segment on a consolidated basis, the measure of segment performance is net income, as reflected in the Condensed Consolidated Statements of Income. The CODM uses net income to allocate resources on a consolidated basis, which enables the CODM to both assess the overall level of resources available and optimize the distribution of resources across functions, therapeutic areas, regions and R&D programs in line with our long-term corporate-wide strategic goals. In addition, the CODM may also evaluate financial performance based on net income adjusted for certain items that are unusual and non-recurring. As the Company manages its assets on a consolidated basis, the measure of segment assets is total assets, as reflected in the Condensed Consolidated Balance Sheets. See Note 6, Investments, for further information regarding equity method investments, and Net cash used in investing activities in the Condensed Consolidated Statements of Cash Flows for further information regarding capital expenditures.

The following table provides segment revenues, significant segment expenses, other segment items, reported segment net income and a reconciliation of segment net income to the Company's total consolidated net income for the three and six months ended June 30, 2025 and 2024 (in millions):

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Revenues:				
Product sales	\$ 8,771	\$ 8,041	\$ 16,644	\$ 15,159
Other revenues	408	347	684	676
Total revenues	9,179	8,388	17,328	15,835
Less:				
Manufacturing cost of sales ⁽¹⁾⁽²⁾	2,484	2,825	5,012	5,639
Profit share and royalties in cost of sales ⁽¹⁾	527	411	967	797
Research and development ⁽¹⁾	1,744	1,447	3,230	2,790
Sales and marketing ⁽¹⁾	1,137	1,211	2,203	2,415
General and administrative ⁽¹⁾	554	574	1,175	1,178
Other segment items ⁽³⁾	539	445	(34)	965
Equity in loss (income) of equity method investments	18	(12)	29	(39)
Interest income	(86)	(115)	(212)	(268)
Interest expense, net	694	808	1,417	1,632
Provision for income taxes	136	48	379	93
Segment net income	1,432	746	3,162	633
Reconciliation of profit or loss:				
Adjustments and reconciling items	—	—	—	—
Consolidated net income	\$ 1,432	\$ 746	\$ 3,162	\$ 633

⁽¹⁾ During the three months ended June 30, 2025 and 2024, amortization of our finite-lived intangible assets was \$1.1 billion and \$1.2 billion, respectively. During the six months ended June 30, 2025 and 2024, amortization of our finite-lived intangible assets was \$2.3 billion and \$2.4 billion, respectively. Amortization of intangible assets is primarily included in Cost of sales in the Condensed Consolidated Statements of Income. In addition, during the three months ended June 30, 2025 and 2024, we recognized depreciation and right-of-use asset amortization of \$220 million and \$202 million, respectively. During the six months ended June 30, 2025 and 2024, we recognized depreciation and right-of-use asset amortization of \$429 million and \$403 million, respectively.

⁽²⁾ During the three months ended June 30, 2025 and 2024, manufacturing cost of sales included amortization of step-up to fair value of inventory acquired in business combinations of \$339 million and \$660 million, respectively. During the six months ended June 30, 2025 and 2024, manufacturing cost of sales included amortization of step-up to fair value of inventory acquired in business combinations of \$702 million and \$1.4 billion, respectively.

⁽³⁾ Other segment items included in Segment net income primarily consisted of fair value adjustments on equity securities (see Note 6, Investments) and net impairment charges on intangible assets (see Note 8, Goodwill and other intangible assets).

3. Revenues

We operate our business in one operating segment: human therapeutics. Therefore, results of our operations are reported on a consolidated basis for purposes of segment reporting, consistent with internal management reporting. Revenues by product and by geographic area, based on customers' locations, are presented below. The majority of ROW product sales relates to products sold in Europe.

Revenues were as follows (in millions):

	Three months ended June 30,					
	2025			2024		
	U.S.	ROW	Total	U.S.	ROW	Total
Prolia	\$ 745	\$ 377	\$ 1,122	\$ 770	\$ 395	\$ 1,165
Repatha	361	335	696	270	262	532
ENBREL	597	7	604	902	7	909
XGEVA	347	185	532	399	163	562
Otezla	512	106	618	432	112	544
EVENITY	395	123	518	281	110	391
TEPEZZA	466	39	505	478	1	479
BLINCYTO	270	114	384	165	99	264
KYPROLIS	232	146	378	240	137	377
Aranesp	107	252	359	91	257	348
Nplate	228	141	369	214	132	346
TEZSPIRE ⁽¹⁾	342	—	342	234	—	234
KRYSTEXXA	349	—	349	294	—	294
Vectibix	144	161	305	133	137	270
Other products ⁽²⁾	1,229	461	1,690	937	389	1,326
Total product sales ⁽³⁾	\$ 6,324	\$ 2,447	8,771	\$ 5,840	\$ 2,201	8,041
Other revenues			408			347
Total revenues			\$ 9,179			\$ 8,388

Six months ended June 30,

	2025			2024		
	U.S.	ROW	Total	U.S.	ROW	Total
Prolia	\$ 1,465	\$ 756	\$ 2,221	\$ 1,427	\$ 737	\$ 2,164
Repatha	704	648	1,352	543	506	1,049
ENBREL	1,101	13	1,114	1,463	13	1,476
XGEVA	707	391	1,098	765	358	1,123
Otezla	855	200	1,055	725	213	938
EVENITY	715	245	960	517	216	733
TEPEZZA	831	55	886	897	6	903
BLINCYTO	543	211	754	318	190	508
KYPROLIS	448	254	702	474	279	753
Aranesp	198	501	699	191	506	697
Nplate	429	253	682	404	259	663
TEZSPIRE ⁽¹⁾	627	—	627	407	—	407
KRYSTEXXA	585	—	585	529	—	529
Vectibix	279	293	572	253	264	517
Other products ⁽²⁾	2,499	838	3,337	1,900	799	2,699
Total product sales ⁽³⁾	\$ 11,986	\$ 4,658	16,644	\$ 10,813	\$ 4,346	15,159
Other revenues			684			676
Total revenues			\$ 17,328			\$ 15,835

⁽¹⁾ TEZSPIRE is marketed by our collaborator AstraZeneca outside the United States.

⁽²⁾ Consists of product sales of our non-principal products.

⁽³⁾ Hedging gains and losses, which are included in product sales, were not material for the three and six months ended June 30, 2025 and 2024.

4. Income taxes

The effective tax rates for the three and six months ended June 30, 2025 were 8.7% and 10.7%, respectively, compared with 6.0% and 12.8%, respectively, for the corresponding periods in the prior year.

The increase in our effective tax rate for the three months ended June 30, 2025, was primarily due to the change in earnings mix, including lower amortization expense from the fair value step-up of inventory acquired from Horizon, and current year net unfavorable items as compared to the prior period. The decrease in our effective tax rate for the six months ended June 30, 2025, was primarily due to the change in earnings mix, including the Otezla impairment charge recorded in the first quarter of 2025, and current year net favorable items as compared to the prior period, partially offset by the net unrealized gains in the first half of 2025 compared to net unrealized losses in the prior period on equity investments. See Note 6, Investments. The effective tax rates differ from the federal statutory rate primarily due to the impact of the jurisdictional mix of income and expenses. Substantially all of the benefit to our effective tax rate from foreign earnings results from locations in which the Company has significant manufacturing operations, including Singapore, Ireland and Puerto Rico, a territory of the United States that is treated as a foreign jurisdiction for U.S. tax purposes. Our operations in Puerto Rico are subject to tax incentive grants through 2050 and the Company's operations in Singapore are subject to a tax incentive grant through 2036. Effective January 1, 2024, selected individual countries, including the United Kingdom and EU member countries, have enacted the global minimum tax agreement. Additional countries, including Singapore, enacted the minimum tax agreement effective January 1, 2025. Singapore's enactment of the agreement applies irrespective of the Company's incentive grant. Our legal entities in such countries, along with their direct and indirect subsidiaries, are now subject to a 15% minimum tax rate on adjusted financial statement income. Our foreign earnings are also subject to U.S. tax at a reduced rate of 10.5%.

On July 4, 2025, the OBBBA was enacted in the United States. The OBBBA has various provisions, including the permanent extension of certain expiring provisions of the 2017 Tax Act, and modifications to the international tax framework. The legislation has multiple effective dates, with certain provisions effective in 2026 and beyond.

One or more of our legal entities file income tax returns in the U.S. federal jurisdiction, various U.S. state jurisdictions and certain foreign jurisdictions. Our income tax returns are routinely examined by tax authorities in those jurisdictions. Significant disputes can arise and have arisen with tax authorities involving issues regarding the timing and amount of deductions, the use of tax credits and allocations of income and expenses among various tax jurisdictions because of differing interpretations of tax laws, regulations and relevant facts. Tax authorities, including the IRS, are becoming more aggressive and are particularly focused on such matters.

In 2017, we received an RAR and a modified RAR from the IRS for the years 2010–2012, proposing significant adjustments that primarily relate to the allocation of profits between certain of our entities in the United States and the U.S. territory of Puerto Rico. We disagreed with the proposed adjustments and calculations and pursued resolution with the IRS appeals office, but were unable to reach a resolution. In July 2021, we filed a petition in the U.S. Tax Court to contest two duplicate Statutory Notices of Deficiency (Notices) for the years 2010–2012 that we received in May and July 2021, which seek to increase our U.S. taxable income for the years 2010–2012 by an amount that would result in additional federal tax of approximately \$3.6 billion, plus interest. Any additional tax that could be imposed for the years 2010–2012 would be reduced by up to approximately \$900 million of repatriation tax previously accrued on our foreign earnings.

In 2020, we received an RAR and a modified RAR from the IRS for the years 2013–2015, also proposing significant adjustments that primarily relate to the allocation of profits between certain of our entities in the United States and the U.S. territory of Puerto Rico similar to those proposed for the years 2010–2012. We disagreed with the proposed adjustments and calculations and pursued resolution with the IRS appeals office, but were unable to reach a resolution. In July 2022, we filed a petition in the U.S. Tax Court to contest a Notice for the years 2013–2015 that we previously reported receiving in April 2022 that seeks to increase our U.S. taxable income for the years 2013–2015 by an amount that would result in additional federal tax of approximately \$5.1 billion, plus interest. In addition, the Notice asserts penalties of approximately \$2.0 billion. Any additional tax that could be imposed for the years 2013–2015 would be reduced by up to approximately \$2.2 billion of repatriation tax previously accrued on our foreign earnings.

We firmly believe that the IRS positions set forth in the 2010–2012 and 2013–2015 Notices are without merit. We are contesting the 2010–2012 and 2013–2015 Notices through the judicial process. The two cases were consolidated in the U.S. Tax Court on December 19, 2022. The trial began on November 4, 2024 and concluded on January 17, 2025. The parties filed opening post-trial briefs on June 13, 2025, and the Court held oral argument on July 16, 2025. The parties are scheduled to file post-trial reply briefs in October 2025. The Company expects a decision from the U.S. Tax Court no earlier than the second half of 2026.

We are currently under examination by the IRS for the years 2016–2018 with respect to issues similar to those for the 2010 through 2015 period. We expect that the IRS will begin its audit of 2019–2022 in 2025 or early 2026, and we believe that

it may seek to continue to audit similar issues related to the allocation of income between the United States and our foreign jurisdictions. In addition, we are under examination by a number of state and foreign tax jurisdictions.

Final resolution of these complex matters is not likely within the next 12 months. We continue to believe our accrual for income tax liabilities is appropriate based on past experience, interpretations of tax law, application of the tax law to our facts and judgments about potential actions by tax authorities; however, due to the complexity of the provision for income taxes and uncertain resolution of these matters, the ultimate outcome of any tax matters may result in payments substantially greater than amounts accrued and could have a material adverse impact on our condensed consolidated financial statements.

During the three and six months ended June 30, 2025, the gross amounts of our UTBs increased by \$60 million and \$100 million, respectively, as a result of tax positions taken during the current year. Substantially all of the UTBs as of June 30, 2025, if recognized, would impact our effective tax rate.

5. Earnings per share

The computation of basic EPS is based on the weighted-average number of our common shares outstanding. The computation of diluted EPS is based on the weighted-average number of our common shares outstanding and dilutive potential common shares, which primarily include shares that may be issued under our stock option, restricted stock and performance unit award programs (collectively, dilutive securities), as determined by using the treasury stock method.

The computations for basic and diluted EPS were as follows (in millions, except per-share data):

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Income (Numerator):				
Net income for basic and diluted EPS	\$ 1,432	\$ 746	\$ 3,162	\$ 633
Shares (Denominator):				
Weighted-average shares for basic EPS	538	537	538	537
Effect of dilutive securities	3	4	3	4
Weighted-average shares for diluted EPS	541	541	541	541
Basic earnings per share	\$ 2.66	\$ 1.39	\$ 5.88	\$ 1.18
Diluted earnings per share	\$ 2.65	\$ 1.38	\$ 5.84	\$ 1.17

For the three and six months ended June 30, 2025 and 2024, the number of antidilutive employee stock-based awards excluded from the computation of diluted EPS was not significant.

6. Investments

Available-for-sale investments

The amortized cost, gross unrealized gains, gross unrealized losses and fair values of interest-bearing securities, which are classified as available for sale, by type of security were as follows (in millions):

Types of securities as of June 30, 2025	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair values
U.S. Treasury bills	\$ 994	\$ —	\$ —	\$ 994
Money market mutual funds	6,363	—	—	6,363
Other short-term interest-bearing securities	129	—	—	129
Total interest-bearing securities	<u>\$ 7,486</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 7,486</u>

Types of securities as of December 31, 2024	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair values
U.S. Treasury bills	\$ 997	\$ —	\$ —	\$ 997
Money market mutual funds	10,354	—	—	10,354
Other short-term interest-bearing securities	135	—	—	135
Total interest-bearing securities	<u>\$ 11,486</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 11,486</u>

The fair values of interest-bearing securities by location in the Condensed Consolidated Balance Sheets were as follows (in millions):

Condensed Consolidated Balance Sheets locations	June 30, 2025	December 31, 2024
Cash and cash equivalents	\$ 7,486	\$ 11,486
Total interest-bearing securities	<u>\$ 7,486</u>	<u>\$ 11,486</u>

Cash and cash equivalents in the above table excludes bank account cash of \$542 million and \$487 million as of June 30, 2025 and December 31, 2024, respectively.

All interest-bearing securities as of June 30, 2025 and December 31, 2024, mature in one year or less. For the three months ended June 30, 2025 and 2024, interest income on these investments was \$86 million and \$115 million, respectively. For the six months ended June 30, 2025 and 2024, interest income on these investments was \$212 million and \$268 million, respectively.

For the three and six months ended June 30, 2025 and 2024, realized gains and losses on interest-bearing securities were not material and were recorded in Other (expense) income, net, in the Condensed Consolidated Statements of Income. The cost of securities sold is based on the specific-identification method.

The primary objective of our investment portfolio is to maintain safety of principal, prudent levels of liquidity and acceptable levels of risk. Our investment policy limits interest-bearing security investments to certain types of debt and money market instruments issued by institutions with investment-grade credit ratings, and it places restrictions on maturities and concentration by asset class and issuer.

Equity securities

BeOne Medicines Ltd.

As of June 30, 2025 and December 31, 2024, the fair values of our investment in BeOne were \$4.6 billion and \$3.5 billion, respectively, which were included in Other noncurrent assets in the Condensed Consolidated Balance Sheets. During the three months ended June 30, 2025 and 2024, we recorded unrealized losses of \$570 million and \$260 million, respectively. During the six months ended June 30, 2025 and 2024, we recorded an unrealized gain of \$1.1 billion and an unrealized loss of \$714 million, respectively. These unrealized gains and losses were recognized in Other (expense) income, net, in the Condensed Consolidated Statements of Income.

Subject to certain exceptions or otherwise agreed to by BeOne, while Amgen holds at least 5.0% of BeOne's outstanding common stock, (A) we may only sell our BeOne equity investment via: (i) a registered public offering, (ii) a sale under Rule

144 of the Securities Act of 1933 (the “Securities Act”) or (iii) a private sale exempt from registration requirements under the Securities Act, and (B) we may not sell more than 5.0% of BeOne’s outstanding common stock in any rolling 12-month period.

Other equity securities

Excluding our equity investments in BeOne (discussed above) and Neumora (discussed below), we held investments in other equity securities with readily determinable fair values (publicly traded securities) of \$287 million and \$314 million as of June 30, 2025 and December 31, 2024, respectively, which were included in Other noncurrent assets in the Condensed Consolidated Balance Sheets. During the three and six months ended June 30, 2025 and 2024, net unrealized gains and losses on these publicly traded securities were not material. Additionally, net realized gains and losses on sales of publicly traded securities for the three and six months ended June 30, 2025 and 2024, were not material.

We held investments of \$323 million and \$319 million in equity securities without readily determinable fair values as of June 30, 2025 and December 31, 2024, respectively, which were included in Other noncurrent assets in the Condensed Consolidated Balance Sheets. During the three and six months ended June 30, 2025 and 2024, upward and downward adjustments on these securities were not material. Adjustments were based on observable price transactions. Net realized gains and losses on sales of securities without readily determinable fair values for the three and six months ended June 30, 2025 and 2024, were not material.

Equity method investments

Neumora Therapeutics, Inc.

As of June 30, 2025 and December 31, 2024, our ownership interest in Neumora was approximately 21.9% and the fair values of our investment were \$26 million and \$375 million, respectively, which were included in Other noncurrent assets in the Condensed Consolidated Balance Sheets. Although our equity investment qualifies us for the equity method of accounting, we have elected the fair value option to account for our investment. Under the fair value option, changes in the fair value of the investment are recognized through earnings in Other (expense) income, net, in the Condensed Consolidated Statements of Income each reporting period. See Note 11, Fair value measurement. We believe the fair value option best reflects the economics of the underlying transaction. During the three months ended June 30, 2025 and 2024, we recognized unrealized losses of \$9 million and \$138 million, respectively. During the six months ended June 30, 2025 and 2024, we recognized unrealized losses of \$349 million and \$255 million, respectively.

We are contractually restricted from selling more than 5.0% of Neumora’s outstanding common stock in any rolling 12-month period for as long as we hold at least 10.0% of their outstanding common stock, subject to certain exceptions or otherwise agreed to by Neumora.

Limited partnerships

We held limited partnership investments of \$235 million and \$262 million as of June 30, 2025 and December 31, 2024, respectively, which were included in Other noncurrent assets in the Condensed Consolidated Balance Sheets. These investments, which are primarily investment funds of early-stage biotechnology companies, are accounted for by using the equity method of accounting and are measured by using our proportionate share of the net asset values of the underlying investments held by the limited partnerships as a practical expedient. These investments are typically redeemable only through distributions upon liquidation of the underlying assets. As of June 30, 2025, we had \$146 million of unfunded additional commitments to be made for these investments during the next several years. For the three and six months ended June 30, 2025 and 2024, net unrealized gains and losses recognized from our limited partnership investments were not material.

7. Inventories

Inventories consisted of the following (in millions):

	June 30, 2025	December 31, 2024
Raw materials	\$ 885	\$ 818
Work in process	3,658	4,120
Finished goods	2,040	2,060
Total inventories	<u>\$ 6,583</u>	<u>\$ 6,998</u>

8. Goodwill and other intangible assets

Goodwill

The change in the carrying amount of goodwill was as follows (in millions):

Balance at December 31, 2024	\$	18,637
Foreign currency translation adjustments		37
Balance at June 30, 2025	\$	<u>18,674</u>

Other intangible assets

Other intangible assets consisted of the following (in millions):

	June 30, 2025			December 31, 2024		
	Gross carrying amounts	Accumulated amortization	Other intangible assets, net	Gross carrying amounts	Accumulated amortization	Other intangible assets, net
Finite-lived intangible assets:						
Developed-product-technology rights	\$ 48,201	\$ (24,846)	\$ 23,355	\$ 48,611	\$ (22,594)	\$ 26,017
Licensing rights	3,875	(3,457)	418	3,875	(3,392)	483
Research and development technology rights	1,419	(1,288)	131	1,374	(1,235)	139
Marketing-related rights	1,202	(1,202)	—	1,202	(1,202)	—
Total finite-lived intangible assets	<u>54,697</u>	<u>(30,793)</u>	<u>23,904</u>	<u>55,062</u>	<u>(28,423)</u>	<u>26,639</u>
Indefinite-lived intangible assets:						
In-process research and development	710	—	710	1,060	—	1,060
Total other intangible assets	<u>\$ 55,407</u>	<u>\$ (30,793)</u>	<u>\$ 24,614</u>	<u>\$ 56,122</u>	<u>\$ (28,423)</u>	<u>\$ 27,699</u>

Developed-product-technology rights consists of rights related to marketed products acquired in business acquisitions. Licensing rights primarily consists of contractual rights to receive future milestone, royalty and profit-sharing payments; capitalized payments to third parties for milestones related to regulatory approvals to commercialize products; and upfront payments associated with royalty obligations for marketed products. Marketing-related rights primarily consists of rights related to the sale and distribution of marketed products. R&D technology rights pertains to technologies used in R&D that have alternative future uses.

In January 2025, as part of the IRA, the Company's product Otezla was selected by CMS for Medicare price setting that will be applicable beginning on January 1, 2027. The earlier than anticipated selection resulted in a decrease in the estimated future cash flows for the product in the United States. This selection represented a triggering event that required the Company to evaluate the underlying developed-product-technology rights for impairment. In the first quarter of 2025, the Company utilized a discounted cash flow analysis based on Level 3 inputs, including estimated product sales, operating expenses and a discount rate, that resulted in an intangible asset fair value of \$4.0 billion, which was lower than the carrying value of \$4.8 billion, and resulted in a partial impairment of both the gross and net carrying amounts of \$800 million, which was recognized in Other operating expenses in the Condensed Consolidated Statements of Income. See Note 11, Fair value measurement.

IPR&D consists of R&D projects acquired in a business combination that are not complete at the time of acquisition due to remaining technological risks and/or lack of receipt of required regulatory approvals. We review IPR&D projects for impairment annually, whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable and upon the establishment of technological feasibility or regulatory approval. During the second quarter of 2025, the FDA approved UPLIZNA for the Immunoglobulin G4-related disease (IgG4-RD) indication, and commercialization commenced in the United States. As a result, the Company reclassified the related intangible asset with a gross carrying value of \$350 million from IPR&D to developed-product-technology rights and began amortizing it on a straight-line basis over its estimated useful life of approximately 11 years from the date placed in service.

During the three months ended June 30, 2025 and 2024, we recognized amortization of our finite-lived intangible assets of \$1.1 billion and \$1.2 billion, respectively. During the six months ended June 30, 2025 and 2024, we recognized amortization of our finite-lived intangible assets of \$2.3 billion and \$2.4 billion, respectively. Amortization of intangible assets is primarily included in Cost of sales in the Condensed Consolidated Statements of Income. As of June 30, 2025, the total estimated future

amortization of our finite-lived intangible assets for the remaining six months ending December 31, 2025, and the years ending December 31, 2026, 2027, 2028, 2029 and 2030, was \$2.0 billion, \$3.7 billion, \$3.7 billion, \$2.9 billion, \$2.3 billion and \$2.2 billion, respectively.

9. Financing arrangements

Our borrowings consisted of the following (in millions):

	June 30, 2025	December 31, 2024
1.90% notes due 2025 (1.90% 2025 Notes)	\$ —	\$ 500
5.25% notes due 2025 (5.25% 2025 Notes)	—	2,000
3.125% notes due 2025 (3.125% 2025 Notes)	—	1,000
2.00% €750 million notes due 2026 (2.00% 2026 euro Notes)	884	777
5.507% notes due 2026 (5.507% 2026 Notes)	1,500	1,500
2.60% notes due 2026 (2.60% 2026 Notes)	1,250	1,250
Term loan due October 2026	1,800	1,800
5.50% £475 million notes due 2026 (5.50% 2026 pound sterling Notes)	652	595
2.20% notes due 2027 (2.20% 2027 Notes)	1,724	1,724
3.20% notes due 2027 (3.20% 2027 Notes)	1,000	1,000
5.15% notes due 2028 (5.15% 2028 Notes)	3,750	3,750
1.65% notes due 2028 (1.65% 2028 Notes)	1,234	1,234
3.00% notes due 2029 (3.00% 2029 Notes)	750	750
4.05% notes due 2029 (4.05% 2029 Notes)	1,250	1,250
4.00% £700 million notes due 2029 (4.00% 2029 pound sterling Notes)	961	876
2.45% notes due 2030 (2.45% 2030 Notes)	1,250	1,250
5.25% notes due 2030 (5.25% 2030 Notes)	2,750	2,750
2.30% notes due 2031 (2.30% 2031 Notes)	1,250	1,250
2.00% notes due 2032 (2.00% 2032 Notes)	987	1,001
3.35% notes due 2032 (3.35% 2032 Notes)	1,000	1,000
4.20% notes due 2033 (4.20% 2033 Notes)	750	750
5.25% notes due 2033 (5.25% 2033 Notes)	4,250	4,250
6.375% notes due 2037 (6.375% 2037 Notes)	478	478
6.90% notes due 2038 (6.90% 2038 Notes)	254	254
6.40% notes due 2039 (6.40% 2039 Notes)	333	333
3.15% notes due 2040 (3.15% 2040 Notes)	1,478	1,668
5.75% notes due 2040 (5.75% 2040 Notes)	373	373
2.80% notes due 2041 (2.80% 2041 Notes)	594	776
4.95% notes due 2041 (4.95% 2041 Notes)	600	600
5.15% notes due 2041 (5.15% 2041 Notes)	729	729
5.65% notes due 2042 (5.65% 2042 Notes)	415	415
5.60% notes due 2043 (5.60% 2043 Notes)	2,750	2,750
5.375% notes due 2043 (5.375% 2043 Notes)	185	185
4.40% notes due 2045 (4.40% 2045 Notes)	2,250	2,250
4.563% notes due 2048 (4.563% 2048 Notes)	1,415	1,415
3.375% notes due 2050 (3.375% 2050 Notes)	1,504	1,764
4.663% notes due 2051 (4.663% 2051 Notes)	3,541	3,541
3.00% notes due 2052 (3.00% 2052 Notes)	754	890
4.20% notes due 2052 (4.20% 2052 Notes)	882	895
4.875% notes due 2053 (4.875% 2053 Notes)	1,000	1,000
5.65% notes due 2053 (5.65% 2053 Notes)	4,250	4,250
2.77% notes due 2053 (2.77% 2053 Notes)	940	940
4.40% notes due 2062 (4.40% 2062 Notes)	1,128	1,165

	June 30, 2025	December 31, 2024
5.75% notes due 2063 (5.75% 2063 Notes)	2,750	2,750
Other notes due 2097	100	100
Total principal amount of debt	57,695	61,778
Unamortized bond discounts, premiums and issuance costs, net	(1,331)	(1,360)
Fair value adjustments	(186)	(343)
Other	26	24
Total carrying value of debt	56,204	60,099
Less current portion	(2,444)	(3,550)
Total long-term debt	\$ 53,760	\$ 56,549

There are no material differences between the effective interest rates and coupon rates of our notes, except for the 4.563% 2048 Notes, the 4.663% 2051 Notes and the 2.77% 2053 Notes, which have effective interest rates of 6.3%, 5.6% and 5.2%, respectively.

The Term loan has an interest rate of three-month SOFR plus 1.225%.

Debt repayments

During the three months ended June 30, 2025 and 2024, debt repayments totaled \$1.0 billion and \$1.4 billion, respectively. During the six months ended June 30, 2025 and 2024, debt repayments totaled \$3.5 billion and \$1.4 billion, respectively.

Debt extinguishment

During the three months ended June 30, 2025, we repurchased an aggregate principal amount of our debt of \$418 million, including portions of the 3.15% 2040 Notes, 2.80% 2041 Notes, 3.375% 2050 Notes, 3.00% 2052 Notes, 4.20% 2052 Notes and 4.40% 2062 Notes, for an aggregate cost of \$301 million, which resulted in a \$117 million gain on extinguishment of debt. During the three months ended June 30, 2024, we did not have any extinguishments of debt.

During the six months ended June 30, 2025, we repurchased an aggregate principal amount of our debt of \$832 million, including portions of the 2.00% 2032 Notes, 3.15% 2040 Notes, 2.80% 2041 Notes, 3.375% 2050 Notes, 3.00% 2052 Notes, 4.20% 2052 Notes and 4.40% 2062 Notes, for an aggregate cost of \$602 million, which resulted in a \$228 million gain on extinguishment of debt. During the six months ended June 30, 2024, we repurchased an aggregate principal amount of our debt of \$544 million, including portions of the 3.15% 2040 Notes, 2.80% 2041 Notes, 3.375% 2050 Notes, 3.00% 2052 Notes, 4.20% 2052 Notes and 4.40% 2062 Notes, for an aggregate cost of \$410 million, which resulted in a \$133 million gain on extinguishment of debt. Gains on extinguishments of debt are recorded in Other (expense) income, net, in the Condensed Consolidated Statements of Income.

Interest rate swap contracts

See Note 12, Derivative instruments, for a discussion of interest rate swap contracts related to certain of our notes.

10. Stockholders' equity

Stock repurchase program

During the six months ended June 30, 2025 and 2024, we did not repurchase shares under our stock repurchase program. As of June 30, 2025, \$6.8 billion of authorization remained available under the stock repurchase program.

Dividends

In March 2025 and December 2024, our Board of Directors declared quarterly cash dividends of \$2.38 per share, which were paid in June 2025 and March 2025, respectively. In August 2025, our Board of Directors declared a quarterly cash dividend of \$2.38 per share, which will be paid in September 2025.

Accumulated other comprehensive income (loss)

The components of AOCI were as follows (in millions):

	Foreign currency translation adjustments	Cash flow hedges	Other	AOCI
Balance as of March 31, 2025	\$ (317)	\$ 64	\$ 22	\$ (231)
Foreign currency translation adjustments	86	—	—	86
Unrealized losses	—	(323)	—	(323)
Reclassification adjustments into earnings	—	(184)	—	(184)
Other	—	—	—	—
Income taxes	—	108	—	108
Balance as of June 30, 2025	<u>\$ (231)</u>	<u>\$ (335)</u>	<u>\$ 22</u>	<u>\$ (544)</u>

	Foreign currency translation adjustments	Cash flow hedges	Other	AOCI
Balance as of December 31, 2024	\$ (374)	\$ 287	\$ 21	\$ (66)
Foreign currency translation adjustments	143	—	—	143
Unrealized losses	—	(469)	—	(469)
Reclassification adjustments into earnings	—	(323)	—	(323)
Other	—	—	1	1
Income taxes	—	170	—	170
Balance as of June 30, 2025	<u>\$ (231)</u>	<u>\$ (335)</u>	<u>\$ 22</u>	<u>\$ (544)</u>

Reclassifications out of AOCI and into earnings, including related income tax expenses, were as follows (in millions):

Components of AOCI	Three months ended June 30,		Condensed Consolidated Statements of Income locations
	2025	2024	
Cash flow hedges:			
Foreign currency forward contract gains	\$ 12	\$ 55	Product sales
Cross-currency swap contract gains (losses)	172	(3)	Other (expense) income, net
	184	52	Income before income taxes
	(40)	(11)	Provision for income taxes
	<u>\$ 144</u>	<u>\$ 41</u>	Net income

Components of AOCI	Six months ended June 30,		Condensed Consolidated Statements of Income locations
	2025	2024	
Cash flow hedges:			
Foreign currency forward contract gains	\$ 68	\$ 106	Product sales
Cross-currency swap contract gains (losses)	255	(34)	Other (expense) income, net
	323	72	Income before income taxes
	(70)	(15)	Provision for income taxes
	<u>\$ 253</u>	<u>\$ 57</u>	Net income

11. Fair value measurement

To estimate the fair values of our financial assets and liabilities, we use valuation approaches within a hierarchy that maximize the use of observable inputs and minimize the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing an asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the inputs that market participants would use in pricing an asset or liability and are developed based on the best information available in the circumstances. The fair value hierarchy is divided into three levels based on the sources of inputs as follows:

- Level 1 — Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access
- Level 2 — Valuations for which all significant inputs are observable either directly or indirectly—other than Level 1 inputs
- Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement

The availability of observable inputs can vary among different types of financial assets and liabilities. To the extent that the valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, inputs used for measuring fair value may fall into different levels of the fair value hierarchy. In such cases, for financial statement disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is categorized is based on the lowest level of input used that is significant to the overall fair value measurement.

The fair values of each major class of the Company's financial assets and liabilities measured at fair value on a recurring basis were as follows (in millions):

Fair value measurement as of June 30, 2025, using:	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Assets:				
Available-for-sale securities:				
U.S. Treasury bills	\$ —	\$ 994	\$ —	\$ 994
Money market mutual funds	6,363	—	—	6,363
Other short-term interest-bearing securities	—	129	—	129
Equity securities	4,898	—	—	4,898
Derivatives:				
Foreign currency forward contracts	—	55	—	55
Cross-currency swap contracts	—	54	—	54
Total assets	<u>\$ 11,261</u>	<u>\$ 1,232</u>	<u>\$ —</u>	<u>\$ 12,493</u>
Liabilities:				
Derivatives:				
Foreign currency forward contracts	\$ —	\$ 382	\$ —	\$ 382
Cross-currency swap contracts	—	293	—	293
Interest rate swap contracts	—	344	—	344
Contingent consideration obligations	—	—	90	90
Total liabilities	<u>\$ —</u>	<u>\$ 1,019</u>	<u>\$ 90</u>	<u>\$ 1,109</u>

Fair value measurement as of December 31, 2024, using:	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Assets:				
Available-for-sale securities:				
U.S. Treasury bills	\$ —	\$ 997	\$ —	\$ 997
Money market mutual funds	10,354	—	—	10,354
Other short-term interest-bearing securities	—	135	—	135
Equity securities	4,188	—	—	4,188
Derivatives:				
Foreign currency forward contracts	—	420	—	420
Total assets	\$ 14,542	\$ 1,552	\$ —	\$ 16,094
Liabilities:				
Derivatives:				
Foreign currency forward contracts	\$ —	\$ 8	\$ —	\$ 8
Cross-currency swap contracts	—	483	—	483
Interest rate swap contracts	—	531	—	531
Contingent consideration obligations	—	—	106	106
Total liabilities	\$ —	\$ 1,022	\$ 106	\$ 1,128

Interest-bearing and equity securities

The fair values of our U.S. Treasury bills are determined by utilizing third-party pricing services, which obtain pricing data from active market makers and brokers. The fair values of our money market mutual funds and equity investments in publicly traded securities, including our equity investments in BeOne and Neumora, as of June 30, 2025 and December 31, 2024, are based on quoted market prices in active markets, with no valuation adjustment.

Derivatives

All of our foreign currency forward contracts, cross-currency swap contracts and interest rate swap contracts are with counterparties that have minimum credit ratings of A– or equivalent by S&P, Moody’s or Fitch. We estimate the fair values of these contracts by taking into consideration valuations obtained from a third-party valuation service that uses an income-based industry-standard valuation model for which all significant inputs are observable either directly or indirectly. These inputs, as applicable, include foreign currency exchange rates, SOFR, swap rates, obligor credit default swap rates and cross-currency basis swap spreads. Certain inputs, when applicable, are at commonly quoted intervals. See Note 12, Derivative instruments.

Summary of the fair values of other financial instruments

Cash equivalents

The fair values of cash equivalents approximate their carrying values due to the short-term nature of such financial instruments.

Borrowings

We estimate the fair values of our fixed-rate debt by using Level 2 inputs. As of June 30, 2025 and December 31, 2024, the aggregate fair values of our fixed-rate debt were \$52.1 billion and \$54.9 billion, respectively, and the carrying values of our fixed-rate debt were \$54.4 billion and \$58.3 billion, respectively. The estimates of the fair values of our term loans approximate their carrying values as of June 30, 2025 and December 31, 2024, as these debt instruments bear interest at floating rates.

During the six months ended June 30, 2025 and 2024, there were no transfers of assets or liabilities between fair value measurement levels. Except with respect to the partial impairment of the Otezla intangible asset in the first quarter of 2025 as discussed in Note 8, Goodwill and other intangible assets, there were no material remeasurements of the fair values of assets and liabilities that are not measured at fair value on a recurring basis.

12. Derivative instruments

The Company is exposed to foreign currency exchange rate and interest rate risks related to its business operations. To reduce our risks related to such exposures, we use or have used certain derivative instruments, including foreign currency forward, foreign currency option, cross-currency swap, forward interest rate and interest rate swap contracts. We have designated certain of our derivatives as cash flow and fair value hedges; we also have derivatives not designated as hedges. We do not use derivatives for speculative trading purposes.

Cash flow hedges

We are exposed to possible changes in the values of certain anticipated foreign currency cash flows resulting from changes in foreign currency exchange rates primarily associated with our euro-denominated international product sales. The foreign currency exchange rate fluctuation exposure associated with cash inflows from our international product sales is partially offset by corresponding cash outflows from our international operating expenses. To further reduce our exposure, we enter into foreign currency forward contracts to hedge a portion of our projected international product sales up to a maximum of three years into the future; and at any given point in time, a higher percentage of nearer-term projected product sales is being hedged than in successive periods.

As of June 30, 2025 and December 31, 2024, we had outstanding foreign currency forward contracts with aggregate notional amounts of \$7.4 billion and \$7.2 billion, respectively. We have designated these foreign currency forward contracts, which are primarily euro based, as cash flow hedges. Accordingly, we record the unrealized gains and losses on these contracts in AOCI in the Condensed Consolidated Balance Sheets, and we reclassify them to Product sales in the Condensed Consolidated Statements of Income in the same periods during which the hedged transactions affect earnings.

To hedge our exposure to foreign currency exchange rate risk associated with certain of our long-term debt denominated in foreign currencies, we enter into cross-currency swap contracts. Under the terms of such contracts, we paid euros and pounds sterling and received U.S. dollars for the notional amounts at the inception of the contracts; and based on these notional amounts, we exchange interest payments at fixed rates over the terms of the contracts by paying U.S. dollars and receiving euros and pounds sterling. In addition, we will pay U.S. dollars to and receive euros and pounds sterling from the counterparties at the maturities of the contracts for these same notional amounts. The terms of these contracts correspond to the related hedged debt, thereby effectively converting the interest payments and principal repayment on the debt from euros and pounds sterling to U.S. dollars. We have designated these cross-currency swap contracts as cash flow hedges. Accordingly, the unrealized gains and losses on these contracts are recorded in AOCI in the Condensed Consolidated Balance Sheets and reclassified to Other (expense) income, net, in the Condensed Consolidated Statements of Income in the same periods during which the hedged debt affects earnings.

The notional amounts and interest rates of our cross-currency swaps as of June 30, 2025, were as follows (notional amounts in millions):

Hedged notes	Foreign currency		U.S. dollars	
	Notional amounts	Interest rates	Notional amounts	Interest rates
2.00% 2026 euro Notes	€ 750	2.0 %	\$ 833	3.9 %
5.50% 2026 pound sterling Notes	£ 475	5.5 %	\$ 747	6.0 %
4.00% 2029 pound sterling Notes	£ 700	4.0 %	\$ 1,111	4.6 %

In connection with the anticipated issuance of long-term fixed-rate debt, we occasionally enter into forward interest rate contracts in order to hedge the variability in cash flows due to changes in the applicable U.S. Treasury rate between the time we enter into these contracts and the time the related debt is issued. Gains and losses on forward interest rate contracts, which are designated as cash flow hedges, are recognized in AOCI in the Condensed Consolidated Balance Sheets and are amortized into Interest expense, net, in the Condensed Consolidated Statements of Income over the terms of the associated debt issuances. Amounts recognized in connection with forward interest rate contracts during the six months ended June 30, 2025 and 2024, and amounts expected to be recognized during the next 12 months are not material.

Unrealized gains and losses recognized in AOCI for our derivative instruments designated as cash flow hedges were as follows (in millions):

Derivatives in cash flow hedging relationships	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Foreign currency forward contracts	\$ (503)	\$ 123	\$ (715)	\$ 325
Cross-currency swap contracts	180	(6)	246	(30)
Total unrealized (losses) gains	\$ (323)	\$ 117	\$ (469)	\$ 295

Fair value hedges

To achieve a desired mix of fixed-rate and floating-rate debt, we enter into interest rate swap contracts that qualify for and are designated as fair value hedges. These interest rate swap contracts effectively convert fixed-rate coupons to floating-rate SOFR-based coupons over the terms of the related hedge contracts. As of June 30, 2025 and December 31, 2024, we had interest rate swap contracts with aggregate notional amounts of \$5.7 billion and \$6.7 billion respectively, that hedge certain portions of our long-term debt issuances. The reduction in aggregate notional amount of these contracts during the six months ended June 30, 2025, was due to the termination of swaps that occurred in connection with the repayment of the 3.125% 2025 Notes (see Note 9, Financing arrangements).

For interest rate swap contracts that qualify for and are designated as fair value hedges, we recognize in Interest expense, net, in the Condensed Consolidated Statements of Income the unrealized gain or loss on the derivative resulting from the change in fair value during the period, as well as the offsetting unrealized loss or gain of the hedged item resulting from the change in fair value during the period attributable to the hedged risk. If a hedging relationship involving an interest rate swap contract is terminated, the gain or loss realized on contract termination is recorded as an adjustment to the carrying value of the debt and amortized into Interest expense, net, over the remaining term of the previously hedged debt.

The hedged liabilities and related cumulative-basis adjustments for fair value hedges of those liabilities were recorded in the Condensed Consolidated Balance Sheets as follows (in millions):

Condensed Consolidated Balance Sheets locations	Carrying amounts of hedged liabilities ⁽¹⁾		Cumulative amounts of fair value hedging adjustments related to the carrying amounts of the hedged liabilities ⁽²⁾	
	June 30, 2025	December 31, 2024	June 30, 2025	December 31, 2024
Current portion of long-term debt	\$ 53	\$ 1,045	\$ 53	\$ 45
Long-term debt	\$ 5,304	\$ 5,152	\$ (239)	\$ (388)

⁽¹⁾ Current portion of long-term debt includes \$53 million and \$56 million of carrying value with discontinued hedging relationships as of June 30, 2025 and December 31, 2024, respectively. Long-term debt includes \$206 million and \$232 million of carrying value with discontinued hedging relationships as of June 30, 2025 and December 31, 2024, respectively.

⁽²⁾ Current portion of long-term debt includes \$53 million and \$56 million of hedging adjustments on discontinued hedging relationships as of June 30, 2025 and December 31, 2024, respectively. Long-term debt includes \$106 million and \$132 million of hedging adjustments on discontinued hedging relationships as of June 30, 2025 and December 31, 2024, respectively.

Impact of hedging transactions

The following tables summarize the amounts recorded in income and expense line items and the effects thereon from fair value and cash flow hedging, including discontinued hedging relationships (in millions):

	Three months ended June 30, 2025			Six months ended June 30, 2025		
	Product sales	Other (expense) income, net	Interest expense, net	Product sales	Other (expense) income, net	Interest expense, net
Total amounts recorded in income and (expense) line items presented in the Condensed Consolidated Statements of Income	\$ 8,771	\$ (394)	\$ (694)	\$ 16,644	\$ 1,124	\$ (1,417)
The effects of cash flow and fair value hedging:						
Gains on cash flow hedging relationships reclassified out of AOCI:						
Foreign currency forward contracts	\$ 12	\$ —	\$ —	\$ 68	\$ —	\$ —
Cross-currency swap contracts	\$ —	\$ 172	\$ —	\$ —	\$ 255	\$ —
(Losses) gains on fair value hedging relationships—interest rate swap agreements:						
Hedged items ⁽¹⁾	\$ —	\$ —	\$ (61)	\$ —	\$ —	\$ (157)
Derivatives designated as hedging instruments	\$ —	\$ —	\$ 75	\$ —	\$ —	\$ 187
	Three months ended June 30, 2024			Six months ended June 30, 2024		
	Product sales	Other (expense) income, net	Interest expense, net	Product sales	Other (expense) income, net	Interest expense, net
Total amounts recorded in income and (expense) line items presented in the Condensed Consolidated Statements of Income	\$ 8,041	\$ (307)	\$ (808)	\$ 15,159	\$ (542)	\$ (1,632)
The effects of cash flow and fair value hedging:						
Gains (losses) on cash flow hedging relationships reclassified out of AOCI:						
Foreign currency forward contracts	\$ 55	\$ —	\$ —	\$ 106	\$ —	\$ —
Cross-currency swap contracts	\$ —	\$ (3)	\$ —	\$ —	\$ (34)	\$ —
(Losses) gains on fair value hedging relationships—interest rate swap agreements:						
Hedged items ⁽¹⁾	\$ —	\$ —	\$ (18)	\$ —	\$ —	\$ 31
Derivatives designated as hedging instruments	\$ —	\$ —	\$ 36	\$ —	\$ —	\$ 8

⁽¹⁾ Gains (losses) on hedged items do not exactly offset losses (gains) on the related designated hedging instruments due to amortization of the cumulative amounts of fair value hedging adjustments included in the carrying amount of the hedged debt for discontinued hedging relationships and the recognition of gains on terminated hedges when the corresponding hedged item was paid down in the period.

No portions of our cash flow hedge contracts were excluded from the assessment of hedge effectiveness. As of June 30, 2025, \$131 million of net losses on our foreign currency forward and cross-currency swap contracts were expected to be reclassified out of AOCI and recognized into earnings during the next 12 months.

Derivatives not designated as hedges

To reduce our exposure to foreign currency fluctuations in certain assets and liabilities denominated in foreign currencies, we enter into foreign currency forward contracts that are not designated as hedging transactions. Most of these exposures are hedged on a month-to-month basis. As of June 30, 2025 and December 31, 2024, the total notional amounts of these foreign currency forward contracts were \$226 million and \$148 million, respectively. Gains and losses recognized in earnings for our derivative instruments not designated as hedging instruments were not material for the three and six months ended June 30, 2025 and 2024.

Fair values of derivatives

The fair values of derivatives included in the Condensed Consolidated Balance Sheets were as follows (in millions):

June 30, 2025	Derivative assets		Derivative liabilities	
	Condensed Consolidated Balance Sheets locations	Fair values	Condensed Consolidated Balance Sheets locations	Fair values
Derivatives designated as hedging instruments:				
Foreign currency forward contracts	Other current assets/ Other noncurrent assets	\$ 55	Accrued liabilities/ Other noncurrent liabilities	\$ 382
Cross-currency swap contracts	Other current assets/ Other noncurrent assets	54	Accrued liabilities/ Other noncurrent liabilities	293
Interest rate swap contracts	Other current assets/ Other noncurrent assets	—	Accrued liabilities/ Other noncurrent liabilities	344
Total derivatives designated as hedging instruments		109		1,019
Total derivatives		\$ 109		\$ 1,019

December 31, 2024	Derivative assets		Derivative liabilities	
	Condensed Consolidated Balance Sheets locations	Fair values	Condensed Consolidated Balance Sheets locations	Fair values
Derivatives designated as hedging instruments:				
Foreign currency forward contracts	Other current assets/ Other noncurrent assets	\$ 420	Accrued liabilities/ Other noncurrent liabilities	\$ 8
Cross-currency swap contracts	Other current assets/ Other noncurrent assets	—	Accrued liabilities/ Other noncurrent liabilities	483
Interest rate swap contracts	Other current assets/ Other noncurrent assets	—	Accrued liabilities/ Other noncurrent liabilities	531
Total derivatives designated as hedging instruments		420		1,022
Total derivatives		\$ 420		\$ 1,022

For additional information, see Note 11, Fair value measurement.

Our derivative contracts that were in liability positions as of June 30, 2025, contain certain credit-risk-related contingent provisions that would be triggered if (i) we were to undergo a change in control and (ii) our or the surviving entity's creditworthiness deteriorates, which is generally defined as having either a credit rating that is below investment grade or a materially weaker creditworthiness after the change in control. If these events were to occur, the counterparties would have the right, but not the obligation, to close the contracts under early-termination provisions. In such circumstances, the counterparties could request immediate settlement of these contracts for amounts that approximate the then current fair values of the contracts. In addition, our derivative contracts are not subject to any type of master netting arrangement, and amounts due either to or from a counterparty under the contracts may be offset against other amounts due either to or from the same counterparty only if an event of default or termination, as defined, were to occur.

The cash flow effects of our derivative contracts in the Condensed Consolidated Statements of Cash Flows are included in Net cash provided by operating activities, except for the settlement of notional amounts of cross-currency swaps, which are included in Net cash used in financing activities.

13. Contingencies and commitments

Contingencies

In the ordinary course of business, we are involved in various legal proceedings, government investigations and other matters that are complex in nature and have outcomes that are difficult to predict. See our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1A. Risk Factors—*Our business may be affected by litigation and government investigations*. We describe our legal proceedings and other matters that are significant or that we believe could become significant in this footnote and in Note 20, Contingencies and commitments, to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2024; and in Note 13, Contingencies and commitments, to the condensed consolidated financial statements in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025.

We record accruals for loss contingencies to the extent that we conclude it is probable that a liability has been incurred and the amount of the related loss can be reasonably estimated. We evaluate, on a quarterly basis, developments in legal proceedings and other matters that could cause an increase or decrease in the amount of the liability that has been accrued previously.

Our legal proceedings involve various aspects of our business and a variety of claims, some of which present novel factual allegations and/or unique legal theories. In each of the matters described in this filing; in Note 20, Contingencies and commitments, to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2024; and in Note 13, Contingencies and commitments, to the condensed consolidated financial statements in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, in which we could incur a liability, our opponents seek an award of a not-yet-quantified amount of damages or an amount that is not material. In addition, a number of the matters pending against us are at very early stages of the legal process, which in complex proceedings of the sort we face often extend for several years. As a result, none of the matters described in this filing; in Note 20, Contingencies and commitments, to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2024; and in Note 13, Contingencies and commitments, to the condensed consolidated financial statements in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, in which we could incur a liability, have progressed sufficiently through discovery and/or the development of important factual information and legal issues to enable us to estimate a range of possible loss, if any, or such amounts are not material. While it is not possible to accurately predict or determine the eventual outcomes of these matters, an adverse determination in one or more of these matters currently pending could have a material adverse effect on our consolidated results of operations, financial position or cash flows.

Certain recent developments concerning our legal proceedings and other matters are discussed below.

Repatha Patent Litigation

Germany

On May 15, 2025, the Regional Court of Munich, which is considering Sanofi-Aventis Deutschland GmbH and Regeneron Pharmaceutical Inc.'s (Regeneron) request for damages arising from Amgen's provisional enforcement of an injunction against PRALUENT[®], canceled the hearing scheduled for May 21, 2025 and indicated it will reschedule the hearing for December 2025.

Unified Patent Court (UPC) of the European Union

In Sanofi Biotechnologies SAS (Sanofi) and Regeneron's action filed against Amgen before the Dusseldorf Local Division of the UPC, alleging infringement of European Patent No. 3,536,712 (the EP'712 Patent), on May 13, 2025, the Dusseldorf Local Division of the UPC issued a decision that the EP'712 Patent, which Sanofi Biotechnology SAS licensed from Regeneron, is valid but not infringed by Amgen. Amgen filed a Statement of Appeal on July 11, 2025, and Sanofi and Regeneron filed a Statement of Appeal on July 14, 2025.

On June 9, 2025, Sanofi filed a motion seeking to stay its lawsuit against Amgen in the Dusseldorf Local Division of the UPC that alleges Amgen's Repatha infringes European Patent No. 4,252,857 (the EP'857 Patent). On June 24, 2025, Amgen filed its Statement of Defense and Counterclaims in response to Sanofi's allegation of infringement of the EP'857 Patent and, on June 30, 2025, opposed Sanofi's motion to stay the case.

The Court of Appeals of the UPC rescheduled oral argument from May 22, 2025, to August 12, 2025 on Amgen's appeal seeking to set aside the Central Division of the UPC's decision to revoke Amgen's European Patent No. 3,666,797.

European Patent Office

On June 2, 2025, the European Patent Office (EPO) Board of Appeal accelerated Amgen's appeal from the EPO's decision that Regeneron's EP'712 Patent is valid and scheduled oral argument to take place on March 26, 2026.

On June 23, 2025, Amgen filed a Notice of Opposition and Grounds of Opposition before the EPO against Regeneron's EP'857 Patent. On July 7, 2025, the EPO notified the parties that the Opposition proceedings concerning the EP'857 Patent have been accelerated due to the pending parallel proceedings before the UPC, and Regeneron's response to Amgen's Grounds of Opposition must accordingly be filed by October 7, 2025.

Japan

On May 27, 2025, Amgen filed petition for acceptance of an appeal with the Supreme Court of Japan from the Intellectual Property High Court's dismissal of Amgen's appeal in Amgen's lawsuit against Sanofi K.K. seeking monetary compensation for past patent infringement.

Prolia/XGEVA Biologics Price Competition and Innovation Act (BPCIA) Litigation

Amgen Inc. et al. v. Accord et al.

The parties entered into a confidential settlement agreement that resolves the patent litigation related to Accord Biopharma, Inc., Accord Healthcare, Inc. and Intas Pharmaceuticals, Ltd.'s (collectively, Accord) denosumab biosimilar products. Accordingly, the U.S. District Court for the District of New Jersey (New Jersey District Court) entered a Consent Judgment and Injunction on July 16, 2025, that the patents-in-suit are valid, enforceable and infringed and enjoining Accord from making, using, selling or offering for sale or importing its denosumab biosimilar products into the United States until the injunction expires on October 1, 2025. The confidential settlement allows Accord to launch its denosumab biosimilar products in the United States as early as October 1, 2025, subject to regulatory approval.

Amgen Inc. et al. v. Shanghai Henlius Biotech Inc. et al.

On June 25, 2025, Amgen Inc. and Amgen Manufacturing Limited LLC filed a lawsuit in the New Jersey District Court against Shanghai Henlius Biotech Inc., Shanghai Henlius Biologics Co., Ltd, Organon LLC and Organon & Co. (collectively the Shanghai Henlius and Organon Defendants) based on the submission to the FDA of a BLA seeking approval to market and sell a biosimilar version of Amgen's Prolia and XGEVA products. The complaint asserts infringement of the following patents: U.S. Patent Nos. 7,364,736; 7,888,101; 7,928,205; 8,053,236; 8,217,153; 8,460,896; 8,680,248; 9,228,168; 9,359,435; 10,106,829; 10,227,627; 10,513,723; 10,583,397; 10,655,156; 10,894,972; 11,077,404; 11,098,079; 11,192,919; 11,254,963; 11,319,568; 11,434,514; 11,459,595; 11,492,372; 11,946,085; 11,952,605; and 12,084,686 (collectively, the Asserted Patents against the Shanghai Henlius and Organon Defendants). Amgen seeks a judgment from the New Jersey District Court that the Shanghai Henlius and Organon Defendants have infringed or will infringe one or more claims of each of the Asserted Patents against the Shanghai Henlius and Organon Defendants and based on that judgment, a permanent injunction prohibiting the commercial manufacture, use, offer to sell, or sale within the United States or importation into the United States of the accused proposed denosumab biosimilar by the Shanghai Henlius and Organon Defendants before expiration of each of the patents found to be infringed. Amgen also seeks monetary remedies for any past acts of infringement. On June 25, 2025, this litigation became a member of In Re: Denosumab Patent Litigation multi-district litigation with other cases involving Prolia/XGEVA biosimilars pending in the district. A trial date has not yet been set.

Amgen Inc. et al. v. Hikma Pharmaceuticals USA Inc. et al.

On June 25, 2025, Amgen Inc. and Amgen Manufacturing Limited LLC filed a lawsuit in the New Jersey District Court against Hikma Pharmaceuticals USA Inc., Gedeon Richter Plc., and Gedeon Richter USA, Inc. (collectively the Hikma and Gedeon Richter Defendants) based on the submission to the FDA of a BLA seeking approval to market and sell a biosimilar version of Amgen's Prolia and XGEVA products. The complaint asserts infringement of the following patents: U.S. Patent Nos. 7,364,736; 7,888,101; 7,928,205; 8,053,236; 8,058,418; 8,460,896; 8,680,248; 9,012,178; 9,228,168; 9,328,134; 9,359,435; 9,371,554; 10,106,829; 10,167,492; 10,227,627; 10,513,723; 10,583,397; 10,822,630; 10,894,972; 11,077,404; 11,098,079; 11,130,980; 11,192,919; 11,254,963; 11,299,760; 11,319,568; 11,434,514; 11,459,595; 11,492,372; 11,946,085; 11,952,605; and 12,084,686 (collectively, the Asserted Patents against the Hikma and Gedeon Richter Defendants). Amgen seeks a judgment from the New Jersey District Court that the Hikma and Gedeon Richter Defendants have infringed or will infringe one or more claims of each of the Asserted Patents against the Hikma and Gedeon Richter Defendants and based on that judgment, a permanent injunction prohibiting the commercial manufacture, use, offer to sell, or sale within the United States or importation into the United States of the accused proposed denosumab biosimilar before expiration of each of the patents found to be infringed. Amgen also seeks monetary remedies for any past acts of infringement. On June 25, 2025, this litigation

became a member of In Re: Denosumab Patent Litigation multi-district litigation with other cases involving Prolia/XGEVA biosimilars pending in the district. A trial date has not yet been set.

Amgen Inc. et al. v. Biocon Biologics, Inc. et al.

On June 30, 2025, Amgen Inc. and Amgen Manufacturing Limited LLC filed a lawsuit in the U.S. District Court for the Eastern District of Massachusetts (Massachusetts District Court) against Biocon Biologics, Inc., Biocon Biologics UK Limited, and Biocon Biologics Limited (collectively Biocon) based on the submission to the FDA of a BLA seeking approval to market and sell a biosimilar version of Amgen's Prolia and XGEVA products. The complaint asserts infringement of the following patents: U.S. Patent Nos. 7,364,736; 7,888,101; 7,928,205; 8,053,236; 8,058,418; 8,247,210; 8,460,896; 8,680,248; 9,012,178; 9,228,168; 9,328,134; 9,359,435; 10,106,829; 10,167,492; 10,227,627; 10,513,723; 10,583,397; 10,655,156; 10,822,630; 10,894,972; 10,907,186; 11,077,404; 11,098,079; 11,130,980; 11,192,919; 11,254,963; 11,299,760; 11,319,568; 11,434,514; 11,459,595; 11,492,372; 11,946,085; 11,952,605; and 12,084,686 (collectively, the Asserted Patents against Biocon). Amgen seeks a judgment from the Massachusetts District Court that Biocon has infringed or will infringe one or more claims of each of the Asserted Patents against Biocon and based on that judgment, a permanent injunction prohibiting the commercial manufacture, use, offer to sell, or sale within the United States or importation into the United States of Biocon's proposed denosumab biosimilar before expiration of each of the patents found infringing. Amgen also seeks monetary remedies for any past acts of infringement.

On July 3, 2025, the Judicial Panel on Multidistrict Litigation issued a Conditional Order transferring the case from the Massachusetts District Court to the New Jersey District Court pursuant to 28 U.S.C. § 1407 for coordinated and consolidated pretrial proceedings with the other cases involving Prolia/XGEVA biosimilars pending in the district. On July 17, 2025, this case became a member of In Re: Denosumab Patent Litigation multi-district litigation. A trial date has not yet been set.

PAVBLU™ (afibercept-ayyh) Patent Litigation

On June 17, 2025, Regeneron filed a lawsuit in the U.S. District Court for the Central District of California (California Central District Court) against Amgen alleging infringement of U.S. Patent No. 12,331,099 (the '099 Patent), a formulation patent. By its complaint, Regeneron seeks, among other remedies, damages and an injunction prohibiting the commercial manufacture, use, offer for sale or sale in the United States or import into the United States of PAVBLU before the expiration of the '099 Patent. On July 17, 2025, the Judicial Panel on Multidistrict Litigation issued a Conditional Order transferring the case from the California Central District Court to the U.S. District Court for the Northern District of West Virginia (West Virginia District Court) pursuant to 28 U.S.C. § 1407 for coordinated and consolidated pretrial proceedings with the other cases involving EYLEA® biosimilars pending in the district, and on July 31, 2025, the case was opened in the West Virginia District Court.

Antitrust Class Action

Regeneron Pharmaceuticals, Inc. Antitrust Action

A jury trial was held in the U.S. District Court for the District of Delaware (Delaware District Court) from May 5, 2025 to May 14, 2025. On May 15, 2025, the jury returned a verdict finding for Regeneron on its federal and state antitrust law and tortious interference claims but finding for Amgen on its below-cost pricing claim under California's Unfair Practices Act. The jury awarded Regeneron \$135.6 million in compensatory damages on its antitrust claims (which are subject to trebling under applicable law), or in the alternative, in compensatory damages plus \$271.2 million in punitive damages on its tortious interference claim, with such damages under either alternative claim totaling \$406.8 million. As Regeneron must elect between recovery under the antitrust or tortious interference claims, any potential damages award would be limited to one of these claims. Although we cannot predict with certainty the ultimate outcome of this litigation, Amgen believes that the jury's decision and amounts awarded are inconsistent with the law and evidence at trial.

Both parties have filed post-trial motions. On June 12, 2025, Amgen filed a renewed motion for judgment as a matter of law or, in the alternative, for a new trial. Also on June 12, 2025, Regeneron filed a motion for permanent injunctive relief, a constructive trust, and prejudgment interest. Both motions have since been fully briefed. A hearing on the post-trial motions has been set for August 27, 2025.

In assessing whether we should accrue a liability for this litigation in our condensed consolidated financial statements, we considered various factors, including the legal and factual circumstances of the case, the jury's award, the court's post-trial proceedings, applicable law, and the likelihood that the jury's award will be upheld after post-trial briefing and potentially on appeal. As a result of this review, we have determined, in accordance with applicable accounting standards, that it is not probable that we will incur a loss as a result of this litigation, and we have therefore not recorded a liability for this matter.

The ultimate result of this litigation, however, is uncertain because it is reasonably possible that by settlement or final court judgment that none, some, or all of the jury's verdict and other relief sought might ultimately be awarded but the size of an award, if any, is not estimable at this time.

Sandoz Inc. Antitrust Action

On June 20, 2025, Amgen filed a motion to dismiss the complaint. Sandoz filed its opposition to the motion to dismiss on July 21, 2025, and Amgen's reply is due August 21, 2025.

U.S. Tax Litigation and Related Matters

Amgen Inc. & Subsidiaries v. Commissioner of Internal Revenue

See Note 4, Income taxes, for discussion of the IRS tax dispute and the Company's petitions in the U.S. Tax Court.

Securities Class Action Litigation (Roofers Local No. 149 Pension Fund)

On July 10, 2025, the U.S. District Court for the Southern District of New York (Southern District Court of New York) rescheduled the deadline to file summary judgment motions to October 19, 2026.

Shareholder Derivative Actions

On April 9, 2025, the Delaware Court of Chancery consolidated the derivative actions filed by each of David Hamilton, Charles Blackburn and Robert Bryla purportedly on behalf of Amgen against nominal defendant Amgen, Robert Bradway, Peter Griffith and Amgen's independent Board members.

On April 21, 2025, the Southern District Court of New York consolidated the derivative action filed by DM Cohen, Inc. with the consolidated action that was filed by Leon Martin and Cheri Clearwater purportedly on behalf of Amgen against Amgen, Robert Bradway, Peter Griffith and Amgen's independent Board members.

On June 9, 2025, the Delaware District Court stayed the shareholder derivative action filed by Carolyn Sieveking and James P. Tierney until a final judgment is entered in the federal securities class action.

ChemoCentryx, Inc. Securities Matters

On May 8, 2025, the lead plaintiff filed a motion for partial summary judgment. On May 29, 2025, defendants, including ChemoCentryx, filed an opposition to the plaintiff's motion and a motion for summary judgment in whole or in part. A hearing is set for August 7, 2025. The U.S. District Court for the Northern District of California (Northern District Court of California) rescheduled the trial to begin February 23, 2026.

In the case filed by RA Capital Healthcare Fund, LP in the Northern District Court of California, defendants, including ChemoCentryx, moved to dismiss the complaint, and on June 13, 2025, the court issued an order staying the federal case pending resolution of the class action. The court did not reach the merits of defendants' motion to dismiss.

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

The following MD&A is intended to assist the reader in understanding Amgen's business. MD&A is provided as a supplement to, and should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2024, and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025. Our results of operations discussed in MD&A are presented in conformity with GAAP. Amgen operates in one operating segment: human therapeutics. Therefore, our results of operations are discussed on a consolidated basis.

Forward-looking statements

This report and other documents we file with the SEC contain forward-looking statements that are based on current expectations, estimates, forecasts and projections about us, our future performance, our business, our beliefs and our management's assumptions. In addition, we, or others on our behalf, may make forward-looking statements in press releases, written statements or our communications and discussions with investors and analysts in the normal course of business through meetings, webcasts, phone calls and conference calls. Such words as "expect," "anticipate," "outlook," "could," "target," "project," "intend," "plan," "believe," "seek," "estimate," "should," "may," "assume" and "continue" as well as variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance, and they involve certain risks, uncertainties and assumptions that are difficult to predict. We describe our respective risks, uncertainties and assumptions that could affect the outcome or results of operations in Item 1A. Risk Factors in Part II herein and in Part I, Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2024, and in Part II, Item 1A. Risk Factors of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025. We have based our forward-looking statements on our management's beliefs and assumptions based on information available to our management at the time the statements are made. We caution you that actual outcomes and results may differ materially from what is expressed, implied or forecasted by our forward-looking statements. Reference is made in particular to forward-looking statements regarding product sales, regulatory activities, clinical trial results, reimbursement, expenses, EPS, liquidity and capital resources, trends, planned dividends, stock repurchases, and collaborations. Except as required under the federal securities laws and the rules and regulations of the SEC, we do not have any intention or obligation to update publicly any forward-looking statements after the distribution of this report, whether as a result of new information, future events, changes in assumptions or otherwise.

Overview

Amgen Inc. (including its subsidiaries, referred to as "Amgen," "the Company," "we," "our" or "us") discovers, develops, manufactures and delivers innovative medicines to fight some of the world's toughest diseases. We focus on areas of high unmet medical need and leverage our expertise to strive for solutions that dramatically improve people's lives, while also reducing the social and economic burden of disease. We helped launch the biotechnology industry more than 40 years ago and have grown to be one of the world's leading independent biotechnology companies. Our robust pipeline includes potential first-in-class medicines at all stages of development.

Our principal products are Prolia, Repatha, ENBREL, XGEVA, Otezla, EVENITY, TEPEZZA, BLINCYTO, KYPROLIS, Aranesp, Nplate, TEZSPIRE, KRYSTEXXA and Vectibix. We also market a number of other products, including but not limited to MVASI, AMJEVITA/AMGEVITA, UPLIZNA, PAVBLU, IMDELLTRA/IMDYLLTRA, Neulasta, TAVNEOS, RAVICTI, WEZLANA/WEZENLA, Parsabiv, LUMAKRAS/LUMYKRAS, Aimovig and PROCYSBI.

Tariffs and trade protection measures

The imposition of tariffs and trade protection measures by the United States and other countries, including the universal 10% tariff on goods imported into the United States, the currently-suspended country-specific tariffs, the recently announced preliminary tariff agreements, the China retaliatory tariffs on U.S. goods, the imposition of new and/or other retaliatory tariffs, and potential sector-specific tariffs on our industry, including the Section 232 pharmaceutical tariff, and others, may adversely affect our business and operations. While existing tariffs have not had a material adverse effect on our results of operations for the first half of 2025, we are currently evaluating the potential impact of such tariffs on our business in future periods and our ability to mitigate such impacts. For example, certain tariffs that are currently in effect, or anticipated to take effect in the future, have increased, and are expected to further increase, our manufacturing and operating expenses in future quarters, including the cost to deliver products to markets, cost of sourcing materials for the manufacturing of our products and cost of materials used in our R&D activities. Such tariffs have had a limited impact in the first half of 2025, but may increasingly affect the cost to expand our manufacturing capacity in the United States, including increased construction costs and/or delays in construction for our Ohio and North Carolina facilities. Furthermore, retaliatory tariffs imposed by other countries may adversely affect our business, operations and delivery and launches of products in such markets, including the performance of our collaborations in such markets. However, the degree of adverse effects from any tariffs on our business and operations in

future periods will depend on various factors, including the rates of such tariffs, the expansion of such tariffs to include certain goods (such as pharmaceutical products), the magnitude of response by other countries to U.S. tariffs and the length of time such tariffs are in effect. For additional discussion of these and other risks, see Part II, Item 1A. Risk Factors, of this Quarterly Report on Form 10-Q.

Macroeconomic and other challenges

Uncertain macroeconomic conditions, including the risk of inflation, fluctuating interest rates and instability in the financial system, as well as rising healthcare costs, continue to pose challenges to our business. Uncertainty around tariffs and trade protection measures in the United States and other countries, including the imposition of new or retaliatory tariffs, along with ongoing geopolitical conflicts and rising geopolitical tensions, continue to create additional uncertainty in global macroeconomic conditions. Additionally, with public and private healthcare-provider focus, the industry continues to be subject to cost containment measures and significant pricing pressures, resulting in net price declines.

Moreover, provisions of the IRA, as well as the 340B Program, have negatively affected, and are likely to continue to negatively affect, our business. For example, ENBREL and Otezla have been selected by CMS for Medicare price setting beginning in 2026 and 2027, respectively. In addition to the IRA, other recent and proposed U.S. policy actions, including the Most-Favored-Nations Prescription Drug Pricing Executive Order (MFN EO), may negatively impact our product sales depending on their scope and implementation.

Finally, wholesale and end-user buying patterns can affect our product sales. These buying patterns can cause fluctuations in quarterly product sales, but have generally not been significant to date when comparing full-year product performance to the prior year. For additional discussion of these and other risks, see Part II, Item 1A. Risk Factors, of this Quarterly Report on Form 10-Q.

Significant developments

The following is a summary of select significant developments affecting our business that occurred since the filing of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025. For additional developments, see our Annual Report on Form 10-K for the year ended December 31, 2024 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025.

Products/pipeline

Maridebart cafraglutide (MariTide™)

In June 2025, the underlying details from Part 1 of the Phase 2 study of MariTide and complete results from the primary analysis of the Phase 1 pharmacokinetics low dose initiation (PK-LDI) study evaluating lower starting doses of MariTide were presented at the American Diabetes Association 85th Scientific Sessions and simultaneously published in *The New England Journal of Medicine*. These data are consistent with the topline results from Part 1 of the Phase 2 study as previously announced and presented by the Company in November 2024. See Part I, Item 1. Business—Significant Developments, of our Annual Report on Form 10-K for the year ended December 31, 2024.

In Part 1 of the Phase 2 study, among participants living with obesity without type 2 diabetes, MariTide demonstrated average weight loss up to approximately 20% compared to 2.6% in the placebo arm. In participants living with obesity and type 2 diabetes, MariTide demonstrated average weight loss up to approximately 17% compared to 1.4% in the placebo arm, per the efficacy estimand. Weight loss had not plateaued by 52 weeks, indicating the potential for further weight reduction. Additionally, weight loss with MariTide was associated with improvements in cardiometabolic parameters, including reductions in hemoglobin A1c (up to 2.2 percentage points), waist circumference, blood pressure, high-sensitivity C-reactive protein and select lipid levels.

No new safety signals were identified in Part 1 of the Phase 2 study, and tolerability was consistent with the GLP-1 class. The most frequently reported adverse events (AEs) were gastrointestinal (GI) related, and most were mild to moderate. GI events were predominantly limited to initial dosing and less frequent when dose escalation was used without compromising efficacy. Discontinuation rates of MariTide due to GI AEs in the dose escalation arms (up to 7.8%) were lower than non-dose escalation arms.

IMDELLTRA/IMDYLLTRA

In June 2025, Amgen announced interim results from the global Phase 3 DeLLphi-304 trial evaluating IMDELLTRA/IMDYLLTRA in patients with small cell lung cancer (SCLC) who had progressed on or after one line of platinum-based chemotherapy. The study demonstrated that IMDELLTRA/IMDYLLTRA significantly reduced the risk of death by 40% compared to standard-of-care chemotherapy, with a median overall survival of 13.6 months compared to 8.3 months.

Additionally, IMDELLTRA/IMDYLLTRA showed a statistically significant improvement in median progression-free survival of 4.2 months compared to 3.7 months and enhanced patient-reported outcomes related to cancer-associated symptoms, including dyspnea and cough. The safety profile of IMDELLTRA/IMDYLLTRA was consistent with prior studies.

Bemarituzumab

In June 2025, Amgen announced interim results from the Phase 3 FORTITUDE-101 clinical trial evaluating first-line bemarituzumab plus chemotherapy (mFOLFOX6). The study met its primary endpoint of overall survival (OS) at a pre-specified interim analysis, demonstrating a statistically significant and clinically meaningful improvement in OS as compared to placebo plus chemotherapy in people living with unresectable locally advanced or metastatic gastric or gastroesophageal junction (G/GEJ) cancer with FGFR2b overexpression and who are non-HER2 positive. The most common treatment-emergent adverse events (>25%) in patients treated with bemarituzumab plus chemotherapy were reduced visual acuity, punctate keratitis, anaemia, neutropenia, nausea, corneal epithelium defect and dry eye.

TEPEZZA

In June 2025, the European Commission granted marketing authorization approval of TEPEZZA for treatment of adults with moderate to severe thyroid eye disease (TED).

Selected financial information

The following is an overview of our results of operations (in millions, except percentages and per-share data):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
Product sales						
U.S.	\$ 6,324	\$ 5,840	8 %	\$ 11,986	\$ 10,813	11 %
ROW	2,447	2,201	11 %	4,658	4,346	7 %
Total product sales	8,771	8,041	9 %	16,644	15,159	10 %
Other revenues	408	347	18 %	684	676	1 %
Total revenues	\$ 9,179	\$ 8,388	9 %	\$ 17,328	\$ 15,835	9 %
Operating expenses	\$ 6,523	\$ 6,479	1 %	\$ 13,494	\$ 12,935	4 %
Operating income	\$ 2,656	\$ 1,909	39 %	\$ 3,834	\$ 2,900	32 %
Net income	\$ 1,432	\$ 746	92 %	\$ 3,162	\$ 633	*
Diluted EPS	\$ 2.65	\$ 1.38	92 %	\$ 5.84	\$ 1.17	*
Diluted shares	541	541	— %	541	541	— %

* Change in excess of 100%

In the following discussion of changes in product sales, any reference to unit demand growth or decline refers to changes in purchases of our products by healthcare providers (such as physicians or their clinics), dialysis centers, hospitals and pharmacies. In addition, any reference to increases or decreases in inventory refers to changes in inventory held by wholesaler customers and end users (such as pharmacies) as may be noted.

Total product sales increased 9% and 10% for the three and six months ended June 30, 2025, respectively, driven by volume growth of 13% and 14%, respectively, partially offset by declines in net selling price of 3% and 4%, respectively.

For the three months ended June 30, 2025, U.S. volume grew 13% and ROW volume grew 15%, driven by volume growth in certain brands, including Repatha, PAVBLU, IMDELLTRA/IMDYLLTRA, BLINCYTO, EVENITY and TEZSPIRE.

For the six months ended June 30, 2025, U.S. volume grew 14% and ROW volume grew 13%, driven by volume growth in certain brands, including Repatha, BLINCYTO, PAVBLU, TEZSPIRE, EVENITY, IMDELLTRA/IMDYLLTRA, WEZLANA/WEZENLA and Prolia.

For the remainder of 2025, we expect volume growth from certain brands to be partially offset by net selling price declines.

Uncertain macroeconomic conditions, including uncertainty around tariffs and trade production measures, ongoing geopolitical conflicts and rising geopolitical tensions, and changes in the healthcare ecosystem have the potential to introduce variability into product sales. Furthermore, product sales continue to be impacted by actions from governments and other entities to address macroeconomic challenges, provisions of the IRA, inappropriate expanded utilization of the 340B Program and growth in numbers of Medicaid enrollees and uninsured individuals. See Part I, Item 1. Business—Reimbursement, and Part I, Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2024; and Part II, Item 1A. Risk Factors, of our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2025 and June 30, 2025.

Other revenues increased 18% for the three months ended June 30, 2025, primarily driven by higher corporate partner revenue from licensed products. Other revenues increased 1% for the six months ended June 30, 2025.

Operating expenses increased 1% for the three months ended June 30, 2025. Operating expenses increased 4% for the six months ended June 30, 2025, driven by the Otezla intangible asset impairment charge and higher R&D expense, partially offset by lower amortization expense from the fair value step-up of inventory acquired from Horizon. See Note 8, Goodwill and other intangible assets, to the condensed consolidated financial statements, for additional information related to the Otezla intangible asset impairment charge.

Results of operations

Product sales

Worldwide product sales were as follows (dollar amounts in millions):

	Three months ended June 30,		Change	Six months ended June 30,		Change
	2025	2024		2025	2024	
Prolia	\$ 1,122	\$ 1,165	(4)%	\$ 2,221	\$ 2,164	3 %
Repatha	696	532	31 %	1,352	1,049	29 %
ENBREL	604	909	(34)%	1,114	1,476	(25)%
XGEVA	532	562	(5)%	1,098	1,123	(2)%
Otezla	618	544	14 %	1,055	938	12 %
EVENITY	518	391	32 %	960	733	31 %
TEPEZZA	505	479	5 %	886	903	(2)%
BLINCYTO	384	264	45 %	754	508	48 %
KYPROLIS	378	377	0 %	702	753	(7)%
Aranesp	359	348	3 %	699	697	0 %
Nplate	369	346	7 %	682	663	3 %
TEZSPIRE ⁽¹⁾	342	234	46 %	627	407	54 %
KRYSTEXXA	349	294	19 %	585	529	11 %
Vectibix	305	270	13 %	572	517	11 %
Other products ⁽²⁾	1,690	1,326	27 %	3,337	2,699	24 %
Total product sales	\$ 8,771	\$ 8,041	9 %	\$ 16,644	\$ 15,159	10 %

⁽¹⁾ TEZSPIRE is marketed by our collaborator AstraZeneca outside the United States.

⁽²⁾ Consists of product sales of our non-principal products.

Future sales of our products will depend in part on the factors discussed below and in the following sections of this report: (i) Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations—Overview, and Selected financial information; and (ii) Part II, Item 1A. Risk Factors, and in the following sections of our Annual Report on Form 10-K for the year ended December 31, 2024: (i) Part I, Item 1. Business—Marketing, Distribution and Selected Marketed Products; (ii) Part I, Item 1A. Risk Factors; and (iii) Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Overview, and Results of operations—Product sales, as well as in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025: (i) Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of operations—Product sales; and (ii) Part II, Item 1A. Risk Factors.

Prolia

Total Prolia sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
Prolia — U.S.	\$ 745	\$ 770	(3)%	\$ 1,465	\$ 1,427	3 %
Prolia — ROW	377	395	(5)%	756	737	3 %
Total Prolia	\$ 1,122	\$ 1,165	(4)%	\$ 2,221	\$ 2,164	3 %

The decrease in global Prolia sales for the three months ended June 30, 2025 was driven by lower net selling price.

The increase in global Prolia sales for the six months ended June 30, 2025 was driven by volume growth of 7%, partially offset by lower net selling price.

As disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1. Business—Marketing, Distribution and Selected Marketed Products—Patents, our patents for RANKL antibodies, including sequences, for Prolia and XGEVA expired in February 2025 in the United States and will expire in November 2025 in select countries in Europe. For 2025, we expect sales erosion driven by biosimilar competition in the second half of the year, as biosimilars have now launched in the U.S. market.

For a discussion of litigation, including associated settlements, related to Prolia, see Part IV—Note 20, Contingencies and commitments, to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2024; and Note 13, Contingencies and commitments, to the condensed consolidated financial statements in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2025 and June 30, 2025.

Repatha

Total Repatha sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
Repatha — U.S.	\$ 361	\$ 270	34 %	\$ 704	\$ 543	30 %
Repatha — ROW	335	262	28 %	648	506	28 %
Total Repatha	\$ 696	\$ 532	31 %	\$ 1,352	\$ 1,049	29 %

The increase in global Repatha sales for the three months ended June 30, 2025 was driven by volume growth of 36%, partially offset by unfavorable changes to estimated sales deductions.

The increase in global Repatha sales for the six months ended June 30, 2025 was primarily driven by volume growth of 38%, partially offset by lower net selling price of 3% and unfavorable changes to estimated sales deductions.

For a discussion of ongoing litigation related to Repatha, see Part IV—Note 20, Contingencies and commitments, to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2024; and Note 13, Contingencies and commitments, to the condensed consolidated financial statements in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2025 and June 30, 2025.

ENBREL

Total ENBREL sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
ENBREL — U.S.	\$ 597	\$ 902	(34)%	\$ 1,101	\$ 1,463	(25)%
ENBREL — Canada	7	7	— %	13	13	— %
Total ENBREL	\$ 604	\$ 909	(34)%	\$ 1,114	\$ 1,476	(25)%

The decrease in ENBREL sales for the three months ended June 30, 2025 was driven by unfavorable changes to estimated sales deductions of 20% and lower net selling price of 19% resulting from increased 340B Program mix and the impact of the U.S. Medicare Part D redesign, partially offset by volume growth of 3%.

The decrease in ENBREL sales for the six months ended June 30, 2025 was driven by lower net selling price of 27% resulting from increased 340B Program mix, higher commercial discounts and the impact of the U.S. Medicare Part D redesign, and by unfavorable changes to estimated sales deductions of 8%, partially offset by higher inventory of 6% and volume growth of 4%.

XGEVA

Total XGEVA sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
XGEVA — U.S.	\$ 347	\$ 399	(13)%	\$ 707	\$ 765	(8)%
XGEVA — ROW	185	163	13 %	391	358	9 %
Total XGEVA	\$ 532	\$ 562	(5)%	\$ 1,098	\$ 1,123	(2)%

The decrease in global XGEVA sales for the three months ended June 30, 2025 was driven by unfavorable changes to estimated sales deductions of 2% and lower volume.

The decrease in global XGEVA sales for the six months ended June 30, 2025 was driven by lower volume.

As disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1. Business—Marketing, Distribution and Selected Marketed Products—Patents, our patents for RANKL antibodies, including sequences, for Prolia and XGEVA expired in February 2025 in the United States and will expire in November 2025 in select countries in Europe. For 2025, we expect sales erosion driven by biosimilar competition in the second half of the year, as biosimilars have now launched in the U.S. market.

For a discussion of litigation, including associated settlements, related to XGEVA, see Part IV—Note 20, Contingencies and commitments, to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2024; and Note 13, Contingencies and commitments, to the condensed consolidated financial statements in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2025 and June 30, 2025.

Otezla

Total Otezla sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
Otezla — U.S.	\$ 512	\$ 432	19 %	\$ 855	\$ 725	18 %
Otezla — ROW	106	112	(5)%	200	213	(6)%
Total Otezla	\$ 618	\$ 544	14 %	\$ 1,055	\$ 938	12 %

The increases in global Otezla sales for the three and six months ended June 30, 2025 were driven by favorable changes to estimated sales deductions of 12% and 7%, respectively, and volume growth of 4% for both periods.

In January 2025, Otezla was selected by CMS for Medicare price setting that will be applicable beginning in 2027. See Note 8, Goodwill and other intangible assets, to the condensed consolidated financial statements, for additional information related to the Otezla intangible asset impairment charge of \$800 million recorded in the first quarter of 2025.

EVENTITY

Total EVENTITY sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
EVENTITY — U.S.	\$ 395	\$ 281	41 %	\$ 715	\$ 517	38 %
EVENTITY — ROW	123	110	12 %	245	216	13 %
Total EVENTITY	\$ 518	\$ 391	32 %	\$ 960	\$ 733	31 %

The increases in global EVENTITY sales for the three and six months ended June 30, 2025 were primarily driven by volume growth.

TEPEZZA

Total TEPEZZA sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
TEPEZZA — U.S.	\$ 466	\$ 478	(3)%	\$ 831	\$ 897	(7)%
TEPEZZA — ROW	39	1	*	55	6	*
Total TEPEZZA	\$ 505	\$ 479	5 %	\$ 886	\$ 903	(2)%

* Change in excess of 100%

The increase in global TEPEZZA sales for the three months ended June 30, 2025 was primarily driven by higher inventory.

The decrease in global TEPEZZA sales for the six months ended June 30, 2025 was driven by lower volume of 5%, partially offset by higher net selling price.

BLINCYTO

Total BLINCYTO sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
BLINCYTO — U.S.	\$ 270	\$ 165	64 %	\$ 543	\$ 318	71 %
BLINCYTO — ROW	114	99	15 %	211	190	11 %
Total BLINCYTO	\$ 384	\$ 264	45 %	\$ 754	\$ 508	48 %

The increases in global BLINCYTO sales for the three and six months ended June 30, 2025 were driven by volume growth.

KYPROLIS

Total KYPROLIS sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
KYPROLIS — U.S.	\$ 232	\$ 240	(3)%	\$ 448	\$ 474	(5)%
KYPROLIS — ROW	146	137	7 %	254	279	(9)%
Total KYPROLIS	<u>\$ 378</u>	<u>\$ 377</u>	0 %	<u>\$ 702</u>	<u>\$ 753</u>	(7)%

Global KYPROLIS sales remained relatively unchanged for the three months ended June 30, 2025.

The decrease in global KYPROLIS sales for the six months ended June 30, 2025 was driven by lower volume due to increased competition.

Aranesp

Total Aranesp sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
Aranesp — U.S.	\$ 107	\$ 91	18 %	\$ 198	\$ 191	4 %
Aranesp — ROW	252	257	(2)%	501	506	(1)%
Total Aranesp	<u>\$ 359</u>	<u>\$ 348</u>	3 %	<u>\$ 699</u>	<u>\$ 697</u>	0 %

The increase in global Aranesp sales for the three months ended June 30, 2025 was driven by favorable changes to estimated sales deductions of 7%, partially offset by lower net selling price.

Global Aranesp sales remained relatively unchanged for the six months ended June 30, 2025.

Nplate

Total Nplate sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
Nplate — U.S.	\$ 228	\$ 214	7 %	\$ 429	\$ 404	6 %
Nplate — ROW	141	132	7 %	253	259	(2)%
Total Nplate	<u>\$ 369</u>	<u>\$ 346</u>	7 %	<u>\$ 682</u>	<u>\$ 663</u>	3 %

The increase in global Nplate sales for the three months ended June 30, 2025 was driven by volume growth.

The increase in global Nplate sales for the six months ended June 30, 2025 was primarily driven by volume growth of 9%, partially offset by unfavorable changes to estimated sales deductions of 3% and unfavorable changes to foreign currency exchange rates.

TEZSPIRE

Total TEZSPIRE sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
TEZSPIRE — U.S.	\$ 342	\$ 234	46 %	\$ 627	\$ 407	54 %

The increases in TEZSPIRE sales for the three and six months ended June 30, 2025 were driven by volume growth.

KRYSTEXXA

Total KRYSTEXXA sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
KRYSTEXXA — U.S.	\$ 349	\$ 294	19 %	\$ 585	\$ 529	11 %

The increase in KRYSTEXXA sales was 19% for the three months ended June 30, 2025, of which 12% was derived from higher inventory and 6% from volume growth.

The increase in KRYSTEXXA sales for the six months ended June 30, 2025 was driven by volume growth of 8% and higher inventory of 2%.

Vectibix

Total Vectibix sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
Vectibix — U.S.	\$ 144	\$ 133	8 %	\$ 279	\$ 253	10 %
Vectibix — ROW	161	137	18 %	293	264	11 %
Total Vectibix	<u>\$ 305</u>	<u>\$ 270</u>	13 %	<u>\$ 572</u>	<u>\$ 517</u>	11 %

The increases in global Vectibix sales for the three and six months ended June 30, 2025 were driven by volume growth.

Other products

Other product sales by geographic region were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
MVASI — U.S.	\$ 142	\$ 100	42 %	\$ 280	\$ 205	37 %
MVASI — ROW	49	57	(14)%	90	154	(42)%
AMJEVITA — U.S. ⁽¹⁾	—	(9)	(100)%	4	21	(81)%
AMGEVITA — ROW	133	142	(6)%	265	280	(5)%
UPLIZNA — U.S.	132	77	71 %	214	147	46 %
UPLIZNA — ROW	44	15	*	53	25	*
PAVBLU — U.S.	126	—	N/A	225	—	N/A
PAVBLU — ROW	4	—	N/A	4	—	N/A
IMDELLTRA — U.S.	107	12	*	186	12	*
IMDYLLTRA — ROW	27	—	N/A	29	—	N/A
Neulasta — U.S.	63	75	(16)%	172	162	6 %
Neulasta — ROW	19	30	(37)%	39	61	(36)%
TAVNEOS — U.S.	103	61	69 %	180	106	70 %
TAVNEOS — ROW	7	10	(30)%	20	16	25 %
RAVICTI — U.S.	99	96	3 %	190	188	1 %
RAVICTI — ROW	6	1	*	9	3	*
WEZLANA — U.S.	—	—	N/A	123	—	N/A
WEZENLA — ROW	35	—	N/A	62	1	*
Parsabiv — U.S.	51	67	(24)%	101	132	(23)%
Parsabiv — ROW	41	39	5 %	79	79	— %
LUMAKRAS — U.S.	52	55	(5)%	107	108	(1)%
LUMYKRAS — ROW	38	30	27 %	68	59	15 %
Aimovig — U.S.	64	80	(20)%	149	145	3 %
Aimovig — ROW	6	5	20 %	11	10	10 %
PROCYSBI — U.S.	55	54	2 %	112	103	9 %
PROCYSBI — ROW	2	4	(50)%	4	5	(20)%
Other — U.S. ⁽²⁾	235	269	(13)%	456	571	(20)%
Other — ROW ⁽²⁾	50	56	(11)%	105	106	(1)%
Total other products	\$ 1,690	\$ 1,326	27 %	\$ 3,337	\$ 2,699	24 %
Total U.S. — other products	\$ 1,229	\$ 937	31 %	\$ 2,499	\$ 1,900	32 %
Total ROW — other products	461	389	19 %	838	799	5 %
Total other products	\$ 1,690	\$ 1,326	27 %	\$ 3,337	\$ 2,699	24 %

* Change in excess of 100%

N/A = not applicable

⁽¹⁾ U.S. AMJEVITA product sales for the three and six months ended June 30, 2024, included unfavorable changes to estimated sales deductions.

⁽²⁾ Consists of product sales from AVSOLA, KANJINTI, EPOGEN, RIABNI, BKEMV/BEKEMV, ACTIMMUNE, NEUPOGEN, IMLYGIC, Corlanor, RAYOS, BUPHENYL, QUINSAIR, DUEXIS, Sensipar/Mimpara and PENNSAID.

Operating expenses

Operating expenses were as follows (dollar amounts in millions):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024	Change	2025	2024	Change
Operating expenses:						
Cost of sales	\$ 3,011	\$ 3,236	(7)%	\$ 5,979	\$ 6,436	(7)%
% of product sales	34.3 %	40.2 %		35.9 %	42.5 %	
% of total revenues	32.8 %	38.6 %		34.5 %	40.6 %	
Research and development	\$ 1,744	\$ 1,447	21 %	\$ 3,230	\$ 2,790	16 %
% of product sales	19.9 %	18.0 %		19.4 %	18.4 %	
% of total revenues	19.0 %	17.3 %		18.6 %	17.6 %	
Selling, general and administrative	\$ 1,691	\$ 1,785	(5)%	\$ 3,378	\$ 3,593	(6)%
% of product sales	19.3 %	22.2 %		20.3 %	23.7 %	
% of total revenues	18.4 %	21.3 %		19.5 %	22.7 %	
Other	\$ 77	\$ 11	*	\$ 907	\$ 116	*
Total operating expenses	\$ 6,523	\$ 6,479	1 %	\$ 13,494	\$ 12,935	4 %

* Change in excess of 100%

Cost of sales

Cost of sales decreased to 32.8% and 34.5% of total revenues for the three and six months ended June 30, 2025, respectively, driven by lower amortization expense from the fair value step-up of inventory acquired from Horizon and lower manufacturing costs, partially offset by higher profit share expense and changes in our sales mix.

Research and development

The increase in R&D expense for the three months ended June 30, 2025, was driven by investments in Later-Stage Clinical Programs, including those related to MariTide.

The increase in R&D expense for the six months ended June 30, 2025, was driven by investments in Later-Stage Clinical Programs, including those related to MariTide, partially offset by lower spend in Research and Early Pipeline and Marketed Product Support.

We expect to continue to grow our spend on Later-Stage Clinical Programs as we advance our pipeline.

Selling, general and administrative

The decrease in SG&A expense for the three months ended June 30, 2025, was driven by lower commercial product-related expenses and lower Horizon acquisition-related expenses.

The decrease in SG&A expense for the six months ended June 30, 2025, was primarily driven by lower commercial product-related expenses and lower Horizon acquisition-related expenses, partially offset by higher general and administrative expenses.

Other

Other operating expenses for the three months ended June 30, 2025, included litigation expenses. Other operating expenses for the six months ended June 30, 2025, included the Otezla intangible asset impairment charge of \$800 million following its selection for price setting under the IRA. See Note 8, Goodwill and other intangible assets, to the condensed consolidated financial statements.

Other operating expenses for the three months ended June 30, 2024, included changes in the fair values of contingent consideration liabilities related to our Teneobio, Inc. (Teneobio) acquisition from 2021. Other operating expenses for the six months ended June 30, 2024, included a net impairment charge associated with an IPR&D asset and changes in the fair values of contingent consideration liabilities, both related to our Teneobio acquisition.

Nonoperating expenses/income and income taxes

Nonoperating expenses/income and income taxes were as follows (dollar amounts in millions):

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Interest expense, net	\$ (694)	\$ (808)	\$ (1,417)	\$ (1,632)
Other (expense) income, net	\$ (394)	\$ (307)	\$ 1,124	\$ (542)
Provision for income taxes	\$ 136	\$ 48	\$ 379	\$ 93
Effective tax rate	8.7 %	6.0 %	10.7 %	12.8 %

Interest expense, net

Interest expense, net, decreased for the three and six months ended June 30, 2025 primarily due to lower average debt outstanding.

Other (expense) income, net

The change in Other (expense) income, net, for the three months ended June 30, 2025, was primarily due to higher net unrealized losses on equity investments, primarily BeOne, partially offset by a gain on extinguishment of debt in the second quarter of 2025.

The change in Other (expense) income, net, for the six months ended June 30, 2025, was primarily due to net unrealized gains on our equity investments, primarily BeOne, in the first half of 2025 compared with net unrealized losses, primarily BeOne, in the first half of 2024. See Note 6, Investments, to the condensed consolidated financial statements.

Income taxes

The increase in our effective tax rate for the three months ended June 30, 2025, was primarily due to the change in earnings mix, including lower amortization expense from the fair value step-up of inventory acquired from Horizon, and current year net unfavorable items as compared to the prior period. The decrease in our effective tax rate for the six months ended June 30, 2025, was primarily due to the change in earnings mix, including the Otezla impairment charge recorded in the first quarter of 2025, and current year net favorable items as compared to the prior period, partially offset by the net unrealized gains in the first half of 2025 compared to net unrealized losses in the prior period on equity investments. See Note 6, Investments, to the condensed consolidated financial statements.

As previously reported, the OECD reached an agreement to align countries on a minimum corporate tax rate and an expansion of the taxing rights of market countries. Effective January 1, 2024, select individual countries, including the United Kingdom and EU member countries, have enacted the global minimum tax agreement. Additional countries, including Singapore, enacted the minimum tax agreement, effective January 1, 2025. Singapore's enactment of the agreement applies irrespective of the Company's incentive grant. Our legal entities in the countries that have enacted the agreement, along with their direct and indirect subsidiaries, are now subject to a 15% minimum tax rate on adjusted financial statement income. In June 2025, the United States and the other six countries that make up the G7 nations jointly announced that U.S. companies would be exempted from certain minimum taxes related to the OECD agreement. However, significant details regarding the G7 announcement remain uncertain and individual countries that have enacted the OECD agreement, including countries not within the G7, must amend their local legislation for the G7 announcement to become effective. The continued response of other countries, including the U.S. territory of Puerto Rico to the OECD agreement and the G7 announcement remains highly uncertain. The continued enactment of the OECD agreement, either by all OECD participants or unilaterally by individual countries, could result in tax increases or double taxation in the United States or foreign jurisdictions.

On July 4, 2025, the OBBBA was enacted in the United States. The OBBBA has various provisions, including the permanent extension of certain expiring provisions of the 2017 Tax Act, and modifications to the international tax framework. The legislation has multiple effective dates, with certain provisions effective in 2026 and beyond. The impact of these changes on our deferred tax assets and liabilities will be recorded in the third quarter of 2025.

In 2017, we received an RAR and a modified RAR from the IRS for the years 2010–2012, proposing significant adjustments that primarily relate to the allocation of profits between certain of our entities in the United States and the U.S. territory of Puerto Rico. We disagreed with the proposed adjustments and calculations and pursued resolution with the IRS appeals office but were unable to reach resolution. In July 2021, we filed a petition in the U.S. Tax Court to contest two duplicate Statutory Notices of Deficiency (Notices) for the years 2010–2012 that we received in May and July 2021, which seek to increase our U.S. taxable income for the years 2010–2012 by an amount that would result in additional federal tax of approximately \$3.6 billion, plus interest. Any additional tax that could be imposed for the years 2010–2012 would be reduced by up to approximately \$900 million of repatriation tax previously accrued on our foreign earnings.

In 2020, we received an RAR and a modified RAR from the IRS for the years 2013–2015, also proposing significant adjustments that primarily relate to the allocation of profits between certain of our entities in the United States and the U.S. territory of Puerto Rico similar to those proposed for the years 2010–2012. We disagreed with the proposed adjustments and calculations and pursued resolution with the IRS appeals office but were unable to reach resolution. In July 2022, we filed a petition in the U.S. Tax Court to contest a Notice for the years 2013–2015 that we previously reported receiving in April 2022 that seeks to increase our U.S. taxable income for the years 2013–2015 by an amount that would result in additional federal tax of approximately \$5.1 billion, plus interest. In addition, the Notice asserts penalties of approximately \$2.0 billion. Any additional tax that could be imposed for the years 2013–2015 would be reduced by up to approximately \$2.2 billion of repatriation tax previously accrued on our foreign earnings.

We firmly believe that the IRS positions set forth in the 2010–2012 and 2013–2015 Notices are without merit. We are contesting the 2010–2012 and 2013–2015 Notices through the judicial process. The two cases were consolidated in the U.S. Tax Court on December 19, 2022. The trial began on November 4, 2024 and concluded on January 17, 2025. The parties filed opening post-trial briefs on June 13, 2025, and the Court held oral argument on July 16, 2025. The parties are scheduled to file post-trial reply briefs in October 2025. The Company expects a decision from the U.S. Tax Court no earlier than the second half of 2026.

We are currently under examination by the IRS for the years 2016–2018 with respect to issues similar to those for the 2010 through 2015 period. We expect that the IRS will begin its audit of 2019–2022 in 2025 or early 2026, and we believe that it may seek to continue to audit similar issues related to the allocation of income between the United States and our foreign jurisdictions. In addition, we are under examination by a number of state and foreign tax jurisdictions.

Final resolution of these complex matters is not likely within the next 12 months. We continue to believe our accrual for income tax liabilities is appropriate based on past experience, interpretations of tax law, application of the tax law to our facts and judgments about potential actions by tax authorities; however, due to the complexity of the provision for income taxes and uncertain resolution of these matters, the ultimate outcome of any tax matters may result in payments substantially greater than amounts accrued and could have a material adverse impact on our condensed consolidated financial statements.

See Part II, Item 1A. Risk Factors—*We could be subject to additional tax liabilities, including from an adverse outcome in our ongoing tax dispute with the IRS and other tax examinations, enactment of the OECD minimum corporate tax rate agreement and the adoption and interpretation of new tax legislation including the OBBBA. Such tax liabilities could adversely affect our profitability and results of operations,* and Note 4, Income taxes, to the condensed consolidated financial statements of this Quarterly Report on Form 10-Q for further discussion.

Financial condition, liquidity and capital resources

Selected financial data were as follows (in millions):

	June 30, 2025	December 31, 2024
Cash and cash equivalents	\$ 8,028	\$ 11,973
Total assets	\$ 87,897	\$ 91,839
Current portion of long-term debt	\$ 2,444	\$ 3,550
Long-term debt	\$ 53,760	\$ 56,549
Stockholders' equity	\$ 7,428	\$ 5,877

Cash and cash equivalents

Our balance of cash and cash equivalents was \$8.0 billion as of June 30, 2025. The primary objective of our investment portfolio is to maintain safety of principal, prudent levels of liquidity and acceptable levels of risk. Our investment policy limits interest-bearing security investments to certain types of debt and money market instruments issued by institutions with primarily investment-grade credit ratings, and it places restrictions on maturities and concentration by asset class and issuer.

Capital allocation

Consistent with the objective to optimize our capital structure, we deploy our accumulated cash balances in a strategic manner and consider a number of alternatives, including investments in innovation both internally and externally (including investments that expand our portfolio of products in areas of therapeutic interest), capital expenditures, repayment of debt, payment of dividends and stock repurchases.

We intend to continue investing in our business while reducing our debt and returning capital to stockholders through the payment of cash dividends and stock repurchases. This reflects our desire to optimize our cost of capital and our confidence in the future cash flows of our business. The timing and amount of future dividends and stock repurchases will vary based on a number of factors, including future capital requirements for strategic transactions, debt levels and debt service requirements, our credit rating, availability of financing on acceptable terms, changes to applicable tax laws or corporate laws, changes to our business model and periodic determination by our Board of Directors that cash dividends and/or stock repurchases are in the best interests of stockholders and are in compliance with applicable laws and the Company's agreements. In addition, the timing and amount of stock repurchases may also be affected by our overall level of cash, stock price and blackout periods, during which we are restricted from repurchasing stock. The manner of stock repurchases may include block purchases, tender offers, accelerated share repurchases and market transactions.

In March 2025 and December 2024, our Board of Directors declared quarterly cash dividends of \$2.38 per share of common stock, which were paid in June 2025 and March 2025, respectively, an increase of 6% over the quarterly cash dividends paid each quarter in 2024. In August 2025, our Board of Directors declared a quarterly cash dividend of \$2.38 per share of common stock, which will be paid in September 2025.

During the six months ended June 30, 2025, we did not repurchase shares under our stock repurchase program. As of June 30, 2025, \$6.8 billion of authorization remained available under the stock repurchase program.

As a result of stock repurchases and quarterly dividend payments, we have an accumulated deficit as of June 30, 2025 and December 31, 2024. Our accumulated deficit is not anticipated to affect our future ability to operate, repurchase stock, pay dividends or repay our debt given our expected continued profitability and strong financial position.

During the six months ended June 30, 2025 and 2024, debt repayments totaled \$3.5 billion and \$1.4 billion, respectively. In addition, we opportunistically repurchase our debt when market conditions are favorable. During the six months ended June 30, 2025 and 2024, we repurchased aggregate principal amounts of our debt of \$832 million and \$544 million, respectively, for aggregate costs of \$602 million and \$410 million, respectively, which resulted in the recognition of gains on extinguishment of debt of \$228 million and \$133 million, respectively, recorded in Other (expense) income, net, in the Condensed Consolidated Statements of Income.

We believe that existing funds, cash generated from operations and existing sources of and access to financing are adequate to satisfy our needs for working capital, capital expenditure and debt service requirements, as well as our plans to reduce debt, pay dividends and repurchase stock, and other business initiatives we plan to strategically pursue, including acquisitions and licensing activities. We anticipate that our liquidity needs can be met through a variety of sources, including cash provided by operating activities, borrowings through commercial paper and/or syndicated credit facilities and access to other domestic and foreign debt markets and equity markets. See our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1A. Risk Factors—*Global economic conditions may negatively affect us and may magnify certain risks that affect our business.*

Certain of our financing arrangements contain nonfinancial covenants. In addition, our revolving credit agreement and term loan credit agreement include a financial covenant that requires us to maintain a specified minimum interest coverage ratio of (i) the sum of consolidated net income, interest expense, provision for income taxes, depreciation expense, amortization expense, unusual or nonrecurring charges and other noncash items (consolidated earnings before interest, taxes, depreciation and amortization) to (ii) Consolidated Interest Expense, each as defined and described in the respective agreements. We were in compliance with all applicable covenants under these arrangements as of June 30, 2025.

Cash flows

Our summarized cash flow activity was as follows (in millions):

	Six months ended June 30,	
	2025	2024
Net cash provided by operating activities	\$ 3,671	\$ 3,148
Net cash used in investing activities	\$ (836)	\$ (434)
Net cash used in financing activities	\$ (6,780)	\$ (4,357)

Operating

Cash provided by operating activities has been and is expected to continue to be our primary recurring source of funds. Cash provided by operating activities during the six months ended June 30, 2025, increased as compared to the same period in the prior year primarily due to higher net income in the first half of 2025 after adjustments for noncash items and the timing of tax payments, including an \$800 million tax deposit made in the first quarter of 2024, partially offset by the timing of working capital items.

Investing

Cash used in investing activities during the six months ended June 30, 2025 and 2024, was primarily due to capital expenditures of \$780 million and \$468 million, respectively, including construction costs for new plants and expansion of manufacturing capacity. We currently estimate full year 2025 investments in capital projects to be approximately \$2.3 billion.

Financing

Cash used in financing activities during the six months ended June 30, 2025, was primarily due to the repayment and extinguishment of debt of \$3.5 billion and \$602 million, respectively, and the payment of dividends of \$2.6 billion. Cash used in financing activities during the six months ended June 30, 2024, was primarily due to the payment of dividends of \$2.4 billion and the repayment and extinguishment of debt of \$1.4 billion and \$410 million, respectively. See Note 9, Financing arrangements, and Note 10, Stockholders' equity, to the condensed consolidated financial statements for further discussion.

Critical accounting policies and estimates

The preparation of our condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the notes to the financial statements. Some of those judgments can be subjective and complex, and therefore, actual results could differ materially from those estimates under different assumptions or conditions. A summary of our critical accounting policies and estimates is presented in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, of 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 during the six months ended June 30, 2025.

Recently issued accounting standards

For a discussion of recently issued accounting standards, see Note 1, Significant accounting policies, to the condensed consolidated financial statements.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information about our market risk is disclosed in Part II, Item 7A. Quantitative and Qualitative Disclosures About Market Risk, of our Annual Report on Form 10-K for the year ended December 31, 2024, and is incorporated herein by reference. There were no material changes during the six months ended June 30, 2025, to the information provided in Part II, Item 7A. Quantitative and Qualitative Disclosures About Market Risk, of our Annual Report on Form 10-K for the year ended December 31, 2024.

Item 4. CONTROLS AND PROCEDURES

We maintain “disclosure controls and procedures,” as such term is defined under the Securities Exchange Act Rule 13a-15(e) that are designed to ensure that information required to be disclosed in Amgen’s Exchange Act reports gets recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information gets accumulated and communicated to Amgen’s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to facilitate timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, Amgen’s management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance, Amgen’s management necessarily was required to apply its judgment in evaluating the cost–benefit relationship of possible controls and procedures. We carried out an evaluation under the supervision and with the participation of our management, including Amgen’s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of Amgen’s disclosure controls and procedures. Based on their evaluation and subject to the foregoing, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2025.

Management determined that as of June 30, 2025, no changes in our internal control over financial reporting had occurred during the fiscal quarter then ended that materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

See Part I—Note 13, Contingencies and commitments, to the condensed consolidated financial statements included in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2025 and June 30, 2025, for discussions that are limited to certain recent developments concerning our legal proceedings. Those discussions should be read in conjunction with Part IV—Note 20, Contingencies and commitments, to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2024.

Item 1A. RISK FACTORS

This report and other documents we file with the SEC contain forward-looking statements that are based on current expectations, estimates, forecasts and projections about us, our future performance, our business, our beliefs and our management's assumptions. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. You should carefully consider the risks and uncertainties our business faces. The risks described below are not the only ones we face. Our business is also subject to the risks that affect many other companies, such as employment relations, general economic conditions, geopolitical events and international operations. Further, additional risks not currently known to us or that we currently believe are immaterial may in the future materially and adversely affect our business, operations, liquidity and stock price.

Below we provide in supplemental form the material changes to our risk factors that occurred during the past quarter. Our risk factors disclosed in Part I, Item 1A, of our Annual Report on Form 10-K for the year ended December 31, 2024, provide additional disclosure for these supplemental risks and are incorporated herein by reference.

Our sales depend on coverage and reimbursement from government and commercial third-party payers, and pricing and reimbursement pressures have affected, and are likely to continue to affect, our profitability.

Sales of our products depend on the availability and extent of coverage and reimbursement from third-party payers, including government healthcare programs and private insurance plans. Governments and private payers continue to pursue initiatives to manage drug utilization and contain costs. Further, pressures on healthcare budgets from the economic downturn and inflation continue and are likely to increase, across the markets we serve. Payers are increasingly focused on costs, which has resulted, and is expected to continue to result, in lower reimbursement rates for our products and/or narrower patient populations for which payers will reimburse. Continued intense public scrutiny of the price of drugs and other healthcare costs, together with payer dynamics, have limited, and are likely to continue to limit, our ability to set or adjust the price of our products based on their value, which can have a material adverse effect on our business. In the United States, a number of legislative and regulatory proposals have been introduced and/or signed into law to lower drug prices. These include the IRA law that enables the U.S. government to set prices for certain drugs in Medicare, redesigns Medicare Part D benefits to shift a greater proportion of the costs to manufacturers and health plans, and enables the U.S. government to impose penalties if drug prices are increased at a rate faster than inflation (IRA Inflation Penalties). On July 4, 2025, the OBBBA was signed into law that included several changes to Medicare, Medicaid and Affordable Care Act policies, that when implemented, may adversely affect coverage and reimbursement for certain of our products. On May 12, 2025, the Administration issued the Most-Favored-Nations (MFN) Prescription Drug Pricing Executive Order (MFN EO) aimed at using price benchmarks from comparable developed countries to set U.S. pricing targets. Subsequently, on July 31, 2025 the Administration sent letters to many pharmaceutical manufacturers, including Amgen (the July MFN Letter) as further described below, outlining voluntary steps that such manufacturers could take to advance actions consistent with elements of the MFN EO. Such actions could reasonably be expected to adversely affect our business. Additional proposals focused on drug pricing continue to be debated, and additional executive orders or regulatory initiatives focused on drug pricing and competition are likely to be adopted and implemented in some form. It remains unclear what further policies and/or actions the Administration will advance with respect to the MFN EO, IRA implementation, sector-specific trade policies, other drug pricing proposals, or other healthcare regulations affecting pharmaceuticals. Further, state government activity has been dynamic, including a number of states enacting new laws prohibiting restrictions on 340B Program use and limiting drug reimbursement under state run Medicaid programs. Such state laws could also eventually be adopted at the federal level.

We are unable to predict which or how many policy, regulatory, administrative or legislative changes may ultimately be, or effectively estimate the consequences to our business if, enacted and implemented. However, to the extent that payer actions further decrease or modify the coverage or reimbursement available for our products, require that we pay increased rebates or shift other costs to us, limit or affect our decisions regarding the pricing of or otherwise reduce the use of our products, such actions could have a material adverse effect on our business and results of operations.

—Changing U.S. federal coverage and reimbursement policies and practices have affected, and are likely to continue to affect, access to, pricing of, and sales of our products

A substantial proportion of our U.S. business relies on reimbursement from federal government healthcare programs and commercial insurance plans regulated by federal and state governments. See Part I, Item 1. Business—Reimbursement, of our Annual Report on Form 10-K for the year ended December 31, 2024. Our business has been, and will continue to be, affected by legislative actions changing U.S. federal reimbursement policy. For example, the IRA includes provisions requiring that, beginning in 2026, mandatory price setting be introduced in Medicare for certain drugs paid for under Parts B and D, whereby manufacturers must accept a price established by the government or face penalties on all U.S. sales (starting with 10 drugs in 2026, adding 15 in 2027 and 2028, and adding 20 in 2029 and subsequent years such that, by 2031, approximately 100 drugs could be subject to such set prices). The Medicare price setting process for the first 10 drugs subject to Medicare price setting in Part D began in 2023, which includes ENBREL, our product that currently generates considerable revenues. In 2024, CMS set a price for ENBREL under Medicare Part D that is significantly lower than currently applicable, beginning on January 1, 2026, which we expect will negatively impact its profitability in Medicare. See Part I, Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Results of operations—Product sales—ENBREL. In January 2025, CMS announced the next 15 drugs for Medicare price setting that will be applicable beginning on January 1, 2027, which includes Otezla. Depending on the growth and success of our medicines, other of our medicines may also be subject to selection by CMS in the next, or in a future, cycle of mandatory Medicare price setting. If other of our medicines are selected by CMS for Medicare price setting, we may be required to accept a price set by the government for Medicare similar to the process that was applied to ENBREL. On April 15, 2025, the Administration issued an executive order (the April 2025 EO) that, among other directives, directs HHS to work with Congress to align the treatment of small molecule drugs and biologics in the Medicare price setting program under the IRA. It is currently unclear how such modifications would affect the timeframe in which Medicare price setting becomes applicable for selected drugs or biologics. Also under the IRA, Medicare Part D was redesigned to cap beneficiary out-of-pocket costs and, beginning January 1, 2025, Federal reinsurance will be reduced in the catastrophic phase (resulting in a shift and increase of such costs to Part D plans and manufacturers, including by requiring manufacturer discounts on applicable drugs). Further, the IRA inflation penalties allow CMS to collect rebates from manufacturers if price increases outpace inflation. Such rebate obligations began to accrue October 1, 2022 for Medicare Part D and January 1, 2023 for Medicare Part B, but CMS has not yet issued invoices and has some discretion as to when to issue such invoices to manufacturers. We expect that several of our products will be subject to IRA inflation penalties, and several of our products have been on lists that are issued and updated on a quarterly basis by CMS under a related program under which Medicare beneficiaries are charged reduced coinsurance if price increases exceed inflation. The IRA’s Medicare price setting and Medicare redesign are likely to have a material adverse effect on our sales, our business and our results of operations, and such impact is expected to increase through the end of the decade and will depend on factors including the extent of our portfolio’s exposure to Medicare reimbursement, the rate of inflation over time, the number of our products selected for Medicare price setting and the timing of market entry of generic or biosimilar competition. Further, following the enactment of the IRA, the environment remains dynamic, and U.S. policymakers continue to demonstrate interest in health care and drug pricing changes as well as potential changes affecting intellectual property. For example, in April 2024, CMS finalized policy changes that will give Part D plans more flexibility to substitute biosimilars for innovator products on formularies in 2025. Implementation of the OBBBA also may impact access to and reimbursement of our products. For example, the Congressional Budget Office has projected significant cuts to federal Medicaid spending over the next decade and an increase in the number of people without health insurance. This would place greater stress on state budgets and hospital finances, and could result in reduced access to medicines, additional pressure to further discount medicines and growth of 340B Program utilization. Additionally, various government agencies have taken actions designed to reduce expenditures on prescription drugs. For example, HHS released a report with drug pricing proposals that seek to promote competition. The April 2025 EO also directs HHS to provide recommendations within 180 days to accelerate the approval of generics, biosimilars, combination products and second-in-class medications, as well as to address Medicaid drug rebates and Medicaid drug payment methodologies, and, within one year, to develop and implement a plan to test a payment model to enable Medicare to obtain pharmaceuticals at lower cost. The MFN EO directs HHS to set MFN price targets, which HHS identified in a press release as the lowest price in an OECD country with a GDP per capita of at least 60% of the U.S. GDP per capita and applicable to brand products that do not currently have generic or biosimilar competition. The MFN EO outlined potential actions if significant progress towards MFN price targets is not made including: proposing a rulemaking plan to impose MFN pricing; considering actions to support importation of drugs in certain circumstances; undertaking enforcement action against anti-competitive practices; considering actions regarding the export of drugs or precursor material; and reviewing and potentially modifying or revoking approvals granted for drugs that are newly determined to be unsafe, ineffective or improperly marketed. The MFN EO also directs the Secretary of Commerce and the U.S. Trade Representative to take all necessary and appropriate action to ensure foreign countries are not engaged in any act, policy or practice that may be unreasonable or discriminatory, and directs HHS to facilitate direct-to-consumer purchasing programs at MFN prices. The July MFN Letter calls for drug manufacturers, by September 29, 2025, to voluntarily: 1) extend MFN pricing to Medicaid; 2) guarantee MFN pricing to Medicaid, Medicare and commercial payers on all newly launched drugs; 3) use future increased revenues from outside the U.S. to lower U.S. drug prices; and 4) participate in direct-to-consumer

models to provide MFN pricing for certain drugs. The details of these requests and how they might be operationalized are unclear, but if put into place they could reasonably be expected to adversely affect our business. Separate from the MFN EO and July MFN Letter, other CMS policy changes and demonstration projects to test new care, delivery and payment models can also significantly affect how drugs, including our products, are covered and reimbursed.

We also face risks related to the reporting of pricing data that affects reimbursement of and discounts provided for our products. U.S. government price reporting regulations are complex and may require biopharmaceutical manufacturers to update certain previously submitted data. If our submitted pricing data are incorrect, we may become subject to substantial fines and penalties or other government enforcement actions, which could have a material adverse effect on our business and results of operations. In addition, as a result of restating previously reported price data, we may be required to pay additional rebates and provide additional discounts.

—Changing reimbursement and pricing actions in various states have negatively affected, and may continue to negatively affect, access to, and have affected, and may continue to affect, sales of our products

At the state level, legislation, government actions and ballot initiatives can also affect how our products are covered and reimbursed and/or create additional pressure on our pricing decisions. Existing and proposed state pricing laws, which may move forward more rapidly than similar efforts at the federal level, have added complexity to the pricing of drugs. A number of states have adopted, and many other states are considering, PDABs, drug importation programs, reference pricing schemes and other drug pricing actions, including proposals designed to require biopharmaceutical manufacturers to report to the state proprietary pricing information or provide advance notice of certain price increases.

States are also enacting laws referencing the IRA and seeking to regulate and prohibit restrictions on the 340B Program. For example, following the passage of the IRA, bills have been proposed in multiple states that would apply the drug price caps set by HHS for Medicare to drug prices in an individual state, and such references to IRA price caps have also been included in PDAB legislation. For Medicaid patients, states have established a Medicaid drug spending cap (New York) and implemented a new review and supplemental rebate negotiation process (Massachusetts). Eight states (Colorado, Maine, New Hampshire, New Jersey, Maryland, Minnesota, Oregon and Washington) have enacted laws that establish PDABs to identify drugs that pose affordability challenges, and four such states include authority for the state PDABs to set upper payment limits on certain drugs for in-state patients, payers and providers. In 2024 and 2025, no fewer than 17 states and nine states, respectively, introduced PDAB legislation, and in 2025 Maryland expanded the scope of its PDAB law to include the commercial market. The eight states with enacted PDAB laws are in various phases of implementation, with Colorado's PDAB being the furthest along. The Colorado PDAB deemed three of five drugs "unaffordable," including ENBREL, and rulemaking to establish an Upper Payment Limit (UPL) commenced in the second quarter of 2025 that could be effective as soon as the first quarter of 2026. On July 16, 2025, Washington state's PDAB selected ENBREL for one of its first affordability reviews. Following the timeline and process established by the state for such affordability review, the manufacturer and the PDAB will undertake a number of required interactions. However, the Washington state PDAB may not establish a UPL for any prescription drug before January 1, 2027. Further, inappropriate expanded utilization of the 340B Program from broadened application of the 340B discounts has had, and is expected to continue to have, a negative impact on the Company's product sales, business and results of operations. Twenty states (Louisiana, Arkansas, West Virginia, Minnesota, Mississippi, Missouri, Maryland, North Dakota, South Dakota, Utah, Nebraska, New Mexico, Colorado, Tennessee, Oregon, Vermont, Hawaii, Oklahoma, Rhode Island and Maine) have enacted laws with mandates on manufacturers participating in the 340B Program, and, in 2025, no fewer than 30 states have introduced similar legislation. These bills vary, but typically include provisions restricting a manufacturer's ability to direct drugs in 340B channels, recognizing 340B contract pharmacies and a prohibition on requiring the inclusion of 340B claims modifiers. With the OBBBA's reductions to federal Medicaid funding to states, increased pressure is anticipated for providers to find and preserve existing revenue sources at the state level, which may result in increased use of 340B contract pharmacy mandates. In *Genesis Health Care, Inc. v. Becerra*, the U.S. District Court for the District of South Carolina issued an order in November 2023 enjoining the Health Resources and Services Administration from enforcing a more restrictive interpretation of who qualifies as a patient under the 340B Program, potentially expanding access to 340B discounts for healthcare systems. Since this decision, courts have rejected arguments that state 340B laws are preempted by the federal 340B statute and have declined to enjoin such laws. These rulings, including decisions in Arkansas, Mississippi, Louisiana, and Maryland, have accompanied a growing number of states to pursue similar legislation.

Additionally, in 2024, the FDA authorized Florida to move forward with its importation program proposal, though the state has not yet completed any significant steps towards importation within the two-year authorization window. Colorado, Maine, New Hampshire, New Mexico, Texas and Vermont have also enacted state importation laws, and some have submitted plans for approval to the FDA. Other states could adopt similar approaches or could pursue different policy changes in a continuing effort to reduce their costs. Further, the April 2025 EO also directs HHS to, within 90 days, streamline and improve the drug importation program to ease the process for states to obtain drug importation approvals. On May 21, 2025, the FDA issued a press release indicating it was taking steps to enhance state importation programs and would offer individual states and

tribes the opportunity to submit draft proposals for pre-review and to meet with the agency to obtain initial feedback prior to formally submitting importation proposals. While under federal law biologics remain exempt from such state importation activities, our small molecule products could be impacted by these initiatives.

Ultimately, as with U.S. federal government actions, existing or future state government actions or ballot initiatives may also have a material adverse effect on our product sales, business and results of operations.

—U.S. commercial payer actions have affected, and may continue to affect, access to and sales of our products

Payers, including healthcare insurers, PBMs, integrated healthcare delivery systems (vertically-integrated organizations built from consolidations of healthcare insurers and PBMs) and group purchasing organizations, are continuing to seek ways to further reduce their costs. With increasing frequency, payers are adopting benefit plan changes that shift a greater proportion of drug costs to patients. Such measures include more limited benefit plan designs, high deductible plans, higher patient co-pay or coinsurance obligations and more significant limitations on patients' use of manufacturer commercial co-pay assistance programs. Further, government regulation of payers may affect these trends. Payers, including PBMs, have sought, and continue to seek, price discounts or rebates in connection with the placement of our products on their formularies or those they manage, and to also impose restrictions on access to, or usage of, our products (such as Step Therapy), require that patients receive the payer's prior authorization before covering the product, and/or chosen to exclude certain indications for which our products are approved. For example, some payers require physicians to demonstrate or document that the patients for whom Repatha has been prescribed meet their utilization criteria, and these requirements have served to limit patient access to Repatha treatment. In an effort to reduce barriers to access, we reduced the net price of Repatha by providing greater discounts and rebates to payers (including PBMs that administer Medicare Part D prescription drug plans), and in response to a very high percentage of Medicare patients abandoning their Repatha prescriptions rather than paying their co-pay, we introduced a set of new National Drug Codes to make Repatha available at a lower list price. However, affordability of patient out-of-pocket co-pay cost has limited, and, going forward, may in the future limit, patient use. Further, despite these net and list price reductions, some payers have restricted, and may continue to restrict, patient access and may seek further discounts or rebates or take other actions, such as changing formulary coverage for Repatha, that could reduce its sales. These factors have limited, and may continue to limit, patient affordability and use, negatively affecting Repatha sales.

Further, significant consolidation in the health insurance industry has resulted in a few large insurers and PBMs, which places greater pressure on pricing and usage negotiations with biopharmaceutical manufacturers, significantly increasing discount and rebate requirements and limiting patient access and usage. See our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1A. Risk Factors—*Concentration of sales at certain of our wholesaler distributors, and consolidation of private payers, such as insurers, and PBMs has negatively affected, and may continue to negatively affect, our business.* This high degree of consolidation among insurers, PBMs and other payers, including integrated healthcare delivery systems and/or with specialty or mail-order pharmacies and pharmacy retailers, has increased the negotiating leverage such entities have over us and other biopharmaceutical manufacturers and has resulted in greater price discounts, rebates and service fees realized by those payers from our business. Each of CVS, Express Scripts and United Health Group (among the top six integrated health plans and PBMs) have Rebate Management Organizations that further increase their leverage to negotiate deeper discounts on their behalf and for the benefit of their other customers. Ultimately, additional discounts, rebates, fees, coverage changes, plan changes, restrictions or exclusions imposed by these commercial payers could have a material adverse effect on our product sales, business and results of operations. Policy reforms advanced by Congress or the Administration that refine the role of PBMs in the U.S. marketplace could have downstream implications or consequences for our business and how we interact with these entities. For example, in September 2024, the Federal Trade Commission brought action against the three largest PBMs alleging anticompetitive and unfair rebating practices. In addition, multiple Congressional Committees have been investigating PBM practices and have also proposed legislation that could increase transparency and reporting of these practices and/or impact rebates and service fees. The results of such inquiries could have an effect on manufacturer interactions with PBMs, resulting in changes to access for certain medicines. See our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1A. Risk Factors—*Concentration of sales at certain of our wholesaler distributors, and consolidation of private payers, such as insurers, and PBMs has negatively affected, and may continue to negatively affect, our business.*

Our business is also affected by policies implemented by private healthcare entities that process Medicare claims, including Medicare Administrative Contractors. For example, in 2022, several Medicare Administrative Contractors issued notice that TEZSPIRE would be added to their "self-administered drug" exclusion lists. Although the Medicare Administrative Contractors subsequently removed TEZSPIRE from their exclusion lists, these exclusions, if reintroduced and/or implemented, would result in Medicare beneficiaries with severe asthma losing access to TEZSPIRE coverage under Medicare Part B and potentially also under Medicare Advantage.

—Government and commercial payer actions outside the United States have affected and will continue to affect access to and sales of our products

Outside the United States, we expect countries will also continue to take actions to reduce their drug expenditures and to reduce intellectual property protections. See Part I, Item 1. Business—Reimbursement, of our Annual Report on Form 10-K for the year ended December 31, 2024. Pressures to decrease drug expenditures may intensify as governments take actions to address budgets strained by high inflation and weak economic conditions, including in Europe where the effects of the Russia–Ukraine conflict have challenged the economies in that region. Further, the EU is currently undergoing a review and revision of its general pharmaceutical legislation that, while full implementation is not expected before 2027, has led to proposals that would reduce intellectual property protection for new products (including potentially shortening the duration of regulatory data exclusivity and orphan drug exclusivity protections), as well as change the reimbursement and regulatory landscape. International reference pricing has been widely used by many countries outside the United States to control costs. International reference pricing policies can change quickly and frequently and may not reflect differences in the burden of disease, indications, market structures or affordability across countries or regions. Other expenditure control practices, including the use of revenue clawbacks, rebates and caps on product sales, are also used in various foreign jurisdictions. In addition, countries may refuse to reimburse, or may restrict the reimbursed population for a product, when their national health technology assessments do not consider a medicine to demonstrate sufficient clinical benefit beyond existing therapies or to meet certain cost effectiveness thresholds. For example, despite the EMA’s approval of Repatha for the treatment of patients with established atherosclerotic disease, prior to 2020, the reimbursement of Repatha in France was limited to a narrower patient population (such as those with homozygous familial hypercholesterolemia (HoFH)) following a national health technology assessment. Many countries decide on reimbursement between potentially competing products through national or regional tenders that often result in one product receiving most, or all of, the sales in that country or region. Failure to obtain coverage and reimbursement for our products, a deterioration in their existing coverage and reimbursement, or a decline in the timeliness or certainty of payment by payers to hospitals and other providers, has negatively affected, and may further negatively affect, the ability or willingness of healthcare providers to prescribe our products for their patients and otherwise negatively affect the use of our products or the prices we realize for them. Such failures and changes have had, and could in the future have, a material adverse effect on our product sales, business and results of operations.

We could be subject to additional tax liabilities, including from an adverse outcome in our ongoing tax dispute with the IRS and other tax examinations, enactment of the OECD minimum corporate tax rate agreement and the adoption and interpretation of new tax legislation including the OBBBA. Such tax liabilities could adversely affect our profitability and results of operations.

We are subject to income and other taxes in the United States and other jurisdictions in which we do business. As a result, our provision for income taxes is derived from a combination of applicable tax rates in the various places we operate. Significant judgment is required for determining our provision for income tax.

One or more of our legal entities file income tax returns in the U.S. federal jurisdiction, various U.S. state jurisdictions and foreign jurisdictions. Our income tax returns are routinely examined by tax authorities in those jurisdictions. Significant disputes can and have arisen with tax authorities involving issues regarding the timing and amount of deductions, the use of tax credits and allocations of income and expenses among various tax jurisdictions because of differing interpretations of tax laws, regulations and relevant facts, and such tax authorities (including the IRS) are becoming more aggressive in its audits and are particularly focused on such matters. In 2017, we received an RAR and a modified RAR from the IRS for the years 2010–2012, proposing significant adjustments that primarily relate to the allocation of profits between certain of our entities in the United States and the U.S. territory of Puerto Rico. We disagreed with the proposed adjustments and calculations and pursued resolution with the IRS administrative appeals office but were unable to reach resolution. In July 2021, we filed a petition in the U.S. Tax Court to contest two duplicate Statutory Notices of Deficiency (Notices) for the years 2010–2012 that we received in May and July 2021 which seek to increase our U.S. taxable income for the years 2010–2012.

In 2020, we received an RAR and a modified RAR from the IRS for the years 2013–2015, also proposing significant adjustments that primarily relate to the allocation of profits between certain of our entities in the United States and the U.S. territory of Puerto Rico similar to those proposed for the years 2010–2012. We disagreed with the proposed adjustments and calculations and pursued resolution with the IRS appeals office but were unable to reach resolution. In July 2022, we filed a petition in the U.S. Tax Court to contest a Notice for the years 2013–2015 that we previously reported receiving in April 2022 that seeks to increase our U.S. taxable income for the years 2013–2015 and asserts penalties.

We firmly believe that the IRS positions set forth in the 2010–2012 and 2013–2015 Notices are without merit. We are contesting the 2010–2012 and 2013–2015 Notices through the judicial process. The cases were consolidated on December 19, 2022. The trial began on November 4, 2024 and concluded on January 17, 2025. The parties filed opening post-trial briefs on June 13, 2025, and the Court held oral argument on July 16, 2025. The parties are scheduled to file post-trial reply briefs in October 2025. The Company expects a decision from the U.S. Tax Court no earlier than 2026.

We are currently also under examination by the IRS for the years 2016–2018 with respect to issues similar to those for the 2010 through 2015 period. We expect that the IRS will begin its audit of 2019–2022 in 2025 or early 2026, and we believe that it may seek to continue to audit similar issues related to the allocation of income between the United States and our foreign jurisdictions. In addition, we are under examination by a number of state and foreign tax jurisdictions.

Final resolution of these complex tax matters is not likely within the next 12 months. We continue to believe our accrual for income tax liabilities is appropriate based on past experience, interpretations of tax law, application of the tax law to our facts and judgments about potential actions by tax authorities; however, due to the complexity of the provision for income taxes and uncertain resolution of these matters, the ultimate outcome of any tax matters may result in payments substantially greater than amounts accrued and could have a material adverse effect on the results of our operations. See Part 1, Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations, Income Taxes, and Part 1—Note 4, Income taxes, to the condensed consolidated financial statements.

Our provision for income taxes and results of operations in the future could be adversely affected by changes to our operating structure, changes in the mix of income and expenses in countries with differing tax rates, changes in the valuation of deferred tax assets and liabilities and changes in applicable tax laws, regulations or administrative interpretations thereof. The 2017 Tax Act is complex and a large volume of regulations and guidance has been issued and could be subject to different interpretations. We could face audit challenges to our application of the 2017 Tax Act.

As previously reported, the OECD reached an agreement to align countries on a minimum corporate tax rate and an expansion of the taxing rights of market countries. As of January 1, 2025, select individual countries, including the United Kingdom, EU member countries, and Singapore, have enacted the global minimum tax agreement. Our legal entities in the countries that have enacted the agreement, along with their direct and indirect subsidiaries, are now subject to a 15% minimum tax rate on adjusted financial statement income. In June 2025, the United States and the other six countries that make up the G7 nations jointly announced that U.S. companies would be exempted from certain minimum taxes relating to the OECD agreement. However, significant details regarding the G7 announcement remain uncertain and individual countries that have enacted the OECD agreement, including countries not within the G7, must amend their local legislation for the G7 announcement to become effective. Additional provisions of the OECD agreement may also come into effect in future years, and the OECD is expected to continue to release additional guidance that may impact the application and interpretation of the agreement that could further increase our tax liabilities. The continued response of other countries, including the U.S. territory of Puerto Rico, to the OECD agreement and the G7 announcement remains highly uncertain. The continued enactment of the OECD agreement, either by all OECD participants or unilaterally by individual countries, could result in tax increases or double taxation in the United States or foreign jurisdictions.

The OBBBA includes significant provisions related to taxation, such as the permanent extension of certain expiring provisions of the 2017 Tax Act, and modifications to the international tax framework. This legislation has multiple effective dates, with certain provisions effective in 2026 and beyond. The OBBBA is complex and we are awaiting guidance to be issued.

Changes to existing tax law in the United States, the U.S. territory of Puerto Rico or other jurisdictions, including the changes and potential changes discussed above, could result in tax increases where we do business and could have a material adverse effect on the results of our operations.

Our sales and operations are subject to the risks of doing business internationally, including in emerging markets.

As we continue our expansion efforts in emerging markets around the world, through acquisitions and licensing transactions as well as through the development and introduction, both independently and through collaborations such as our collaboration with BeOne, of our products in new markets, we face numerous risks to our business. There is no guarantee that our efforts and strategies to expand sales in emerging markets will succeed. Our international business, including in China and emerging market countries, may be especially vulnerable to periods of global and local political, legal, regulatory and financial instability, including issues of geopolitical relations, the imposition of international sanctions in response to certain state actions and/or sovereign debt issues, and management of health policy in response to pressures such as global pandemics. For example, the BIOSECURE Act would prohibit federal contracting with companies that have commercial connections with enumerated “biotechnology companies of concern” located in certain geographies, including China, has passed in the U.S. House of Representatives, and, if passed by the U.S. Senate and signed into law by the Administration, could restrict our ability to contract or collaborate with such biotechnology companies in the future. If relations between the United States and other governments deteriorate, our business and investments in such markets may also be adversely affected. We may also be required to increase our reliance on third-party agents and unfamiliar operations and arrangements, including those previously utilized by companies we partner with or acquire in emerging markets. See our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1A. Risk Factors—*We must conduct clinical trials in humans before we commercialize and sell any of our product candidates or existing products for new indications.* Our expansion efforts in China and emerging markets

around the world are dependent upon the establishment of an environment that is predictable, navigable and supportive of biopharmaceutical innovation, sustained access for our products and predictable pricing controls. China continues to strengthen regulations on the collection, use and transmission of Chinese human genetic resources, and has expanded regulations on the conduct of biotechnology R&D activities in China. For example, between 2020 and 2022, we experienced delays in our applications to the Human Genetic Resources Administration of China that sought approval to conduct clinical trials in China. Further, recent increases in tariffs imposed on certain goods imported into the United States, including inputs relevant to biopharmaceutical manufacturing, have raised our production costs to a limited degree in the first half of 2025, and, going forward, such tariffs, together with the imposition of tariffs from agreements the Administration has made with other countries and other potential future tariffs, could more significantly increase our production costs and potentially disrupt the operation of our supply chain. Additionally, any tariffs imposed directly on the pharmaceutical industry would have the potential to adversely affect our sales. See *Global economic conditions may negatively affect us and may magnify certain risks that affect our business*. Our international operations and business may also be subject to less protective intellectual property or other applicable laws, diverse data privacy and protection requirements, changing tax laws and tariffs, trade restrictions or other barriers designed to protect industry in the home country against foreign competition, far-reaching antibribery and anticorruption laws and regulations and/or evolving legal and regulatory environments. For example, recent cross-border data transfer compliance requirements in China, as well as a new U.S. Department of Justice final rule on preventing access to Americans' bulk sensitive personal data by "countries of concern," may also impose additional costs of doing business, including costs associated with localizing operations.

In response to the ongoing armed conflict in Ukraine, the U.S. government, numerous state governments, the EU and other countries in which we conduct business have imposed a wide range of economic sanctions that restrict commerce and business dealings with Russia, certain regions of Ukraine and certain entities and individuals. Additionally, the recent armed conflict in the Middle East has caused regional disruptions to economic activity. For a description of the conflict's impact on our third-party contract manufacturing of KRYSTEXXA, see our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1A. Risk Factors—*Our efforts to collaborate with or acquire other companies, products, or technology, and to integrate the operations of companies or to support the products or technology we have acquired, may not be successful, and may result in unanticipated costs, delays or failures to realize the benefits of the transactions*. These conflicts, in addition to other geopolitical tensions, may also precipitate or amplify the other risks described herein, including risks relating to cybersecurity, global economic conditions, clinical trials and supply chains, which could adversely affect our business, operations and financial condition and results.

As we expand internationally, we are subject to fluctuations in foreign currency exchange rates relative to the U.S. dollar. While we have a program in place that is designed to reduce our exposure to foreign currency exchange rate fluctuations through foreign currency hedging arrangements, our hedging efforts do not completely offset the effect of these fluctuations on our revenues and earnings. Overall, the legal and operational challenges of our international business operations, along with government controls, the challenges of attracting and retaining qualified personnel and obtaining and/or maintaining necessary regulatory or pricing approvals of our products, may result in material adverse effects on our international product sales, business and results of operations.

Manufacturing difficulties, disruptions or delays could limit supply of our products and limit our product sales.

Manufacturing biologic and small molecule human therapeutic products is difficult, complex and highly regulated. We manufacture many of our commercial products and product candidates internally. In addition, we use third-party contract manufacturers to produce, or assist in the production of, a number of our products, and we currently use contract manufacturers to produce, or assist in the production of, a number of our late-stage product candidates and drug delivery devices. The number of third-party contract manufacturers that we use has increased with our acquisition of Horizon, as Horizon required such contract manufacturers for all of its products. See our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1. Business—Manufacturing, Distribution and Raw Materials—Manufacturing; and our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1A. Risk Factors—*Our efforts to collaborate with or acquire other companies, products, or technology, and to integrate the operations of companies or to support the products or technology we have acquired, may not be successful, and may result in unanticipated costs, delays or failures to realize the benefits of the transactions*. Our ability to adequately and timely manufacture and supply our products (and product candidates to support our clinical trials) is dependent on the uninterrupted and efficient operation of our facilities and those of our third-party contract manufacturers, which may be affected by:

- capacity of manufacturing facilities;
- contamination by microorganisms or viruses, or foreign particles from the manufacturing process;
- natural or other disasters, including hurricanes, earthquakes, volcanoes or fires;

- labor disputes or shortages, including the effects of health emergencies (such as novel viruses or pandemics) or natural disasters;
- compliance with regulatory requirements;
- changes in forecasts of future demand;
- timing and actual number of production runs and production success rates and yields;
- updates of manufacturing specifications;
- contractual disputes with our suppliers and contract manufacturers;
- timing and outcome of product quality testing;
- power failures and/or other utility failures;
- cyberattacks on supplier systems;
- breakdown, failure, substandard performance or improper installation or operation of equipment (including our information technology systems and network-connected control systems or those of our contract manufacturers or third-party service providers);
- delays in the ability of the FDA or foreign regulatory agencies to provide us necessary reviews, inspections and approvals, including as a result of a subsequent extended U.S. federal or other government shutdowns;
- tariffs or other trade barriers that increase costs, limit availability, or disrupt the flow of goods; and/or
- geopolitical conflicts (such as the ongoing conflicts in Ukraine and the Middle East).

If any of these or other problems affect production in one or more of our facilities or those of our third-party contract manufacturers, or if we do not accurately forecast demand for our products or the amount of our product candidates required in clinical trials, we may be unable to start or increase production in our unaffected facilities to meet demand. If the efficient manufacture and supply of our products or product candidates is interrupted, we may experience delayed shipments, delays in our clinical trials, supply constraints, stock-outs, adverse event trends, contract disputes and/or recalls of our products. From time to time, we have initiated recalls of certain lots of our products. For example, in July 2014 we initiated a voluntary recall of an Aranesp lot distributed in the EU after particles were detected in a quality control sample following distribution of that lot, and in April 2018 we initiated a precautionary recall of two batches of Vectibix distributed in Switzerland after potential crimping defects were discovered in the metal seals on some product vials. If we are at any time unable to provide an uninterrupted supply of our products to patients, we may lose patients and physicians may elect to prescribe competing therapeutics instead of our products, which could have a material adverse effect on our product sales, business and results of operations.

Our manufacturing processes, those of our third-party contract manufacturers and those of certain of our third-party service providers must undergo regulatory approval processes and are subject to continued review by the FDA and other regulatory authorities. It can take longer than five years to build, validate and license another manufacturing plant, and it can take longer than three years to qualify and license a new contract manufacturer or service provider. If we elect or are required to make changes to our manufacturing processes because of new regulatory requirements, new interpretations of existing requirements or other reasons, this could increase our manufacturing costs and result in delayed shipments, delays in our clinical trials, supply constraints, stock-outs, adverse event trends or contract negotiations or disputes. Such manufacturing challenges may also occur if our existing contract manufacturers are unable or unwilling to timely implement such changes, or at all.

We are expanding our manufacturing capabilities to support current and anticipated demand for our products and product candidates. However, recent tariffs on imported equipment, construction materials, and key inputs have increased our costs to a limited extent in the first half of 2025, and, going forward, such tariffs, or other tariffs imposed in the future, could further increase costs, potentially disrupt supply chains, and put at risk the timely and cost-effective execution of these projects. Further, these efforts, often rely on a single or small number of vendors and suppliers, and finding alternatives for such vendors and suppliers may not be feasible or could require significant time and expense due to the specialized nature of our facility requirements. In addition, construction or quality assurance challenges at the facilities we are building or expanding, labor

shortages, contractual disputes with our suppliers, negative outcomes from agency officials, or other delays or challenges in operationalizing additional manufacturing capacity could limit our ability to capitalize on demand for our products and product candidates.

In addition, regulatory agencies conduct routine monitoring and inspections of our manufacturing facilities and processes as well as those of our third-party contract manufacturers and service providers. If regulatory authorities determine that we or our third-party contract manufacturers or certain of our third-party service providers have violated regulations, they may mandate corrective actions and/or issue warning letters, or even restrict, suspend or revoke our prior approvals, prohibiting us from manufacturing our products or conducting clinical trials or selling our marketed products, either until we or the affected third-party contract manufacturers or third-party service providers comply, or indefinitely. See our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1A. Risk Factors—*Our current products and products in development cannot be sold without regulatory approval*. Such issues may also delay the approval of product candidates we have submitted for regulatory review, even if such product candidates are not directly related to the products, devices or processes at issue with regulators. Because our third-party contract manufacturers and certain of our third-party service providers are subject to the FDA and foreign regulatory authorities, alternative qualified third-party contract manufacturers and third-party service providers may not be available on a timely basis, or at all. If we or our third-party contract manufacturers or third-party service providers cease or interrupt production or if our third-party contract manufacturers and third-party service providers fail to supply materials, products or services to us, we may experience delayed shipments, delays in our clinical trials, supply constraints, contract disputes, stock-outs and/or recalls of our products. Additionally, we distribute a substantial volume of our commercial products through our primary distribution centers in Louisville, Kentucky for the United States and in Breda, Netherlands for Europe and much of the rest of the world. We also conduct most of the labeling and packaging of our products distributed in Europe and much of the rest of the world in Breda. Our ability to timely supply products is dependent on the uninterrupted and efficient operations of our distribution and logistics centers, our third-party logistics providers and our labeling and packaging facility in Breda. Further, we rely on commercial transportation, including air and sea freight, for the distribution of our products to our customers, which has been negatively affected by the COVID-19 pandemic, labor unrest, natural disasters and geopolitical security threats.

Changes in laws or regulations with respect to the use and/or presence of certain chemicals in our products or the components used in the research, development, manufacture and/or packaging of our products could also disrupt or restrict our ability to develop, produce or sell our products. For example, the EU, the U.S. Congress, the U.S. Environmental Protection Agency, and several U.S. states are considering legislation and/or policies to address the reporting, presence, and/or use, of certain chemicals in certain of the components used in the manufacture or packaging of commercial products, including chemicals known as per- and polyfluorinated substances (PFAS). In 2024, Canada (through Environment and Climate Change Canada) issued a notice requiring reporting on PFAS manufacture, import, and use in Canada. In addition, proposed legislation in several jurisdictions are under consideration to prohibit or otherwise regulate the importation, manufacture, or distribution of goods containing PFAS, and some such proposals do not provide exemptions for drug products, medical devices, their packaging, or the materials used in the research, development, or manufacture of such products or devices. For example, the EU is considering a ban on PFAS in the manufacturing and packaging of pharmaceutical products that could affect pharmaceutical research and development activities and commercial distribution. Some proposals, if enacted without exemptions for pharmaceutical products, and materials used in their research, development, and manufacture, or without adequate time to research and develop or otherwise identify alternative materials or suppliers, may cause significant disruptions to our ability to manufacture and supply products to the affected jurisdictions, potentially resulting in a material adverse effect on our business.

There have also been legislative and administrative proposals seeking to incentivize greater drug manufacturing in the United States with the stated goal of improving supply reliability in the United States. For example, on August 6, 2020, an Executive Order was issued that was aimed at boosting domestic production of essential medicines, medical countermeasures, and critical inputs titled “Executive Order on Ensuring Essential Medicines, Medical Countermeasures, and Critical Inputs are Made in the United States.” Additionally, one legislative proposal would have prohibited the U.S. Department of Veterans Affairs from purchasing certain drugs that have active pharmaceutical ingredients manufactured outside the United States. While we perform a substantial majority of our commercial manufacturing activities in the United States, including in the U.S. territory of Puerto Rico, and a substantial majority of our clinical manufacturing activities at our facility in Thousand Oaks, California, the passage of such legislation could result in foreign governments enacting retaliatory legislation or regulatory actions, which may have an adverse effect on our product sales, business and results of operations.

Global economic conditions may negatively affect us and may magnify certain risks that affect our business.

Our operations and performance have been, and may continue to be, affected by global economic conditions. The economic downturn resulting from the COVID-19 pandemic precipitated a global recession, which was followed by high rates of inflation and actions taken by financial regulators to raise interest rates. Instability in the financial system, tighter lending standards and higher interest rates have added stress that may create additional vulnerabilities in the global economy, the effects

of which may be of an extended duration. Additionally, with higher interest rates, deficits (including those associated with the pandemic), and other fiscal pressures, governments may be unable to sustain their previously high levels of fiscal spending. Further, in the United States, although Congress has approved measures to fund the government through September 2025, the federal government continues to be at risk of a shutdown if legislation providing funding for the subsequent fiscal year is not passed as a result of political divisions in Congress and an impasse on budgetary and spending matters. Consequently, these and other financial pressures have caused, and may continue to cause, government or other third-party payers to more aggressively seek cost containment measures in healthcare and other settings. See *Our sales depend on coverage and reimbursement from government and commercial third-party payers, and pricing and reimbursement pressures have affected, and are likely to continue to affect, our profitability*. As a result of global economic conditions, some third-party payers may delay or be unable to satisfy their reimbursement obligations. Job losses or other economic hardships (including inflation) may also affect patients' ability to afford healthcare as a result of increased co-pay or deductible obligations, greater cost sensitivity to existing co-pay or deductible obligations, lost healthcare insurance coverage or for other reasons. We believe such conditions have led and could continue to lead to reduced demand for our products, which could have a material adverse effect on our product sales, business and results of operations. The cumulative effects of inflationary pressures, an uncertain trade environment with escalating and rapidly-changing tariffs, and the effects from the armed conflict in Ukraine (including the effects of the sanctions that were implemented in response to the conflict and the resulting impacts on the commodity market and supply chains) and the Middle East have also increased our operating expenses and may continue to affect our operating expenses. Our operational costs, including the cost of energy, materials, labor, distribution and our other operational and facilities costs are subject to market conditions and are being adversely affected by inflationary pressures. Inflationary pressure has increased, potentially due, in part, to newly imposed tariffs and retaliatory trade actions. Although we monitor our distributors', customers' and suppliers' financial condition and their liquidity to mitigate our business risks, some of our distributors, customers and suppliers may become insolvent, which could have a material adverse effect on our product sales, business and results of operations. A significant worsening of global economic conditions could precipitate or materially amplify the other risks described herein. On April 2, 2025, the Administration issued an executive order (the April 2025 Tariff EO) imposing a universal 10% tariff on all imported goods, with certain exceptions including pharmaceuticals. The April 2025 Tariff EO imposed additional higher tariffs on approximately 60 countries with which the United States has trade deficits. However, on April 9, 2025 the Administration temporarily placed the country-specific tariffs on hold for 90 days, except the tariff on goods imported from China, which was subsequently raised to 145%. Shortly after the April 2025 Tariff EO, China announced 34% retaliatory tariffs that were subsequently increased to 125% on goods imported from the United States. The EU also announced 25% retaliatory tariffs on certain goods imported from the United States, excluding pharmaceuticals, which was subsequently paused for 90 days in response to the Administration's pause on country-specific tariffs. While the April 2025 Tariff EO exempts pharmaceuticals, the universal 10% tariff and any foreign retaliatory tariffs will increase certain of our costs, including the materials we use to manufacture our products as well as to conduct our research and development activities, such as delivery devices, consumable supplies and certain other laboratory materials, and the tariffs imposed by China may negatively affect our business in that country. The Administration has since suspended China's country-specific rate until August 12, 2025 and suspended Mexico's country-specific rate until October 30, 2025. In July 2025, preliminary tariff agreements have been announced for countries such as Vietnam, Japan, the United Kingdom, the EU and South Korea. In addition, in late July, the Administration signed executive orders that raised the tariffs on imports from Brazil and Canada to 50% and 35%, respectively (the Brazil and Canada Tariff EOs), and modified the country-specific tariffs for more than 60 countries that will become effective on August 7, 2025 (the Modified Country-Specific Tariff EO, together with the Brazil and Canada Tariff EOs, the July Tariff EOs). The Administration has also stated that it will impose an additional penalty tariff of an unspecified amount on top of the 25% tariff on imports from India enumerated in the Modified Country-Specific Tariff EO. Certain details of such preliminary agreements, the July Tariff EOs and the potential tariffs on India are not yet available, and we will assess their potential effects when such details become available. In April 2025, the Administration also initiated an investigation under Section 232 of the Trade Expansion Act of 1962 of the importation of pharmaceuticals, pharmaceutical ingredients and their derivative products, which may lead to the imposition of a sector-specific tariff on such products. In July 2025, the Administration stated the intention that such tariff rate could be up to 200% and could be effective in 12 to 18 months following such tariff's finalization. Further details about such potential tariff on pharmaceuticals remain uncertain. Depending on the scope of any final Section 232 tariff on the pharmaceuticals, it could apply not only to finished pharmaceutical products but also to active pharmaceutical ingredients (APIs), and key starting and upstream materials, potentially increasing our manufacturing and development costs. As such, a Section 232 tariff on pharmaceuticals could significantly increase our costs, particularly for our products that rely on globally distributed manufacturing, transportation or sourcing networks. Additionally, if the current tariff exemptions applicable to pharmaceutical products are revoked, our product sales and research and development activities may also be adversely affected. Further, the administrative requirements of tariffs across global trade could also slow and/or delay the processing and delivery of products and materials in supply chains. Given the many uncertainties and variables, it is currently unclear the extent, and degree, to which existing and future tariffs will disrupt and adversely affect our business activities (including product sales, and conduct of clinical trial and research and development activities), and the global economic environment, and/or amplify the other risks described herein. See our Annual Report on Form 10-K for the year ended December 31, 2024, Part I, Item 1A. Risk Factors—*We may not be able to access the capital and credit markets on terms that are favorable to us, or at all.*

We maintain a significant portfolio of investments on our consolidated balance sheets. In the recent past, the global COVID-19 pandemic and interest rate increases have led to disruption and volatility in the global capital markets. We have certain assets, including equity investments, that are exposed to market fluctuations that could, in a sustained or recurrent series of market disruptions, result in impairments. The value of our investments may also be adversely affected by interest rate fluctuations, inflation, downgrades in credit ratings, illiquidity in the capital markets, geopolitical events and other factors that may result in other-than-temporary declines in the value of our investments. Any of those events could cause us to record impairment charges with respect to our investment portfolio or to realize losses on sales of investments. We also maintain a majority of our cash and cash equivalents in accounts with major multi-national financial institutions, and our deposits at these institutions exceed insured limits. Market conditions can adversely affect the viability of these institutions. In the event of failure of any of the financial institutions where we maintain our cash and cash equivalents, there can be no assurance that we would be able to access uninsured funds in a timely manner or at all. Inability to access, or a delay in accessing these funds, could adversely affect our business and financial position.

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

During the three months ended June 30, 2025, we had one outstanding stock repurchase program, under which we had no repurchase activity.

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced program	Maximum dollar value that may yet be purchased under the program
April 1–30	—	—	—	\$ 6,779,253,902
May 1–31	—	—	—	\$ 6,779,253,902
June 1–30	—	—	—	\$ 6,779,253,902
Total	—	—	—	—

Item 5. OTHER INFORMATION*Rule 10b5-1 trading arrangements*

During the three months ended June 30, 2025, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted or terminated any “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408 of Regulation S-K.

Item 6. EXHIBITS

Reference is made to the Index to Exhibits included herein.

INDEX TO EXHIBITS

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated July 27, 2021, by and among Amgen Inc., Teneobio, Inc., Tuxedo Merger Sub, Inc., and Fortis Advisors LLC. (portions of the exhibit have been omitted because they are both (i) not material and (ii) is the type of information that the Company treats as private or confidential)(Filed as an exhibit to Form 10-Q for the quarter ended September 30, 2021 on November 3, 2021 and incorporated herein by reference.)
2.2	Agreement and Plan of Merger, dated as of August 3, 2022, among ChemoCentryx, Inc., Amgen Inc. and Carnation Merger Sub, Inc. (Filed as an exhibit to Form 8-K on August 4, 2022 and incorporated herein by reference.)
2.3	Transaction Agreement, dated as of December 11, 2022, by and among Amgen Inc., Pillartree Limited and Horizon Therapeutics plc. (Filed as an exhibit to Form 8-K on December 12, 2022 and incorporated herein by reference.)
2.4	Appendix 3 to the Rule 2.7 Announcement, dated as of December 12, 2022 (Conditions Appendix). (Filed as an exhibit to Form 8-K on December 12, 2022 and incorporated herein by reference.)
3.1	Restated Certificate of Incorporation of Amgen Inc. (As Restated March 6, 2013.) (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 2013 on May 3, 2013 and incorporated herein by reference.)
3.2	Amended and Restated Bylaws of Amgen Inc. (As Amended and Restated February 15, 2016.) (Filed as an exhibit to Form 8-K on February 17, 2016 and incorporated herein by reference.)
4.1	Form of stock certificate for the common stock, par value \$.0001 of the Company. (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 1997 on May 14, 1997 and incorporated herein by reference.)
4.2	Form of Indenture, dated January 1, 1992. (Filed as an exhibit to Form S-3 Registration Statement filed on December 19, 1991 and incorporated herein by reference.)
4.3	Agreement of Resignation, Appointment and Acceptance dated February 15, 2008. (Filed as an exhibit to Form 10-K for the year ended December 31, 2007 on February 28, 2008 and incorporated herein by reference.)
4.4	First Supplemental Indenture, dated February 26, 1997. (Filed as an exhibit to Form 8-K on March 14, 1997 and incorporated herein by reference.)
4.5	8-1/8% Debentures due April 1, 2097. (Filed as an exhibit to Form 8-K on April 8, 1997 and incorporated herein by reference.)
4.6	Officer's Certificate of Amgen Inc., dated April 8, 1997, establishing a series of securities entitled "8 1/8% Debentures due April 1, 2097." (Filed as an exhibit to Form 8-K on April 8, 1997 and incorporated herein by reference.)
4.7	Indenture, dated August 4, 2003. (Filed as an exhibit to Form S-3 Registration Statement on August 4, 2003 and incorporated herein by reference.)
4.8	Corporate Commercial Paper - Master Note between and among Amgen Inc., as Issuer, Cede & Co., as Nominee of The Depository Trust Company, and Citibank, N.A., as Paying Agent. (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 1998 on May 13, 1998 and incorporated herein by reference.)
4.9	Officers' Certificate of Amgen Inc., dated May 30, 2007, including form of the Company's 6.375% Senior Notes due 2037. (Filed as an exhibit to Form 8-K on May 30, 2007 and incorporated herein by reference.)
4.10	Officers' Certificate of Amgen Inc., dated May 23, 2008, including form of the Company's 6.90% Senior Notes due 2038. (Filed as exhibit to Form 8-K on May 23, 2008 and incorporated herein by reference.)
4.11	Officers' Certificate of Amgen Inc., dated January 16, 2009, including form of the Company's 6.40% Senior Notes due 2039. (Filed as exhibit to Form 8-K on January 16, 2009 and incorporated herein by reference.)
4.12	Officers' Certificate of Amgen Inc., dated March 12, 2010, including form of the Company's 5.75% Senior Notes due 2040. (Filed as exhibit to Form 8-K on March 12, 2010 and incorporated herein by reference.)

- 4.13 [Officers' Certificate of Amgen Inc., dated September 16, 2010, including form of the Company's 4.95% Senior Notes due 2041.](#) (Filed as an exhibit to Form 8-K on September 17, 2010 and incorporated herein by reference.)
- 4.14 [Officers' Certificate of Amgen Inc., dated June 30, 2011, including form of the Company's 5.65% Senior Notes due 2042.](#) (Filed as an exhibit to Form 8-K on June 30, 2011 and incorporated herein by reference.)
- 4.15 [Officers' Certificate of Amgen Inc., dated November 10, 2011, including form of the Company's 5.15% Senior Notes due 2041.](#) (Filed as an exhibit to Form 8-K on November 10, 2011 and incorporated herein by reference.)
- 4.16 [Officers' Certificate of Amgen Inc., dated December 5, 2011, including form of the Company's 5.50% Senior Notes due 2026.](#) (Filed as an exhibit to Form 8-K on December 5, 2011 and incorporated herein by reference.)
- 4.17 [Officers' Certificate of Amgen Inc., dated May 15, 2012, including form of the Company's 5.375% Senior Notes due 2043.](#) (Filed as an exhibit to Form 8-K on May 15, 2012 and incorporated herein by reference.)
- 4.18 [Officers' Certificate of Amgen Inc., dated September 13, 2012, including form of the Company's 4.000% Senior Notes due 2029.](#) (Filed as an exhibit to Form 8-K on September 13, 2012 and incorporated herein by reference.)
- 4.19 [Indenture, dated May 22, 2014, between Amgen Inc. and The Bank of New York Mellon Trust Company, N.A., as Trustee.](#) (Filed as an exhibit to Form 8-K on May 22, 2014 and incorporated herein by reference.)
- 4.20 [Officer's Certificate of Amgen Inc., dated May 1, 2015, including forms of the Company's 3.125% Senior Notes due 2025 and 4.400% Senior Notes due 2045.](#) (Filed as an exhibit on Form 8-K on May 1, 2015 and incorporated herein by reference.)
- 4.21 [Officer's Certificate of Amgen Inc., dated as of February 25, 2016, including form of the Company's 2.000% Senior Notes due 2026.](#) (Filed as an exhibit on Form 8-K on February 26, 2016 and incorporated herein by reference.)
- 4.22 [Officer's Certificate of Amgen Inc., dated as of June 14, 2016, including forms of the Company's 4.563% Senior Notes due 2048 and 4.663% Senior Notes due 2051.](#) (Filed as an exhibit to Form 8-K on June 14, 2016 and incorporated herein by reference.)
- 4.23 [Officer's Certificate of Amgen Inc., dated as of August 19, 2016, including forms of the Company's 2.600% Senior Notes due 2026.](#) (Filed as an exhibit to Form 8-K on August 19, 2016 and incorporated herein by reference.)
- 4.24 [Officer's Certificate of Amgen Inc., dated as of November 2, 2017, including in the form of the Company's 3.200% Senior Notes due 2027.](#) (Filed as an exhibit to Form 8-K on November 2, 2017 and incorporated herein by reference.)
- 4.25 [Officer's Certificate of Amgen Inc., dated as of February 21, 2020, including forms of the Company's 1.900% Senior Notes due 2025, 2.200% Senior Notes due 2027, 2.450% Senior Notes due 2030, 3.150% Senior Notes due 2040 and 3.375% Senior Notes due 2050.](#) (Filed as an exhibit to Form 8-K on February 21, 2020 and incorporated herein by reference.)
- 4.26 [Officer's Certificate of Amgen Inc., dated as of May 6, 2020, including form of the Company's 2.300% Senior Notes due 2031.](#) (Filed as an exhibit to Form 8-K on May 6, 2020 and incorporated herein by reference.)
- 4.27 [Officer's Certificate of Amgen Inc., dated as of August 17, 2020, including forms of the Company's 2.770% Senior Notes due 2053.](#) (Filed as an exhibit to Form 8-K on August 18, 2020 and incorporated herein by reference.)
- 4.28 [Officer's Certificate of Amgen Inc., dated as of August 9, 2021, including forms of the Company's 1.650% Senior Notes due 2028, 2.000% Senior Notes due 2032, 2.800% Senior Notes due 2041 and 3.000% Senior Notes due 2052.](#) (Filed as an exhibit to Form 8-K on August 9, 2021 and incorporated herein by reference.)

- 4.29 [Officer's Certificate of Amgen Inc., dated as of February 22, 2022, including forms of the Company's 3.000% Senior Notes due 2029, 3.350% Senior Notes due 2032, 4.200% Senior Notes due 2052 and 4.400% Senior Notes due 2062.](#) (Filed as an exhibit to Form 8-K on February 22, 2022 and incorporated herein by reference.)
- 4.30 [Officer's Certificate of Amgen Inc., dated as of August 18, 2022, including forms of the Company's 4.050% Senior Notes due 2029, 4.200% Senior Notes due 2033 and 4.875% Senior Notes due 2053.](#) (Filed as an exhibit to Form 8-K on August 18, 2022 and incorporated herein by reference.)
- 4.31 [Officer's Certificate of the Company, dated as of March 2, 2023, including forms of the Company's 5.250% Senior Notes due 2025, 5.507% Senior Notes due 2026, 5.150% Senior Notes due 2028, 5.250% Senior Notes due 2030, 5.250% Senior Notes due 2033, 5.600% Senior Notes due 2043, 5.650% Senior Notes due 2053 and 5.750% Senior Notes due 2063.](#) (Filed as an exhibit to Form 8-K on March 2, 2023 and incorporated herein by reference.)
- 4.32 [Description of Amgen Inc.'s Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934.](#) (Filed as an exhibit to Form 10-K for the year ended December 31, 2024 on February 14, 2025 and incorporated herein by reference.)
- 10.1+ [Amgen Inc. Second Amended and Restated 2009 Equity Incentive Plan.](#) (Filed as Appendix C to the Definitive Proxy Statement on Schedule 14A on April 17, 2024 and incorporated herein by reference.)
- 10.2+ [Form of Grant of Stock Option Agreement for the Amgen Inc. Second Amended and Restated 2009 Equity Incentive Plan.](#) (As Amended and Restated on December 9, 2024.) (Filed as an exhibit to Form 10-K for the year ended December 31, 2024 on February 14, 2025 and incorporated herein by reference.)
- 10.3+ [Form of Restricted Stock Unit Agreement for the Amgen Inc. Second Amended and Restated 2009 Equity Incentive Plan.](#) (As Amended and Restated on December 9, 2024.) (Filed as an exhibit to Form 10-K for the year ended December 31, 2024 on February 14, 2025 and incorporated herein by reference.)
- 10.4+ [Amgen Inc. 2009 Performance Award Program.](#) (As Amended and Restated on May 31, 2024.) (Filed as an exhibit to Form 10-Q for the quarter ended June 30, 2024 on August 7, 2024 and incorporated herein by reference.)
- 10.5+ [Form of Performance Unit Agreement for the Amgen Inc. 2009 Performance Award Program](#) (As Amended and Restated on December 9, 2024.) (Filed as an exhibit to Form 10-K for the year ended December 31, 2024 on February 14, 2025 and incorporated herein by reference.)
- 10.6+ [Amgen Inc. 2009 Director Equity Incentive Program.](#) (As Amended and Restated on May 31, 2024.) (Filed as an exhibit to Form 10-Q for the quarter ended June 30, 2024 on August 7, 2024 and incorporated herein by reference.)
- 10.7+ [Form of Restricted Stock Unit Agreement for the Amgen Inc. 2009 Director Equity Incentive Program.](#) (As Amended and Restated on May 31, 2024.) (Filed as an exhibit to Form 10-Q for the quarter ended June 30, 2024 on August 7, 2024 and incorporated herein by reference.)
- 10.8+ [Form of Cash-Settled Restricted Stock Unit Agreement for the Amgen Inc. 2009 Director Equity Incentive Program.](#) (As Amended and Restated on May 31, 2024.) (Filed as an exhibit to Form 10-Q for the quarter ended June 30, 2024 on August 7, 2024 and incorporated herein by reference.)
- 10.9+ [Amgen Inc. Supplemental Retirement Plan. \(As Amended and Restated effective October 16, 2013.\)](#) (Filed as an exhibit to Form 10-K for the year ended December 31, 2013 on February 24, 2014 and incorporated herein by reference.)
- 10.9.1+ [First Amendment to the Amgen Inc. Supplemental Retirement Plan, effective October 14, 2016.](#) (Filed as an exhibit to Form 10-Q for the quarter ended September 30, 2016 on October 28, 2016 and incorporated herein by reference.)
- 10.9.2+ [Second Amendment to the Amgen Inc. Supplemental Retirement Plan, effective October 23, 2019.](#) (Filed as an exhibit to Form 10-K for the year ended December 31, 2019 on February 12, 2020 and incorporated herein by reference.)
- 10.9.3+ [Third Amendment to the Amgen Inc. Supplemental Retirement Plan, effective October 20, 2021.](#) (Filed as an exhibit to Form 10-K for the year ended December 31, 2021 on February 16, 2022 and incorporated herein by reference.)

- 10.9.4+ [Fourth Amendment to the Amgen Inc. Supplemental Retirement Plan, effective October 20, 2022.](#) (Filed as an exhibit to Form 10-K for the year ended December 31, 2022 on February 9, 2023 and incorporated herein by reference.)
- 10.9.5+ [Fifth Amendment to the Amgen Inc. Supplemental Retirement Plan, effective January 1, 2024.](#) (Filed as an exhibit to Form 10-K for the year ended December 31, 2023 on February 14, 2024 and incorporated herein by reference.)
- 10.10+ [Amended and Restated Amgen Change of Control Severance Plan. \(As Amended and Restated effective December 9, 2010 and subsequently amended effective March 2, 2011.\)](#) (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 2011 on May 10, 2011 and incorporated herein by reference.)
- 10.11+ [Amgen Inc. Executive Incentive Plan.](#) (As Amended and Restated effective January 1, 2022.) (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 2022 on April 28, 2022 and incorporated herein by reference.)
- 10.12+ [Amgen Nonqualified Deferred Compensation Plan. \(As Amended and Restated effective October 16, 2013.\)](#) (Filed as an exhibit to Form 10-K for the year ended December 31, 2013 on February 24, 2014 and incorporated herein by reference.)
- 10.12.1+ [First Amendment to the Amgen Nonqualified Deferred Compensation Plan, effective October 14, 2016.](#) (Filed as an exhibit to Form 10-Q for the quarter ended September 30, 2016 on October 28, 2016 and incorporated herein by reference.)
- 10.12.2+ [Second Amendment to the Amgen Nonqualified Deferred Compensation Plan, effective January 1, 2020.](#) (Filed as an exhibit to Form 10-K for the year ended December 31, 2019 on February 12, 2020 and incorporated herein by reference.)
- 10.12.3+ [Third Amendment to the Amgen Nonqualified Deferred Compensation Plan, effective January 1, 2022.](#) (Filed as an exhibit to Form 10-K for the year ended December 31, 2021 on February 16, 2022 and incorporated herein by reference.)
- 10.12.4+ [Fourth Amendment to the Amgen Nonqualified Deferred Compensation Plan, effective January 1, 2024.](#) (Filed as an exhibit to Form 10-K for the year ended December 31, 2023 on February 14, 2024 and incorporated herein by reference.)
- 10.13+ [Aircraft Time Sharing Agreement, dated December 3, 2021, by and between Amgen Inc. and Robert A. Bradway.](#) (Filed as an exhibit to Form 10-K for the year ended December 31, 2021 on February 16, 2022 and incorporated herein by reference.)
- 10.14+ [Agreement between Amgen Inc. and James Bradner, dated December 13, 2023.](#) (Filed as an exhibit to Form 10-K for the year ended December 31, 2023 on February 14, 2024 and incorporated herein by reference.)
- 10.15 [Term Loan Credit Agreement, dated as of December 22, 2022, by and among Amgen Inc., Citibank, N.A., as administrative agent, Bank of America, N.A., as syndication agent, Citibank, N.A., Bank of America, N.A., Goldman Sachs Bank USA and Mizuho Bank, Ltd., as lead arrangers and book runners, Goldman Sachs Bank USA and Mizuho Bank, Ltd. as documentation agents, and the other banks party thereto.](#) (Filed as an exhibit to Form 8-K on December 22, 2022 and incorporated herein by reference.)
- 10.16 [Third Amended and Restated Credit Agreement, dated as of March 9, 2023, among Amgen Inc., the Banks therein named, Citibank, N.A., as Administrative Agent, and JPMorgan Chase Bank, N.A., as Syndication Agent.](#) (Filed as an exhibit to Form 8-K on March 9, 2023 and incorporated herein by reference.)
- 10.17 [Collaboration and License Agreement between Amgen Inc. and Celltech R&D Limited dated May 10, 2002](#) (portions of the exhibit have been omitted because they are both (i) not material and (ii) is the type of information that the Company treats as private or confidential.) [and Amendment No. 1, effective June 9, 2003, to Collaboration and License Agreement between Amgen Inc. and Celltech R&D Limited](#) (portions of the exhibit have been omitted because they are both (i) not material and (ii) is the type of information that the Company treats as private or confidential.) (Filed as an exhibit to Form 10-K for the year ended December 31, 2023 on February 14, 2024 and incorporated herein by reference.)

- 10.17.1 [Amendment No. 2 to Collaboration and License Agreement, effective November 14, 2016, between Amgen Inc. and Celltech R&D Limited](#). (portions of the exhibit have been omitted because they are both (i) not material and (ii) is the type of information that the Company treats as private or confidential.) (Filed as an exhibit to Form 10-K for the year ended December 31, 2023 on February 14, 2024 and incorporated herein by reference.)
- 10.18 [Letter Agreement, dated June 25, 2019, by and between Amgen Inc. and UCB Celltech \(portions of the exhibit have been omitted because they are both \(i\) not material and \(ii\) would be competitively harmful if publicly disclosed\)](#). (Filed as an exhibit to Form 10-Q for the quarter ended June 30, 2019 on July 31, 2019 and incorporated herein by reference.)
- 10.19 [Collaboration Agreement, dated October 31, 2019, by and between Amgen Inc. and BeiGene Switzerland GmbH, a wholly-owned subsidiary of BeiGene, Ltd.](#) (portions of the exhibit have been omitted because they are both (i) not material and (ii) would be competitively harmful if publicly disclosed). (Filed as an exhibit to Form 10-K for the year ended December 31, 2019 on February 12, 2020 and incorporated herein by reference.)
- 10.19.1 [First Amendment to Collaboration Agreement, dated April 20, 2022, by and between Amgen Inc. and BeiGene Switzerland GmbH, and BeiGene, Ltd.](#) (portions of the exhibit have been omitted because they are both (i) not material and (ii) is the type of information that the Company treats as private or confidential.) (Filed as an exhibit to Form 10-Q for the quarter ended June 30, 2022 on August 5, 2022 and incorporated herein by reference.)
- 10.19.2 [Second Amendment to Collaboration Agreement, entered into as of February 26, 2023, by and between Amgen Inc. and BeiGene Switzerland GmbH, and BeiGene, Ltd.](#) (portions of the exhibit have been omitted because they are both (i) not material and (ii) is the type of information that the Company treats as private or confidential.) (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 2023 on April 28, 2023 and incorporated herein by reference.)
- 10.19.3* [Letter Agreement, dated May 9, 2025, by and between Amgen Inc. and BeiGene Switzerland GmbH, a wholly owned subsidiary of BeiGene, Ltd.](#)¹
- 10.20 [Guarantee, dated as of October 31, 2019, made by and among BeiGene, Ltd. and Amgen Inc.](#) (Filed as an exhibit to Form 10-K for the year ended December 31, 2019 on February 12, 2020 and incorporated herein by reference.)
- 10.21 [Share Purchase Agreement, dated October 31, 2019, by and between Amgen Inc. and BeiGene, Ltd.](#) (portions of the exhibit have been omitted because they are both (i) not material and (ii) would be competitively harmful if publicly disclosed). (Filed as an exhibit to Schedule 13D on January 8, 2020 and incorporated herein by reference.)
- 10.21.1 [Amendment No. 1 to Share Purchase Agreement, dated December 6, 2019, by and among BeiGene, Ltd. and Amgen Inc.](#) (Filed as an exhibit to Schedule 13D on January 8, 2020 and incorporated herein by reference.)
- 10.21.2 [Restated Amendment No. 2 to Share Purchase Agreement, dated September 24, 2020, by and among BeiGene, Ltd. and Amgen Inc.](#) (Filed as an exhibit to Form 10-Q for the quarter ended September 30, 2020 on October 29, 2020 and incorporated herein by reference.)
- 10.21.3 [Amendment No. 3 to Share Purchase Agreement, dated January 30, 2023, by and among BeiGene, Ltd. and Amgen Inc.](#) (Filed as an exhibit to Form 8-K on January 31, 2023 and incorporated herein by reference.)
- 10.22 [Collaboration Agreement dated March 30, 2012 by and between Amgen Inc. and AstraZeneca Collaboration Ventures, LLC, a wholly owned subsidiary of AstraZeneca Pharmaceuticals LP](#) (portions of the exhibit have been omitted because they are both (i) not material and (ii) is the type of information that the Company treats as private or confidential.) (Filed as an exhibit to Form 10-Q for the quarter ended June 30, 2022 on August 5, 2022 and incorporated herein by reference.)
- 10.22.1 [Amendment No. 1 to the Collaboration Agreement, dated October 1, 2014, by and among Amgen Inc., AstraZeneca Collaboration Ventures, LLC and AstraZeneca Pharmaceuticals LP](#) (portions of the exhibit have been omitted because they are both (i) not material and (ii) is the type of information that the Company treats as private or confidential.) (Filed as an exhibit to Form 10-Q for the quarter ended June 30, 2022 on August 5, 2022 and incorporated herein by reference.)

10.22.2	Amendment Nos. 2 through 6 to the March 30, 2012 Collaboration Agreement between Amgen Inc. and AstraZeneca Collaboration Ventures, LLC, dated May 2 and 27 and October 2, 2016, January 31, 2018, and May 15, 2020, respectively (portions of the exhibit have been omitted because they are both (i) not material and (ii) would be competitively harmful if publicly disclosed.) (Filed as an exhibit to Form 10-Q for the quarter ended June 30, 2020 on July 29, 2020 and incorporated herein by reference.)
10.22.3	Amendment No. 7 to the Collaboration Agreement, dated December 17, 2020, by and between Amgen Inc. and AstraZeneca Collaboration Ventures, LLC (portions of the exhibit have been omitted because they are both (i) not material and (ii) would be competitively harmful if publicly disclosed.) (Filed as an exhibit to Form 10-K for the year ended December 31, 2020 on February 9, 2021 and incorporated herein by reference.)
10.22.4	Amendment No. 8 to the Collaboration Agreement, dated November 19, 2021, by and between Amgen Inc. and AstraZeneca Collaboration Ventures, LLC (portions of the exhibit have been omitted because they are both (i) not material and (ii) is the type of information that the Company treats as private or confidential.) (Filed as an exhibit to Form 10-K for the year ended December 31, 2021 on February 16, 2022 and incorporated herein by reference.)
10.22.5	Letter Agreement Regarding the Collaboration Agreement, dated as of December 1, 2023, by and between Amgen Inc. and AstraZeneca Collaboration Ventures, LLC (portions of the exhibit have been omitted because they are both (i) not material and (ii) is the type of information that the Company treats as private or confidential.) (Filed as an exhibit to Form 10-K for the year ended December 31, 2023 on February 14, 2024 and incorporated herein by reference.)
10.22.6*	Amendment No. 9 to the Collaboration Agreement, dated May 20, 2025, by and between Amgen Inc. and AstraZeneca Collaboration Ventures, LLC (portions of the exhibit have been omitted because they are both (i) not material and (ii) is the type of information that the Company treats as private or confidential.)
10.23	License and Collaboration Agreement, dated June 1, 2021, by and between Amgen Inc. and Kyowa Kirin Co., Ltd. (portions of the exhibit have been omitted because they are both (i) not material and (ii) is the type of information that the Company treats as private or confidential.) (Filed as an exhibit to Form 10-Q for the quarter ended June 30, 2021 on August 4, 2021 and incorporated herein by reference.)
19.1	Amgen Inc. Insider Trading Policy (Filed as an exhibit to Form 10-K for the year ended December 31, 2024 on February 14, 2025 and incorporated herein by reference.)
19.2	Amgen Inc. Securities Transactions Blackout and Pre-Clearance Practices and Procedures (Filed as an exhibit to Form 10-K for the year ended December 31, 2024 on February 14, 2025 and incorporated herein by reference.)
31*	Rule 13a-14(a) Certifications .
32**	Section 1350 Certifications .
97	Policy Relating to Recovery of Erroneously Awarded Compensation (Filed as an exhibit to Form 10-K for the year ended December 31, 2024 on February 14, 2025 and incorporated herein by reference.)
101.INS	Inline XBRL Instance Document - The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

(* = filed herewith)

(** = furnished herewith and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended)

(+ = management contract or compensatory plan or arrangement)

(¹ In May 2025, BeiGene, Ltd. changed its name to BeOne Medicines Ltd., and BeiGene Switzerland GmbH changed its name to BeOne Medicines I GmbH.)



Amgen Inc.
1 Amgen Center Drive
Thousand Oaks, CA 91320 USA
(805) 447-1000

amgen.com

May 9, 2025

BeiGene Switzerland GmbH
Aeschengraben 27
4051 Basel
Switzerland
Attention: Managing Director

BeOne Medicines USA, Inc.
55 Cambridge Parkway, Suite 700W
Cambridge, Massachusetts 02142
USA
Attention: General Counsel

Re: Sales Force FTE Invoicing Methodology

Reference is made to that certain Collaboration Agreement, dated as of October 31, 2019 (as amended from time to time, the “**Collaboration Agreement**”), between BeiGene Switzerland GmbH (“**BeiGene Switzerland**”), Amgen Inc. (“**Amgen**”), and, solely with respect to Section 13.6 thereof, BeiGene, Ltd. (together with BeiGene Switzerland, “**BeiGene**”). BeiGene and Amgen are sometimes referred to herein individually as a “**Party**” and collectively as the “**Parties**.” Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Collaboration Agreement.

This letter clarifies the invoice methodology and determination of Sales Force FTEs under the Collaboration Agreement agreed by the Parties, applicable to calendar year 2024. The methodology described in this letter will apply in subsequent years unless a different methodology is mutually agreed by the Parties.

The Parties adopted the following invoicing methodology for calculating Sales Force Costs applicable to calendar year 2024 (the “**2024 SF Invoicing Methodology**”):

- (a) The Parties shall approve and incorporate a baseline target number of Sales Force FTEs for each Product into the Commercialization Budget for calendar year 2024 (the “**2024 Target SF FTEs**”). The JSC shall update the 2024 Target SF FTEs in each subsequent annual Commercialization Budget for calendar years 2025 and beyond.
- (b) As part of the quarterly budget review, the Parties will adjust the 2024 Target SF FTEs for each Product based on the vacancy rate of the Sales Force FTEs for such Product in such calendar quarter (the “**2024 Vacancy Corrected Rate**”) pursuant to (c) below. The monthly vacancy rate for a Product in a calendar quarter will be determined according to the following calculation: Vacancy rate *equals* one (1) *minus* the sum of actual onboarded Sales Force FTEs for such Product *divided by* 2024 Target SF FTEs, calculated using the month-end onboarded

Sales Force FTEs and the vacancy rate calculation for each month shall be averaged across the three months of each applicable calendar quarter to determine the quarterly vacancy rate. The following Sales Force positions are included in the vacancy rate calculation: medical representative (MR), district sales manager (DSM) and regional sales manager (RSM).

- (c) The Parties will adjust (increase or decrease) the 2024 Target SF FTEs for each Product based on the 2024 Vacancy Corrected Rate (the “**2024 Vacancy Corrected FTEs**”) on a calendar quarterly basis. For example, if the 2024 Target SF FTEs for a Product is 100 Sales Force FTEs and the actual onboarded Sales Force FTEs is 90 in each month of a calendar quarter, reflecting a 2024 Vacancy Corrected Rate of -10% for such calendar quarter, the 2024 Target SF FTEs for such Product shall be adjusted to 90 (i.e. the 2024 Vacancy Corrected FTEs, reflecting a 10% reduction to the 2024 Sales Force FTEs). The Parties will compare the 2024 Vacancy Corrected FTEs for each Product to the Sales Force FTEs determined by BeiGene using BeiGene’s CRM system (the “**2024 CRM SF FTEs**”). In any given calendar quarter, the Sales Force FTEs used for calculation of Sales Force Costs for each Product will reflect up to a maximum of one hundred five percent (105%) (the “**2024 Sales Force FTE Upper Cap**”) and a minimum of ninety-five percent (95%) (the “**2024 Sales Force FTE Lower Cap**”) of the 2024 Vacancy Corrected FTEs.
- (i) If the 2024 CRM SF FTEs is between the 2024 Sales Force FTE Lower Cap and the 2024 Sales Force FTE Upper Cap in a given calendar quarter, then the 2024 CRM SF FTEs applies for that calendar quarter.
 - (ii) If the 2024 CRM SF FTEs is equal to or exceeds the 2024 Sales Force FTE Upper Cap in a given calendar quarter, then the 2024 Sales Force FTE Upper Cap applies for that calendar quarter.
 - (iii) If the 2024 CRM SF FTEs is equal to or below the 2024 Sales Force FTE Lower Cap in a given calendar quarter, then the 2024 Sales Force FTE Lower Cap applies for that calendar quarter.

Prior to December 31 of each calendar year, the Parties shall determine whether to renew the 2024 SF Invoicing Methodology for the following calendar year or whether to adopt a different mutually agreed invoicing methodology. If the Parties do not mutually agree on a different methodology, then the Parties shall apply the 2024 SF Invoicing Methodology.

Please acknowledge your agreement and consent to the foregoing by counter-signing this letter in the space provided below and returning a copy to us.

[Signature page follows.]

Yours sincerely,

Amgen Inc.

/s/ Linda H. Louie

By: Linda H. Louie

Title: VP Finance

Acknowledged and agreed:

BeiGene Switzerland GmbH

/s/ Jeff Hynes

By: Jeff Hynes

Title: Managing Director

CERTAIN CONFIDENTIAL INFORMATION CONTAINED IN THIS DOCUMENT, MARKED BY [*], HAS BEEN OMITTED BECAUSE IT IS BOTH (I) NOT MATERIAL AND (II) IS THE TYPE THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL.

AMENDMENT NO. 9

**TO THE
COLLABORATION AGREEMENT**

This Amendment No. 9 to the Collaboration Agreement (this “**Amendment**”) is entered into as of the 20th day of May, 2025 (the “**Amendment Effective Date**”) by and between **Amgen Inc.**, a Delaware corporation with a place of business at One Amgen Center Drive, Thousand Oaks, California 91320 (“**Amgen**”), and **AstraZeneca Collaboration Ventures, LLC**, a Delaware limited liability company with a place of business at 1800 Concord Pike, Wilmington, Delaware 19850 (“**Partner**”). Amgen and Partner are sometimes referred to herein individually as a “**Party**” and collectively as the “**Parties**”.

WHEREAS, Amgen and Partner entered into that certain Collaboration Agreement, dated as of March 30, 2012, as amended by Amendment No.1 to the Collaboration Agreement, dated October 1, 2014, as further amended by Amendment No.2 to the Collaboration Agreement and Release, dated May 2, 2016, as further amended by Amendment No.3 to the Collaboration Agreement, dated May 27, 2016, as further amended by Amendment No.4 to the Collaboration Agreement, dated October 2, 2016, as further amended by Amendment No.5 to the Collaboration Agreement, dated January 31, 2018, as further amended by Amendment No. 6 to the Collaboration Agreement, dated May 15, 2020, as further amended by Amendment No. 7 to the Collaboration Agreement, dated December 17, 2020, and as further amended by Amendment No. 8 to the Collaboration Agreement, dated November 19, 2021 (collectively, the “**Agreement**”);

WHEREAS, Amgen and AstraZeneca AB (“**AstraZeneca AB**”), an affiliate of Partner, entered into that certain Commercial Supply Agreement, dated as of July 13, 2021, as amended by Amendment No. 1 to the Commercial Supply Agreement, dated as of October 28, 2021, as amended and restated by that certain Amended and Restated Commercial Supply Agreement dated on or about the date hereof (such amendment and restatement, the “**A&R Supply Agreement**” and, collectively, the “**Supply Agreement**”).

WHEREAS, pursuant to the A&R Supply Agreement Amendment, Amgen and AstraZeneca AB have agreed to a technology transfer plan (the “**Technology Transfer Plan**”) regarding the transfer of certain drug product and finished drug product responsibilities outside of the United States related to AMG 157 from Amgen to AstraZeneca AB (the “**Technology Transfer**”).

WHEREAS, the Parties desire to amend certain terms of the Agreement due to: (i) the change of manufacturing responsibilities contemplated by the A&R Supply Agreement and Technology Transfer Plan and (ii) regarding the Commercialization Framework for AMG 157.

NOW, THEREFORE, in consideration of the mutual promises and covenants hereinafter set forth, the Parties hereto agree to amend the Agreement as follows:

ARTICLE 1 - AMENDMENT

Capitalized terms used in this Amendment and not otherwise defined herein shall have the meanings ascribed to such terms in the Agreement.

- 1.1 **Additional Definitions.** From and after the Amendment Effective Date, the parties hereby agree that the following definitions are hereby added to the Agreement in appropriate alphabetical order:

“*Commercialization Framework*” means a framework approved by the JSC in accordance with Section 5.1 which on an indication or Product basis and/or country specific basis allocates commercial activities and/or operational responsibilities between the Parties.

“*Estimated Manufacturing Costs*” means estimates of the Manufacturing Actual Costs, calculated in accordance with the definition of Manufacturing Actual Costs.

- 1.2 **Amendment to Definition of “Critical Matters”.** The Parties hereby agree that, following the Amendment Effective Date, Section 1.38 (Definition of “Critical Matters”) is hereby amended to (i) delete the word “and” immediately prior to subclause (E), and (ii) add the following language in clause (E) and a new clause (F), with added language indicated by **bold and underline**:

“(E) in relation to commercialization of AMG 157 in asthma **or in any other indication or Products for which a Commercialization Framework has been approved by the JSC**, any matters that are expressly stipulated to be “Critical Matters” by the Parties in a Commercialization Framework approved by the JSC, **and (F) the approval of or amendment to a Commercialization Framework by the JSC with respect to a Product or indication thereof.**”

- 1.3 **Amendment to Definition of “Manufacturing Actual Costs”.** The Parties hereby agree that, following the Amendment Effective Date, Section 1.83 of the Agreement is hereby amended as follows, with added language indicated by **bold and underline**:

“*Manufacturing Actual Costs*” means (i) [*]. Manufacturing Actual Costs will be calculated consistently with other products manufactured by the Manufacturing Lead and in accordance with GAAP or IFRS, as applicable. For clarity, in the event that the Manufacturing Lead uses a contract manufacturer to perform any manufacturing activities under this Agreement, Manufacturing Actual Costs for such activities will be the price the Manufacturing Lead pays such contract manufacturer for such activities, plus the Costs to manage and to process materials obtained from such contract manufacturer. **Commencing [*] (solely for Finished Drug Product (as defined in the applicable supply agreement between the Parties (or one or more Affiliates thereof))) and commencing [*] (solely for Drug Product (as defined in the applicable supply agreement between the Parties (or one or more Affiliates thereof)), but not Finished Drug Product), Manufacturing Actual Costs shall exclude [*].**

1.4 **Amendment to Section 2.4.2 (JPT Deadlocks)**. From and after the Amendment Effective Date, Section 2.4.2 (JPT Deadlocks) is hereby amended as follows with added language indicated by **bold and underline**:

“If a JPT is unable to reach consensus on a non-Critical Matter, the decision will be made by the members of such JPT appointed by (i) the applicable Development Lead, in the case of matters under Section 2.4.1.1; (ii) the applicable Manufacturing Lead, in the case of matters under Section 2.4.1.2, **provided that, where manufacturing responsibilities have been divided between multiple Manufacturing Leads for different territories, drug substance, drug product or finished drug product for a given Product, the decision regarding such non-Critical Matter will be made by the members of such JPT appointed by the applicable Manufacturing Lead if and only if the decision in question relates solely to the responsibilities allocated to the applicable Manufacturing Lead**; and (iii) the applicable Commercialization Lead, in the case of matters under Section 2.4.1.3. If a JPT is unable to reach consensus on a Critical Matter **or a non-Critical Matter not subject to the deadlock-breaking procedure as set out in the proviso to clause (ii)**, the members of such JPT appointed by either Party will have the right to require that such issue be escalated to the JSC for determination; provided, that if, in the good faith determination of the Development Lead, the Manufacturing Lead or the Commercialization Lead, as applicable, resolution of such Critical Matter requires exigent action pursuant to Applicable Law or to prevent a material adverse effect on a Product or a Party, the members of such JPT appointed by the Development Lead, the Manufacturing Lead or the Commercialization Lead, as applicable, will have the right to make an interim decision pending JPT determination.”

1.5 **Amendment to Section 2.5.2 (JSC Deadlocks)**. From and after the Amendment Effective Date, Section 2.5.2 (JSC Deadlocks) is hereby amended as follows with added language indicated by **bold and underline**, and the deletion of the word “and” between clauses (iii) and (iv):

“If the JSC is unable to reach consensus on a non-Critical Matter, the decision will be made by the members of the JSC appointed by (i) the applicable Development Lead, in the case of matters under Section 2.5.1.1; (ii) the applicable Manufacturing Lead, in the case of matters under Section 2.5.1.2, **provided that, where manufacturing responsibilities have been divided between multiple Manufacturing Leads for different territories, drug substance, drug product or finished drug product for a given Product, the decision regarding such non-Critical Matter will be made by the members of the JSC appointed by the applicable Manufacturing Lead if and only if the decision in question relates solely to the responsibilities allocated to the applicable Manufacturing Lead**; and (iii) the applicable Commercialization Lead, in the case of matters under Section 2.5.1.3 and (iv) in relation to commercialization of AMG 157 in asthma **or in any other indication or Products for which a Commercialization Framework has been approved by the JSC**, the applicable activity lead, in the case of any commercial activities expressly delegated to such lead in a Commercial Framework approved by the JSC. If the JSC is unable to reach consensus on a Critical Matter **or a non-Critical Matter not subject to the deadlock-breaking procedure as set out in the proviso to clause (ii)**, the members of the JSC appointed by either Party will have the right to require that such issue be escalated to the CRC for determination; provided, that if, in the good faith determination of the Development Lead, the Manufacturing Lead or

the Commercialization Lead, as applicable, resolution of such Critical Matter requires exigent action pursuant to Applicable Law or to prevent a material adverse effect on a Product or a Party, the members of the JSC appointed by the Development Lead, the Manufacturing Lead or the Commercialization Lead, as applicable, will have the right to make an interim decision pending CRC determination.”

- 1.6 **Amendment to Section 4.2 (Manufacturing Lead)**. From and after the Amendment Effective Date, Section 4.2 (Manufacturing Lead) is hereby amended as follows with added language indicated by **bold and underline**:

“The Party that actually manufactures (itself or through a designee) a specific Product will be the “*Manufacturing Lead*” for such manufactured Product. For clarity, with respect to any Product, one Party may be the Manufacturing Lead for drug substance and the other Party may be the Manufacturing Lead for drug product, **and one Party may be the Manufacturing Lead for drug product and the other Party may be the Manufacturing Lead for finished drug product. In addition, a Party may be the Manufacturing Lead (for any of drug substance, drug product or finished drug product) within a specific Territory, or any combination thereof. For Products where Manufacturing Lead responsibilities have been divided in accordance with this Section 4.2, references in this Agreement to the Manufacturing Lead shall mean the applicable Manufacturing Lead.** Subject to Section 4.6 (Shortage; Allocation), the Manufacturing Lead will use Commercially Reasonable Efforts to supply Product in a manner sufficient to fulfill demand for the Product in the Collaboration Territory. Additionally, if Partner elects to become the Manufacturing Lead for a Product in accordance with Section 4.1 (Allocation of Manufacturing Responsibility) or is otherwise appointed the Manufacturing Lead by the CRC, the Parties will, with respect to Products manufactured by Partner, negotiate in good faith supplements to the definitions of Manufacturing Standard Costs and Manufacturing Actual Costs in order to make such definitions consistent, on a GAAP or IFRS basis (as applicable), with the manner in which Partner accounts for its other products.”

- 1.7 **Amendment to Section 4.3 ([*] Updates)**. From and after the Amendment Effective Date, Section 4.3 (Distribution) is hereby amended by replacing the first sentence of Section 4.3 with language that is **bolded and underlined**:

“On or before [*] each Party shall provide to the other Party provisional Estimated Manufacturing Costs to be incurred by such notifying Party for the next [*] to the other party, and on or before [*] the Manufacturing Lead shall provide an updated [*] estimate of Estimated Manufacturing Costs (“the [*] Estimated Manufacturing Costs”). The JSC will review the Operations Budgets twice per year: first prior to [*], and second prior to [*] (the “[*] Budget Review”) [*]. The JSC will be responsible for approving the Operations Budget in accordance with Section 2.5, including Section 2.5.1.2. Additionally, after Technical Feasibility has been achieved with respect to a Product, on a quarterly basis the Manufacturing Lead will inform the JSC of any expected decrease [*] that is expected to result in [*]. At the request of the other Party, the Manufacturing Lead will inform the other Party of [*] and will discuss with the other Party [*] with respect thereto. The Manufacturing Lead will have the sole right to determine which of its manufacturing sites will be used to manufacture a Product and may transfer the manufacturing of such Product from one site to another, so long as

such transfer would not reasonably be likely to have a material adverse effect on the continued supply of such Product.”

- 1.8 **Amendment to Section 4.4 (Distribution)**. From and after the Amendment Effective Date, Section 4.4 (Distribution) is hereby amended as follows with added language indicated by **bold and underline** and with deleted language indicated by **bold and strikethrough**:

“Amgen will be solely responsible for the distribution of Products in the Amgen Distribution Countries. Partner will be solely responsible for the distribution of Products in all other countries in the Collaboration Territory. The Party that actually distributes Products in a particular country will be deemed the “*Distribution Party*” for such country. The Manufacturing Lead of drug product will supply Products for commercial use in labeled, finished form (unless otherwise agreed to by the JSC **or unless Manufacturing Lead responsibilities have been divided with respect to drug product and finished drug product for a Product under Section 4.2 (Manufacturing Lead)**) to the other Party for distribution in the countries for which the non-Manufacturing Lead for drug product has been allocated distribution responsibility. Notwithstanding the foregoing, the Parties agree that, for the commercialization of AMG 157 ~~in asthma~~, Amgen will be solely responsible for the distribution of AMG 157 in the United States (and, for clarity, shall be the Distribution Party therein for the commercialization of AMG 157 ~~in asthma~~) and Partner will be solely responsible for the distribution of AMG 157 in all other countries (and, for clarity, shall be the Distribution Party in such countries for the commercialization of AMG 157 ~~in asthma~~). The non-Manufacturing Lead will reimburse the Manufacturing Lead for such Product at the Manufacturing Lead’s Manufacturing Actual Cost upon delivery of such Product to the non-Manufacturing Lead. Such reimbursement will not be included in the calculation of Collaboration Profit (Loss) under Section 7.2 (Profit/Expense Sharing), but rather the non-Manufacturing Lead will be entitled to include such payment as part of Amgen Costs or Partner Costs, as applicable, upon sale of such Product to a Third Party.”

- 1.9 **Amendment to Section 5.4 (All Sales By Distribution Party)**. From and after the Amendment Effective Date, the final sentence of Section 5.4 (All Sales By Distribution Party) is hereby amended as follows with added language indicated by bold and underline, and to capitalize “Commercialization Framework”:

“Notwithstanding the foregoing, with respect to AZD8630 the Parties agree that a commercialization structure will be agreed by the Parties at least [*] years prior to anticipated first commercial launch of AZD8630 that is generally consistent with the roles and responsibilities as agreed by the Parties in the Commercialization Framework for Tezepelumab in asthma that was ratified by the JSC in May 2020 **as subsequently amended by the JSC on January 29, 2025**, provided, that [*].

- 1.10 **Amendment to Section 7.2.6 (Overruns)**. From and after the Amendment Effective Date, Section 7.2.6 (Overruns) is hereby amended to add the following [*].

ARTICLE 2 – MANUFACTURING LEAD AGREEMENT

- 2.1 The Parties hereby agree that, subject to and effective as of [*], Partner shall be Manufacturing Lead solely with respect to Finished Drug Product (as defined in the

Supply Agreement) of AMG 157 in the Collaboration Territories except for the United States, and Amgen shall continue to be the Manufacturing Lead with respect to Finished Drug Product of AMG 157 with respect to the United States.

- 2.2 Subject to and effective as of [*], Partner shall be Manufacturing Lead with respect to Drug Product of AMG 157 in all Collaboration Territories except for the United States, and Amgen shall continue to be the sole Manufacturing Lead for AMG 157 with respect to the United States. For the avoidance of doubt, for the period [*], Partner shall not be able to use the deadlock breaking procedures described in Section 2.4.2 (JPT Deadlocks) and 2.5.2 (JSC Deadlocks) of the Agreement to require Amgen to change its manufacturing process for Drug Product of AMG 157 for supply outside of the United States.
- 2.3 In all cases, Amgen shall continue to be the Manufacturing Lead for AMG 157 solely with respect to Drug Substance (as defined in the Supply Agreement) with respect to all Collaboration Territories.

ARTICLE 3 – REFERENCE TO AND EFFECT ON THE AGREEMENT

- 3.1 **Reference to Agreement.** Upon and after the effectiveness of this Amendment, each reference in the Agreement to “this Agreement”, “hereunder”, “hereof” or words of like import referring to the Agreement shall mean and be a reference to the Agreement as modified and amended hereby.
- 3.2 **Effectiveness of Amendment.** Upon execution and delivery of this Amendment by both Parties, the amendments and agreements set forth above in Article 1 and Article 2 hereof shall be effective as of the Amendment Effective Date. Except as specifically amended above, the Agreement is and shall continue to be in full force and effect and is hereby in all respects ratified and confirmed and shall constitute the legal, valid, binding and enforceable obligations of the Parties.
- 3.3 **No Waiver.** The execution, delivery and effectiveness of this Amendment shall not operate as a waiver of any right, power or remedy of either Party under the Agreement, nor constitute a waiver of any provision of the Agreement.

ARTICLE 4 – MISCELLANEOUS

- 4.1 **Governing Law.** This Amendment will be governed by, and enforced and construed in accordance with, the laws of the State of New York without regard to its conflicts of law provisions. Each of the Parties hereby irrevocably and unconditionally consents to submit to the exclusive jurisdiction of the state and federal courts of the State of New York for any matter arising out of or relating to this Amendment and the transactions contemplated hereby, and agrees not to commence any litigation relating thereto except in such courts. Each of the Parties hereby irrevocably and unconditionally waives any objection to the laying of venue of any matter arising out of this Amendment or the transactions contemplated hereby in the state and federal courts of the State of New York and hereby further irrevocably and unconditionally waives and agrees not to plead or claim in any such court that any such matter brought in any such court has been brought

in an inconvenient forum. The Parties agree that a final judgment in any such matter will be conclusive and may be enforced in other jurisdictions by suits on the judgment or in any other manner provided by law. Any proceeding brought by either Party under this Amendment will be exclusively conducted in the English language. The United Nations Convention for the International Sale of Goods will not apply to the transactions contemplated herein.

- 4.2 **Headings.** The heading for each article and section in this Amendment has been inserted for convenience of reference only and is not intended to limit or expand on the meaning of the language contained in the particular article or section.
- 4.3 **Counterparts.** This Amendment may be executed in two (2) or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS THEREOF, duly authorized representatives of the Parties hereto have executed this Amendment as of the date first set forth above.

ASTRAZENECA COLLABORATION VENTURES, LLC

By: /s/ Richard Kenny
Name: Richard Kenny
Title: Authorized Signatory

AMGEN INC.

By: /s/ Rachna Khosla
Name: Rachna Khosla
Title: Senior Vice President, Business Development

CERTIFICATIONS

I, Robert A. Bradway, Chairman of the Board, Chief Executive Officer and President of Amgen Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Amgen Inc.;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly 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 quarterly report based on such evaluation; and
 - (d) Disclosed in this quarterly 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.

August 5, 2025

/s/ ROBERT A. BRADWAY

Robert A. Bradway
Chairman of the Board,
Chief Executive Officer and President

CERTIFICATIONS

I, Peter H. Griffith, Executive Vice President and Chief Financial Officer of Amgen Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Amgen Inc.;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly 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 quarterly report based on such evaluation; and
 - (d) Disclosed in this quarterly 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.

August 5, 2025

/s/ PETER H. GRIFFITH

Peter H. Griffith

Executive Vice President and Chief Financial Officer

Certification of Chief Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Amgen Inc. (the “Company”) hereby certifies that:

- (i) the accompanying Quarterly Report on Form 10-Q of the Company for the period ended June 30, 2025 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 5, 2025

/s/ ROBERT A. BRADWAY

Robert A. Bradway
Chairman of the Board,
Chief Executive Officer and President

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 (“Section 906”), or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Amgen Inc. and will be retained by Amgen Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Certification of Chief Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Amgen Inc. (the “Company”) hereby certifies that:

- (i) the accompanying Quarterly Report on Form 10-Q of the Company for the period ended June 30, 2025 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 5, 2025

/s/ PETER H. GRIFFITH

Peter H. Griffith
Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 (“Section 906”), or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Amgen Inc. and will be retained by Amgen Inc. and furnished to the Securities and Exchange Commission or its staff upon request.