UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): March 26, 2024

VIVANI MEDICAL, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-36747**	**02-0692322**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1350 S. Loop Road **Alameda, California**	**94502**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(415) 506-8462**

(Former name or former address, if changed since last report.)

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

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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, par value $0.0001	VANI	The Nasdaq Capital Market

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

Emerging growth company ☐

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

Item 2.02 Results of Operations and Financial Condition.

On March 26, 2024, Vivani Medical, Inc. (the "Company") issued a press release entitled "*Vivani Medical Provides Business Update and Reports Fourth Quarter and Full Year 2023 Financial Results"*, which is attached to this Current Report as Exhibit 99.1.

The information contained in this Item 2.02 and Exhibit 99.1 hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by reference in such a filing.

Item 7.01. **Regulation FD Disclosure**

The Company from time to time presents and/or distributes to the investment community at various industry and other conferences slide presentations to provide updates and summaries of its business. These slides are attached to this Current Report on Form 8-K as Exhibit 99.2 and are incorporated by reference herein. The Company is also posting to the "Investors" portion of its website a copy of its current corporate slide presentation. The slides speak as of the date of this Current Report on Form 8-K. While the Company may elect to update the slides in the future or reflect events and circumstances occurring or existing after the date of this Current Report on Form 8-K,the Company specifically disclaims any obligation to do so.

The information contained in this Item 7.01 and Exhibit 99.2 hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, whether made before or after the date hereof, or the Exchange Act, except as shall be expressly set forth by reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*.

Exhibit No.	**Description**
99.1	Press Release dated March 26, 2024 entitled "*Vivani Medical Provides Business Update and Reports Fourth Quarter and Full Year 2023 Financial Results".*
99.2	Corporate Slides, as of March 26, 2024.
104	The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIVANI MEDICAL, INC.

Date: March 26, 2024

By: /s/ Brigid Makes
Brigid Makes
Chief Financial Officer

Exhibit 99.1

Vivani Medical Provides Business Update and Reports Fourth Quarter and Full Year 2023 Financial Results

Strategic shift prioritizes the development of GLP-1 implants for the treatment of obesity and chronic weight management

Positive NPM-115 (exenatide implant) preclinical weight loss data comparable to semaglutide, active ingredient in Ozempic®/Wegovy®

$15 million financing round enables acceleration of priority development programs and secures operations into the second half of 2025

Alameda, CA -- (BUSINESS WIRE) -- March 26, 2024– Vivani Medical, Inc. (Nasdaq: VANI) ("Vivani" or the "Company"), a biopharmaceutical company developing miniaturized, long-term drug implants including its lead asset NPM-115 for chronic weight management in obese or overweight patients with one or more risk factors, today reported financial results for the fourth quarter and full year ended December 31, 2023, and provided a business update.

Adam Mendelsohn, Ph.D., Vivani's Chief Executive Officer, stated, "2023 was another remarkable year for Vivani as we shifted our strategic focus to our obesity portfolio and announced that our lead program NPM-115 – a six-month GLP-1 implant for obesity – generated preclinical weight loss data comparable to semaglutide, the active ingredient in Ozempic® and Wegovy®. We also disclosed semaglutide as the active pharmaceutical ingredient in NPM-139, a miniature, subdermal GLP-1 implant in development for chronic weight management, with the added potential benefit of once-yearly administration. In March, we raised funding to support operations into the second half of 2025. Additionally, we moved into a dedicated facility in Alameda, California, capable of supporting the manufacturing of large-scale clinical trial materials and, ultimately, commercial supply."

Dr. Mendelsohn added, "We are on track to submit a new Investigational New Drug Application for NPM-115, our high-dose exenatide implant for chronic weight management in obese and overweight patients with one or more risk factors, later this year. We also remain on track to provide the U.S. Food and Drug Administration with the requested NPM-119 Chemistry, Manufacturing and Controls information in the first half of this year, with the goal of obtaining an Investigational New Drug Application clearance of NPM-119 to initiate clinical development. The considerable work we have done to prepare NPM-119 for clinical development will be leveraged as we move toward a first-in-human clinical study for NPM-115, which aligns with our new strategic priority."

Recent Business Highlights

In March 2024, Vivani announced the pricing of a $15 million registered direct offering of common stock and warrants. Proceeds from the financing will enable acceleration of priority development programs, including NPM-115 for obesity, and provides funding of operations into the second half of 2025.

In March 2024, Vivani also announced the appointment of Daniel Bradbury to its Board of Directors. Under Bradbury's leadership as CEO, Amylin Pharmaceuticals, with partner Alkermes, secured the 2012 approval of Bydureon® (exenatide injection), the world's first once-weekly GLP-1 receptor agonist, a class of drugs that now includes blockbusters Ozempic, Trulicity® and Wegovy.

In February 2024, Vivani announced positive NPM-115 preclinical weight loss data comparable to semaglutide, the active ingredient in Ozempic and Wegovy. In a study in high-fat diet-induced obese mice, NPM-115 generated weight loss of approximately 20% compared to a sham implant control after a 28-day treatment duration, comparable to weight loss observed in mice treated with injections of Ozempic in the same study. Vivani announced the addition of NPM-115 to its portfolio in November 2023. Adding to Vivani's emerging obesity portfolio, the Company also disclosed semaglutide as the active pharmaceutical ingredient in NPM-139, a miniature, subdermal GLP-1 implant in development for chronic weight management, with the added potential benefit of once-yearly administration.

Moving forward, Vivani will focus on developing NPM-115 and its emerging pipeline of innovative miniature, long-term drug implants to treat patients with chronic diseases and high unmet medical need. Today, the Company has grown to nearly 40 full-time employees and its current headquarters and operations are located at 1350 S. Loop Road, Alameda, California.

Upcoming Anticipated Milestones

- Vivani anticipates filing the NPM-115 Investigational New Drug Application in the second half of 2024 and initiating a first-in-human trial after receiving regulatory clearance to proceed.
- The Company anticipates filing a Complete Response to the current Clinical Hold on NPM-119 during the first half of 2024.
- Vivani is seeking U.S. Securities and Exchange Commission (the "SEC") approval to proceed with an initial public offering for wholly owned subsidiary Cortigent, Inc. Assuming successful financing is secured, the Company plans to continue advancing Cortigent's pioneering precision neurostimulation technology for providing meaningful, visual perception in blind people and motor function in impaired stroke patients.

Fourth Quarter 2023 Financial Results

Cash Balance: As of December 31, 2023, Vivani had cash, cash equivalents and restricted cash totaling $22.0 million, compared to $46.4 million as of December 31, 2022. The decrease of $24.5 million is primarily attributed to a net loss of $25.7 million, $1.3 million used from a net change in operating assets and liabilities and $0.9 million related to purchase of equipment. The decrease was partially offset by non-cash items totaling $3.2 million for depreciation and amortization of property and equipment, stock-based compensation, loss on disposal of fixed assets and lease expense.

Research and development expenses: Research and development expenses during the fourth quarter of 2023 were $4.7 million, compared to $4.4 million during the fourth quarter of 2022. The increase of $0.3 million, or 6%, was primarily attributable to increased payroll and personnel-related costs, increased rent and related facilities expense due to the lease agreement in Alameda, California, partially offset by lower spending on drug implants development costs.

General and administrative expenses: General and administrative expenses during the fourth quarter of 2023 were $1.5 million, compared to $3.4 million during the fourth quarter of 2022. The decrease of $1.9 million, or 55%, was primarily attributable to a provision for a legal claim of $1.7 million recorded in the fourth quarter of 2022.

Other income (expense): Other income (expense), net during the fourth quarter of 2023 was $0.2 million, compared to $0.5 million during the fourth quarter of 2022. The decrease of $0.3 million, or 62%, was primarily attributed to a decrease in interest income on cash investments.

Net Loss: The net loss during the fourth quarter of 2023 was $6.0 million, compared to $7.3 million during the fourth quarter of 2022. The decrease in net loss of $1.3 million was primarily attributable to a decrease in operating expenses of $1.6 million, partially offset by a decrease in interest income on cash investments.

Full Year 2023 Financial Results

Research and development expenses: Research and development expenses during the year ended December 31, 2023 was $17.0 million, compared to $14.2 million during the year ended December 31, 2022. The increase of $2.8 million, or 20%, was primarily attributable to increased payroll and personnel-related costs, increased rent due to the lease agreement in Alameda, California and related facilities expense and the inclusion of Cortigent (former legacy company Second Sight), since the merger acquisition date of August 30, 2022, partially offset by drug implant development costs.

General and administrative expenses: General and administrative expenses during the year ended December 31, 2023 was $10.0 million, compared to $7.1 million during the year ended December 31, 2022. The increase of $2.9 million, or 41%, was primarily attributable to increased payroll and personnel-related expenses, increased rent and related facilities expense due to the lease agreement in Alameda, California, insurance costs, professional service expense and the inclusion of Cortigent, since the merger acquisition date of August 30, 2022, partially offset by a provision for a legal claim of $1.7 million recorded in 2022.

Other income (expense), net: Other income (expense), net during the year ended December 31, 2023 was $1.3 million, compared to $7.4 million during the year ended December 31, 2022. Other income consisted of interest income of $1.5 million during the year ended December 31, 2023. Other income during the year ended December 31, 2022 included $6.9 million related to a gain on bargain purchase from the acquisition of Second Sight and interest income.

Net Loss: The net loss during the year ended December 31, 2023 was $25.7 million, compared to $13.9 million during the year ended December 31, 2022. The increase in net loss of $11.8 million was primarily attributable to an increase in operating expenses of $5.7 million and the prior year gain on the bargain purchase from the acquisition of Second Sight of $6.9 million, partially offset by increased interest income due to higher average investments and rate increases on cash investments.

About Vivani Medical, Inc.

Leveraging its proprietary NanoPortal™ platform, Vivani Medical develops biopharmaceutical implants designed to deliver drug molecules steadily over extended periods of time with the goal of guaranteeing adherence, and potentially to improve medication tolerability. Vivani's lead programs NPM-115 and NPM-119 are miniature, six-month, GLP-1 implants in development for the treatment of chronic weight management in obese or overweight patients and type 2 diabetes, respectively. Both NPM-115 and NPM-119 are exenatide based products with a higher-dose associated with NPM-115 for the treatment of chronic weight management in obese or overweight patients. These NanoPortal implants are designed to provide patients with the opportunity to realize the full potential benefit of their medication by avoiding the challenges associated with the daily or weekly administration of orals and injectables. Medication non-adherence occurs when patients do not take their medication as prescribed. This affects an alarming number of patients, approximately 50%, including those taking daily pills. Medication non-adherence, which contributes to more than $500 billion in annual avoidable healthcare costs and 125,000 potentially preventable deaths annually in the U.S. alone, is a primary and daunting reason why obese or overweight patients, and patients taking type 2 diabetes or other chronic disease medications face significant challenges in achieving positive real-world effectiveness.

About Cortigent

Vivani's wholly owned subsidiary Cortigent is developing precision neurostimulation systems intended to help patients recover critical body functions. Investigational devices include Orion®, designed to provide artificial vision to people who are profoundly blind, and a new system intended to accelerate the recovery of arm and hand function in patients who are partially paralyzed due to stroke. The company has developed, manufactured, and marketed an implantable visual prosthetic device, Argus II®, that delivered meaningful visual perception to blind individuals. Vivani continues to assess strategic options for advancing Cortigent's pioneering technology.

Forward-Looking Statements

This press release contains certain "forward-looking statements" within the meaning of the "safe harbor" provisions of the US Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: "target," "believe," "expect," "will," "may," "anticipate," "estimate," "would," "positioned," "future," and other similar expressions that in this press release, including statements regarding our business, product candidates, including the therapeutic potential thereof and the planned development therefor, technology and strategy. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations, and assumptions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Actual results and outcomes may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause actual results and outcomes to differ materially from those indicated in the forward-looking statements include, among others, risks related to the development and commercialization of our product candidates, including NPM-115 and NPM-119; delays and changes in applicable laws, regulations and guidelines including potential delays in submitting required regulatory applications to the U.S. Food and Drug Administration ("FDA"); risks related to the initiation, enrollment and conduct of our planned clinical trials and the results therefrom; our history of losses and our ability to achieve or sustain profitability in the future; and the impact of COVID-19 on our business. There may be additional risks that the Company considers immaterial, or which are unknown. A further list and description of risks and uncertainties can be found in the Company's most recent Quarterly Report on Form 10-Q, and any subsequent filings filed with the SEC. Any forward-looking statement made by us in this press release is based only on information currently available to the Company and speaks only as of the date on which it is made. The Company undertakes no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of added information, future developments or otherwise, except as required by law.

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VIVANI MEDICAL, INC.
AND SUBSIDIARIES

Condensed Consolidated Balance Sheets (unaudited)
(in thousands, except per share data)

	December 31,	
	2023	**2022**
ASSETS		
Current assets:		
Cash and cash equivalents	$ 20,654	$ 45,076
Prepaid expenses and other current assets	2,408	2,452
Total current assets	23,062	47,528
Property and equipment, net	1,729	1,182
Right-of-use assets	19,616	779
Restricted cash	1,338	1,366
Deposits and other assets	52	275
Total assets	$ 45,797	$ 51,130
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 542	$ 1,177
Accrued expenses	1,727	2,358
Litigation accrual	1,675	1,675
Accrued compensation expense	396	657
Current operating lease liabilities	1,383	955
Total current liabilities	5,723	6,822
Long-term operating lease liabilities	19,313	—
Total liabilities	25,036	6,822
Stockholders' equity:		
Preferred stock, par value $0.0001 per share; 10,000 shares authorized; none outstanding	—	—
Common stock, par value $0.0001 per share; 300,000 shares authorized; shares issued and outstanding: 51,031 and 50,736 as of December 31, 2023 and December 31, 2022, respectively	5	5
Additional paid-in capital	119,054	117,054
Accumulated other comprehensive gain	140	35
Accumulated deficit	(98,438)	(72,786)
Total stockholders' equity	20,761	44,308
Total liabilities and stockholders' equity	$ 45,797	$ 51,130

VIVANI MEDICAL, INC.
AND SUBSIDIARIES

Condensed Consolidated Statements of Operations (unaudited)
(in thousands, except per share data)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2023	**2022**	**2023**	**2022**
Operating expenses:				
Research and development, net of grants	$ 4,708	$ 4,427	$ 16,968	$ 14,169
General and administrative, net of grants	1,509	3,363	9,997	7,072
Total operating expenses	6,217	7,790	26,965	21,241
Loss from operations	(6,217)	(7,790)	(26,965)	(21,241)
Other income (expense), net	191	506	1,313	7,352
Net loss	$ (6,026)	$ (7,284)	$ (25,652)	$ (13,889)
Net loss per common share - basic and diluted	$ (0.12)	$ (0.14)	$ (0.50)	$ (0.36)
Weighted average shares outstanding - basic and diluted	51,025	50,736	50,853	38,241

Exhibit 99.2

Disclaimers

The following slides and any accompanying oral presentation contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to be covered by the "safe harbor" created by those sections. All statements in this release that are not based on historical fact are "forward looking statements." These statements may be identified by words such as "estimates," "anticipates," "projects," "plans" or "planned," "strategy," "goal," "seeks," "may," "will," "expects," "intends," "believes," "should," and similar expressions, or the negative versions thereof, and which also may be identified by their context. All statements that address operating performance or events or developments that Vivani Medical, Inc. ("Vivani", the "Company", "we" or "us) expects or anticipates will occur in the future, such as stated objectives or goals, our products and their therapeutic potential and planned development, the indications that we intend to target, our technology, our business and strategy, milestones, addressable markets, or that are not otherwise historical facts, are forward-looking statements. While management has based any forward-looking statements included in this presentation on its current expectations, the information on which such expectations were based may change. Forward-looking statements involve inherent risks and uncertainties which could cause actual results to differ materially from those in the forward-looking statements as a result of various factors. These risks and uncertainties include, but are not limited to, that we may fail to complete any required pre-clinical activities for NPM-115. NPM-119 or otherwise commence our planned clinical trials for these products under development; conduct any pre-clinical activities of our other products; our products may not demonstrate safety or efficacy in clinical trials; we may fail to secure marketing approvals for our products; there may be delays in regulatory approval or changes in regulatory framework that are out of our control; our estimation of addressable markets of our products may be inaccurate; we may fail to timely raise additional required funding; more efficient competitors or more effective competing treatment may emerge; we may be involved in disputes surrounding the use of our intellectual property crucial to our success; we may not be able to attract and retain key employees and qualified personnel; earlier study results may not be predictive of later stage study outcomes; and we are dependent on third-parties for some or all aspects of our product manufacturing, research and preclinical and clinical testing. Additional risks and uncertainties are described in our Annual Report on Form 10-K filed on March 31, 2023, and our subsequent filings with the SEC. We urge you to consider those risks and uncertainties in evaluating our forward-looking statements. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. Except as otherwise required by the federal securities laws, we disclaim any obligation or undertaking to publicly release any updates or revisions to any forward-looking statement contained herein (or elsewhere) to reflect any change in our expectations with regard thereto, or any change in events, conditions, or circumstances on which any such statement is based. Certain information contained in this presentation relates to or is based on studies, publications, surveys and other data obtained from third party sources and the Company's own internal estimates and research. While we believe these third-party sources to be reliable as of the date of this presentation, we have not independently verified, and make no representation as to the adequacy, fairness, accuracy or completeness of, any information obtained from third-party sources. Finally, while we believe our own internal research is reliable, such research has not been verified by any independent source. All of our therapies are still investigational and have not been approved by any regulatory authority for any use.

Vivani Executive Leadership Team

Adam Mendelsohn PhD – CEO/Director

- Co-founder/Co-inventor of Vivani technology
- PhD Bioengineering (UCSF/UC Berkeley)
- Management of Technology Certificate at Haas School of Business
- Research focused on diabetes treatment
- Formerly at Boston Scientific and Minimed

Truc Le, MBA – Chief Operations Officer

- Numerous COO and Executive Positions at Device and Drug-Device Companies, including:
- CTO at Dance Biopharm, COO at Avid Bio
- Exec VP at Prima Biomed, Sr. VP at Nektar Therapeutics (responsible for Exubera approval), and Worldwide VP at Johnson & Johnson

Lisa Porter, MD – Chief Medical Officer

- Former Chief Medical Officer for Eiger BioPharmaceuticals and Dance BioPharm
- Former VP of Medical Development for Amylin
- Former Director at GSK, Global Head of Clinical Strategy for Avandia
- Former Board member of ViaCyte, Inc.

Brigid A. Makes, MBA – Chief Financial Officer

- Former Sr. VP and CFO Miramar Labs
- Former Sr. VP and CFO AGA Medical
- Former CFO Nektar Therapeutics, OraVax and Haemonetics
- Current Board director: Quantum-Si and Elutia, Inc.
- Involved in/Directed 2 IPOs, 2 reverse mergers and 1 SPAC

Donald Dwyer, MBA – Chief Business Officer

- Former Executive Director at AstraZeneca with leadership roles in regulatory affairs, drug development, commercial and business development
- Former Vivani Board observer for AZ
- Former PhaseBio Board observer for AZ (prior to IPO)
- Former Director at Cephalon and Rhone Poulenc Rorer

Vivani Medical, Inc.

1. An innovative, biopharmaceutical company developing a portfolio of miniature, long-term, drug implants to treat chronic diseases. Our NanoPortal™ platform technology enables the design of implants aimed at improving medication non-adherence and tolerability.

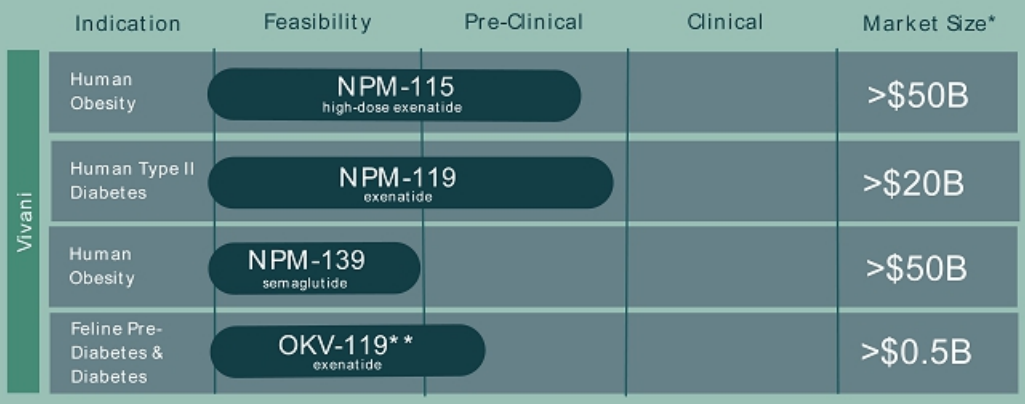
2. Lead programs NPM-115 and NPM-119 are miniature, six-month, GLP-1 (exenatide) implants under development for the treatment of chronic weight management in obese or overweight patients and type 2 diabetes, respectively.

3. NPM-139 (semaglutide implant) is also under development for chronic weight management with the added potential benefit of once-yearly administration.

4. Vivani is well-positioned to advance NPM-115 and NPM-119 towards potentially transformational milestones in 2024.

Company Pipeline

If Approved, Vivani Products will Compete in Markets with Large Potential



* Estimated Market Sizes where Vivani products would compete, if approved. Does not represent future sales or revenue estimates of Vivani pipeline products JP Morgan analyst Richard Vosser estimates GLP-1 Market reaches $71 billion by 2032 (9/11/2023). We assume >$20B for type 2 diabetes and >$50B for chronic weight management in obese or overweight patients

** In Partnership with Okava Pharmaceuticals, Inc.

Drug Implants
Proprietary Platform Technology

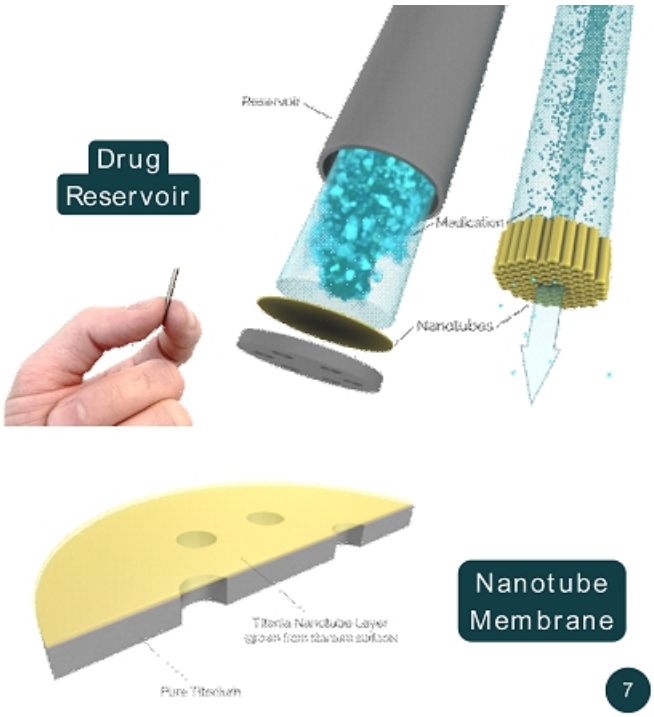
NanoPortal™:

Innovative Delivery Technology

Designed to assure adherence

Minimally-fluctuating and tunable delivery profiles

Potential application with many molecular types

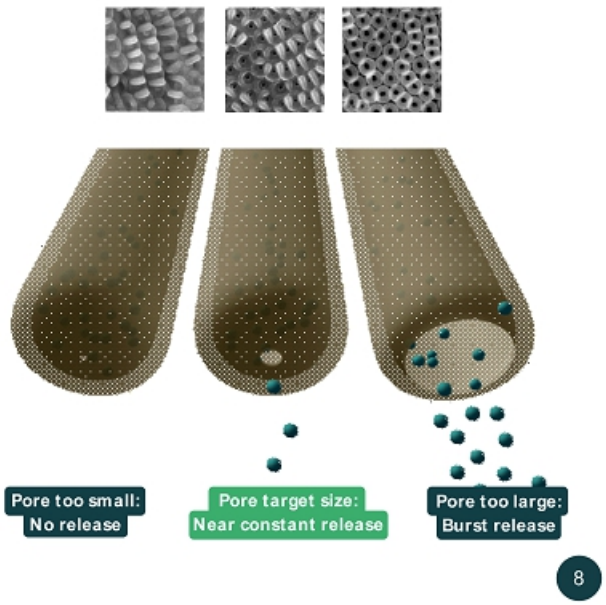


Nanotube Membrane

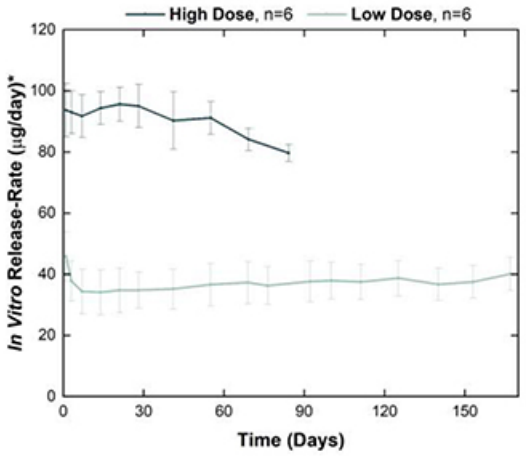
NanoPortal™:

How it Works...

By precisely adjusting nanotubes to molecule size, interactions between drug and nanotube walls can result in desirable release profiles over time, including **near constant release**

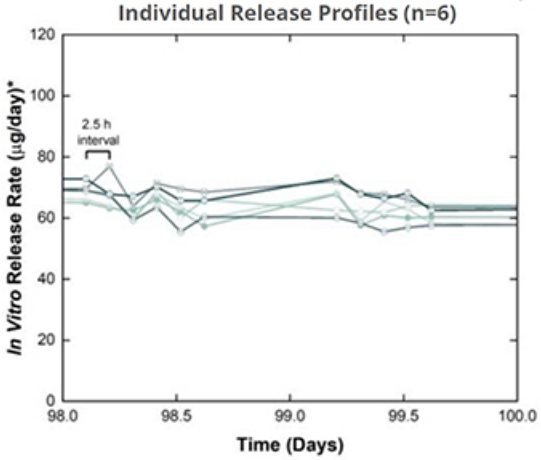


Near-constant and minimally-fluctuating release



Day 1 timepoint includes cumulative release over the first day including a separately measured 1st hour of release, which was ~7 µg for the high-dose and ~4 µg for the low-dose. Values are mean ± SD.
*Release-rates include exenatide and related substances.

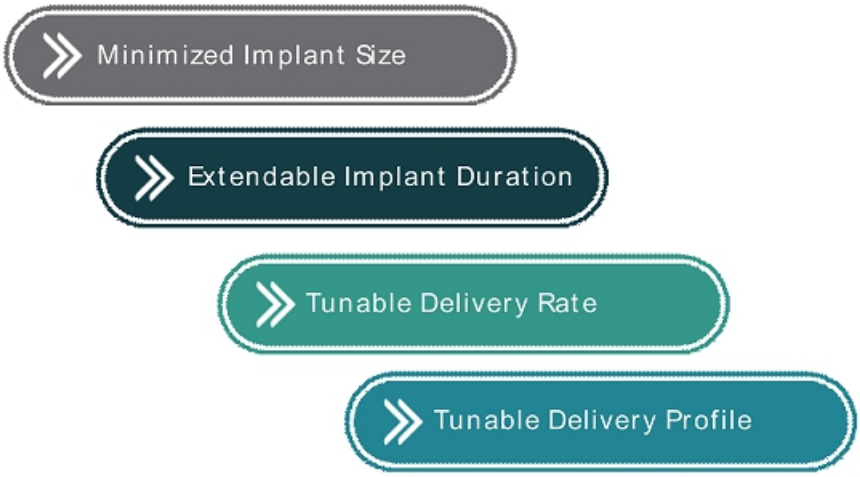
Minimal Fluctuations with 2.5-hour interval sampling
Individual Release Profiles (n=6)



Fluctuations during each 2.5-hour interval are within measurement error

NanoPortal™ is a Platform Technology

Broad Potential Application Can Support Portfolio of New Drug Implants



Vivani Lead Program
NPM-115

High-Dose Exenatide Implant for Chronic Weight Management

Targeting the Rapidly Growing GLP-1 RA Market

Lead Product NPM-115:

6-Month Exenatide (Glucagon-like Peptide 1 Receptor Agonist) Implant for Chronic Weight Management in Obese or Overweight Patients

- Tremendous unmet medical need in Obesity[1]:
  - 764M people living with obesity
  - 15M (2%) taking an anti-obesity medication
- GLP-1 monotherapy may provide adequate weight loss for the majority of patients[2]
- Preliminary preclinical data with NPM-115 has demonstrated similar magnitude of weight loss for exenatide and semaglutide
- NPM-115 target profile may provide an attractive alternative to life-long injections or pills for long-term maintenance of GLP-1 therapy for weight management

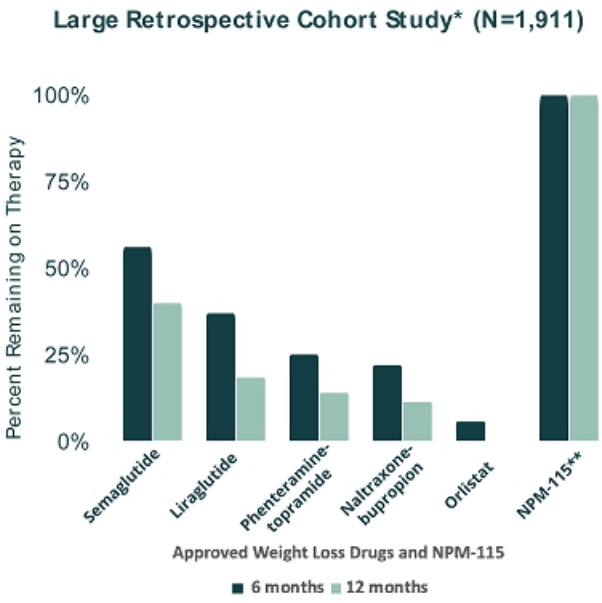
[1,2] Novo Nordisk 2023 Annual Report

Weight Loss Medicines Associated With Adherence Challenges

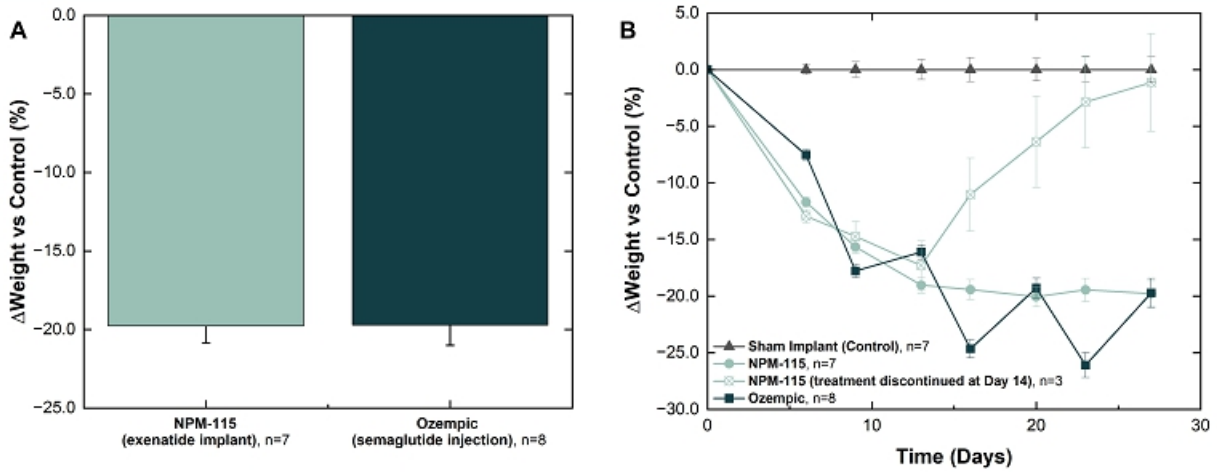
Recent retrospective cohort study (n=1,911) reported improved medication persistence with semaglutide of 40% after one year

- The remaining opportunity for an additional 60% improvement in persistence is significant and will translate to improved patient outcomes
- NPM-115 (exenatide implant) is designed to guarantee adherence for 6 months / implant

* Published in Obesity, December 8, 2023
** NPM-115 (exenatide implant) was not included in the published study, assumes one implant replaced after six months. Currently under development, designed to enable 100% adherence, not approved in any market.

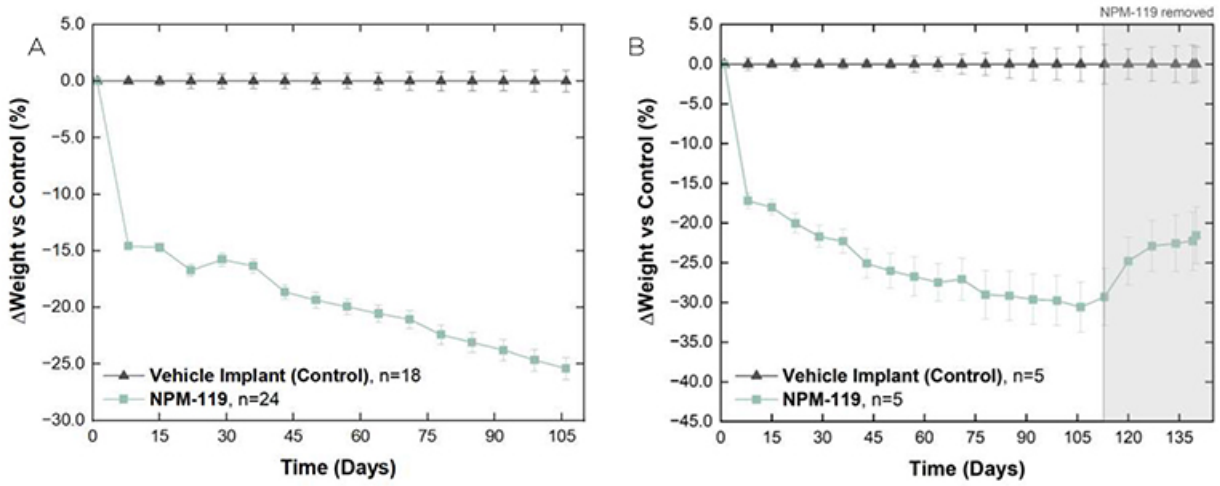


NPM-115 is associated with comparable weight loss to semaglutide in preclinical studies



Weight loss in high fat diet-induced obese mice. (A) % weight change from baseline for a single administration of NPM-115 (exenatide, ~530 nmol/kg/day) vs weekly Ozempic injections (semaglutide, 2,700 nmol/kg/week), corrected to control (sham implant) at 28 days; **(B)** % weight change from baseline over time from a single administration of NPM-115 (exenatide, ~530 nmol/kg/day) vs. weekly Ozempic injections (semaglutide, 2,700 nmol/kg/week), corrected to control (sham implant). Values are mean ± SE.

Exenatide delivered with NanoPortal™ technology is associated with durable body weight effects



Weight difference from control in healthy Sprague-Dawley Rats. % weight change from baseline for a single administration of NPM-119 (exenatide, ~320 nmol/kg/day) corrected to control (vehicle implant). **(A)** All animals measured through 105 days of treatment; **(B)** 5 animals measured in each group through 112 days of treatment followed by a 28-day recovery period. Values are mean ± SE.

NPM-115 Clinical + Regulatory Development Near-Term Plan

Year(s)	Milestone	Status
2023	Announced Designation of NPM-115 (high dose exenatide)	November 2023
2024	Reported Positive Weight Loss in Preclinical studies	February 2024
2024	Submit IND filing to FDA for First-In-Human study	Expected 2024

November 2023 – Vivani announced the designation of NPM-115 (high-dose exenatide implant) and initiation of the development program for chronic weight management.

February 2024 – Company reported positive preclinical study results demonstrating comparable weight loss between NPM-115 implant and Ozempic/Wegovy (semaglutide injection).

2024 – Planned submission of an Investigational New Drug Application to support the initiation of a First-in-Human trial of NPM-115 for the treatment of chronic weight management in obese or overweight patients.

Vivani Lead Program
NPM-119

Exenatide Implant for Type 2 Diabetes

Targeting the Rapidly Growing GLP-1 RA Market

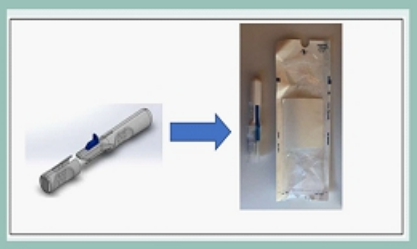
Lead Product (NPM-119):

6-Month Exenatide (Glucagon-like Peptide 1 Receptor Agonist) Implant for Type 2 Diabetes

- Significant unmet need in Diabetes[1]:
  - 537M people living with diabetes
  - ~ 15% in good control
- Non-adherence is the primary reason for low, real-world effectiveness[2,3]
- Guaranteed adherence will produce significant healthcare cost savings[4]
- FDA indicated 505(b)(2) streamlined approval pathway may be available

[1] 2023 Novo Nordisk Annual Report
[2] Guo 2016
[2,3] Carls et al., 2017
[4] IMS 2013 Report

NPM-119 Implant and Applicator



Vivani

Current Drug Adherence Challenge

"Drugs don't work in people that don't take them"

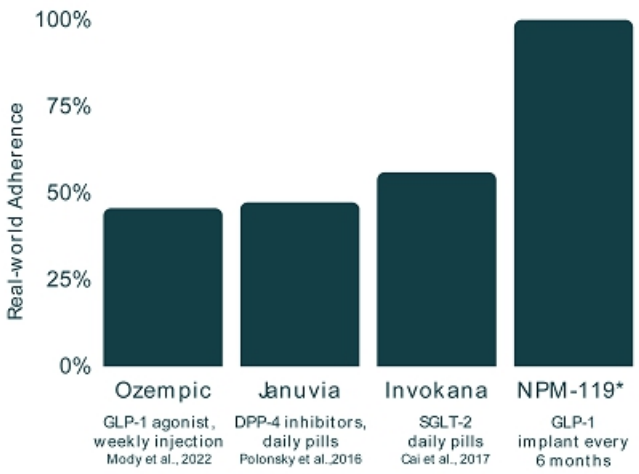
NPM-119* Designed to Enable 100% Adherence through Implant Duration

- Orals and injectables do not guarantee adherence
- Approximately 50% of patients do not meet glycemic targets primarily due to nonadherence

Dual Incentive to Adopt Technology that Improves Adherence

- Pharmaceutical revenue is increased
- Healthcare costs are decreased

Real-World Adherence of Select Drugs



* NPM-119 – under development, designed to enable 100% adherence, not approved in any market

Intarcia's[1] ITCA 650 (6-month exenatide implant) may be a relevant value analog for NPM-119

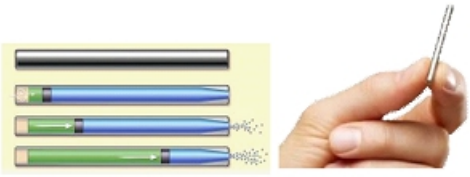
Value of long-term GLP-1 (exenatide) implant externally validated previously

2014 – Intarcia signed ITCA 650 deal with Servier (excluding US + Japan) $171M up-front, $880M milestones, and double-digit royalties
– Financings valued Intarcia as high as $4.0B (2017); Intarcia's lead program was ITCA 650
2016 – Intarcia filed initial ITCA 650 New Drug Application (NDA)
2017 – FDA issued the first ITCA 650 CRL[2] (cited manufacturing concerns)
2019 – Intarcia re-submitted ITCA 650 NDA
2020 – FDA issued second ITCA 650 CRL (cited clinical safety and device constituent concerns)
2022 – After dispute resolutions, FDA's CDER proposes to deny Intarcia's public hearing request
2023 – FDA Advisory Board unanimously recommends against the approvability of ITCA 650 due to concerns about safety risks linked to irregular and uncontrolled exenatide release

[1] i2o Therapeutics acquired Intarcia Therapeutic's assets including ITCA-650
[2] CRL: Complete Response Letter – issued by FDA to identify NDA deficiencies

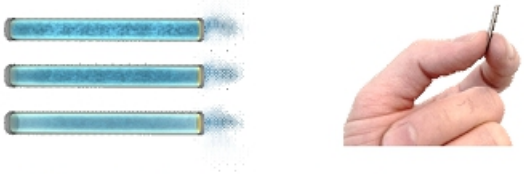
NPM-119 well-positioned to avoid ITCA 650's device technology challenges

Osmotic Pump
(Intarcia)



- FDA alleges that daily variations in drug release may be responsible for clinical safety signals
- Larger Device (4mm x 45mm)
- Insertion using larger 6-gauge needle

NanoPortal™
(NPM-119)

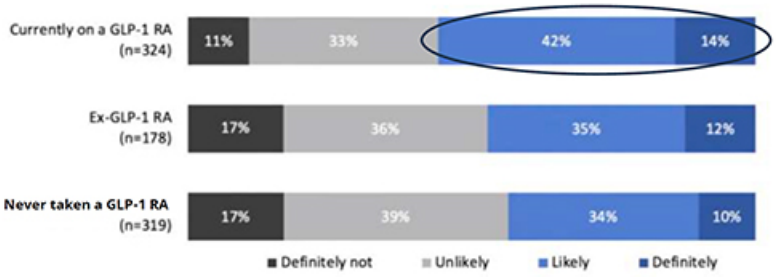


- Minimally fluctuating drug release profile observed in pre-clinical studies
- **Smaller Device** (2.2mm x 21.5mm)
- Insertion using smaller 11-gauge needle

Patient market research indicates strong market adoption potential for a miniature, 6-month exenatide implant

PWD sentiment towards the ITCA 650 concept is more strongly positive amongst those who are currently on a GLP-1 RA or who have taken one in the past.

Likelihood of getting ITCA 650 exenatide implant if FDA-approved, recommended by HCP, and covered by insurance, by current GLP-1 RA status
(Among people with T2D with A1c>7%)



56% of patients responded "likely" or "definitely" to get an exenatide implant if FDA approved, prescriber recommended, and covered by insurance

Our question, after showing an image of the device and a description* of how it would be used, was:
"Assuming it was approved by the FDA, your doctor suggests it, and insurance coverage is not an issue, how likely would you be to get and use the implant with exenatide?"

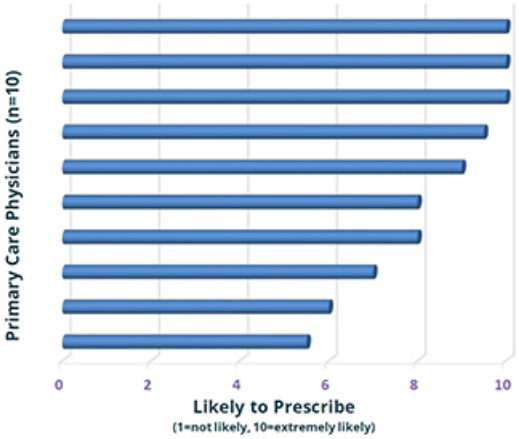
dQ&A

dQ&A insights reported market research during FDA Advisory Board to review ITCA 650 (exenatide implant) on September 21, 2023

Prescriber and Payer research also provide strong support for a miniature, 6-month exenatide implant

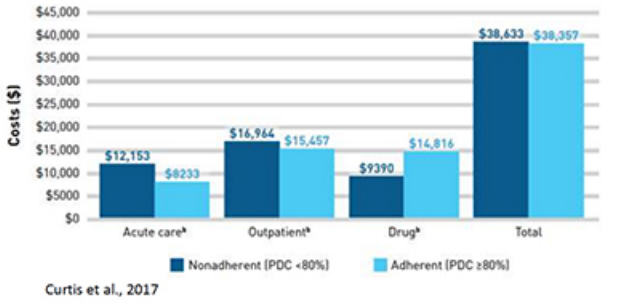
Prescribing Rating, Average 8.3 out of 10

Rating: Overall, using a scale of 1 to 10, where 1 is not at all likely and 10 is extremely likely, how likely are you to prescribe NPM-119?



Adherence = Lower Acute Care & Outpatient Costs

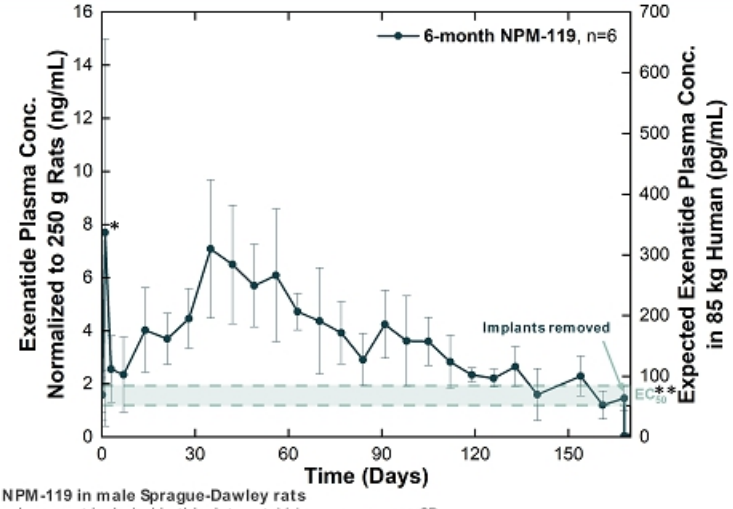
Total: ~$5,500 (annual, per patient)



Curtis et al., 2017

Vivani sponsored qualitative market research, March 2020. ~90% of patients receive treatment in primary care

6-Month NPM-119 preclinical proof-of-concept achieved



Pharmacokinetics of 6-month NPM-119 in male Sprague-Dawley rats
Exenatide antibody-positive animals are not included in this data set. Values are mean ± SD.
*2 of 6 implants are responsible for higher Day 1 exenatide concentrations which is not expected to occur in the configuration to be used in the clinic.
** The estimated exenatide EC50 is 51.4 pg/mL when exenatide antibody titers are < 125 and 84 pg/mL when exenatide antibody titers are >= 125. These exenatide EC50 estimates are consistent with the exenatide EC50 estimate, 83.5 pg/mL, from the FDA Clinical Pharmacology review of BYDUREON

NPM-119
Clinical and Regulatory Pathway

Proposed First-in-Human Trial: LIBERATE-1

Primary Objectives: Safety/tolerability assessment and full PK characterization

Glycemic control (HbA1c) and weight will also be assessed

Key Inclusion/Exclusion Criteria

- T2DM and HbA1c <8.5%
- On non-exenatide GLP-1 therapy (discontinued upon enrollment)
- May be taking their GLP-1 in combination with up to 2 of the following: metformin, TZD, SGLT-2 inhibitor, or DPP-4 inhibitor
- Excluded: SU, insulin

T2DM: Type 2 Diabetes Mellitus; TZD: Thiazolidinedione; SGLT-2: Sodium-glucose cotransporter-2; DPP-4: Dipeptidyl peptidase 4; SU: Sulfonylurea

NPM-119 Clinical + Regulatory Development Near-Term Plan

Year(s)	Milestone	Status
2023	IND filed to support First-in-Human (LIBERATE-1) clinical study	July 14, 2023
2023	FDA provided Clinical Hold letter	August 18, 2023
2024	Generate/Submit New CMC data to Lift Clinical Hold	2024

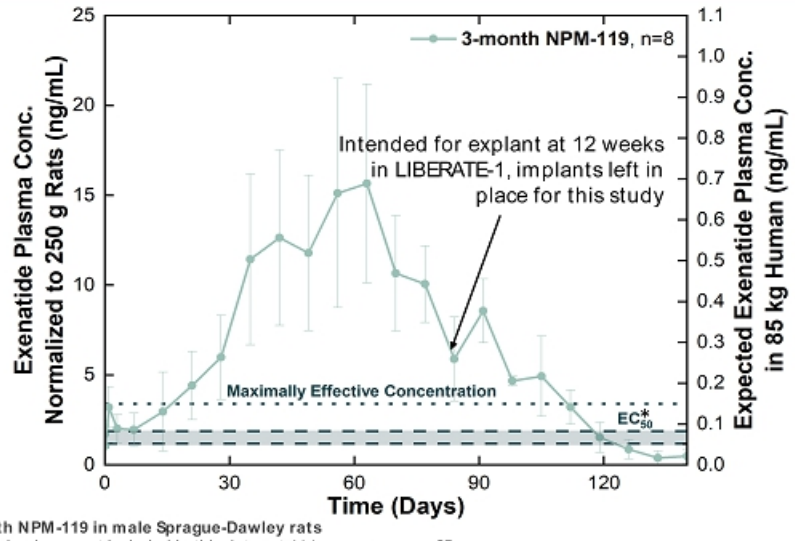
July 14, 2023 – Vivani submitted an Investigational New Drug to support a proposed First in Human study also know as LIBERATE-1 to explore the full pharmacokinetic profile of NPM-119 in patients with type 2 diabetes.

August 18, 2023 – FDA provided a Clinical Hold on the proposed LIBERATE-1 study primarily due to insufficient Chemistry, Manufacturing and Controls (CMC) information.

2024 - Vivani continues to generate the requested CMC information and remains actively engaged in discussions as part of its efforts to lift the Clinical Hold and enable the expeditious initiation of LIBERATE-1. Discussions with FDA to resolve the clinical hold are ongoing.

Vivani currently expects to submit the requested CMC information to the FDA in the first half of 2024.

12-Week NPM-119 PK in Rats



Pharmacokinetics of 3-month NPM-119 in male Sprague-Dawley rats
Exenatide antibody-positive animals are not included in this data set. Values are mean ± SD.
* The estimated exenatide EC50 is 51.4 pg/mL when exenatide antibody titers are < 125 and 84 pg/mL when exenatide antibody titers are >= 125.

Vivani Medical, Inc.
Financial Information

Vivani Medical, Inc.
Q4 2023: P&L Statement

Condensed Consolidated Statements of Operations (unaudited)

In Thousands, except per Share Data	Three Months Ended Dec. 31, 2023	Three Months Ended Dec. 31, 2022	Twelve Months Ended Dec. 31, 2023	Twelve Months Ended Dec. 31, 2022
Operating expenses:				
Research and development, net of grants	$ 4,708	$ 4,427	$ 16,968	$ 14,169
General and administrative, net of grants	1,509	3,363	9,997	7,072
Total operating expenses	6,217	7,790	26,965	21,241
Loss from operations	(6,217)	(7,790)	(26,965)	(21,241)
Other income (expense), net	191	506	1,313	7,352
Net loss	**$ (6,026)**	**$ (7,284)**	**$ (25,652)**	**$ (13,889)**
Net loss per common share – basic	**$ (0.12)**	**$ (0.14)**	**$ (0.50)**	**$ (0.36)**
Net loss per common share – diluted	**$ (0.12)**	**$ (0.14)**	**$ (0.50)**	**$ (0.36)**
Weighted average common shares outstanding – basic	**51,025**	**50,736**	**50,853**	**38,241**
Weighted average common shares outstanding – diluted	**51,025**	**50,736**	**50,853**	**38,241**

Vivani Medical, Inc.
Q4 2023: Balance Sheet

Condensed Consolidated Balance Sheets (unaudited)

In Thousands	Dec. 31, 2023	Dec. 31, 2022
ASSETS		
Cash and cash equivalents *	$ 20,654	$ 45,076
Prepaid expenses and other current assets	2,408	2,452
Total current assets	23,062	47,528
Property and equipment, net	1,729	1,182
Right-of-use assets	19,616	779
Restricted cash	1,338	1,366
Deposits and other assets	52	275
Total assets	**$ 45,797**	**$ 51,130**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities	$ 5,723	$ 6,822
Long-term operating lease liabilities	19,313	—
Total liabilities	**25,036**	**6,822**
Stockholders' equity:		
Total Common Stock, APIC & Other Comp Gain	119,199	117,094
Accumulated deficit	(98,438)	(72,786)
Total liabilities and stockholders' equity	**$ 45,797**	**$ 51,130**

* Note: In March 2024, Vivani received net proceeds of $13.8M from a registered direct offering of common stock and warrants.

Vivani Medical, Inc.
Q4 2023: Cap Table

As of December 31, 2023		
Equity	**WAEP***	**Number of Shares**
Common Stock		51,031,097
Stock Options	$2.60	6,090,617
RSUs	-	402,500
Warrants**	$11.60	9,733,068
Fully Diluted Shares		67,257,282

*Weighted Average Exercise Price

Vivani Medical, Inc.

1. An innovative, biopharmaceutical company developing a portfolio of miniature, long-term, drug implants to treat chronic disease. Our NanoPortal™ platform technology enables the design of implants aimed at improving medication non-adherence and tolerability.

2. Lead programs NPM-115 and NPM-119 are miniature, six-month, GLP-1 (exenatide) implants under development for the treatment of chronic weight management in obese or overweight patients and type 2 diabetes, respectively.

3. NPM-139 (semaglutide implant) is also under development for chronic weight management with the added potential benefit of once-yearly administration.

4. Vivani is well-positioned to advance NPM-115 and NPM-119 towards potentially transformational milestones in 2024.