THERATECHNOLOGIES INC.

FORM 6-K

(Report of Foreign Issuer Pursuant to Rule 13a-16 or 15d-16)

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

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

July 10, 2024

Commission File Number 001-35203

THERATECHNOLOGIES INC.

(Translation of registrant's name into English)

2015 Peel Street, Suite 1100
Montréal, Québec, Canada
H3A 1T8
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes ☐ No ☒

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes ☐ No ☒

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____.

THERATECHNOLOGIES INC.

Exhibit	Description
99.1	Consolidated Interim Financial Statements for the Three- and Six-Month Periods Ended May 31, 2024, and May 31, 2023
99.2	Management's Discussion and Analysis for the Three- and Six-Month Periods Ended May 31, 2024
99.3	Certification of Interim Filings of the President and Chief Executive Officer
99.4	Certification of Interim Filings of the Senior Vice President and Chief Financial Officer

SIGNATURES

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

THERATECHNOLOGIES INC.

By: /s/ Philippe Dubuc
Name: Philippe Dubuc
Title: Senior Vice President and Chief Financial Officer

Date: July 10, 2024

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Exhibit 99.1

Interim Consolidated Financial Statements
(In thousands of United States dollars)

THERATECHNOLOGIES INC.

Three- and six-month periods ended
May 31, 2024 and 2023
(Unaudited)

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THERATECHNOLOGIES INC.
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(In thousands of United States dollars)
(Unaudited)

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THERATECHNOLOGIES INC.
Interim Consolidated Statements of Financial Position
(In thousands of United States dollars)

As at May 31, 2024 and November 30, 2023
(Unaudited)

	Note	May 31, 2024	November 30, 2023
Assets			
Current assets			
Cash		$ 31,166	$ 34,097
Bonds and money market funds		4,862	6,290
Trade and other receivables		12,854	13,023
Tax credits and grants receivable		531	524
Income taxes receivable		178	4
Deferred tax assets		—	29
Inventories	5	5,534	6,066
Prepaid expenses and deposits		2,114	3,154
Derivative financial assets		88	110
Total current assets		57,327	63,297
Non-current assets			
Property and equipment		314	1,206
Right-of-use assets		603	770
Intangible assets		11,776	12,496
Deferred tax assets		29	—
Deferred financing costs		165	—
Total non-current assets		12,887	14,472
Total assets		$ 70,214	$ 77,769
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		$ 26,280	$ 28,471
Provisions	6	6,719	9,603
Current portion of Loan Facility	7	17,455	7,286
Current portion of lease liabilities	8	441	421
Marathon Warrants	9(b)	1,050	1,475
Deferred revenue		38	38
Total current liabilities		51,983	47,294
Non-current liabilities			
Loan Facility	7	41,080	50,688
Lease liabilities	8	344	573
Other liabilities		15	84
Total non-current liabilities		41,439	51,345
Total liabilities		93,422	98,639
Equity			
Share capital and warrants	9	363,927	363,927
Contributed surplus		24,214	23,178
Deficit		(412,153)	(408,659)
Accumulated other comprehensive income		804	684
Total equity		(23,208)	(20,870)
Total liabilities and equity		$ 70,214	$ 77,769

The accompanying notes are an integral part of these interim consolidated financial statements.

THERATECHNOLOGIES INC.
Interim Consolidated Statements of Comprehensive Income (Loss)
(In thousands of United States dollars, except per share amounts)

For the three- and six-month periods ended May 31, 2024 and 2023
(Unaudited)

	Note	For the three-month periods ended May 31, 2024	2023	For the six-month periods ended May 31, 2024	2023
Revenue	3	$22,017	$ 17,549	$38,264	$ 37,457
Operating expenses					
Cost of sales		4,547	4,909	9,831	9,602
Research and development expenses, net of tax credits of $33 and $65 (2023 – $48 and $120)		4,725	10,389	8,477	19,745
Selling expenses		6,367	6,479	12,068	13,293
General and administrative expenses		3,090	3,716	6,846	8,168
Total operating expenses		18,729	25,493	37,222	50,808
Profit (loss) from operating activities		3,288	(7,944)	1,042	(13,351)
Finance income	4	545	546	1,174	672
Finance costs	4	(2,728)	(2,489)	(5,482)	(7,555)
		(2,183)	(1,943)	(4,308)	(6,883)
Profit (loss) before income taxes		1,105	(9,887)	(3,266)	(20,234)
Income tax expense		(118)	(126)	(228)	(222)
Net profit (loss) for the period		987	(10,013)	(3,494)	(20,456)
Other comprehensive income, net of tax					
Items that may be reclassified to net profit (loss) in the future					
Net change in fair value of financial assets at fair value through other comprehensive income (“FVOCI”) financial assets		60	81	120	158
		60	81	120	158
Total comprehensive income (loss) for the period		$ 1,047	$ (9,932)	$ (3,374)	$(20,298)
Basic and diluted income (loss) per share	9(d)	$ 0.02	$ (0.41)	$ (0.07)	$ (0.85)

The accompanying notes are an integral part of these interim consolidated financial statements.

THERATECHNOLOGIES INC.
Interim Consolidated Statements of Changes in Equity
(In thousands of United States dollars, except for share amounts)

For the three- and six-month periods ended May 31, 2024 and 2023
(Unaudited)

		For the six-month period ended May 31, 2023						
	Note	Share capital and Public Offering Warrants		Equity component of convertible notes	Contributed surplus	Deficit	Accumulated other comprehensive income	Total
		Number of shares[1]	Amount					
Balance as at November 30, 2022		24,201,582	338,751	2,132	18,810	(382,649)	385	(22,571)
Total comprehensive loss for the period								
Net loss for the period		—	—	—	—	(20,456)	—	(20,456)
Other comprehensive income (loss):								
Net change in fair value of FVOCI financial assets, net of tax		—	—	—	—	—	158	158
Total comprehensive loss for the period		—	—	—		(20,456)	158	(20,298)
Transactions with owners, recorded directly in equity								
Share-based compensation for stock option plan		—	—	—	1,338	—	—	1,338
Total contributions by owners		—	—	—	1,338	—	—	1,338
Balance as at May 31, 2023		24,201,582	$338,751	$ 2,132	$ 20,148	$(403,105)	$ 543	$(41,531)

		For the six-month period ended May 31, 2024						
	Note	Share capital and Public Offering Warrants		Equity component of convertible notes	Contributed surplus	Deficit	Accumulated other comprehensive income	Total
		Number of shares[1]	Amount					
Balance as at November 30, 2023		45,980,019	363,927	—	23,178	(408,659)	684	(20,870)
Total comprehensive loss for the period								
Net loss for the period		—	—	—		(3,494)	—	(3,494)
Other comprehensive income (loss):								
Net change in fair value of FVOCI financial assets, net of tax		—	—	—	—	—	120	120
Total comprehensive loss for the period		—	—	—		(3,494)	120	(3,374)
Transactions with owners, recorded directly in equity								
Share-based compensation for stock option plan	9(c)	—	—	—	1,036	—	—	1,036
Total contributions by owners		—	—	—	1,036	—	—	1,036
Balance as at May 31, 2024		45,980,019	$363,927	$ —	$ 24,214	$(412,153)	$ 804	$(23,208)

1 See Note 1 for share consolidation.

The accompanying notes are an integral part of these interim consolidated financial statements.

THERATECHNOLOGIES INC.
Interim Consolidated Statements of Cash Flows
(In thousands of United States dollars)

For the three- and six-month periods ended May 31, 2024 and 2023
(Unaudited)

	Note	For the three-month periods ended May 31, 2024	2023	For the six-month periods ended May 31, 2024	2023
Cash flows from (used in)					
Operating					
Net profit (loss) for the period		$ 987	$ (10,013)	$ (3,494)	$ (20,456)
Adjustments for					
Depreciation of property and equipment		819	109	892	207
Amortization of intangible assets and other assets		360	739	720	1,478
Amortization of right-of-use assets		83	84	167	186
Share-based compensation for stock option plan and stock appreciation rights		340	702	967	1,278
Gain on lease termination			—		(121)
Change in fair value of derivative financial assets		15	18	22	349
Change in fair value of liability related to deferred stock unit plan		6	(9)	3	(164)
Interest on convertible unsecured senior notes and term loan	4	2,313	1,874	4,587	3,658
Interest paid on convertible unsecured notes and term loan		(2,256)	(1,429)	(4,581)	(3,617)
Interest income		(342)	(209)	(762)	(436)
Interest received		359	244	789	484
Income tax expense		118	126	228	222
Income taxes paid		(402)	(675)	(402)	(675)
Foreign exchange		46	(75)	20	210
Loss on debt modification – issuance of Marathon Warrants		—	—	—	2,650
Change in fair value of Marathon Warrants		(212)	(300)	(425)	(300)
Accretion expense and amortization of deferred financing costs	4	382	609	756	1,142
		2,616	(8,205)	(513)	(13,905)
Change in operating assets and liabilities					
Trade and other receivables		(2,858)	(3,093)	169	(1,008)
Tax credit and grants receivable		(33)	(49)	(9)	(121)
Inventories		769	2,653	532	7,231
Prepaid expenses and deposits		473	3,275	1,040	4,919
Accounts payable and accrued liabilities		(1,781)	2,592	(359)	(3,953)
Provisions		524	(735)	(2,858)	(64)
		(2,906)	4,643	(1,485)	7,004
Cash flows used in operating activities		(290)	(3,562)	(1,998)	(6,901)
Financing activities					
Share issue costs		(352)	—	(505)	(37)
Payments of lease liabilities		(122)	(96)	(244)	(221)
Deferred financing costs		(165)	(146)	(165)	(146)
Cash flows used in financing activities		(639)	(242)	(914)	(404)
Investing activities					
Proceeds from sale of bonds and money market funds		1,363	815	1,497	815
Acquisition of intangible assets		(1,500)	—	(1,500)	—
Acquisition of derivative financial assets		—	—	—	(104)
Acquisition of property and equipment		—	(81)	—	(303)
Cash flows (used) from investing activities		(137)	734	(3)	408
Net change in cash during the period		(1,066)	(3,070)	(2,915)	(6,897)
Cash, beginning of period		32,240	20,023	34,097	23,856
Effect of foreign exchange on cash		(8)	4	(16)	(2)
Cash, end of period		$ 31,166	$ 16,957	$ 31,166	$ 16,957

Refer to Note 11 for supplemental cash flow disclosures.

The accompanying notes are an integral part of these interim consolidated financial statements.

THERATECHNOLOGIES INC.
Notes to Interim Consolidated Financial Statements
(In thousands of United States dollars except for share and per share amounts)

For the three- and six-month periods ended May 31, 2024 and 2023
(Unaudited)

Theratechnologies Inc. is a biopharmaceutical company focused on the development and commercialization of innovative therapies addressing unmet medical needs.

The unaudited interim consolidated financial statements ("Interim Consolidated Financial Statements") include the accounts of Theratechnologies Inc. and its wholly- owned subsidiaries (together referred to as the "Company" and individually as the "subsidiaries of the Company").

The Company has one material wholly-owned subsidiary:

- Theratechnologies U.S., Inc., a company governed by the *Delaware General Corporation Law* (Delaware). Theratechnologies U.S., Inc. provides the services of personnel to Theratechnologies Inc. for its activities in the United States.

Theratechnologies Inc. is governed by the *Business Corporations Act* (Québec) and is domiciled in Québec, Canada. The Company is located at 2015 Peel Street, Suite 1100, Montréal, Québec, H3A 1T8, Canada.

1. Basis of preparation

(a) Share consolidation

On July 19, 2023, the Board of Directors approved a consolidation of the issued and outstanding common shares (the "Common Shares") on the basis of one for four (1-for-4) common shares (the "Consolidation") effective July 31, 2023. All references in these Financial Statements to the number of common shares, Public Offering Warrants (as defined in Note 8(a)), Marathon Warrants (as defined in Note 8(b)), Options (as defined in Note 8(c)), weighted average number of common shares, basic and diluted loss per share and the exercise prices of the Public Offering Warrants, Marathon Warrants and Options have been retrospectively adjusted and restated to reflect the effect of the Consolidation for all periods presented.

(b) Accounting framework

These Interim Consolidated Financial Statements, including comparative information, have been prepared in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB"), in accordance with IFRS Accounting Standards ("IFRS").

Certain information, in particular the accompanying notes normally included in the annual consolidated financial statements prepared in accordance with IFRS, has been omitted or condensed. These interim financial statements do not include all disclosures required under IFRS and, accordingly, should be read in conjunction with the annual consolidated financial statements for the year ended November 30, 2023 and the notes thereto.

These Interim Consolidated Financial Statements have been authorized for issue by the Company's Audit Committee on July 9, 2024.

(c) Going concern

As part of the preparation of these Interim Consolidated Financial Statements, management is responsible for identifying any event or situation that may cast doubt on the Company's ability to continue as a going concern.

1. Basis of preparation (continued)

(c) Going concern (continued)

As of the issuance date of these consolidated financial statements, the Company expects that its existing cash and cash equivalents as of May 31, 2024, together with cash generated from its existing operations will be sufficient to fund its operating expenses and debt obligations requirements for at least the next 12 months from the issuance date of these Interim Consolidated Financial Statements. Considering recent Company's actions, material uncertainty that raised substantial doubt about the Company's ability to continue as a going concern was alleviated effective from these second quarter interim consolidated financial statements.

In an effort to reach sustainable profitability, the Company has undertaken a number of measures to rationalize its operations, including a decrease of research and development expenses and has established a new operating structure focused on its commercial business (including for example as described in Note 6(a)). For the three-month period ended May 31, 2024, the Company generated a net profit of $987 (2023-net loss of $10,013) and had negative cash flows from operating activities of $290 (2023- negative $3,562). As at May 31, 2024, cash, bonds and money market funds amounted to $36,028.

The Company's Marathon Credit Agreement contains various covenants, including minimum liquidity covenants whereby the Company needs to maintain significant cash, cash equivalent and eligible short-term investments balances in specified accounts, which restricts the management of the Company's liquidity (refer to Note 6). As at May 31, 2024, the material covenants of the Marathon Credit Agreement, as amended, included: (i) minimum liquidity requirements to be between $15,000 and $20,000, based on the Marathon Adjusted EBITDA (as defined in the Marathon Credit Agreement, the "Marathon Adjusted EBITDA") targets over the most recently ended four fiscal quarters; and (ii) minimum Marathon Adjusted EBITDA targets over the most recently ended four fiscal quarters. A breach of a covenant provides the lender with the ability to demand immediate repayment of the Loan Facility and makes available to the lender the collateralized assets, which include substantially all cash, bonds and money market funds which are subject to control agreements. The Company does not currently have other committed sources of financing available to it.

The Company's ability to continue as a going concern for a period of at least, but not limited to, 12 months from May 31, 2024, involves significant judgement and is dependent on the adherence to the conditions of the Marathon Credit Agreement or to obtain the support of the lender (including possible waivers and amendments, if necessary), on increasing its *EGRIFTA SV*® revenues and the continuing management of its expenses in order to meet or exceed the Marathon Adjusted EBITDA targets and generate sufficient positive operating cash flows.

The Interim Consolidated Financial Statements have been prepared assuming the Company will continue as a going concern, which assumes the Company will continue its operations in the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

1. Basis of preparation (continued)

(d) Basis of measurement

The Company's Interim Consolidated Financial Statements have been prepared on going concern and historical cost bases, except for bonds and money market funds, derivative financial assets, liabilities related to cash-settled share-based arrangements and warrant liabilities, which are measured at fair value. Equity-classified shared-based payment arrangements are measured at fair value at grant date pursuant to IFRS 2, Share-based Payment.

The methods used to measure fair value are discussed further in Note 12.

(e) Use of estimates and judgments

The preparation of the Company's Interim Consolidated Financial Statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the interim financial statements, and the reported amounts of revenues and expenses during the reporting periods.

Information about critical judgments in applying accounting policies and assumptions and estimation uncertainties that have the most significant effect on the amounts recognized in the interim financial statements are disclosed in Note 1 of the annual consolidated financial statements as at November 30, 2023. For the three-month period ended May 31, 2024, critical judgements were made in concluding that there are no material uncertainties related to events or conditions that cast substantial doubt on the entity's ability to continue as a going concern.

(f) Functional and presentation currency

The Company's functional currency is the United States dollar ("USD").

All financial information presented in USD has been rounded to the nearest thousand.

2. Significant accounting policies

The significant accounting policies as disclosed in the Company's annual consolidated financial statements for the year ended November 30, 2023 have been applied consistently in the preparation of these Interim Consolidated Financial Statements.

Changes in accounting policies

Standards issued but not yet effective.

A number of new standards are effective for annual periods beginning after December 1, 2023 and earlier application is permitted; however, the Company has not early adopted the new or amended standards in preparing these Interim Consolidated Financial Statements. Refer to Note 1 of the annual consolidated financial statements as at November 30, 2023 for a description of those standards.

THERATECHNOLOGIES INC.
Notes to Interim Consolidated Financial Statements (continued)
(In thousands of United States dollars except for share and per share amounts)

For the three- and six-month periods ended May 31, 2024 and 2023
(Unaudited)

3. Revenue

Net sales by product were as follows:

	For the three-month periods ended May 31,	
	2024	2023
EGRIFTA SV®	$16,200	$10,853
Trogarzo®	5,817	6,696
	$22,017	$17,549

	For the six-month periods ended May 31,	
	2024	2023
EGRIFTA SV®	$25,786	$23,564
Trogarzo®	12,478	13,893
	$38,264	$37,457

Net sales by geography were as follows:

	For the three-month periods ended May 31,	
	2024	2023
United States	$22,017	$17,468
Europe	—	81
	$22,017	$17,549

	For the six-month periods ended May 31,	
	2024	2023
United States	38,186	37,113
Europe	78	344
	$38,264	$37,457

(In thousands of United States dollars except for share and per share amounts)

4. Finance income and finance costs

	Note	For the three-month periods ended May 31, 2024	2023
Net gain on financial instruments carried at fair value		$ 203	$ 291
Interest income		342	209
Net foreign currency gain		—	46
Finance income		545	546
Accretion expense and amortization of deferred financing costs	7 and 8	(382)	(609)
Interest on convertible unsecured senior notes and term loan		(2,313)	(1,874)
Bank charges		6	(6)
Other		(2)	—
Net foreign currency loss		(37)	—
Finance costs		(2,728)	(2,489)
Net finance costs recognized in net profit or loss		$ (2,183)	$ (1,943)

	Note	For the six-month periods ended May 31, 2024	2023
Net gain on financial instruments carried at fair value		$ 412	$ 115
Gain on lease termination		—	121
Interest income		762	436
Finance income		1,174	672
Accretion expense and amortization of deferred financing costs	7 and 8	(756)	(1,142)
Interest on convertible unsecured senior notes and term loan		(4,587)	(3,658)
Bank charges		—	(26)
Net foreign currency loss		(39)	(79)
Other		(100)	—
Loss on Loan facility modifications		—	(2,650)
Finance costs		(5,482)	(7,555)
Net finance costs recognized in net profit or loss		$ (4,308)	$ (6,883)

THERATECHNOLOGIES INC.
Notes to Interim Consolidated Financial Statements (continued)
(In thousands of United States dollars except for share and per share amounts)

For the three- and six-month periods ended May 31, 2024 and 2023
(Unaudited)

5. Inventories

In the fiscal 2024, an inventory provision of $1,088 (2023 – $170) was recognized pending marketing approval of the F8 formulation of tesamorelin and recorded in cost of goods sold.

6. Provisions

	Chargebacks and rebates	Returns	Restructuring[a]	Total
Balance as at November 30, 2022	$ 6,032	$1,485	$ —	$ 7,517
Provisions made	15,407	1,086	1,963	18,456
Provisions used	(14,506)	(309)	(1,721)	(16,536)
Effect of change in exchange rate	168	—	(2)	166
Balance as at November 30, 2023	$ 7,101	$2,262	$ 240	$ 9,603
Provisions made	9,421	671	336	10,428
Provisions used	(12,407)	(549)	(330)	(13,286)
Effect of change in exchange rate	(26)	—	—	(26)
Balance as at May 31, 2024	$ 4,089	2,384	246	6,719

(a) On March 22, 2024, the Company announced that it would phase down its preclinical oncology research activities. The Company will continue to prioritize its ongoing Phase 1 clinical trial of sudocetaxel zendusortide (TH1902), a novel peptide-drug conjugate (PDC), in patients with advanced ovarian cancer. The phasing down of research activities is aligned with the Company's focus on its commercial business and will further optimize its organizational cost structure. As such, for the six-month period ended May 31, 2024, $336 was recorded in charges related to severance and other expenses. A charge of approximately $200 is expected to be recorded in the second half of 2024. In addition, the Company recorded in the three and six month periods ended May 31, 2024, $766 in accelerated depreciation on equipment in research and development expenses

7. Loan Facility

On July 20, 2022, the Company entered into a credit agreement with certain funds and accounts for which Marathon Asset Management, L.P. acts as investment manager (collectively, "Marathon") providing for up to $100,000 (the "Loan Facility" or " Marathon Credit Agreement") in loan. The disbursement of the loan was to be made available to the Company over time in four various tranches with each bearing specific conditions to be met by the Company.

On July 27, 2022, a principal amount of $40,000 ("Tranche 1 Loan") was funded while on June 21, 2023, a second $20,000 ("Tranche 2 Loan") was funded as a result of the lender removing during the first quarter of 2023 the condition related to the submission to the FDA of the results from the human factor study the Company was then conducting. The Company does not meet the conditions precedents to draw down the additional tranches of capital of $15,000 and $25,000, respectively.

7. Loan Facility (continued)

On July 3, 2023, the Company breached its liquidity covenant resulting in the lender having the ability to demand immediate repayment of the debt and in making available to the lender the collateralized assets, which include substantially all cash, bonds and money market funds which are subject to control agreements. On July 10, 2023, the Company and the lender amended the terms of the Marathon Credit Agreement to reduce the minimum liquidity covenant for the period of July 10 to July 28, 2023 as follows:

- From $20,000 to $14,000 between July 10, 2023 up to and including July 21, 2023; and
- From $14,000 to $16,000 between July 22, 2023 up to and including July 28, 2023.

On July 28, 2023, the Company and the lender entered into an additional amendment to the terms of the Marathon Credit Agreement to provide, amongst other things, for the minimum liquidity covenant to be $15,000 from July 29, 2023, up to and including October 31, 2023. After such date, the minimum liquidity covenant was set at $20,000; provided, however, that if the F8 formulation of tesamorelin was not approved by the United States Food and Drug Administration by March 31, 2024, the minimum liquidity covenant was set at $30,000. On September 21, 2023, the Company obtained a waiver from the lender relating to the breach of its liquidity covenant for the period between July 3, 2023 up to end and including July 9, 2023. On October 13, 2023, the Company and the lender entered into an additional amendment to the Marathon Credit Agreement (the "Fifth Amendment") providing for, amongst other things, the following amendments:

- revising the minimum liquidity requirements for all times following October 31, 2023 to be between $15,000 and $20,000, based on thresholds for Marathon Adjusted EBITDA over the most recently ended four fiscal quarters;
- revising the minimum revenue requirements to be based on Marathon Adjusted EBITDA-based targets instead of quarterly revenue-based targets, beginning with the quarter ending November 30, 2023;
- deleting the prohibition against the Company having a going concern explanatory paragraph in the opinion of the independent registered public accounting firm that accompanies the Company's annual report.

In consideration of the Fifth Amendment, the Company agreed to (i) pay an amount equal to $540 amortized value ($600), or 100 basis points calculated on the outstanding principal amount of the funded debt as of October 13, 2023 ($60,000), which amount was added to the outstanding principal amount of the funded debt as payment in kind; and (ii) reset the exercise price of the Marathon Warrants, which are now exercisable into 1,250,000 common shares at $2.30 per common share, down from the previous $5.80 per common share.

The salient conditions of the amounts drawn under the Loan Facility are as follows:

- The Loan Facility has an initial term of five years, provides for an interest-only period of 24 months, and bears interest at the Secured Overnight Financing Rate ("SOFR") plus 9.5%. The Tranche 1 Loan and Tranche 2 Loan are repayable in equal monthly installments on an amortization schedule of 36 months starting in July 2024. The Company is entitled to prepay the outstanding Loan Facility at any time subject to certain prepayment premium amounts: for Tranche 1 Loan until July 27, 2024, an amount equal to the make whole amount, and after this date, a maximum amount of 3% of the principal amount being prepaid. For Tranche 2 Loan, until June 21, 2025, an amount equal to the make whole amount, and after this date, a maximum amount of 3% of the principal amount being prepaid;

(In thousands of United States dollars except for share and per share amounts)

7. Loan Facility (continued)

- The Loan Facility provides Marathon Adjusted EBITDA-based targets and minimum liquidity requirements (both as defined in the Marathon Credit Agreement) for all times to be between $15,000 and $20,000 based on thresholds for Marathon Adjusted EBITDA over the most recently ended four financial quarters;
- The Loan Facility requires the lender's consent to incur additional debt and to make acquisitions, dispositions, in-licensing and out-licensing of products or assets. A breach of the terms and conditions of the Marathon Credit Agreement will create an event of default resulting in an increase of 300 basis points on the outstanding loan and provide the lender with the ability to demand immediate repayment of the debt;
- The lender has a first ranking security interest on all of the Company's assets, subject to certain credit card arrangements restrictions.

The movement in the carrying value of the Loan Facility is as follows:

Proceeds from Loan Facility on July 27, 2022	$40,000
Transaction costs	(2,285)
Accretion expense	179
Term loan as at November 30, 2022	$37,894
Proceeds from Tranche 2 Loan on June 21, 2023	20,000
Costs related to issuance of Tranche 2 Loan	(1,182)
Costs related to Marathon Warrants	(78)
Consideration for the Fifth Amendment	540
Accretion expense	800
Term loan as at November 30, 2023	$57,974
Accretion expense	561
Term loan as at May 31, 2024	$58,535
Current portion	17,455
Non-current portion	41,080

(In thousands of United States dollars except for share and per share amounts)

8. Lease liabilities

	Carrying value
Balance as at November 30, 2022	$ 1,922
Accretion expense	101
Lease payments	(452)
Effect of change in exchange rates	17
Termination	(920)
New lease	326
Balance as at November 30, 2023	$ 994
Accretion expense	37
Lease payments	(244)
Effect of change in exchange rates	(2)
Balance as at May 31, 2024	785
Current portion	441
Non-current portion	$ 344

9. Share capital and warrants

(a) Public Offering Warrants

On January 19, 2021, the Company completed a public offering for the sale and issuance of units. Each unit was comprised of one common share of the Company and one half of one common share purchase warrant of the Company (each whole warrant, a "Public Offering Warrant") and is classified in Share Capital and Public Offering Warrants within equity. During the first quarter ended February 29, 2024, no Public Offering Warrants were exercised (November 30, 2023 nil).

The 8,130,550 Public Offering Warrants expired on January 19, 2024.

On October 31, 2023, the Company completed a public offering for the sale and issuance of 12,500,000 common shares at a price of $1.00 per common share for gross proceeds of $12,500. On November 14, 2023, the Company issued 160,000 common shares at a price of $1.00 per common share for gross proceeds of $160 in relation to the partial exercise of the over-allotment option. The Company has also completed a concurrent private placement (the "Concurrent Private Placement") with Investissement Québec of 9,118,184 common shares and 3,381,816 fully-funded, non-voting subscription receipts, exchangeable at all times into common shares on a one-for-one basis, in each case, at $1.00 for gross proceeds of $12,500. The subscription receipts were issued to limit the share ownership of the investor to not more than 19.9% of the issued and outstanding common shares and the subscription receipts are exchangeable at any time, provided ownership limitations are respected. The Company has also entered into an investor rights agreement pursuant to which Investissement Québec is entitled to propose one individual to act as a director on the Company's board of directors for as long as it holds 50% of the common shares purchased pursuant to the Concurrent Private Placement. The cost of the offering amounted to $2,053.

(In thousands of United States dollars except for share and per share amounts)

9. Share capital and warrants (continued)

(b) Marathon Warrants

On February 27, 2023, the Company issued to Marathon an aggregate of 5,000,000 common share purchase warrants (the "Marathon Warrants") exercisable into 1,250,000 common shares, at an exercise price of $5.80, post Consolidation. The Marathon Warrants are exercisable for a period of seven years. The Marathon Warrants are not traded on any stock exchange, are transferable only to affiliates of Marathon or to other potential lenders under the terms of the Loan Facility and their affiliates and may be exercised on a cashless basis. Accordingly, the Marathon Warrants are derivative financial liabilities measured at fair value through profit or loss.

The Marathon Warrants were issued as consideration for various amendments made to the Marathon Credit Agreement, including:

- An amendment to remove a condition precedent to the disbursement of the Tranche 2 Loan requiring the Company to have filed with the FDA the results of a human factor study before June 30, 2023; and
- An amendment to remove the prohibition of a going concern explanatory paragraph in the annual report of the independent registered public accounting firm for the fiscal year ended November 30, 2022.

In consideration of the Fifth Amendment, the Company has agreed to reset the exercise price of the 5,000,000 Marathon Warrants, which are now exercisable into 1,250,000 common shares at $2.30 per common share. (Refer to Note 7).

The fair value of the Marathon Warrants was treated as a cash outflow in testing whether the debt modification was a substantial modification and it was concluded that the modification was not substantial. At the issuance, $2,650 were recorded as loss on debt modification using the Black-Sholes model and the assumptions set forth in the table below. An amount of $350 was recorded reflecting the increase of fair value of Marathon Warrants for the repricing upon entering into the Fifth Amendment. The derivative financial liability relating to the Marathon Warrants is recorded as a liability on the consolidated statement of financial position and resulted in a gain on fair value remeasurement of $425 for the six-month period ended May 31, 2024.

	Measurement date as at May 31, 2024	Issuance date measurement
Risk-free interest rate	4.50%	3.92%
Expected volatility	91.37%	61.985%
Average option life in years	5.75 years	7 years
Share price	$ 1.25	3.80
Warrant exercise price	$ 2.30	5.80

9. Share capital and warrants (continued)

(b) Marathon Warrants (continued)

The risk-free interest rate is based on the implied yield on a Canadian government zero-coupon issue, with a remaining term equal to the term of the Marathon Warrant life. The volatility is based on weighted average historical volatility adjusted for changes expected due to publicly available information. The life of the Marathon Warrants is based upon the contractual term. The dividend yield was excluded from the calculation, since it is the present policy of the Company to retain all earnings to finance operations and future growth.

(c) Stock option plan

The Company has established a stock option plan (the "Option Plan") under which it can grant its directors, officers, employees, researchers and consultants non-transferable options (the "Option") for the purchase of common shares. The exercise date of an Option may not be later than 10 years after the grant date. On March 28, 2023, the Company's Board of Directors amended the Option Plan to provide, among other things, that the maximum number of common shares that may be issued under the Option Plan (together with any other security-based compensation arrangements) shall not exceed 17% of the issued and outstanding common shares, on a non-diluted basis. The Option Plan has a "reloading" or "evergreen" feature, so that when Options are exercised, the number of common shares issuable under the Option Plan will be replenished and such exercised Options will be available to be regranted in the future. Shareholders ratified this amendment on May 9, 2023. Generally, the Options vest on the grant date or over a period of up to three years.

As at May 31, 2024, 5,777,941 Options could still be granted by the Company (2023 – 7,764,232) under the Option Plan.

All Options are to be settled by the physical delivery of common shares.

Changes in the number of Options outstanding during the past two years were as follows:

(In thousands of United States dollars except for share and per share amounts)

9. Share capital and warrants (continued)

(c) Stock option plan (continued)

	Number of options	Weighted average exercise price per option	
		CAD	USD
Options outstanding in CA$			
Options as at November 30, 2022 – CA$	1,180,052	$15.92	$11.84
Granted – CA$	792,193	5.16	3.80
Forfeited – CA$	(9,473)	21.40	15.96
Options outstanding as at May 31, 2023 – CA$	1,962,772	$11.56	$ 8.52
Options as at November 30, 2023 – CA$	1,774,559	11.51	8.48
Forfeited and expired – CA$	(6,859)	9.48	6.94
Options outstanding as at May 31, 2024 – CA$	1,767,700	11.52	8.45
Options exercisable as at May 31, 2024 – CA$	1,200,468	13.35	9.79
Options exercisable as at May 31, 2023 – CA$	849,268	$15.12	$11.16

(In thousands of United States dollars except for share and per share amounts)

9. Share capital and warrants (continued)

(c) Stock option plan (continued)

	Number of options	Weighted average exercise price per option
Options outstanding in US$		
Options as at November 30, 2022 – US$	106,643	$ 10.00
Granted – US$	203,935	3.80
Forfeited – US$	(2,500)	6.32
Options outstanding as at May 31, 2023 – US$	308,078	$ 5.92
Options as at November 30, 2023 – US$	279,369	6.02
Forfeited and expired – US$	(8,418)	4.22
Options outstanding as at May 31, 2024 – US$	270,951	$ 6.90
Options exercisable as at May 31, 2024 – US$	131,264	$ 8.30
Options exercisable as at May 31, 2023 – US$	44,862	$ 9.68

During the six-month period ended May 31, 2024, $1,036 (2023 – $1,338) was recorded as share-based compensation expense for the Plan. No options were granted during the six-month period ended May 31, 2024. The fair value of options granted during the 2023 period was estimated at the grant date using the Black-Scholes model and the following weighted average assumptions:

	2023
Options granted in CA$	
Risk-free interest rate	3.33%
Expected volatility	64.3%
Average option life in years	9.5 years
Grant-date share price	$3.80 (CA$5.16)
Option exercise price	$3.80 (CA$5.16)

(In thousands of United States dollars except for share and per share amounts)

9. Share capital and warrants (continued)

(c) Stock option plan (continued)

	2023
Options granted in US$	
Risk-free interest rate	3.92%
Expected volatility	62%
Average option life in years	9.5 years
Grant-date share price	$ 3.80
Option exercise price	$ 3.80

The risk-free interest rate is based on the implied yield on a Canadian government or U.S. zero-coupon issue, with a remaining term equal to the expected term of the option. The volatility is based on weighted average historical volatility adjusted for a period equal to the expected life. The life of the options is estimated taking into consideration the vesting period at the grant date, the life of the option and the average length of time similar grants have remained outstanding in the past. The dividend yield was excluded from the calculation, since it is the present policy of the Company to retain all earnings to finance operations and future growth.

The following table summarizes the measurement date weighted average fair value of stock options granted during the three and six-month period ended May 31, 2023. There were no Options granted in the six-month period ended May 31, 2024.

	Number of options	Weighted average grant date fair value
Options granted in CA$		
For the three and six-month periods ended May 31, 2023	792,193	$2.76 (CA$3.76)

(In thousands of United States dollars except for share and per share amounts)

9. Share capital and warrants (continued)

(c) Stock option plan (continued)

	Number of options	Weighted average grant date fair value
Options granted in US$		
For the three and six-month periods ended May 31, 2023	203,935	$ 2.72

The Black-Scholes model used by the Company to calculate option values was developed to estimate the fair value of freely tradable, fully transferable options without vesting restrictions, which significantly differ from the Company's stock option awards. This model also requires certain subjective assumptions, including future stock price volatility and average option life, which greatly affect the calculated values.

(d) Net profit (loss)

The calculation of basic profit (loss) per share was based on the net profit (loss) attributable to common shareholders of the Company of $987 (2023 – $(10,013) for the three-month periods and of $(3,494) (2023 - $(20,456)) for the six-month periods) and a weighted average number of common shares outstanding calculated as follows:

	For the three-month periods ended	
	May 31, 2024	May 31, 2023
Issued common shares as at March 1	45,980,019	24,201,582
Effect of subscription receipts issue	3,381,816	—
Weighted average number of common shares, basic	49,361,835	24,201,582

The calculation of diluted earnings per share was based on a weighted average number of diluted common shares calculated as follows:

	For the three-month periods ended	
	May 31, 2024	May 31, 2023
Weighted average number of common shares	49,361,835	24,201,582
Effect of potential dilutive Options	6,980	—
Weighted average number of common shares, diluted	49,368,815	24,201,582

(In thousands of United States dollars except for share and per share amounts)

9. Share capital and warrants (continued)

(c) Stock option plan (continued)

	For the six-month periods ended	
	May 31, 2024	May 31, 2023
Issued common shares as at December 1	45,980,019	24,201,582
Effect of subscription receipts issue	3,381,816	—
Weighted average number of common shares, basic and diluted	49,361,835	24,201,582

For the six-month period ended May 31, 2024, 2,038,651 (2023 – 2,270,838) Options and 5,000,000 Marathon Warrants were excluded from the weighted average number of diluted common shares calculation as their effect would have been anti-dilutive. The Public Offering Warrants were also excluded from the weighted average number of diluted common share calculation for the periods they were outstanding.

10. Supplemental cash flow disclosures

The Company entered into the following transactions which had no impact on its cash flows:

	May 31, 2024	May 31, 2023
Additions to property and equipment included in accounts payable and accrued liabilities	$ —	$ 15
Deferred financing costs included in accounts payable and accrued liabilities	—	30

11. Financial instruments

The nature and extent of the Company's exposure to risks arising from financial instruments are consistent with the disclosure in the annual consolidated financial statements as at November 30, 2023, considering the update below.

Credit risk – Trade receivables

The Company's exposure to credit risk on its trade receivable relates to one major customer. Management uses historical loss experience and adjust historical loss rates, when needed, to reflect information about current conditions and reasonable and supportable forecasts of future economic conditions.

Under the terms of the agreement with its major customer, payment is due within 45 days and management monitors timely cash collection frequently. A significant increase in credit risk is presumed if the customer's receivable is more than 15 days past due in making a contractual payment. Historically, the custumer pays to the 45 day due date and the receivable have not been more than 15 days past due. As such, the Company has not incurred any losses in respect of its trade receivable with its major customer. As a result, no loss allowance has been recognized. As at May 31, 2024, and considering the subsequent event period, no increase in credit risk has occurred related to trade receivables.

12. Determination of fair values

Certain of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Financial assets and financial liabilities measured at fair value

In establishing fair value, the Company uses a fair value hierarchy based on levels as defined below:

Level 1: Defined as observable inputs such as quoted prices in active markets.

Level 2: Defined as inputs other than quoted prices in active markets that are either directly or indirectly observable.

Level 3: Defined as inputs that are based on little or no observable market data, therefore requiring entities to develop their own assumptions.

Other financial assets and financial liabilities

The Company has determined that the carrying values of its short-term financial assets and financial liabilities, including cash, trade and other receivables and accounts payable and accrued liabilities, approximate their fair value because of their relatively short period to maturity.

Bonds and money market funds and derivative financial assets and liabilities are stated at fair value, determined by inputs that are primarily based on broker quotes at the reporting date (Level 2).

The Company has determined that the carrying value of its Loan Facility approximates its fair value because the terms were modified near the end of the 2023 fiscal year-end.

Share-based payment transactions

The fair value of the Options is measured based on the Black-Scholes valuation model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historical volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions, if any, are not taken into account in determining fair value.

The fair value of the DSUs is determined using the quoted price of the common shares of the Company and considered Level 2 in the fair value hierarchy.

Marathon Warrants

The Marathon Warrants are recognized at fair value and considered Level 3 in the fair value hierarchy.

(In thousands of United States dollars except for share and per share amounts)

13. Operating segments

The Company has a single operating segment. Over 99% of the Company's revenues are generated from one customer, RxCrossroads (see note 3 of the annual consolidated financial statements), which is domiciled in the United States.

	For the three-month periods ended May 31,	
	2024	2023
RxCrossroads	$ 22,017	$ 17,468
Others	—	81
	$ 22,017	$ 17,549

	For the six-month periods ended May 31,	
	2024	2023
RxCrossroads	$ 38,186	$ 37,113
Others	78	344
	$ 38,264	$ 37,457

As at May 31, 2024, the Company's non-current assets of $12,887 are located in Canada ($12,567), the United States ($54) and Ireland ($266).

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE-AND SIX-MONTH PERIODS ENDED MAY 31, 2024

The following Management's Discussion and Analysis ("MD&A") provides Management's point of view on the financial position and results of operations of Theratechnologies Inc., on a consolidated basis, for the three- and six-month periods ended May 31, 2024, compared to the three- and six-month periods ended May 31, 2023. Unless otherwise indicated or unless the context requires otherwise, all references in this MD&A to "Theratechnologies", the "Company", the "Corporation", "we", "our", "us" or similar terms refer to Theratechnologies Inc. and its subsidiaries on a consolidated basis. This MD&A is dated July 8, 2024, was approved by our Audit Committee on July 9, 2024, and should be read in conjunction with our unaudited interim consolidated financial statements and the notes thereto as at May 31, 2024 ("Interim Financial Statements"), as well as the MD&A and audited annual consolidated financial statements, including the notes thereto, as at November 30, 2023.

Except as otherwise indicated, the financial information contained in this MD&A and in our Interim Financial Statements has been prepared in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting* of International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The Company's functional and presentation currency is the United States dollar ("USD"). All monetary amounts set forth in this MD&A and the Interim Financial Statements are expressed in USD, unless otherwise noted.

In this MD&A, the use of *EGRIFTA*® and *EGRIFTA SV*® (tesamorelin for injection) refers to tesamorelin for the reduction of excess abdominal fat in HIV-infected patients with lipodystrophy and the use of Trogarzo® (ibalizumab-uiyk) injection refers to ibalizumab for the treatment of multidrug resistant HIV-1 infected patients. *EGRIFTA*® and *EGRIFTA SV*® are registered trademarks of Theratechnologies and Trogarzo® is a registered trademark of TaiMed Biologics Inc. ("TaiMed") under exclusive license to us for use in the United States of America and Canada.

Forward-Looking Information

This MD&A contains forward-looking statements and forward-looking information within the meaning of applicable securities laws that are based on our management's belief and assumptions and on information currently available to our management, collectively, "forward-looking statements". In some cases, you can identify forward-looking statements by terms such as "may", "will", "should", "could", "would", "expect", "plan", "anticipate", "believe", "estimate", "project", "predict", "intend", "potential", "continue" and similar expressions intended to identify forward-looking statements. Although we believe that the expectations reflected in these forward-looking statements are reasonable, these statements relate to future events or our future performance, and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements include, but are not limited to, statements

about: our revenue guidance and Adjusted EBITDA guidance for Fiscal 2024; our expectations regarding the commercialization of *EGRIFTA SV*® and Trogarzo®; our ability and capacity to grow the sales of *EGRIFTA SV*® and Trogarzo® successfully in the United States and to meet our financial guidance; our capacity to meet supply and demand for our products; the market acceptance of *EGRIFTA SV*® and Trogarzo® in the United States; the continuation of our collaborations and other significant agreements with our existing commercial partners and third-party suppliers and our ability to establish and maintain additional collaboration agreements; our success in continuing to seek and in maintaining reimbursement for *EGRIFTA SV*® and Trogarzo® by third-party payors in the United States; the pricing and reimbursement conditions of other competing drugs or therapies that are or may become available; our capacity to meet the undertakings, covenants and obligations contained in the Marathon Credit Agreement (as defined below) and not be in default thereunder; our expectation regarding the refiling of a dossier for the F8 Formulation of tesamorelin and the expected timelines to receive a decision from the FDA; our capacity to find a partner to conduct a Phase 2b/3 clinical trial using tesamorelin for the treatment of NASH in the general population; our capacity to generate positive results from Part 3 of our Phase 1 clinical trial in ovarian cancer using sudocetaxel zendusortide; our capacity to find a partner to pursue the development of TH1902 and our SORT1+ Technology™ platform; our capacity to control expenses to achieve a positive adjusted EBITDA and net income; and, our expectations regarding our financial performance, including revenues, expenses, gross margins, profitability, liquidity, capital expenditures and income taxes; and our estimates regarding our capital requirements.

Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed in or implied by the forward-looking statements. Certain assumptions made in preparing the forward-looking statements include that: sales of *EGRIFTA SV*® and Trogarzo® in the United States will increase over time; our expenses will remain under control; our commercial practices in the United States will not be found to be in violation of applicable laws; the long-term use of *EGRIFTA SV*® and Trogarzo® will not change their respective current safety profile; no recall or market withdrawal of *EGRIFTA SV*® and Trogarzo® will occur; no laws, regulation, order, decree or judgment will be passed or issued by a governmental body negatively affecting the marketing, promotion or sale of *EGRIFTA SV*® and Trogarzo® in the United States; continuous supply of *EGRIFTA SV*® and Trogarzo® will be available to meet market demand on a timely basis; our relations with third-party suppliers of *EGRIFTA SV*® and Trogarzo® will be conflict-free; the level of product returns and the value of chargebacks and rebates will not exceed our estimates in relation thereto; no biosimilar version of tesamorelin will be approved by the FDA; no vaccine or cure will be found for the prevention or eradication of HIV; we will not default under the terms and conditions of the Marathon Credit Agreement, including meeting the minimum liquidity and Marathon Adjusted EBITDA (as defined below) target covenants therein; the interest rate on the amount borrowed under the Marathon Credit Agreement will not materially vary upwards; we will be able to generate positive data, both from a safety and efficacy perspective, from the conduct of Part 3 of our Phase 1 clinical trial in ovarian cancer using sudocetaxel zendusortide; we will find a partner to conduct a Phase 2b/3 clinical trial studying tesamorelin for the treatment of NASH in the general population; we will be able to answer satisfactorily the questions raised by the FDA in their CRL (as defined below) and to resubmit a dossier seeking the approval of the F8 Formulation of tesamorelin; we will find a partner to pursue the development of TH1902 and our SORT1+ Technology™ platform; the timelines set forth herein will not be materially adversely impacted by unforeseen events that could arise subsequent to the date of this MD&A; our business plan will not be substantially modified; and, no international event, such as a pandemic or worldwide war, will occur and adversely affect global trade.

Forward-looking information assumptions are subject to a number of risks and uncertainties, many of which are beyond Theratechnologies' control that could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking information. These risks and uncertainties include, but are not limited to, those related to or arising from: the Company's ability and capacity to grow the sales of *EGRIFTA SV*® and Trogarzo® successfully in the United States; the Company's capacity to meet supply and demand for its products; the market acceptance of *EGRIFTA SV*® and Trogarzo® in the United States; the continuation of the Company's collaborations and other significant agreements with its existing commercial partners and third-party suppliers and its ability to establish and maintain additional collaboration agreements; the Company's success in continuing to seek and maintain reimbursements for *EGRIFTA SV*® and Trogarzo® by third-party payors in the United States; the success and pricing of other competing drugs or therapies that are or may become available in the marketplace; events that could disrupt the Company's ability to successfully meet the timelines set forth herein; the discovery of a cure for HIV; the Company's failure to meet the terms and conditions set forth in the Marathon Credit Agreement resulting in an event of default and entitling the lender to increase the interest rate by 300 basis points over the current rate and foreclosing on all of our assets; our inability to satisfactorily answer the questions raised by the FDA in the CRL leading to our decision to no longer pursue the approval of the F8 Formulation of tesamorelin, or the receipt from the FDA of an unfavorable decision regarding the F8 Formulation of tesamorelin; the inability of the Company to enter into a partnership agreement with a third party for its NASH program or for its oncology program; the occurrence of events changing the Company's expectations regarding its financial performance, including revenues, expenses, gross margins, profitability, liquidity, capital expenditures and income taxes; and its capital requirements.

We refer current and potential investors to the "Risk Factors" section of our Annual Report filed under a Form 20-F dated February 21, 2024, available on SEDAR+ at www.sedarplus.ca and on EDGAR at www.sec.gov, under Theratechnologies' public filings. The reader is cautioned to consider these and other risks and uncertainties carefully and not to put undue reliance on forward-looking statements. Forward-looking statements reflect current expectations regarding future events and speak only as of the date of this MD&A and represent our expectations as of that date.

We undertake no obligation to update or revise the information contained in this MD&A, whether as a result of new information, future events or circumstances or otherwise, except as may be required by applicable law.

NON-IFRS AND NON-US GAAP MEASURE

The information presented in this MD&A includes a measure that is not determined in accordance with IFRS or U.S. generally accepted accounting principles ("U.S. GAAP"), being the term "Adjusted EBITDA". "Adjusted EBITDA" is used by the Corporation as an indicator of financial performance and is obtained by adding to net profit or loss, finance income and costs, depreciation and amortization, income taxes, share-based

compensation from stock options, certain restructuring costs and certain write-downs (or related reversals) of inventories. “Adjusted EBITDA” excludes the effects of items that primarily reflect the impact of long-term investment and financing decisions rather than the results of day-to-day operations. The Corporation believes that this measure can be a useful indicator of its operational performance from one period to another. The Corporation uses this non-IFRS measure to make financial, strategic and operating decisions. “Adjusted EBITDA” is not a standardized financial measure under the financial reporting framework used to prepare the financial statements of the Corporation to which the measure relates and might not be comparable to similar financial measures disclosed by other issuers. A quantitative reconciliation of Adjusted EBITDA is presented under the heading “Reconciliation of Adjusted EBITDA” in this MD&A.

The calculation of the “Adjusted EBITDA” in this MD&A is different from the calculation of the adjusted EBITDA (the “Marathon Adjusted EBITDA”) under the credit agreement entered into with affiliates of Marathon in July 2022, as amended from time to time, (the “Marathon Credit Agreement”) for the purpose of complying with the covenants therein.

BUSINESS OVERVIEW

We are a biopharmaceutical company focused on the development and commercialization of innovative therapies addressing unmet medical needs.

Our business strategy is to grow revenues from the sale of our existing and potential future assets in North America and to develop a portfolio of complementary products, compatible with our expertise in drug development and our commercialization know-how, while tightly managing our expenses, in order to achieve a positive Adjusted EBITDA.

OUR MEDICINES

We currently have two approved products: *EGRIFTA SV® and Trogarzo® in the United States.*

EGRIFTA SV® (tesamorelin for injection) is a new formulation of *EGRIFTA®* which was originally approved by the FDA in November 2010 and was launched in the United States in January 2011. *EGRIFTA SV®* was approved by the FDA in November 2018, was launched in 2019, and has now replaced *EGRIFTA®* in such country. *EGRIFTA SV®* can be kept at room temperature, comes in a single vial and has a higher concentration resulting in a smaller volume of administration. *EGRIFTA SV®* is currently the only approved therapy in the United States and is indicated for the reduction of excess abdominal fat in HIV-infected adult patients with lipodystrophy. We have been commercializing this product in the United States since May 1st, 2014.

Trogarzo® (ibalizumab-uiyk) injection was approved by the FDA in March 2018 and, in combination with other antiretroviral(s) (“ARV”), is indicated for the treatment of human immunodeficient virus type 1(“HIV-1”) infection in heavily treatment-experienced adults with multidrug resistant (“MDR”) HIV-1 infection failing their current antiretroviral regimen. Trogarzo® was made commercially available in the United States in April 2018 and was the first HIV treatment approved with a new mechanism of action in more than 10 years. The treatment is administered every two weeks. It is a long-acting ARV therapy that can lead to an undetectable viral load in combination with other ARVs.

On October 3, 2022, the FDA approved a 30-second intravenous ("IV") push method of administration for Trogarzo®. In December 2023, the FDA approved the Company's Labelling Prior Approval Supplement to include a 2000-mg IV push loading dose for Trogarzo®. IV push is a method by which the undiluted medication is "pushed" by syringe for faster administration into the body's circulation and is designed to make the administration of Trogarzo® easier and more convenient for people with HIV and their health care providers.

OUR PIPELINE

Theratechnologies has established a promising pipeline of investigational medicines in areas of high unmet need, including innovative medicines in oncology and NASH. The Company's research & development activities also works on extending the lifecycle of its approved medicines, *EGRIFTA SV*® and Trogarzo® in HIV.

Lifecycle Management of Tesamorelin in Lipodystrophy

F8 Formulation

On September 25, 2023, the Corporation announced the filing of a sBLA with the FDA seeking the approval of a new formulation of tesamorelin for use in lipodystrophy (the "F8 Formulation"). On January 23, 2024, the Company received a complete response letter ("CRL") from the FDA. The questions outlined in the CRL are largely related to chemistry, manufacturing and controls concerning the microbiology, assays, impurities and stability for both the lyophilized product and the final reconstituted drug product. In addition, the FDA requested further information to understand the potential impact of the proposed formulation on immunogenicity risk. The Company held a type A meeting with the FDA in March 2024 to further discuss the contents of the CRL and received important feedback on the file. Theratechnologies is still addressing the FDA's questions and will provide an update upon re-submission. The FDA has confirmed a four-month review.

The F8 Formulation is eight times more concentrated than *EGRIFTA*® and two times more concentrated than the current F4 formulation sold under the trade name *EGRIFTA SV*®. The Company plans to withdraw *EGRIFTA SV*® from the market if and when the F8 Formulation is approved by the FDA. The F8 Formulation can be kept at room temperature, comes in a single vial and has a higher concentration resulting in a smaller volume of administration than *EGRIFTA SV*®. The F8 Formulation has the distinct advantage of requiring a single reconstitution per seven days of daily therapy.

Sudocetaxel Zendusortide

Phase 1 Clinical Trial

After pausing the Phase 1 clinical trial in December 2022, we announced, on June 2, 2023, the FDA's agreement to our amended Phase 1 clinical trial protocol for sudocetaxel zendusortide following the submission of such amended protocol. The amended protocol is designed to improve the therapeutic window of sudocetaxel zendusortide and extend its duration of therapy. The amended protocol includes a change in the frequency of administration to weekly dosing and a narrowing of the patient population to focus on those with high-grade serous ovarian cancer, including high-grade peritoneal or fallopian tube cancer, or high-grade endometrioid cancer—a population in which preliminary efficacy has been observed thus far. Patient selection has also been refined to focus on those who are less heavily pretreated, with no more than one taxane failure and a maximum of eight prior cancer treatment regimens.

The amended study is a modified 6+6 design with two different dosing regimens that are within the efficacious range for sudocetaxel zendusortide: 1.75 mg/kg on days 1, 8, and 15 of a 28-day cycle (similar to 210 mg/m2 every 3 weeks) and 2.5 mg/kg on the same schedule (similar to 300 mg/m2 every 3 weeks). Four more patients could be enrolled at the higher dose, for a total of up to 16 patients in Part 3 of the trial. The amended protocol also includes an option for a basket expansion stage that would comprise patients with selected, difficult-to-treat tumor types in which sudocetaxel zendusortide has shown activity.

On February 15, 2024, the Company announced the completion of enrollment of the first six participants in Part 3 of its Phase 1 clinical trial of sudocetaxel zendusortide in patients with advanced ovarian cancer. Each patient received a dose of 1.75 mg/kg on days 1, 8, and 15 of a 28-day cycle. On March 21, 2024, we announced that we were moving to the next dose level in Part 3 of the Phase 1 clinical trial with the next 6 patients to receive a dose of 2.5 mg/kg. Study centers have been actively recruiting patients for the second cohort, such that we now have enrolled the six patients required to be treated at this higher dose.

For the fiscal year ended November 30, 2024 ("Fiscal 2024"), the Company has budgeted $4,800,000 to be allotted to the Phase 1 clinical trial and to other research and development activities related to its SORT1+Technology™ platform. Of this amount, $2,500,000 will be allocated to the Phase 1 clinical trial, $1,695,000 to laboratory work and employee salaries, and the remainder ($605,000) will be allocated to pharmaceutical development and other external expenses. In the six-month period ended May 31, 2024, the Company spent $977,000 on the Phase 1 clinical trial, $1,366,000 on laboratory work and employee salaries, and $157,000 on pharmaceutical development and other external expenses.

On March 22, 2024, the Company announced that it would phase down its preclinical oncology research activities, while continuing to conduct its ongoing Phase 1 clinical trial of sudocetaxel zendusortide, in patients with advanced ovarian cancer. The phasing down of those research activities is aligned with the Company's business strategy to focus on its commercial business and generating positive Adjusted EBITDA and positive net income. As a result, for the three and six-month periods ended May 31, 2024, $336,000 was recorded in charges related to severance and other expenses and a charge of approximately $200,000 is expected to be recorded in the second half of 2024. In addition, the Company recorded in the three and six-month periods ended May 31, 2024, $766,000 in accelerated depreciation on equipment in research and development expenses.

The Company is currently reaching out to pharmaceuticals companies to out-license the rights to sudocetaxel zendusortide and to its SORT1+ Technology™ platform.

Tesamorelin for NASH in the General Population

On September 10, 2020, we announced our intent to study tesamorelin for the potential treatment of NASH in the general population using the F8 Formulation. In November 2020, we filed an Investigational New Drug Application ("IND") with the FDA for a Phase 3 clinical trial evaluating tesamorelin for the treatment of NASH and we received a "Study May Proceed" letter for such Phase 3 clinical trial from the FDA in December 2020. The letter contained a recommendation that the Corporation requests a meeting to discuss the questions and comments contained in such letter to address certain aspects of the proposed trial design to ensure alignment with the agency's expectations with NASH trials. The Corporation followed up on the FDA's recommendation and requested a meeting with the agency.

In July 2021, after completion of our discussions with both the FDA and the EMA, we announced that the final Phase 3 clinical trial design would result in higher costs than what we had expected and, as a result, we were assessing our options to best execute this program, including seeking a potential partner.

Currently, we are not planning on initiating this trial, unless we can find additional resources, including a partner. We continue to pursue potential NASH partners in the marketplace. We continue to maintain that the further development of tesamorelin allows the Corporation to keep its positioning as one of the few options for drug developers to immediately partner with a company in order to launch a Phase 2b/3 NASH clinical trial.

Recent Highlights:

Reorganization of Preclinical Oncology Research Activities

On March 22, 2024, the Company announced that it would phase down its preclinical oncology research activities, while continuing to conduct its ongoing Phase 1 clinical trial of sudocetaxel zendusortide, in patients with advanced ovarian cancer. The phasing down of those research activities is aligned with the Company's business strategy to focus on its commercial business and generating positive Adjusted EBITDA and positive net income. As a result, for the three and six-month periods ended May 31, 2024, $336,000 was recorded in charges related to severance and other expenses and a charge of approximately $200,000 is expected to be recorded in the second half of 2024. In addition, the Company recorded in the three and six-month periods ended May 31, 2024, $766,000 in accelerated depreciation on equipment in research and development expenses.

Sudocetaxel Zendusortide Presentation at ASCO 2024 Demonstrates Signs of Long-Term Efficacy and Manageable Safety Profile in Patients with Solid Tumors

At the 2024 American Society of Clinical Oncology (ASCO) annual meeting, the Company presented Phase 1 data from Parts 1 and 2 of the clinical trial with its lead investigational peptide-drug conjugate (PDC) candidate, sudocetaxel zendusortide demonstrating signs of long-term efficacy and a manageable safety profile in patients with solid tumors.

Study results suggest a unique, multimodal mechanism of action for sudocetaxel zendusortide that are distinct from other cancer therapeutics, including induction of immune cell infiltration even in "cold" tumor models, inhibition of vasculogenic mimicry, targeting of chemotherapy-resistant cancer stem cells, and activation of the cGAS/STING immune pathway. Additionally, investigators observed an early efficacy signal primarily in female cancers (ovarian cancer, endometrial cancer, triple-negative breast cancer [TNBC]), with seven of 16 participants (44%) achieving a clinical benefit (complete response + partial response + stable disease), as confirmed via Response Evaluation Criteria in Solid Tumors (RECIST) version 1.1.

USE OF PROCEEDS FROM RECENT FINANCINGS

January 2021 Offering

The following table shows the estimated use of proceeds of the unit offering completed in January 2021, compared with the actual use of proceeds as at May 31, 2024:

In millions	Estimated Use of Proceeds	Actual Use of Proceeds	Variance
Nash Phase 3 clinical trial	$ 30.5	$ 2.8	$ (27.7)
Oncology R&D	$ 7.0	$ 11.1	$ 4.1
Commercial and marketing activities	$ 3.5	—	$ (3.5)
Other	$ 1.5	$ 15.7	$ 14.2
Net Proceeds	$ 42.5	$ 29.6	$ (12.9)

As at May 31, 2024, approximately $2,828,000 had been used in connection with the NASH Phase 3 clinical trial. The amount spent on this program to date allowed the Corporation to advance the negotiation of the trial design for the conduct of a Phase 2b/3 clinical trial. We are unable to assess the amounts required to finalize the Phase 2b/3 clinical trial with the FDA since we have voluntarily decided not to respond to the last questions received in February 2022 in order to address these with any potential partner we may find to optimize the design, if deemed relevant. The Corporation expects that the recruitment and dosing of the first 350 patients would cost approximately $50,000,000. Subject to the quality of the data obtained from the treatment of the first 350 patients, the Corporation estimates that an amount in excess of $100,000,000 will be necessary to complete the Phase 2b/3 and Phase 3 clinical trial. As previously stated, we will seek a partner before initiating any additional spending on the NASH program.

As at May 31, 2024, approximately $11,078,000 had been used in connection with research and development activities in oncology. For Fiscal 2024, the Company has budgeted $4,800,000 to be allotted to the Phase 1 clinical trial evaluating sudocetaxel zendusortide and for other research and development activities related to its SORT1+Technology™ platform. Of this amount, $2,500,000 will be allocated to the Phase 1 clinical trial, $1,695,000 to laboratory work and employee salaries, and the remainder ($605,000) will be allocated to pharmaceutical development and other external expenses.

In the second quarter ended May 31, 2024, the Company spent $588,000 on the Phase 1 clinical trial, $1,033,000 (including accelerated depreciation of $766,000) of on laboratory work and employee salaries, and $44,000 on pharmaceutical development and other external expenses.

Finally, the Corporation has not implemented new initiatives in terms of commercial and marketing activities, such that the funds earmarked for such use were added to its working capital. The variance between the amount reserved and the amount used as at May 31, 2024, represents funds held in cash pending their planned allocation as costs are incurred.

October 2023 Offering

The following table shows the estimated use of proceeds of the unit offering completed in October 2023, compared with the actual use of proceeds as at May 31, 2024:

In millions	Estimated Use of Proceeds	Actual Use of Proceeds	Variance
Funding of working capital	$ 19.1	—	$ (19.1)
General and administrative expenses	$ 2.0	—	$ (2.0)
Commercialization expenses	$ 2.0	—	$ (2.0)
Net Proceeds	**$ 23.1**	**—**	**$ (23.1)**

As at May 31, 2024, the Company has not used any of the proceeds from the October 2023 Offering.

The Company currently has an effective shelf registration statement with the Securities and Exchange Commission on Form F-3 as a result of its announcement made on December 21, 2023. However, as part of its filing, the Company has decided not to pursue the filing of its final short form base shelf prospectus with Canadian securities regulatory authorities. As previously disclosed, subject to obtaining all regulatory approvals, the shelf registration statement would allow the Company to offer in the United States up to an aggregate of $100,000,000 of common shares, preferred shares, subscription receipts, warrants, debt securities and units from time to time over a 25-month period.

FISCAL 2024 REVENUE AND ADJUSTED EBITDA GUIDANCE

Our anticipated Fiscal 2024 revenue guidance range is confirmed between $87 million and $90 million, or growth of the commercial portfolio in the range of 6.4% and 10.0%, as compared to the 2023 fiscal year results. We anticipate Adjusted EBITDA, a non-IFRS measure, to be between $13 and $15 million for Fiscal 2024.

SECOND QUARTER 2024 FINANCIAL RESULTS

Revenue Summary for Second Quarter and First Half Fiscal 2024

(in thousands of dollars)

	Three months ended May 31		% change	Six months ended May 31		% change
	2024	2023		2024	2023	
EGRIFTA SV® net sales	16,200	10,853	49.3%	25,786	23,564	9.4%
Trogarzo® net sales	5,817	6,696	(13.1%)	12,478	13,893	(10.2%)
Revenue	**22,017**	**17,549**	**25.5%**	**38,264**	**37,457**	**2.2%**

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Revenue

For the three- and six-month periods ended May 31, 2024, consolidated revenue was $22,017,000 and $38,264,000, compared to $17,549,000 and $37,457,000 for the same periods ended May 31, 2023, representing year-over-year increases of 25.5% for the second quarter and 2.2% for the first half of the Fiscal 2024.

For the second quarter of Fiscal 2024, net sales of *EGRIFTA SV*® were $16,200,000 compared to $10,853,000 in the second quarter of fiscal 2023, representing an increase of 49.3% year-over-year. Stronger sales of *EGRIFTA SV*® in the second quarter were mostly the result of strong demand for the product, combined with weaker than usual sales in Q2 of last year stemming from drawdowns in inventory early in the second quarter of 2023. Net sales for the six-month period ended May 31, 2024, which amounted to $25,786,000 compared to $23,564,000 in the same period in 2023, representing growth of 9.4%.

Trogarzo® net sales in the second quarter of Fiscal 2024 amounted to $5,817,000 compared to $6,696,000 for the same quarter of 2023, representing a decrease of 13.1% year-over-year. Lower sales of Trogarzo® were mostly due to competitive pressures in the multi-drug resistant segment of the HIV-1 market, where Trogarzo remains an important part of the treatment arsenal but has lost market share to market leaders in the segment.

For the six-month period ended May 31, 2024, Trogarzo® net sales were $12,478,000 compared to $13,893,000 in the same period in 2023.

Cost of Sales

For the three- and six-months ended May 31, 2024, cost of sales was $4,547,000 and $9,831,000 compared to $4,909,000 and $9,602,000 for the same periods in fiscal 2023.

Cost of Sales

	Three months ended May 31				Six months ended May 31			
	2024		2023		2024		2023	
	($000s)	% of Revenue	($000s)	% of Revenue	($000s)	% of Revenue	($000s)	% of Revenue
EGRIFTA SV®	1,549	9.6%	1,187	10.9%	3,436	13.3%	2,226	9.4%
Trogarzo®	2,998	51.5%	3,722	55.6%	6,395	51.2%	7,376	53.0%
Total	**4,547**	**20.7%**	**4,909**	**28.0%**	**9,831**	**25.7%**	**9,602**	**25.6%**

For the three- and six-month periods ended May 31, 2024, *EGRIFTA SV*® cost of sales was affected by a $251,000 and $1,088,000 provision related to the manufacturing of a batch of F8 Formulation of tesamorelin, as the F8 Formulation has not yet been approved by the FDA for commercialization. Trogarzo® cost of sales is contractually established at 52% of net sales, subject to periodic adjustment for returns or other factors.

R&D Expenses

R&D expenses in the three- and six-month periods ended May 31, 2024, amounted to $4,725,000 and $8,477,000 compared to $10,389,000 and $19,745,000 in the comparable periods of fiscal 2023. R&D expenses in the three-month period ended May 31, 2024 include the accelerated depreciation ($766,000) of equipment used as part of the preclinical oncology research activities, following the decision to cease early-stage R&D activities.

R&D expenses

(in thousands of dollars)

	Three months ended May 31			Six months ended May 31		
	2024	2023	% change	2024	2023	% change
Oncology						
Laboratory research and personnel	1,033*	475	117%	1,366*	988	38%
Pharmaceutical product development	44	3,394	-99%	157	4,343	-96%
Phase 1 clinical trial	588	482	22%	977	1,602	-39%
Medical projects and education	278	1,081	-74%	504	2,382	-79%
Salaries, benefits and expenses	1,271	2,491	-49%	2,614	5,121	-49%
Regulatory activities	376	415	-9%	807	798	1%
Trogarzo® IM formulation	6	320	-98%	26	850	-97%
Tesamorelin formulation development	448	379	18%	1,052	1,108	-5%
F8 human factor studies	5	454	-99%	7	613	-99%
Pen injector	—	44	—	—	339	—
European activities	50	113	-56%	52	339	-85%
Travel, consultants, patents, options, others	308	741	-58%	579	1,262	-54%
Restructuring costs	318	—	—	336	—	—
Total	**4,725**	**10,389**	**-55%**	**8,477**	**19,745**	**-57%**

* *Including accelerated depreciation ($766,000) of equipment used in the oncology program, following the decision to cease R&D activities related to the oncology program*

R&D expenses in the second quarter of 2023 were negatively impacted by a provision of $3,042,000 related to sudocetaxel zendusortide material which could expire before we are able to use it in our clinical program. We recorded no such provision in the second quarter of 2024.

Selling Expenses

Selling expenses decreased to $6,367,000 and $12,068,000 for the three- and six-month periods ended May 31, 2024, compared to $6,479,000 and $13,293,000 for the same periods last year. The decrease in selling expenses in the six-month period ended May 31, 2024, is due in large part to tighter expense control in commercialization activities. Spending in the second quarter of Fiscal 2024 has stabilized following the completion of cost-cutting measures implemented in Fiscal 2023.

The amortization of the intangible asset value for the *EGRIFTA SV*® and Trogarzo® commercialization rights is also included in selling expenses. As such, we recorded amortization expense of $360,000 and $720,000 for the three- and six-month periods ended May 31, 2024 compared to $739,000 and $1,478,000 in the same periods of Fiscal 2023.

General and Administrative Expenses

General and administrative expenses in the three- and six-month periods ended May 31, 2024, amounted to $3,090,000 and $6,846,000 compared to $3,716,000 and $8,168,000 reported in the comparable periods of fiscal 2023. The decrease in General and Administrative expenses is largely due to the implementation of cost-cutting measures announced in Fiscal 2023.

Adjusted EBITDA

Adjusted EBITDA was $5,459,000 for the second quarter of fiscal 2024 and $5,212,000 for the six-month period ended May 31, 2024, compared to $(6,140,000) and $(10,032,000) for the same periods of Fiscal 2023. See “Non-IFRS and Non-US-GAAP Measure” above and see “Reconciliation of Adjusted EBITDA” below for a reconciliation to Net Loss for the relevant periods.

Net Finance Costs

Net finance costs for the three- and six-month periods ended May 31, 2024, were $2,183,000 and $4,308,000 compared to $1,943,000 and $6,883,000 for the comparable periods of Fiscal 2023. Net finance costs in the second quarter of Fiscal 2024 included interest of $2,313,000, versus $1,874,000 in the second quarter of Fiscal 2023. Net finance costs in the six-month period ended May 31, 2024 included interest of $4,587,000 versus $3,658,000 in the six-month period of Fiscal 2023. During the six-month period ended on May 31, 2023, net finance costs were also impacted by the loss on debt modification of $2,650,000 related to the issuance of common share purchase warrants (the “Marathon Warrants”) issued in connection with the amendments to the credit agreement entered into with affiliates of Marathon Asset Management (the “Credit Agreement”).

Net finance costs for the three- and six-month periods ended May 31, 2024, also included accretion expense of $382,000 and $756,000, compared to $609,000 and $1,142,000 for the comparable periods in 2023.

Net Income (Loss)

As a result of stronger revenues and the tight management of expenses over the past year, net income for the second quarter ended May 31, 2024 amounted to $987,000 compared to a net loss of $10,013,000. For the six-month periods ended May 31, 2024 and 2023 the Company recorded net losses of $3,494,000 and $20,456,000, respectively.

Financial Position, Liquidity and Capital Resources

Liquidity and Going Concern

As part of the preparation of the Interim Financial Statements, management is responsible for identifying any event or situation that may cast doubt on the Company's ability to continue as a going concern.

As of the issuance date of the Interim Financial Statements, the Company expects that its existing cash and cash equivalents as of May 31, 2024, together with cash generated from its existing operations will be sufficient to fund its operating expenses and debt obligations requirements for at least the next 12 months from the issuance date of the Interim Financial Statements. Considering the recent actions of the Company, material uncertainty that raised substantial doubt about the Company's ability to continue as a going concern was alleviated effective from these second quarter interim financial statements.

In an effort to reach sustainable profitability, the Company has undertaken a number of measures to rationalize its operations, including a decrease in research and development expenses and has established a new operating structure focused on its commercial business (including, for example as described in note 6 (a) of the Interim Financial Statements). For the three-month ended May 31, 2024, the Company generated a net profit of $987,000 (2023-net loss of $10,013,000) and had negative cash flows from operating activities of $290,000 (2023- negative $3,562,000). As at May 31, 2024, cash, bonds and money market funds amounted to $36,028,000.

The Marathon Credit Agreement contains various covenants, including minimum liquidity covenants whereby the Company needs to maintain significant cash, cash equivalent and eligible short-term investments balances in specified accounts, which restricts the management of the Company's liquidity (refer to Note 7 of the Interim Financial Statements). As at May 31, 2024, the material covenants of the Marathon Credit Agreement, as amended, include: (i) minimum liquidity requirements to be between $15,000,000 and $20,000,000, based on the Marathon adjusted EBITDA (as defined in the Marathon Credit Agreement, the "Marathon Adjusted EBITDA") targets over the most recently ended four fiscal quarters; and, (ii) minimum Marathon Adjusted EBITDA targets over the most recently ended four fiscal quarters. The breach of covenant provides the lender with the ability to demand immediate repayment of the loan and makes available to the lender the collateralized assets, which includes substantially all cash, cash equivalents and money market funds which are subject to control agreements. The Company does not currently have other committed sources of financing available to it.

The Company's ability to continue as a going concern for a period of at least, but not limited to, 12 months from May 31, 2024, involves significant judgement and is dependent on the adherence to the conditions of the Marathon Credit Agreement or to obtain the support of the lender (including possible waivers and amendments, if necessary), on increasing its *EGRIFTA SV*® revenues and the continuing management of its expenses in order to meet or exceed the Marathon Adjusted EBITDA target and generate sufficient positive operating cash flows.

The Interim Financial Statements have been prepared assuming the Company will continue as a going concern, which assumes the Company will continue its operations in the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

Analysis of cash flows

We ended the second quarter of Fiscal 2024 with $36,028,000 in cash, bonds and money market funds. Available cash is invested in highly liquid fixed income instruments including governmental and municipal bonds, and money market funds.

For the three-month period ended May 31, 2024, cash generated by operating activities before changes in operating assets and liabilities improved to $2,616,000, compared to a cash usage of $8,205,000 in the comparable period of Fiscal 2023, or an improvement of $10,821,000.

In the second quarter of Fiscal 2024, changes in operating assets and liabilities had a negative impact on cash flow of $2,906,000 (2023-positive impact of $4,643,000). These changes included positive impacts from a decrease in inventories ($769,000), lower prepaid expenses and deposits ($473,000) and higher provisions ($524,000), and also include a negative impact from higher accounts receivable ($2,858,000) and lower accounts payable ($1,781,000).

During the second quarter of Fiscal 2024, cash used by investing activities amounted to $639,000, and financing activities used $137,000 in cash, mostly related to payment of the second milestone to TaiMed Biologics related to the approval of the IV push method of administration of Trogarzo® ($1,500,000), which was offset by the sale of bonds ($1,363,000).

Quarterly Financial Information

The following table is a summary of our unaudited consolidated operating results for the last eight quarters.

(in thousands of dollars, except per share amounts)

	2024		2023				2022	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Revenue	**22,017**	16,247	23,452	20,855	17,549	19,908	21,421	20,811
Operating expenses								
Cost of sales								
Cost of goods sold	4,547	5,284	5,066	4,967	4,909	4,693	5,909	5,292
R&D	**4,725**	3,752	5,229	5,396	10,389	9,356	9,455	8,425
Selling	**6,367**	5,701	6,748	6,728	6,479	6,814	7,809	8,404
General and administrative	**3,090**	3,756	3,739	3,710	3,716	4,452	3,956	4,209
Total operating expenses	**18,729**	18,493	20,782	20,801	25,493	25,315	27,129	26,330
Net finance costs	**(2,183)**	(2,125)	(5,005)	(674)	(1,943)	(4,940)	(2,078)	(1,879)
Income taxes	**(118)**	(110)	(73)	(126)	(126)	(96)	(143)	(151)
Net Income (Loss)	**987**	(4,481)	(2,408)	(746)	(10,013)	(10,443)	(7,929)	(7,549)
Basic and diluted earnings (loss) per share	**0.02**	(0.10)	(0.08)	(0.03)	(0.10)	(0.11)	(0.09)	(0.08)

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Factors Affecting the Variability of Quarterly Results

There are quarter-over-quarter variations in net sales revenue, principally due to changes in distributor inventory levels with some additional impact from time to time related to average net selling price, which is affected by changes in the mix of private payors versus government drug reimbursement plans. We have also taken steps to reduce spending in R&D, which had an impact starting in the third quarter of 2023 and is continuing in 2024 as we reduce spending related to our oncology program.

Recent Changes in Accounting Standards

Standards issued but not yet effective

Refer to Note 2 of the Interim Financial Statements for changes in accounting policies, new standards adopted and standards issued but not yet effective.

Outstanding Share Data

As of July 8, 2024, the number of common shares issued and outstanding was 45,980,019. We also had 5,000,000 Marathon Warrants issued and outstanding, exercisable into 1,250,000 common shares, 2,038,651 options granted under our stock option plan and 3,381,816 Exchangeable Subscription Receipts.

Contractual Obligations

There was no material change in contractual obligations during the three- and six-month periods ended May 31, 2024.

Economic and Industry Factors

In the three months ended May 31, 2024, there were no material economic and industry factors affecting our business.

Internal Control

There was no change in the Company's internal control over financial reporting, or ("ICFR"), that occurred during the period beginning on March 1, 2024, and ending on May 31, 2024 that has materially affected, or is reasonably likely to materially affect, the Company's ICFR.

Reconciliation of Adjusted EBITDA

(In thousands of dollars)

	Three-month periods ended May 31		Six-month periods ended May 31	
	2024	2023	**2024**	2023
Net income (loss)	**987**	(10,013)	**(3,494)**	(20,456)
Add :				
Depreciation and amortization[1]	**1,262**	932	**1,779**	1,871
Net Finance costs[2]	**2,183**	1,943	**4,308**	6,883
Income taxes	**118**	126	**228**	222
Share-based compensation	**340**	702	**967**	1,278
Inventory provision[3]	**251**	170	**1,088**	170
Restructuring costs	**318**	—	**336**	—
Adjusted EBITDA	**5,459**	(6,140)	**5,212**	(10,032)

1 Includes depreciation of property and equipment, amortization of intangible, other assets and right-of-use assets.

2 Includes all finance income and finance costs consisting of: Foreign exchange, interest income, accretion expense and amortization of deferred financing costs, interest expense, bank charges, gain or loss on financial instruments carried at fair value and loss on debt modification and gain on lease termination.

3 Inventory provision pending marketing approval of the F8 Formulation.

Theratechnologies Inc.
2015 Peel Street, 11th Floor
Montreal, Québec H3A 1T8

Exhibit 99.3

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, Paul Lévesque, President and Chief Executive Officer of Theratechnologies Inc., certify the following:

1. ***Review***: I have reviewed the interim financial statements and interim MD&A, (together, the "interim filings") of Theratechnologies Inc. (the "issuer") for the interim period ended May 31, 2024.

2. ***No misrepresentations***: Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation***: Based on my knowledge, having exercised reasonable diligence, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility***: The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as those terms are defined in Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings, for the issuer.

5. ***Design***: Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officers(s) and I have, as at the end of the period covered by the interim filings

   (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that:

      (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

      (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

   (b) designed ICFR, or caused it 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 the issuer's GAAP.

5.1 ***Control framework***: The control framework the issuer's other certifying officer(s) and I used to design the issuer's ICFR is the "Internal Control – Integrated Framework" (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

5.2 N/A

5.3 N/A

6. ***Reporting changes in ICFR***: The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on March 1, 2024, and ended on May 31, 2024, that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: July 10, 2024

/s/ *Paul Lévesque*

Paul Lévesque
President and Chief Executive Officer

Exhibit 99.4

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, Philippe Dubuc, Senior Vice President and Chief Financial Officer of Theratechnologies Inc., certify the following:

1. ***Review***: I have reviewed the interim financial statements and interim MD&A, (together, the "interim filings") of Theratechnologies Inc. (the "issuer") for the interim period ended May 31, 2024.

2. ***No misrepresentations***: Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation***: Based on my knowledge, having exercised reasonable diligence, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility***: The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as those terms are defined in Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings, for the issuer.

5. ***Design***: Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officers(s) and I have, as at the end of the period covered by the interim filings

   (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that:

      (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

      (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

   (b) designed ICFR, or caused it 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 the issuer's GAAP.

5.1 ***Control framework***: The control framework the issuer's other certifying officer(s) and I used to design the issuer's ICFR is the "Internal Control – Integrated Framework" (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

5.2 N/A

5.3 N/A

6. ***Reporting changes in ICFR***: The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on March 1, 2024, and ended on May 31, 2024, that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: July 10, 2024

/s/ Philippe Dubuc

Philippe Dubuc
Senior Vice President and Chief Financial Officer