Issuer Free Writing Prospectus Filed Pursuant to Rule 433 Relating to the Amended Registration Statement dated January 9, 2023 Registration File No. 333-265828



Redefining Immuno-Oncology

Forward-Looking Statement

This presentation contains forward-looking statements about Genelux Corporation ("Genelux," "we," "us" or "our") that are based on the beliefs and assumptions of our management team, and on information currently available to such management team. These forward-looking statements are subject to numerous risks and uncertainties, many of which are beyond our control. All statements, other than statements of historical fact, contained in this presentation, including statements regarding future events, future financial performance, business strategy and plans, and objectives of ours for future operations, are forwardlooking statements. Although we do not make forward-looking statements unless we believe we have a reasonable basis for doing so, we cannot guarantee their accuracy. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, which may cause our actual results, levels of activity, performance or achievements of and those of our industry to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. You should not place undue reliance on any forward-looking statement. We undertake no obligation to update or revise publicly any of the forward-looking statements after the date hereof to conform the statements to actual results or changed expectations except as required by law.

Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. In some cases, you can identify forward-looking statements by terminology such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will" or "would," or the negative of these terms or other comparable terminology. You should not put undue reliance on any forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved, if at all. Except as required by law, Genelux does not undertake any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

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This presentation discusses a product candidate that is under clinical study and which has not yet been approved for marketing by the U.S. Food and Drug Administration. No representation is made as to the safety or effectiveness of this product candidate for the use for which it is being studied.

Any offering of securities will only be made by means of a registration statement (including a prospectus, filed with the U.S Securities and Exchange Commission ("SEC"), after such registration statement becomes effective. No such registration statement has become effective, as of the date of this presentation. This presentation shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

We have filed a registration statement (including a prospectus) on Form S-1 (File No. 333-265828) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents we have filed with the SEC for more complete information about Genelux and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer or any underwriter participating in the offering will arrange to send you the prospectus if you request it by contacting The Benchmark Company, 150 East 58th Street, New York, NY 10155, by email at Prospectus@benchmarkcompany.com or by phone at (212) 312-6700.

THE POTENTIAL OFFERING

Issuer	Genelux Corporation
Transaction Type	Initial Public Offering
Securities Offered:	2,500,000 common shares
Anticipated Exchange and Ticker Symbol:	Nasdaq/GNLX
IPO Price Range:	\$6.00 - \$7.00 per share
Overallotment Option:	15%
Post-Offering Shares Outstanding:	23,647,442 shares
Use of Proceeds:	 Fund the clinical development of our lead product candidate, Olvi-Vec Fund the payment of outstanding accounts payable and accrued liabilities Working capital and general corporate purposes
Book Running Manager:	The Benchmark Company and Brookline Capital Markets



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About Us

Genelux is a Phase 3 biopharmaceutical company developing powerful therapeutics for patients suffering from difficult-to-treat cancers. Genelux is focused on the development of next-generation oncolytic viral immunotherapies that are designed to generate a personalized multi-prong attack to overwhelm a tumor's sophisticated defense mechanisms.

OUR LEAD PRODUCT CANDIDATE

Olvi-Vec (olvimulogene nanivacirepvec), is a proprietary, modified strain of the vaccinia virus (VACV), a stable DNA virus with a large engineering capacity having the potential to:

- Directly kill cancer cells
- Stimulate a tumor-specific immune response
- Ability to transform immunologically "cold" tumors into "hot" tumors allowing for responsiveness for immunotherapy

OUR SCIENCE

Platform technology (**Choice**TM) is the foundation of our oncolytic immunotherapy product development program; and is designed to allow us to generate new product candidates rapidly from conception through the initiation of clinical trials.

Seasoned Leaders with Extensive Business & Clinical Development Experience

The Genel	lux Team		
Executive Leadership	Operations		
 Thomas Zindrick, JD – Chair, President & CEO 30+ years industry experience (Former – Amgen, VP) 	 Joseph Cappello, PhD – Head of Operations 30+ years industry experience 		
 James L. Tyree, MBA – Lead Independent Director 35+ years industry experience (Former - Abbott Global Pharmaceuticals, EVP) 	 Caroline Jewett – Head of Quality 30+ years industry experience 		
	R&D		
 Paul Scigalla, MD, PhD – Chief Medical Officer 35+ years industry experience (Former - Pfizer, VP; Boehringer Mannheim, SVP) 	 Tony Yu, PhD – Head of Development 20+ years industry experience 		
 Doug Samuelson – Chief Financial Officer 30+ years industry experience (Former – Wellness Center USA, CFO) 	 Qian Zhang, MD, PhD – Assoc. VP, Research 15+ years industry experience 		
 Sean Ryder, JD– General Counsel 20+ years industry experience (Former – Helsinn Therapeutics (US), VP) 	 Ralph Smalling, MS – Head of Regulatory Affairs 35+ years industry experience 		
Clinical Adviso	ry Board		
 Robert Holloway, MD – Chairman Advent Health @ Marce Case of Same 	• Thomas J. Herzog, MD		
○ Robert L. Coleman, MD △USOncology IGCS & GOG MATTINES	 David M. O'Malley, MD David M. O'Malley, MD 		
 Alberto A. Mendivil, MD hoag 			
	GENELUX		

Investment Thesis

Phase 3 registration trial actively recruiting patients (late-stage ovarian cancer) Proof of Concept confirmed in Phase 2 trial Phase 2 trial actively being prepared for initiation (recurrent non-small cell lung cancer; i.v. route) Dose-dependent survival benefit in Phase 1b monotherapy study Broad Technology Platform Potential utility against broad range of tumor types and metastatic disease Physician-preferred/familiar route(s) of administration, e.g., intravenous delivery 500+ novel strains generated via our proprietary CHOICETM platform

Large Market Opportunity

Advanced Clinical Program

Five-year US sales forecast estimated at \$1B+ (post-marketing approval of Olvi-Vec)

 $\,\circ\,$ Potential in multiple clinical settings offer significant revenue upside

Validating Strategic Partnerships

Newsoara BioPharma Co. Ltd. (Chinese rights) anticipates initiating 3 Phase 1/2 clinical trials with Olvi-Vec
 ELIAS Animal Health (Worldwide rights) anticipates initiating canine efficacy studies with V-VET1

Identified Commercial Strategy

- $\,\circ\,$ US launch in ovarian cancer; strategic partnership for larger indications
- Exclusive licenses outside the US (Newsoara Collaboration Agreement established in 2021)

Pipeline

* Believed to be the most-advanced, non-local delivery Oncolytic Virus clinical program.

Human Therapeutics	Therapeutic Indication	Design	Pre-clinical	Phase 1	Phase 2	Phase 3	Clinical Sites	Clinical Sponsor(s)	U.S. Revenue Projection
Olvi-Vec1*	Regional Program								(5-yr post-marketing approval)
	Ovarian Cancer ² (resistant/refractory)	Olvi-Vec (i.pe.) +Chemotherapy		Active			US	⊡	1. Ovarian: \$250M
	Systemic Program							(•)	2. Total: \$1B+ \$1B+
	NSCLC ³ (recurrent)	Olvi-Vec (i.v.) +Chemotherapy	Plan	ned			US	NEWSGARA	
	NSCLC ⁴ (recurrent)	Olvi-Vec (i.v.) +Chemotherapy						(•1	Additional Revenue
	SCLC ⁴ (recurrent)	Olvi-Vec (i.v.) +Chemotherapy	Regulato Submissi				China	NEWSGARA	<u>Opportunities</u> 1. Re-treatment
	Ovarian Cancer ⁴ (recurrent)	Olvi-Vec (i.v.) +Chemotherapy							2. Front-line cancer 3. Additional Indications
V2ACT Immunotherapy ^{1b}	Pancreatic Cancer ⁵ (newly diagnosed, surgically resectable)	Olvi-Vec (i.v) +Adoptive Cell Therapy	Regulatory Submission				US		
Animal Therapeutic	Therapeutic Indication	Design	Safety	Preliminary Efficacy	Pivotal E	fficacy	Clinical Sites	Clinical Sponsor	
V-VET1 ^{1c}	Hematologic & solid cancer(s) ⁶	V-VET1 (i.v.) +/- standard of care	Active				US	ELIAS	

¹ Commercial Rights ¹⁴Genelux: Worldwide (excluding Greater China); Newsoara (Greater China) ¹⁵V2ACT Immunotherapy: Worldwide (excluding Greater China) ¹⁴ELIAS: Worldwide ² We have enrolled our first patient in our Phase 3 clinical trial.

³ Based on the results of our previously completed Phase 1 clinical trials of Olvi-Vec administered intravenously to patients with solid tumors, we are planning to initiate a Phase 2 clinical trial of Olvi-Vec in recurrent NSCLC.

⁴ Newsoara has submitted an IND and protocols to the Chinese National Medical Products Administration ⁵ V2ACT has an active IND for this product candidate. The Phase 1b/2a clinical trial is not yet scheduled to be initiated.

⁶ ELIAS is developing an efficacy trial.

Genelux is focused on building a fully-integrated therapeutics company.



Near-Term Milestones

Late-Stage Clinical Program

- Initiated Phase 3 registration trial in late-stage Ovarian cancer
- o Initiate Phase 2 trial in recurrent Non-Small-Cell Lung cancer

Strategic Partnerships

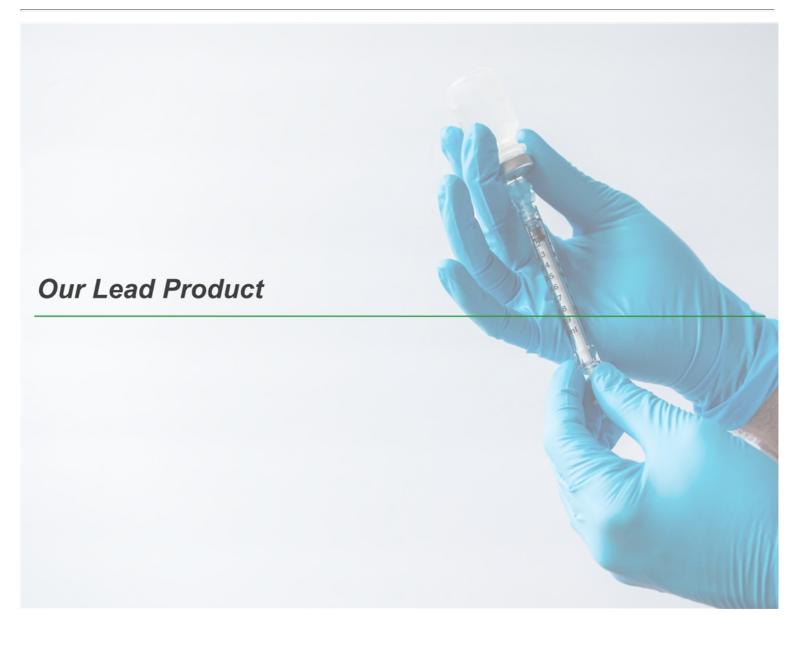
- Newsoara anticipates initiating 3 China-based Phase 1/2 clinical trials
- ELIAS anticipates initiating canine efficacy study(ies)

In-house cGMP Manufacturing Facility

- Build-out of in-house production facility in San Diego, CA
- Produce additional GMP batches to meet supply requirements







Olvi-Vec (olvimulogene nanivacirepvec)

* Addressing significant unmet medical needs.



A differentiated, and desirable immuno-oncology approach

• Physician-preferred methods of delivery locate and kill cancer cells to enhance antigen presentation and stimulate an anticancer immune response



Signals of Differentiated Therapeutic Potential

• Immunostimulatory backbone, by turning the tumor "hot", for combination therapy with other therapies, including chemotherapies

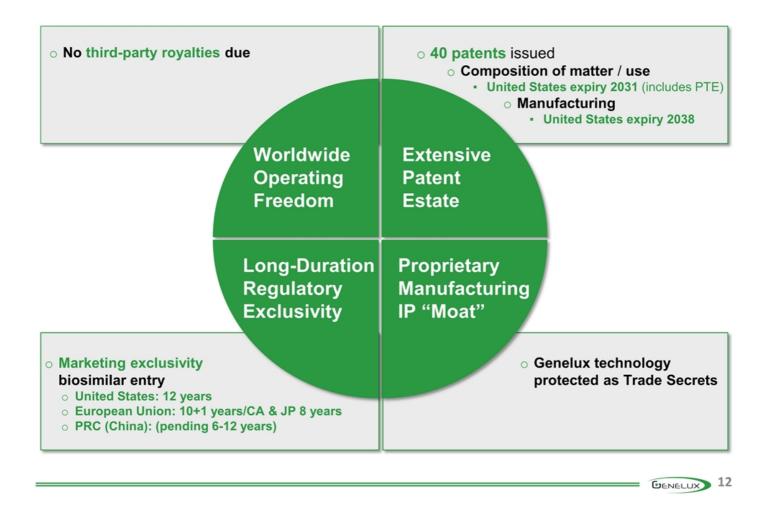


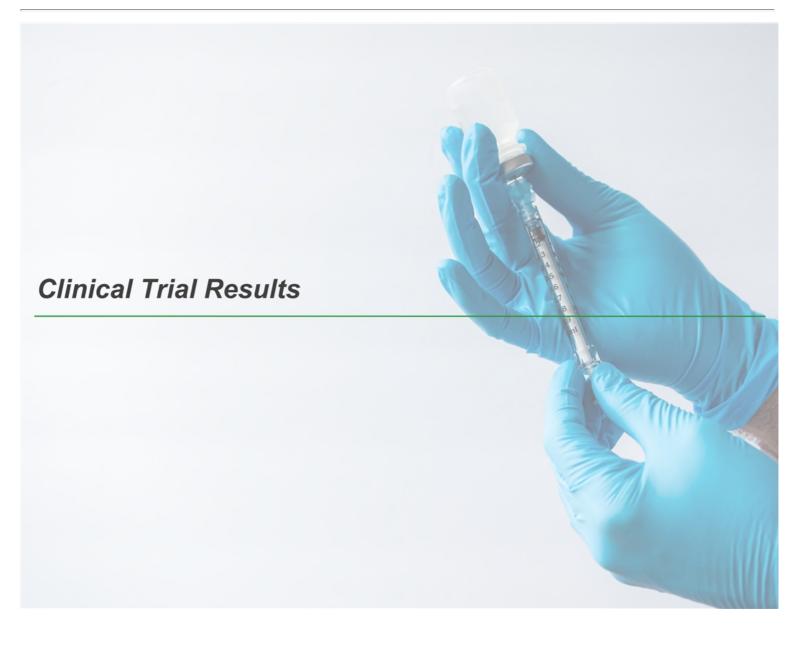
Oncolytic Vaccinia (Olvi-Vec) Primed Immunochemotherapy

• Patients who received Olvi-Vec-primed immunochemotherapy may respond to chemotherapy to which they previously were deemed resistant or refractory



Intellectual Property: Freedom to Operate and Market Exclusivity





Ovarian Cancer Program: VIRO-15 Phase 1b/2 trial

* Demonstrated anti-tumor activity as monotherapy and combination therapy

Platinum-resistant / refractory Patients

- Heavily pre-treated with documented progressive disease at baseline
- No Standard of Care
 i.e., clinical trial or palliative care

High & Condensed Dosing

All patients received a single cycle of Olvi-Vec

 Bolus infusions (intraperitoneal delivery) on 2 consecutive days, i.e., total dose: 6x10⁹ pfu

Phase 1b: Olvi-Vec Monotherapy (11 patients)

Antitumor activity:

- Clinical Benefit Rate: 73% (8/11)
- 4/11 patients had >2x PFS relative to immediate prior chemotherapy

Translational Evidence:

- Activation of tumor-specific T cell response detected in blood
- Documented immune activation in tumor microenvironment with significant influx of tumor infiltration lymphocytes
- o Favorable immune-related genetic signatures (via biomarkers)

Tolerability:

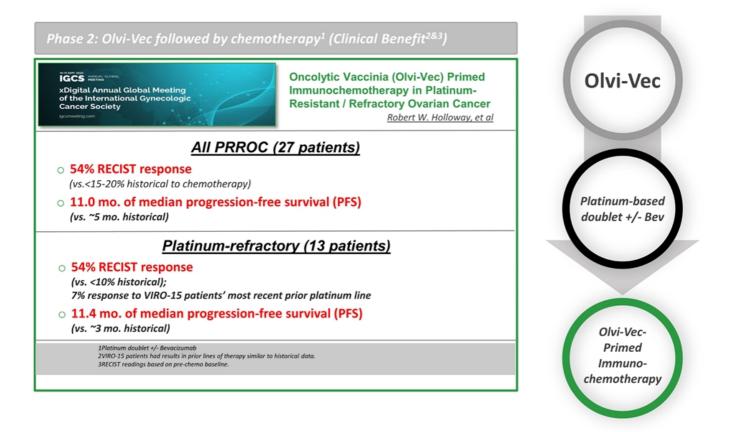
- Toxicity:
 - No Dose Limiting Toxicity (DLT)
 - No Maximum Tolerated Dose (MTD)
- Most Common Adverse Events (AE):
 - o Transient, flu-like symptoms
 - Abdominal pain (Grades 1 & 2)
 - No Grade 4 AEs

Manyam M, et al, Gynecologic Oncology 163 (2021) 481-489



Ovarian Cancer Program: Platinum-resistant / refractory Ovarian Cancer

Preestablished endpoints met



Olvi-Vec-Primed Immunochemotherapy

Exemplary heavily pre-treated platinum-refractory

Patient who progressed while on last platinum, presented at time of enrollment with progressive disease and projected short life expectancy.

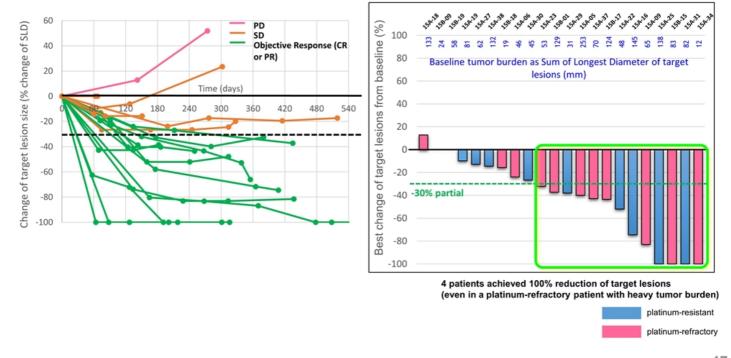
All achieved PFS exceeding any of their respective prior lines, and achieved objective partial response, indicating meaningful clinical benefit from Olvi-Vec-primed immunochemotherapy.



422 a

Anti-tumor Activity: Tumor Shrinkage

* Rapid, Common and Durable Responses



Duration of Response

• All PRROC Patients: 7.6 months

Platinum-refractory patients: 8.0 months

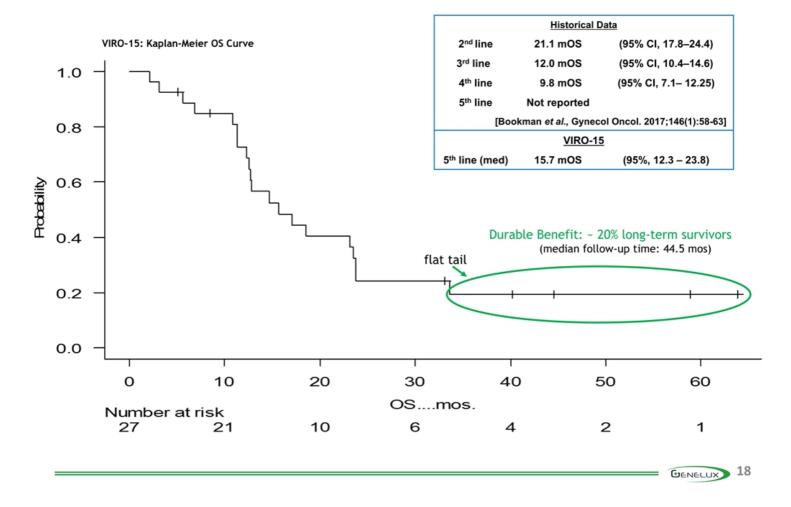
Tumor Shrinkage

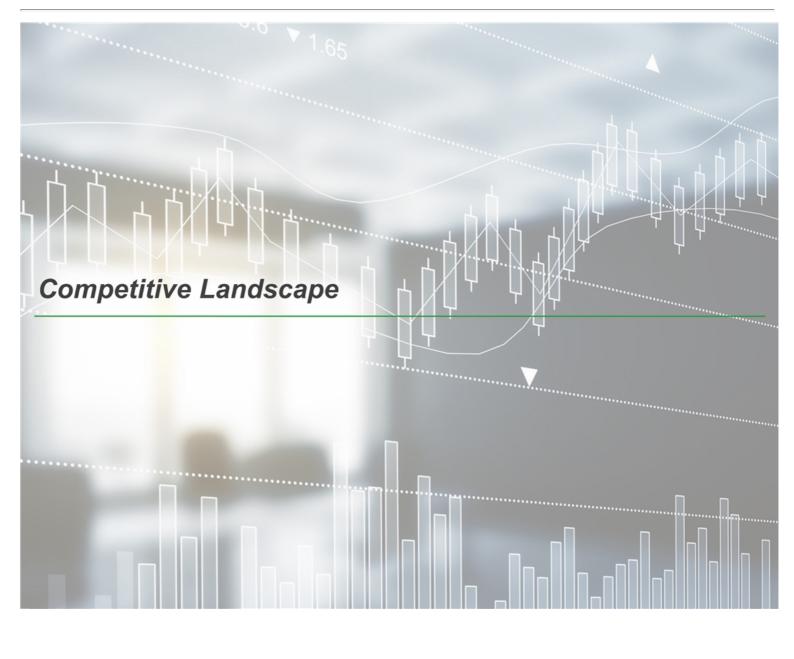
- All PRROC Patients: 86%
- Platinum-refractory patients: 91%

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Clinical benefit: Long-term Overall Survival Benefit

* Demonstrated Survival Tail (~20%), a hallmark of Clinically Beneficial Immunotherapies

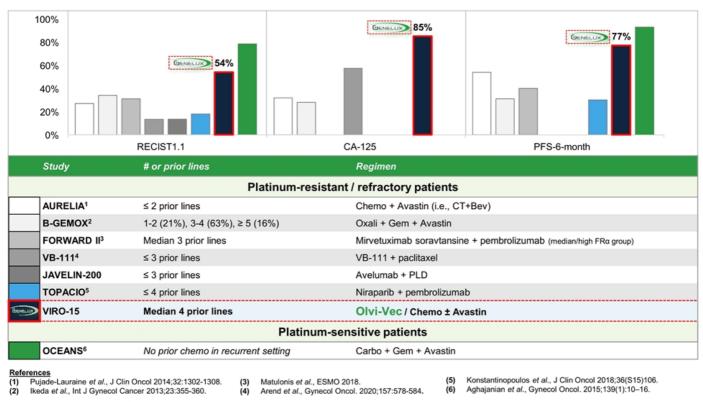




VIRO-15 Phase 2 Results: Comparison with Seminal Trials in Ovarian Cancer

* Driver of Market Penetration

- Currently 230,000+ ovarian cancer patients in the United States
- While clinical remissions are obtainable, a majority of patients will relapse (~80%)



Footnote: As the data presented is based on a cross-trial comparison and not a head-to-head clinical trial, such comparisons may not be reliable due to differences in study protocols, conditions and patient populations. Accordingly, cross-trial comparisons may not be reliable predictors of the relative efficacy or other characteristics of our candidates compared to others presented.

Systemic Program: Dose-dependent survival benefit of Heavily Pre-treated Patients

Demonstrated feasibility of multiple IV cycles

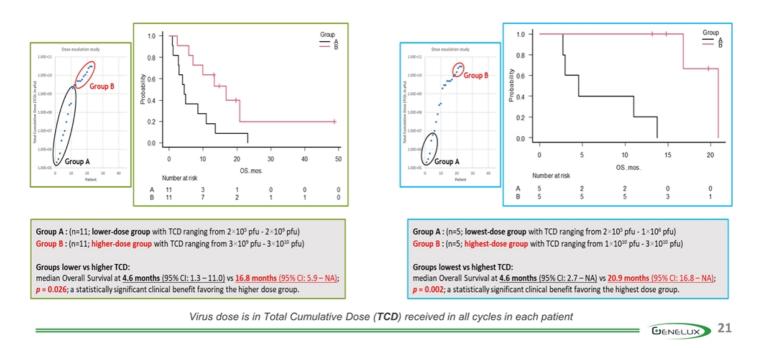
The ROYAL MARSDEN NHS Foundation Trust



ICR The Institute of Cancer Research

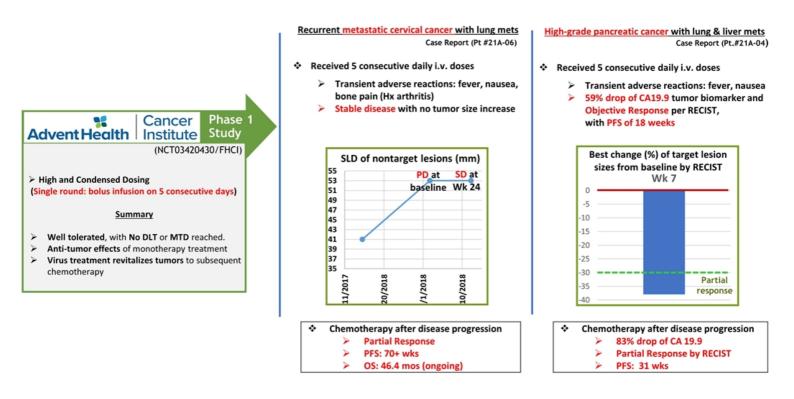
Dose Escalation Phase 1b Monotherapy Study in Solid Tumors Progressed from Last Prior Therapy

- Median 5 prior lines of therapy
- Regimen: various dosing levels and schedules (typically over 4-6 months)
- $_{\odot}\,$ Well tolerated: no DLT or MTD reached
- Clinical Benefit: statistically significant in primary / metastatic lung diseases | Data below



Systemic Program: Condensed Dosing followed by Chemotherapy

Demonstrated Anti-tumor effect of IV immunochemotherapy





CHOICE[™] discovery platform

* Flexible, powerful and modular



Comprehensive Approach

• Viral vectors selected based on multiple in vitro and in vivo selection criteria



Highly Productive

• Extensive library of viral vectors with a variety of anti-tumor attributes



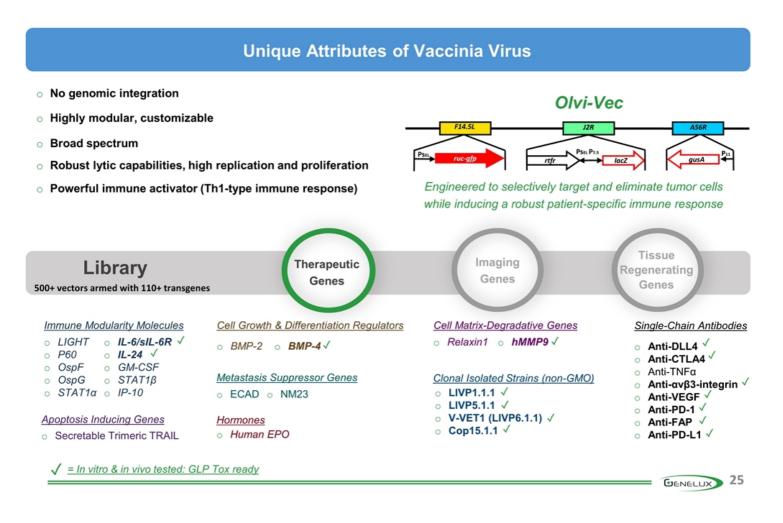
Broad Utility

• Regression and elimination of a wide range (20+) of tumor types in pre-clinical models



CHOICE™ discovery platform

* Generated an extensive library of engineered and selected viral strains







Genelux has developed a large-scale cGMP manufacturing process to optimize production

- Established and equipped an *independent, Company-controlled* 7,500+ Sq. Ft manufacturing facility in San Diego to secure material for *pivotal studies* and potential *commercial supply*
- Genelux maintains agreements with raw material and equipment suppliers, as well as contract labs to provide supply chain redundancies and flexibility to offload certain services to CMOs / CROs
- Genelux maintains agreements with third-party companies for labeling, packaging, distribution of both clinical material as well as future potential commercial products
- Genelux plans to invest in and augment its internal development capabilities as well as continually improve its proprietary manufacturing processes



Cap Table Summary

	Share Count	Note
Common Stock	21,147,442	(1)
Common Stock – IPO	2,500,000	Excluding Overallotment
Basic Shares Outstanding Post-IPO	23,647,442	
Plus: Other Issued Dilutive Instruments		
Stock Options Outstanding	4,201,018	
Warrants Outstanding	734,841	
Issuable upon the optional conversion of		
certain convertible promissory notes	5,461	
Warrants to be issued upon conversion of		
convertible debt	<u>183,852</u>	
	<u>5,125,172</u>	(2)
Fully Diluted Share Count	28,772,614	

Anticipated Use of Proceeds:

The company intend to use the net proceeds from this offering to fund the clinical development of our lead product candidate, Olvi-Vec; to fund the payment of outstanding accounts payable and accrued liabilities; and for working capital and general corporate purposes

- (1) The number of shares of our common stock to be outstanding after this offering is based on 21,069,841 shares of common stock outstanding as December 31, 2022, after giving effect to (i) the automatic conversion of certain convertible promissory notes and accrued and unpaid interest and loan fees thereunder as of December 31, 2022 into 3,394,569 shares of common stock; (ii) the automatic conversion of all outstanding shares of our convertible preferred stock into 8,355,610 shares of common stock; and (iii) the issuance of 270,537 shares of common stock upon satisfaction of earned and unpaid dividends on our Series H preferred stock as of December 31, 2022, each in connection with the closing of this offering.
- (2) The number of shares of our common stock to be outstanding after this offering excludes 2,800,00 shares of our common stock reserved for future issuance under our 2022 Equity Incentive Plan and 700,000 shares of our common stock reserved for issuance under our 2022 Employee Stock Purchase Plan, which will both become effective once the registration statement is declared effective



THANK YOU

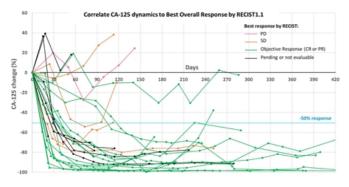
Anti-tumor Activity: CA-125 Biomarker

Rapid, Common and Durable Responses

CA-125 Decrease

• All PRROC Patients: 96% (25/26)

• Platinum-refractory patients: 92% (12/13)

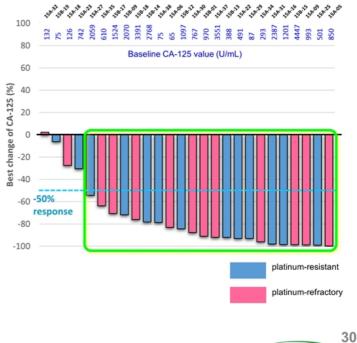


- All 11 patients with > 90% decrease of CA-125 achieved RECIST response
- RECIST responses correlate to CA-125 responses (p = 0.007)

ORR by CA-125

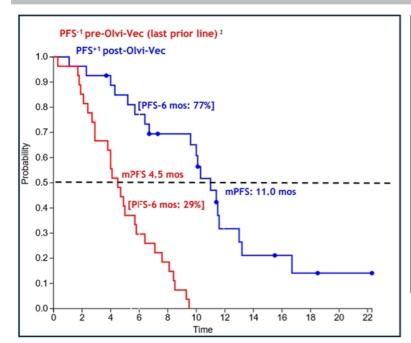
All PRROC Patients: 85% (22/26)

• Platinum-refractory patients: 85% (11/13)

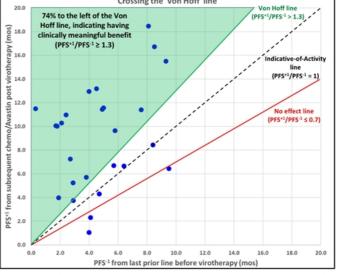


Meaningful clinical benefit: Relative to Patients' Immediately Preceding Line of Therapy

* Using Patients as own control



Historically, the proportion of patients achieving a response and duration of response decreases with each subsequent line of therapy



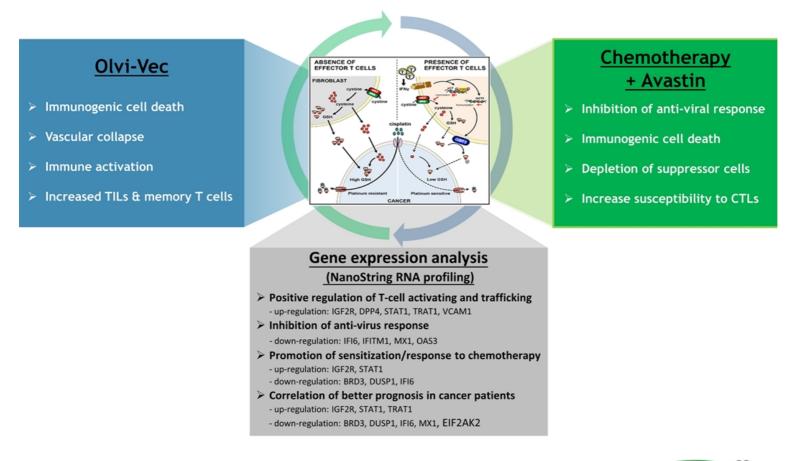
Crossing the 'Von Hoff' line

¹VIRO-15 patients had results in prior lines of therapy similar to historical data

^{&#}x27;PFS ratio' [= (PFS⁺¹ on investigational treatment) / (PFS⁻¹ on last prior therapy)] (Von Hoff et al., J Clin Oncol. 2010;28(33):4877-83)

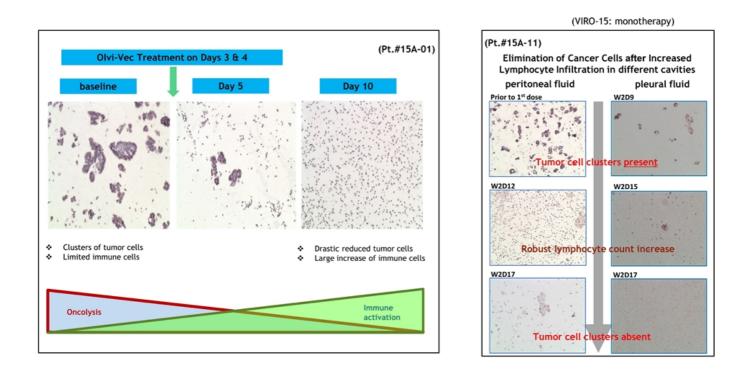
Modulating the Tumor Microenvironment: Overcoming Chemoresistance

* Complementary mechanisms of Olvi-Vec-primed Immunochemotherapy



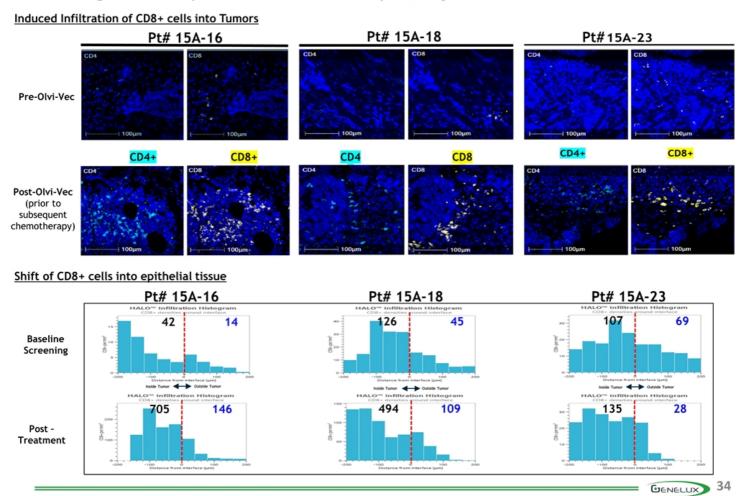
Mechanism of Action: Oncolysis & Immune Activation

* Activation of Immunosurveillance



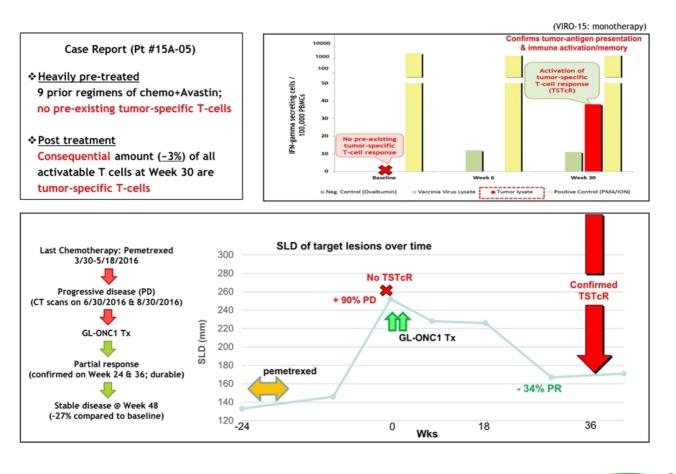
CD8+ T-cells: Infiltrating Lymphocytes are Prognostic for Response and Survival

Sendogenous TILs (intra-tumoral and stromal) are very low in ovarian cancer



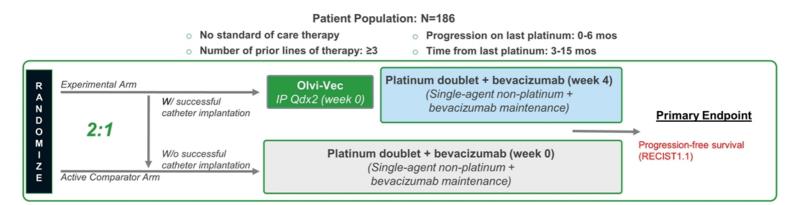
Off-the-Shelf Personalized Medicine: Single Agent generates Individualized Results

* Long-lasting, Tumor-specific T cell response corresponds to tumor reduction



Olvi-Vec Clinical program: Olvi-Vec-primed Immunochemotherapy trials

* Ovarian Cancer Program: Phase 3 registrational-stage clinical trial design in PRROC patients



Systemic Program: Clinical Trials

Sponsor	Trial Sites	Indication	Clinical Stage	Patients (est.)	Randomization
NEWSGARA	US	Recurrent NSCLC	Phase II	~138	2:1
Chin		Recurrent OC Phase I/II		~150	2:1
	China	Recurrent NSCLC	Phase I/II	~150	2:1
		Recurrent SCLC	Phase I/II	~150	Single arm

