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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

Mural Oncology plc
(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

98-1748617
(I.R.S. Employer
Identification No.)

**10 Earlsfort Terrace
Dublin 2, D02 T380, Ireland**
(Address of Principal Executive Offices)

Not Applicable
(Zip Code)

**Mural Oncology plc 2023 Stock Option and Incentive Plan
Mural Oncology plc 2023 Employee Stock Purchase Plan**
(Full Title of the plan)

**Caroline Loew, Ph.D.
Director and Secretary
Mural Oncology plc
10 Earlsfort Terrace
Dublin 2, D02 T380, Ireland**
(Name and address of agent for service)

+353-1-905-8020
(Telephone number, including area code, of agent for service)

Copy to:

**Robert Puopolo, Esq.
Stephanie Richards, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000**

and

**Christopher McLaughlin
Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland
+353 1 920 1000**

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in this Item 1 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “SEC”). In accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”) and the instructions to Form S-8, such documents are not being filed with the SEC either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The documents containing the information specified in this Item 2 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Registration Statement on Form 10 (File No. 001-41837) initially filed with the SEC on [October 10, 2023](#), as amended by Amendment No. 1 as filed with the SEC on [October 26, 2023](#) (as so amended, the “Form 10”);
- (b) The Registrant’s Current Report on Form 8-K (File No. 001-41837) filed with the SEC on [October 31, 2023](#); and
- (b) The description of the Registrant’s Ordinary Shares contained in the Information Statement filed with the SEC as [Exhibit 99.1](#) to the Form 10, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to the Registration Statement which indicates that all of the shares registered hereunder have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Irish Companies Act 2014 permits a company to pay the costs or discharge the liability of a director or a secretary only where favorable judgment is given in any civil or criminal action in respect of such costs or liability, or where an Irish court grants relief because the director or secretary acted honestly and reasonably and ought fairly to be excused. This restriction does not apply to executives who are not directors or a secretary of the Registrant. Any provision which seeks to indemnify a director or secretary of an Irish company over and above this shall be void under Irish law, whether contained in such company's articles of association or any contract between the director or secretary and such company.

Pursuant to the Registrant's articles of association as will be in effect as of the effective date of the Separation and Distribution, the Registrant will indemnify its current and former executives, any person who is serving or has served at the request of the Registrant as a director, executive or trustee of another company, joint venture, trust or other enterprise, and its directors and secretaries to the fullest extent permitted by law against liabilities that are incurred by such executives, trustees, directors and secretaries while executing the duties of their respective offices. However, under the articles of association of the Registrant, such executives, trustees, directors and secretaries will not be entitled to indemnification by the Registrant if they are adjudged to be liable for fraud or dishonesty in the performance of their duties to the Registrant.

The directors, secretaries, and certain current and former executives of the Registrant, and certain directors and officers of certain of the Registrant's subsidiaries, including Mural Oncology, Inc., are entitled to be indemnified pursuant to indemnification agreements with the Registrant and/or Mural Oncology, Inc. Under the terms of these indemnification agreements, the Registrant and/or Mural Oncology, Inc., as applicable, indemnifies each relevant director, secretary, or officer to the maximum extent permitted by law for expenses actually and reasonably incurred by the director, secretary, or officer in relation to claims brought against such director, secretary, or officer that arise from actions taken while acting as a director, secretary, or officer of the Registrant and/or its subsidiaries, except to the extent that such indemnification is prohibited by applicable law or would be duplicative of amounts otherwise actually provided to such director, secretary, or officer in relation to such claims. The Registrant and/or Mural Oncology, Inc. will, to the maximum extent permitted by law, advance the expenses of such director, secretary, or officer in connection with his or her defense. Each director, secretary, or officer undertakes, to the fullest extent required by law, to repay all amounts advanced if it is ultimately determined that he or she is not entitled to be indemnified by the Registrant and/or Mural Oncology, Inc., as applicable.

The Registrant has also obtained directors' and officers' liability insurance which insures its executives and directors against certain liabilities that such persons may incur in their capacities as officers and/or directors of the Registrant.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed in the Exhibit Index attached hereto and incorporated by reference herein.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Form of Amended and Restated Memorandum and Articles of Association of Mural Oncology plc (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form 10 (File No. 001- 41837), filed with the Commission on October 10, 2023)</u>
5.1*	<u>Opinion of Arthur Cox LLP</u>
23.1*	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm</u>
23.2*	<u>Consent of Arthur Cox LLP (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (contained on signature page hereto)</u>
99.1	<u>Mural Oncology plc 2023 Stock Option and Incentive Plan, and forms of award certificates thereunder (incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form 10/A (File No. 001- 41837), filed with the Commission on October 26, 2023)</u>
99.2	<u>Mural Oncology plc 2023 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.11 to the Registrant's Registration Statement on Form 10/A (File No. 001- 41837), filed with the Commission on October 26, 2023)</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, Commonwealth of Massachusetts, on 13th day of November, 2023.

Mural Oncology plc

By: /s/ Caroline Loew

Name: Caroline Loew, Ph.D.

Title: Director and Secretary

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers, directors and/or authorized representative in the United States of the Registrant hereby severally constitute and appoint Caroline Loew, Ph.D. our true and lawful attorney-in-fact, with full power of substitution, to sign for us and in our names and the capacities indicated below, to execute and cause to be filed with the U.S. Securities and Exchange Commission any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, with exhibits thereto and all other documents in connection therewith, and generally to do or cause to be done by virtue hereof all things in our names and on our behalf in such capacities to enable the Registrant to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the U.S. Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated below on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Caroline Loew</u> Caroline Loew, Ph.D.	Director and Secretary (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	November 13, 2023
<u>/s/ Susan Altschuller</u> Susan Altschuller, Ph.D., MBA	Director	November 13, 2023
<u>/s/ Francis Cuss</u> Francis Cuss, M.B., B.Chir., FRCP	Director	November 13, 2023
<u>/s/ Benjamin Hickey</u> Benjamin Hickey, MBA	Director	November 13, 2023
<u>/s/ Scott Jackson</u> Scott Jackson, MBA	Director	November 13, 2023

13 November 2023

Board of Directors
Mural Oncology plc
Ten Earlsfort Terrace
Dublin 2
D02 T380
Ireland

Re: Mural Oncology plc - registration statement on Form S-8 in relation to the Mural Oncology plc 2023 Stock Option and Incentive Plan (the "2023 Plan") and Mural Oncology plc 2023 Employee Stock Purchase Plan (the "ESPP") (together, the "Plans")

Dear Directors

1. **Basis of Opinion**

1.1 We are acting as Irish counsel to Mural Oncology plc, registered number 605282, a public company limited by shares, incorporated under the laws of Ireland, with its registered office at Ten Earlsfort Terrace, Dublin 2, D02 T380 (the "**Company**"), in connection with the registration statement on Form S-8 to be filed with the United States Securities and Exchange Commission (the "**SEC**") on the date hereof (the "**Registration Statement**") under the Securities Act of 1933, as amended (the "**Securities Act**"), with respect to up to 5,100,000 ordinary shares with nominal value US\$0.01 per share of the Company (the "**Shares**") that may be delivered pursuant to the Plans.

1.2 This Opinion is confined to and given in all respects on the basis of the laws of Ireland (meaning Ireland exclusive of Northern Ireland) in force as at the date hereof as currently applied by the courts of Ireland. We have made no investigation of and we express no opinion as to the laws of any other jurisdiction or the effect thereof. In particular, we express no opinion on the laws of the European Union as they affect any jurisdiction other than Ireland. We have assumed without investigation that insofar as the laws of any jurisdiction other than Ireland are relevant, such laws do not prohibit and are not inconsistent with any of the obligations or rights expressed in the Plan Documents (as defined in the Schedule) or the transactions contemplated thereby.

1.3 This Opinion is also strictly confined to:

- (a) the matters expressly stated herein at paragraph 2 below and is not to be read as extending by implication or otherwise to any other matter;

(b) the Plan Documents (as defined in the Schedule); and

(c) the Searches (as defined at 1.7 below),

and is subject to the assumptions and qualifications set out below.

1.4 We express no opinion, and make no representation or warranty, as to any matter of fact or in respect of any documents which may exist in relation to the Plans or the Shares other than the Plan Documents.

1.5 In giving this Opinion, we have relied upon the Corporate Certificate (as defined in the Schedule to this Opinion) and the Searches and we give this Opinion expressly on the terms that no further investigation or diligence in respect of any matter referred to in the Corporate Certificate or the Searches is required of us.

1.6 For the purpose of giving this Opinion, we have examined and relied on copies sent to us by email in pdf or other electronic format of the Plan Documents.

1.7 For the purpose of giving this Opinion, we have caused to be made legal searches against the Company on 13 November 2023 (together the "**Searches**"):

(a) on the file of the Company maintained by the Registrar of Companies in the Irish Companies Registration Office for mortgages, debentures or similar charges or notices thereof and for the appointment of any examiner, receiver or liquidator;

(b) in the Judgments Office of the High Court for unsatisfied judgments, orders, decrees and the like for the twelve years immediately preceding the date of the search;

(c) in the Central Office of the High Court for any petitions filed in respect of the Company; and

(d) in the Central Office of the High Court for any proceedings filed by or against the Company in the five years immediately preceding the date of the search.

1.8 This Opinion is governed by and is to be construed in accordance with the laws of Ireland as interpreted by the courts of Ireland at the date hereof. This Opinion speaks only as of its date. We assume no obligation to update this Opinion at any time in the future or to advise you of any change in law, change in interpretation of law which may occur after the date of this Opinion.

2. **Opinion**

Subject to the assumptions and qualifications set out in this Opinion and to any matters not disclosed to us, we are of the opinion that:

2.1 The Company is a public company limited by shares, is duly incorporated and validly existing under the laws of Ireland and has the requisite corporate authority to allot and issue the Shares.

2.2 When the Shares have been allotted and issued (and, if required, paid for in cash) pursuant to and in accordance with the terms and conditions referred to or summarised in the applicable resolutions and the Plans, the Shares will be validly issued, fully paid up and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the allotment and issue of such Shares).

3. Assumptions

For the purpose of giving this Opinion, we assume the following without any responsibility on our part if any assumption proves to have been untrue as we have not verified independently any assumption:

The Registration Statement and the Plan

- 3.1 that when filed with the SEC, the Registration Statement for the Plans will not differ in any material respect from the latest draft that we have examined;
- 3.2 that any awards granted pursuant to the Plans will be paid up in consideration of the receipt by the Company prior to, or simultaneously with, the allotment and issue of the Shares pursuant thereto of cash at least equal to the nominal value of such Shares and any premium required to be paid up on the Shares pursuant to their terms of allotment and issue and that where Shares are allotted and issued under the Plans without the requirement for the payment of cash consideration by or on behalf of the relevant beneficiary, then such shares shall either be fully paid up by the Company or one of its subsidiaries within the time permitted by section 1027(1) of the Companies Act 2014 (as amended) (the “**Companies Act**”);
- 3.3 that the filing of the Registration Statement with the SEC has been authorised by all necessary actions under all applicable laws other than Irish law;
- 3.4 that the exercise of any options and rights granted under the Plans and the allotment and issue of the Shares upon exercise of such options and rights (and the allotment and issue of the Shares in connection with any other awards granted under the Plans) will be conducted in accordance with the terms and the procedures described in the Plans and the applicable award agreement;
- 3.5 that at the time of the allotment and issuance of the Shares, such allotment and issuance shall not be in contravention or breach of any agreement, undertaking, arrangement, deed or covenant affecting the Company or to which the Company is a party or otherwise bound or subject;
- 3.6 that the Company has sufficient authorised but unissued share capital to allot and issue the required number of Shares to be delivered to the recipients of any awards granted under the Plans;
- 3.7 that, at the time of the filing of the Registration Statement, the authority of the Company and the directors of the Company to allot and issue the Shares, as provided for in the Companies Act and the constitution of the Company (the “**Constitution**”) adopted by resolution of the members on 18 August 2023, is in full force and effect and that the statutory pre-emption rights have been disapplied in respect of any allotment and issuance of the Shares;
- 3.8 that the Company will continue to renew its authority to allot and issue the Shares in accordance with the Companies Act and the terms and conditions set out in the Constitution and thereafter in the amended constitution of the Company (the “**New Constitution**”) which was adopted by resolution of the sole member on 26 October 2023 to take effect from the distribution effective time as defined in the separation agreement to be entered into between the Company and Alkermes public limited company (the “**Effective Time**”), and that, where such authority has not been renewed, the Company will not allot or issue the Shares after such authority has expired;

3.9 that from the date of the board resolutions set out in Schedule, no other corporate or other action has been taken by the Company to amend, alter or repeal those resolutions;

Authenticity and bona fides

3.10 the completeness and authenticity of all documents submitted to us as originals or copies of originals and (in the case of copies) conformity to the originals of copy documents and the genuineness of all signatories, stamps and seals thereon;

3.11 where incomplete Plan Documents have been submitted to us or signature pages only have been supplied to us for the purposes of issuing this Opinion, that the originals of such Plan Documents correspond in all respects with the last draft of the complete Plan Documents submitted to us;

3.12 that the Plan Documents will be executed in a form and content having no material difference to the drafts provided to us, will be delivered by the parties thereto, and that the terms thereof will be observed and performed by the parties thereto;

3.13 that the copies produced to us of minutes of meetings and/or of resolutions correctly record the proceedings at such meetings and/or the subject matter which they purport to record and that any meetings referred to in such copies were duly convened, duly quorate and held, that those present at any such meetings were entitled to attend and vote at the meeting and acted bona fide throughout and that no further resolutions have been passed or other action taken which would or might alter the effectiveness thereof;

3.14 that the Constitution of the Company effective as of 18 August 2023 is the current Constitution of the Company, is up to date and has not been amended or superseded and that as of the date of this Opinion, there are no other terms governing the Shares other than the those set out in the Constitution of the Company;

3.15 that the New Constitution of the Company which will be effective as of the Effective Time, will supersede the Constitution and that the New Constitution will be up to date and will not have been amended or superseded and that from the Effective Time, there will be no other terms governing the Shares other than the those set out in the New Constitution of the Company;

3.16 that there is, at the relevant time of the allotment and issue of the Shares, no matter affecting the authority of the Directors to allot and issue the Shares, not disclosed by the Constitution or the New Constitution (as relevant) or the resolutions produced to us, which would have any adverse implications in relation to the opinions expressed in this Opinion;

Accuracy of searches and warranties

3.17 the accuracy and completeness of the information disclosed in the Searches is accurate as of the date of this Opinion and that such information has not since the time of such search or enquiry been altered. It should be noted that (a) the matters disclosed in the Searches may not present a complete summary of the actual position on the matters we have caused searches to be conducted for, (b) the position reflected by the Searches may not be fully up-to-date and (c) searches at the Companies Registration Office, Dublin, do not necessarily reveal whether or not a prior charge has been created

or a resolution has been passed or a petition presented or any other action taken for the winding-up of or the appointment of a receiver or an examiner to the Company or its assets and, accordingly, it is assumed that the Searches correctly reflect that (i) no receiver, liquidator or examiner or other similar officer has been appointed in relation to the Company or any of its assets or undertakings; (ii) no petition for the making or a winding-up order or the appointment of an examiner or any similar officer has been presented in relation to the Company; (iii) no insolvency proceedings have been opened or been requested to be opened in relation to the Company; and (iv) the Company is as at the date of this Opinion able to pay its debts as they fall due within the meaning of sections 509(3) and 570 of the Companies Act;

3.18 the truth, completeness and accuracy of all representations and statements as to factual matters contained in the Plan Documents; and

Commercial Benefit

3.19 that the Plan Documents have been entered into for *bona fide* commercial purposes, on arm's length terms and for the benefit of each party thereto and are in those parties' respective commercial interests and for their respective corporate benefit.

4. **Disclosure**

4.1 This Opinion is addressed to you in connection with the registration of the Shares with the SEC. We hereby consent to the inclusion of this Opinion as an exhibit to the Registration Statement to be filed with the SEC. In giving this consent, we do not thereby admit that we are in a category of persons whose consent is required under Section 7 of the Securities Act.

Yours faithfully,

/s/ Arthur Cox LLP

ARTHUR COX LLP

SCHEDULE**The Plan Documents**

1. A copy of the form of the Registration Statement to be filed by the Company with the SEC;
2. Copies of the Plans;
3. Copies of the resolutions of the board of directors of the Company dated 25 October 2023 and 9 November 2023 regarding the approval of, among other things, the adoption of the Plans and authorising the directors or any authorised persons to take any actions and prepare any documents, including the filing of the Registration Statement with the SEC and the registration of the Shares;
4. A copy of the shareholders' resolution of the Company regarding the approval and adoption of, among other things, the Plans dated 26 October 2023;
5. A corporate certificate of the Secretary of the Company dated 13 November 2023 (the "**Corporate Certificate**") for reliance of the information and documents provided in connection to this opinion;
6. A copy of the Constitution of the Company in the form adopted by resolution of the shareholders of the Company on 18 August 2023;
7. A copy of the New Constitution of the Company in the form adopted by resolution of the shareholders of the Company on 26 October 2023;
8. A copy of the Certificate of Incorporation of the Company dated 31 May 2017;
9. A copy of the Certificate of Incorporation on Change of Name of the Company dated 3 April 2023;
10. A copy of the Certificate of Incorporation on re-registration as a public limited company dated 21 August 2023; and
11. Letter of Status from the Irish Companies Registration Office dated 13 November 2023.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Mural Oncology plc of our report dated April 14, 2023 relating to the financial statements, which appears in Amendment No. 1 to the Registration Statement on Form 10 of Mural Oncology plc.

/s/ PricewaterhouseCoopers LLP

Boston, MA

November 13, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Mural Oncology plc
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽⁴⁾	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary shares, nominal value \$0.01 per share	457(h)(1)	5,000,000 shares ⁽²⁾	\$15.8642 ⁽⁴⁾	\$79,321,000.00	\$0.00014760	\$11,707.78
Equity	Ordinary shares, nominal value \$0.01	457(h)(1)	100,000 shares ⁽³⁾	\$13.4846 ⁽⁵⁾	\$1,348,460.00	\$0.00014760	\$199.04
Total Offering Amounts					\$80,669,460.00		\$11,906.82
Total Fee Offsets							—
Net Fee Due							\$11,906.82

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional Ordinary Shares of the Registrant, nominal value \$0.01 per share (the “Ordinary Shares”), that become issuable under the Mural Oncology plc 2023 Stock Option and Incentive Plan (the “2023 Plan”) or the Mural Oncology plc 2023 Employee Stock Purchase Plan (the “ESPP”) by reason of any split-up, reclassification, share dividend, recapitalization, or similar transactions.
- (2) Represents the Ordinary Shares authorized for issuance under the 2023 Plan.
- (3) Represents the Ordinary Shares authorized for issuance under the ESPP.
- (4) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(a) of the Securities Act. Given that there is no proposed maximum offering price per Ordinary Share, the Registrant calculates the proposed maximum aggregate offering price pursuant to Rule 457(h)(1), based on the estimated pro forma book value of the Ordinary Shares as of June 30, 2023. The book value per Ordinary Share was calculated based on the Registrant’s unaudited combined balance sheet as of June 30, 2023, inclusive of the initial cash contribution of \$275.0 million for funding from Alkermes plc to the Registrant in connection with the separation.
- (5) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(a) of the Securities Act. Given that there is no proposed maximum offering price per Ordinary Share, the Registrant calculates the proposed maximum aggregate offering price pursuant to Rule 457(h)(1), based on the estimated pro forma book value of the Ordinary Shares as of June 30, 2023. The book value per Ordinary Share was calculated based on the Registrant’s unaudited combined balance sheet as of June 30, 2023, inclusive of the initial cash contribution of \$275.0 million for funding from Alkermes plc to the Registrant in connection with the separation. Pursuant to the ESPP, the purchase price of the Ordinary Shares reserved for issuance thereunder will be at least 85% of the lower of the fair market value of an Ordinary Share on the first trading day of the offering period or on the exercise date.