Risk Factors Comparison 2023-11-21 to 2022-11-25 Form: 10-K

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You should carefully consider the risks described below and the other information in this **Annual Report on** Form 10- K before deciding to invest in shares of our common stock. These are the risks and uncertainties applicable to our businesses that we believe are most important for you to consider. Additional risks and uncertainties not presently known to us, which we currently deem immaterial or which are similar to those faced by other companies in our industry or business in general, may also impair our business operations. If any of the following risks or uncertainties actually occur, our business, financial condition and operating results would likely suffer. In that event, the market price of our common stock could decline, and you could lose all or part of your investment. Macroeconomic and External Risks We are subject to risks associated with public health threats and epidemics, including COVID- 19. We are subject to risks associated with public health threats and epidemics, including the **ongoing** global health concerns relating to ~~the ongoing~~ COVID- 19 ~~pandemic~~. ~~The~~ **Public health threats, whether** global **or not,** ~~COVID- 19 pandemic has adversely impacted and~~ may ~~further~~ adversely impact our business and markets, including our workforce and operations and the operations of our customers, suppliers, and business partners. In particular, we may experience material financial or operational impacts, including: ● significant volatility or reductions in demand for our products and / or services; or ● the inability to meet our customers' needs or other obligations due to disruptions to our operations or the operations of our third- party partners, suppliers, contractors, logistics partners, or customers. These impacts may be of greater magnitude in certain jurisdictions in which we and our customers operate that ~~continue~~ **are impacted by these threats or react** to ~~maintain~~ **the threats with more** stringent ~~COVID- 19~~ policies ~~, in particular China~~. **For example,** ~~The depth and extent to which~~ the COVID- 19 pandemic **impacted the world economy and our business results and operations since 2020. The depth and extent to which the COVID- 19 pandemic or other public health threats** may directly or ~~indirectly~~ **indirectlyimpact** ~~impact~~ our business, results of operations, financial condition and individual markets **in the future** is dependent upon various factors, including the spread of additional **COVID- 19** variants **or other health threats** , the availability of vaccinations **and other medical interventions** , and government interventions to reduce the spread of **COVID- 19 or** ~~the~~ **other** ~~virus~~ **health threats** . While we have developed and implemented and continue to develop and implement health and safety protocols, business continuity plans and crisis management protocols in an effort to try to mitigate the negative impact of COVID- 19 **and other health threats** on our employees and our business, there can be no assurance that we will be successful in our efforts or that such efforts may not have detrimental unintended consequences, and as a result, our business, financial condition and results of operations may be materially and adversely affected. A prolonged downturn in macroeconomic conditions may materially adversely affect our business. An economic downturn in the United States and elsewhere, including as a result of continued or future outbreaks of COVID- 19 or a similar infectious disease, reductions in the level of government funding for scientific research, increases in interest rates, inflation, among other factors, may cause our current or potential customers to delay or reduce purchases, which could, in turn, result in reductions in sales of our products, materially and adversely affecting our results of operations and cash flows. Volatility and disruption of global financial markets could limit our customers' ability to obtain adequate financing to maintain operations and proceed with planned or new capital spending initiatives, leading to a reduction in sales volume that could materially and adversely affect our results of operations and cash flow. In addition, a decline in our customers' ability to pay as a result of ~~the~~ **an** economic downturn may lead to increased difficulties in the collection of our accounts receivable, higher levels of reserves for doubtful accounts and write- offs of accounts receivable, and higher operating costs as a percentage of revenues. Global climate change and related legal and regulatory developments could negatively affect our business, financial condition and results of operations. Climate change presents risks to us and to our customers, with the risks expected to increase over time. Our products and services are subject to and affected by environmental regulation by federal, state, and local authorities in the United States and regulatory authorities with jurisdiction over our international operations. Future regulations or voluntary actions on our part in response to climate change could result in costly changes to our facilities to reduce carbon emissions and could increase energy costs as a result of switching to less carbon- intensive, but more expensive, sources of energy to operate our facilities and to transport and ship products and samples. There can be no assurance that climate change or environmental regulation and response will not have a negative competitive impact on our ability to provide sample management, automated storage, and genomic services or that economic returns will match the ~~investment~~ **investments** that we are making in the development of new products and services. We will likely face increasing complexity related to product design, the use of regulated materials, energy consumption and efficiency, and the reuse, recycling, or disposal of products and their components at end- of- use or useful life. There continues to be a lack of consistent climate legislation, which creates economic and regulatory uncertainty regarding future incentives for energy- efficiency and costs of compliance, which may impact the demand for our products and services, **our costs associated with providing our products and services,** and our results of operations and financial condition. In addition, the potential physical impacts of climate change on our operations are highly uncertain and would be particular to the geographic circumstances in areas in which we operate. These may include changes in global weather patterns, which could include local changes in rainfall and storm patterns and intensities, water shortages, changing sea levels, and changing temperature averages or extremes. These impacts may also adversely affect our properties, our business, financial condition and results of operations. Unfavorable currency exchange rate fluctuations may impact our significant foreign currency holdings, lead to lower operating margins, or may cause us to raise prices **for our products and services** , which could result in reduced sales. Currency exchange rate fluctuations could have an adverse effect on our sales, cost of sales and results of operations, and we could experience losses with respect to forward exchange contracts into which we may enter. Unfavorable currency fluctuations could require us to increase prices **for our products and services** to customers, which could result in lower net sales ~~by us to such customers~~ . Alternatively, if we do not adjust the prices for our products and services in response to unfavorable currency fluctuations, our results of operations **, including our margins,** could be materially and adversely ~~affected~~ **11affected** . In addition, most sales made by our foreign subsidiaries are denominated in the currency of the country in which these products are sold or these services are provided and the currency ~~they receive~~ **received** in payment for such sales could be less valuable as compared ~~10to~~ **to** the U. S. dollar at the time of receipt as a result of exchange rate fluctuations. From time to time, we enter into forward exchange contracts to reduce currency exposure. However, we cannot be certain that our efforts will be adequate to protect us against significant currency fluctuations or that such efforts will not expose us to additional exchange rate risks, which could materially and adversely affect our results of operations. **We hold** ~~In addition,~~ approximately $ ~~1~~ **546** ~~billion~~ **million** of ~~the~~ cash **and cash equivalents that** ~~was received upon the completion of the sale of our semiconductor automation business on February 1, 2022,~~ is denominated in ~~Euro~~ **foreign currency** , which represents a substantial portion of our current cash **and cash equivalents** balance. As a result of our ~~increased~~ **significant** foreign currency holdings, our financial results and capital ratios may be impacted by the movements in exchange rates, and a significant portion of our assets must be translated into U. S. dollars for external reporting purposes or converted into U. S. dollars to meet our strategic needs, including with respect to our ~~recently approved~~ share repurchase ~~program~~ **authorization** , and service obligations such as any future U. S. dollar- denominated indebtedness or dividends. We may seek to mitigate our exposure to currency exchange rate fluctuations, but our efforts may not be successful. Our business could be negatively impacted by environmental, social and governance (ESG) matters. There has been an increased focus from investors, customers, employees and other stakeholders concerning ~~environmental, social and governance, or~~ ESG ~~,~~ matters, including addressing climate change, which may result in increases in our costs to operate our business or restrict certain aspects of our activities. The standards by which ESG efforts and related matters are measured are developing and evolving, and certain areas are subject to assumptions that could change over time and the extent and severity of climate change impacts are unknown. In addition, we could be criticized for the scope of such initiatives or goals or perceived as not acting responsibly in connection with these matters. Any such matters could have a material adverse impact on our future results of operations, financial position and cash flows. Risks Relating to Our OperationsOur operating results could fluctuate significantly, which could negatively impact our business. Our revenue, operating margins and other operating results could fluctuate significantly from quarter- to- quarter and year- to- year depending upon a variety of factors, including: ● changes in the timing and terms of product orders and service contracts by our customers as a result of our customer concentration or otherwise; ● changes in the demand for the mix of products and services that we offer; ● the timing and amount of any repurchases of our common stock under our ~~recently approved~~ share repurchase ~~program~~ **authorization** ; ● timing and market acceptance of our new product and ~~services-~~ - **service** introductions; ● delays or problems in the planned introduction of new products or services, or in the performance of any such products following delivery to customers or the quality of such services; ● new products, services or technological innovations by our competitors, which can, among other things, render our products and services less competitive due to the rapid technological changes in the markets in which we provide products and services; ● the timing and related costs of any acquisitions, divestitures or other strategic transactions; ● our ability to reduce our costs in response to decreased demand for our products and services; ● our ability to accurately estimate customer demand, including the accuracy of demand forecasts used by us; ● disruptions in our manufacturing process or in the supply of components to us; ~~11~~ **12** ● write- offs for excess or obsolete inventory; ● competitive pricing pressures; and ● increased investment into our infrastructure to support our growth, including capital equipment, research and development, as well as selling and marketing initiatives to support continuous product and services innovation, technological capability enhancements and sales efforts. The timing of revenue generation coupled with the increased amount of investment may result in operating losses. As a result of these risks, we believe that reference to past performance for comparisons of our revenue and operating results may not be meaningful, and that these comparisons may not be an accurate indicator of our future performance. If we do not continue to introduce new products and services that reflect advances in technology in a timely and effective manner, our products and services may become obsolete and our operating results will suffer. Our success is dependent on our ability to respond to the technological changes present in the markets we serve. The success of our product development and introduction of products and services to market depends on our ability to: ● identify and define new market opportunities, products and services in an accurate manner; ● obtain market acceptance of our products and services; ● innovate, develop, acquire and commercialize new technologies and applications in a timely **and cost effective** manner; ● adjust to changing market conditions; ● differentiate our offerings from our competitors' offerings; ● obtain and maintain intellectual property rights where necessary; ● continue to develop a comprehensive, integrated product and service strategy; ● price our products and services appropriately; and ● design our products to high standards of manufacturability so that they meet customer requirements. If we cannot succeed in responding in a timely **and cost effective** manner to technological and / or market changes or if the new products and services that we introduce do not achieve market acceptance, our competitive position would diminish which could materially harm our business and our prospects. The global nature of our business exposes us to multiple risks. During fiscal years ended September 30, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , approximately **46 %,** 33 % ~~,~~ **and** 38 ~~% and 34~~ % of our revenue was derived from sales outside of North America. We expect that international sales, including increased sales in Asia **and Africa** , will continue to account for a significant portion of our revenue for the foreseeable future, and that in particular, the proportion of our sales to customers in China will ~~continue to~~ increase, due in large part to our significant genomic services operation in China. Additionally, we intend to invest additional resources in facilities in China, which will increase our global footprint of sales, service and repair operations. As a result of our international operations, we are exposed to many risks and uncertainties, including: ● longer sales- cycles and time to collection; ● tariff and international trade barriers; **13** ● fewer or less certain legal protections for intellectual property and contract rights abroad; ~~12~~ ●

different and changing legal and regulatory requirements in the jurisdictions in which we operate; ● government currency control and restrictions on repatriation of earnings; ● a diverse workforce with different experience levels, languages, cultures, customs, business practices and worker expectations, and differing employment practices and labor issues; ● **an increased reliance on third- party agents and distributors to transact business in jurisdictions where we do not have a presence; ●** fluctuations in foreign currency exchange and interest rates, particularly in Asia and Europe; ~~and~~ ● political and economic instability, changes, hostilities and other disruptions in regions where we operate **; and ● intervention or attempts to control our international operations by foreign governments, including our Suzhou China facility by the government of China. Moreover, in many foreign countries, particularly in those with developing economies, there is an increased risk of corruption and / or bribery, which could lead to violations of various laws and regulations, including the Foreign Corrupt Practices Act. While such business practices are prohibited by our internal policies and procedures, there can be no assurance that all our employees, contractors and agents, as well as those companies to which we outsource certain of our business operations, will comply with these policies and procedures, or the applicable anti- bribery laws and regulations. Any such violations could subject us to fines and other penalties, which could have a material adverse effect on our business, operating results, financial condition and cash flows** . Negative developments in any of these areas in one or more countries could result in a reduction in demand for our products, the cancellation or delay of orders already placed, threats to our intellectual property, difficulty in collecting receivables, and a higher cost of doing business, any of which could materially harm our business and profitability. **We hold** ~~In addition,~~ approximately $ ~~1~~ **569** ~~billion~~ **million** of **cash** ~~the proceeds from the recently completed sale of the semiconductor automation business is held~~ outside the United States and our ability to repatriate any of the funds for use in the United States or elsewhere in our business may be limited **based on local country statutory requirements** , which could negatively impact our opportunities to deploy capital, including for our ~~recently approved~~ share repurchase ~~program~~ **authorization** . Our business could be materially harmed if we fail to adequately integrate the operations of the businesses that we have acquired or may acquire. We have made in the past, and may make in the future, acquisitions or significant investments in businesses with complementary products, services and / or technologies. Our acquisitions, present numerous risks, including: ● difficulties in integrating the operations, technologies, products and personnel of the acquired companies and realizing the anticipated synergies of the combined businesses; ● defining and executing a comprehensive product **and services** strategy; ● managing the risks of entering markets or types of businesses in which we have limited or no direct experience; ● the potential loss of key employees, customers and strategic partners of ours or of acquired companies; ● unanticipated problems or latent liabilities, such as problems with the quality of the installed base of the target company' s products or infringement of another company' s intellectual property by a target company' s activities ~~or~~ **,** products **or services** ; ● problems associated with compliance with the acquired company' s existing contracts; **14** ● difficulties in managing geographically dispersed operations; ~~and~~ ● the diversion of management' s attention from normal daily operations of the business **; and ● difficulties in accurately estimating the expected demand for any acquired product, service or technology and the timing and regularity thereof** . If we acquire a new business, we may expend significant funds, incur additional debt or issue additional securities, which may negatively affect our operations and be dilutive to our stockholders. In periods following an acquisition, we will be required to evaluate goodwill and acquisition- related intangible assets for impairment. If such assets are found to be impaired, they will be written down to estimated fair value, with a charge against earnings. The failure to adequately address these risks or the impairment of any assets could materially harm our business and financial results. ~~13Expanding~~ -- **Expanding** within current markets introduces new competitors and commercial risks. A key part of our growth strategy is to continue expanding within the life sciences sample management and genomic services markets. As part of this strategy, we expect to diversify our product sales and service revenue by leveraging our core **technologies and making acquisitions of select businesses, products, services or** technologies, which requires investments and resources which may not be available on favorable terms or at all ~~when needed~~ . We cannot guarantee that we will be successful in leveraging our capabilities into the life sciences sample management and genomic services markets **or identifying and successfully acquiring other businesses, products, services or technologies** to meet all the needs of new customers and to compete favorably **with other products and services** . Because a significant portion of our growth potential may be dependent on our ability to increase sales within each of the Life Sciences Product and Life Sciences Services segments, our inability to successfully expand within the markets serviced by these segments may adversely impact future financial results. Changes in key personnel could impair our ability to execute our business strategy. The continuing service of our executive officers and essential engineering, scientific and management personnel, together with our ability to attract and retain such personnel, is an important factor in our continuing ability to execute our strategy. There is substantial competition to attract such employees and the loss of any such key employees could have a material adverse effect on our business and operating results. The same could be true if we were to experience a high turnover rate among engineering and scientific personnel and we were unable to replace them. Our ability to attract and retain employees may be negatively impacted by employees' reactions to our health and safety policies **, including those** related to COVID- 19 vaccinations, masks, and / or flexibility to work remotely, particularly in the United States. Any failure to attract, recruit, train, retain, motivate and integrate qualified personnel could materially harm our operating results and growth prospects. Unexpected events could disrupt our sample storage operations and adversely affect our reputation and results of operations. Unexpected events, including fires or explosions at our facilities, natural disasters, such as tornadoes, hurricanes and earthquakes, war or terrorist activities, unplanned power outages, supply disruptions and failure of equipment or systems, could adversely affect our reputation and results of operations. Our Life Sciences Services customers rely on us to securely store and timely retrieve and transport their critical samples, and these events could result in service disruptions, physical damage to one or more key storage facilities and the customer samples stored in those facilities, the temporary closure of one or more key operating facilities or the temporary disruption of service, each of which could negatively impact our reputation and results of operations. Our primary storage facility is located in Indianapolis, Indiana, an area of the

United States that can be prone to tornadoes and other severe weather events. If our facilities were to experience a significant disruption in operations, our business could be materially harmed, while the failure to estimate customer demand accurately could result in excess or obsolete inventory. We have a limited number of manufacturing facilities for our products and laboratories for our service offerings. If the operations at any one of these facilities were disrupted as a result of a natural disaster, fire, power or other utility outage, work stoppage **, war or terrorist activities** or other similar event, our business could be seriously harmed because ~~we~~ **15we** may be unable to manufacture and ship products and parts, or provide services, to our customers in a timely fashion. The impact of any disruption at one of our facilities may be exacerbated if the disruption occurs at a time when we need to rapidly increase our capabilities to meet increased demand or expedited shipment schedules. Moreover, if actual demand for our products or services is different than expected, we may purchase more / fewer component parts or other supplies than necessary or incur costs for canceling, postponing or expediting delivery of such parts or supplies. If we purchase inventory in anticipation of customer demand that does not materialize, or if our customers reduce or delay orders, we may incur excess inventory charges. Any or all of these factors could materially and adversely affect our business, financial condition and results of operations. ~~14Our~~ -- **Our** business relies on certain critical information systems and a failure or breach of such a system could harm our business and results of operations and, in the event of unauthorized access to a customer' s data or our data, incur significant legal and financial exposure and liabilities. We maintain and rely upon certain critical information systems for the effective operation of our business. These information systems include telecommunications, the internet, our corporate intranet, various computer hardware and software applications, network communications and e- mail. These information systems may be owned and maintained by us, our outsource providers or third parties such as vendors and contractors. These information systems are subject to attacks, failures, and access denials from a number of potential sources including viruses, destructive or inadequate code, power failures, and physical damage to computers, hard drives, communication lines and networking equipment. To the extent that these information systems are under our control, we have implemented security procedures, such as virus protection software and emergency recovery processes, to mitigate the outlined risks. However, security procedures for information systems cannot be guaranteed to be failsafe and our inability to use or access these information systems at critical points in time, or unauthorized releases of confidential information, could unfavorably impact the timely and efficient operation of our business. Confidential information stored on these information systems could also be compromised. If a third party gains unauthorized access to our data, including any information regarding our customers, such security breach could expose us to a risk of loss of this information, loss of business, litigation and possible liability. These security measures may be breached as a result of third- party action, including intentional misconduct by computer hackers, employee error, malfeasance or otherwise. Additionally, third parties may fraudulently attempt to induce employees or customers into disclosing sensitive information such as user names, passwords or other information in order to gain access to our customers' data or our data, including our intellectual property and other confidential business information, or our information technology systems. Because the techniques used to obtain unauthorized access, or to sabotage systems, change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Any security breach could result in a loss of confidence by our customers, damage our reputation, disrupt our business, lead to legal liability and negatively impact our future sales. Our goodwill and intangible assets may become impaired. As of September 30, ~~2022~~ **2023** , we had $ ~~513~~ **784** . ~~6~~ **3** million of goodwill and $ ~~178~~ **294** . ~~4~~ **3** million in net intangible assets as a result of our acquisitions. We periodically review our goodwill and the estimated useful lives of our identifiable intangible assets, taking into consideration any events or circumstances that might result in either a diminished fair value, or for intangible assets, a revised useful life. These events and circumstances include significant changes in the business climate, legal factors, operating performance indicators, advances in technology and competition. Any impairment or revised useful life could have a material and adverse effect on our financial position and results of operations and could harm the trading price of our common stock **. As of October 1, 2023, the company reorganized the business under three operating segments, and as a result, reallocated goodwill to the newly defined reporting units. Subsequent to this reallocation, as of October 1, 2023, the fair value of the B Medical reporting unit approximates carrying value. In the event the performance of any of the Company' s reporting units does not meet management expectations in the future, the Company experiences a prolonged macroeconomic or market downturn, or there are other negative revisions to key assumptions used in the analyses used to estimate fair value, the Company may be required to perform an impairment analysis which could result in an 16impairment charge. For further details refer to Note 21, Subsequent Events to our Consolidated Financial Statements included under Part II, Item 8, " Financial Statements and Supplementary Data " of this Annual Report on Form 10- K** . Changes in tax rates or tax regulation could affect results of operations. As a global company, we are subject to taxation in the United States and various other countries. Significant judgment is required to determine and estimate worldwide tax liabilities. Our future annual and quarterly effective tax rates could be affected by numerous factors, including changes in the following: applicable tax laws; composition of pre- tax income in countries with differing tax rates; and / or establishment of a valuation allowance against deferred tax assets based on the assessment of their realizability prior to expiration. Changes in applicable tax laws could significantly impact the estimates of our tax assets and liabilities, as well as expectations of future effective tax rates. **Changes in tax laws could also negatively impact our ability to move our cash balances between the jurisdictions in which we operate.** In addition, we are subject to regular examination by the U. S. Internal Revenue Service and state, local and foreign tax authorities. We regularly assess the likelihood of favorable or unfavorable outcomes resulting from these examinations to determine the adequacy of our ~~provision~~ **expense** for income taxes. Although we believe our tax estimates are reasonable, there can be no assurance that any final determination will not be materially different from the treatment reflected in our historical income tax ~~provisions~~ **(benefits) expenses** and accruals, which could materially and adversely affect our financial condition and results of operations. ~~15International~~ -- **International** trade disputes could result in additional or increased tariffs, export controls or other trade restrictions that may have a material impact on our business. We sell a significant number of products outside the United States, including in China and ~~Japan~~ **Africa** . Based on the complex relationships among these countries and the United States, there is inherent risk that political, diplomatic and national security influences might lead to trade disputes, impacts and / or disruptions. The United States and other countries have imposed and may continue to impose trade restrictions and have also levied tariffs and taxes on certain goods. Increases in tariffs, additional taxes or other trade restrictions and retaliatory measures may increasingly impact customer demand and customer investment in manufacturing equipment, increase our manufacturing costs, decrease margins, reduce the competitiveness of our products, or inhibit our ability to sell products or purchase necessary equipment and supplies, which could have a material adverse effect on our business, results of operations, or financial condition. We are subject to numerous governmental regulations. We are subject to federal, state, local and foreign regulations, including environmental regulations, regulations relating to the design and operation of our products and control systems and regulations relating to certain of our service offerings, including those described above under **Item 1** " Business- Environmental Matters and Governance Regulations " **above** . We might incur significant costs as we seek to ensure that our products meet safety and emissions standards, many of which vary across the states and countries in which our products are used. In the past, we have invested significant resources to redesign our products to comply with these directives. Compliance with future regulations, directives, and standards could require us to modify or redesign some products, change our service offerings, make capital expenditures, or incur substantial costs. If we do not comply with current or future regulations, directives, and standards: ● we could be subject to fines; ● our production or shipments could be suspended; and ● we could be prohibited from offering particular products or services in specified markets. Any of these events could materially and adversely affect our business, financial condition and results of operations. Regulations and customer demands related to conflict minerals may adversely affect us. The Dodd- Frank Wall Street Reform and Consumer Protection Act imposes disclosure requirements regarding the use in components of our products of " conflict minerals " mined from the Democratic Republic of Congo and adjoining ~~countries~~ **17countries** , whether the components of our products are manufactured by us or third parties. This requirement could affect the pricing, sourcing and availability of minerals used in the manufacture of components we use in our products. In addition, there are additional costs associated with complying with the disclosure requirements and customer requests, such as costs related to our due diligence to determine the source of any conflict minerals used in our products **and preparing and filing required reports with respect thereto with the SEC** . We may face difficulties in satisfying customers who may require that all of the components of our products are certified as conflict mineral free and / or free of numerous other hazardous materials. Our failure to protect our intellectual property could adversely affect our future operations. Our ability to compete is significantly affected by our ability to protect our intellectual property. We rely upon patents, trade secret laws, confidentiality **agreements and** procedures, copyrights, trademarks and licensing agreements to protect our technology. Existing trade secret, trademark and copyright laws offer only limited protection. Our success depends in part on our ability to obtain and enforce patent protection for our products **and services** both in the United States and in other countries. We own numerous U. S. and foreign patents, and we intend to file additional applications, as appropriate, for patents covering our products **, services,** and technology. Any issued patents owned by or licensed to us may be challenged, invalidated or circumvented, and the rights under these patents may not provide us with competitive advantages. In addition, the laws of some countries in which our products **and services** are or may be developed, manufactured **, provided** , or sold may not fully protect our products **and services** . Due to the rapid technological change that characterizes the life sciences and related process equipment industries, we believe that the improvement of existing technology, reliance upon trade secrets, unpatented proprietary know- how and the development of new products **or services** may be as important as patent protection in establishing and ~~16maintaining~~ -- **maintaining** a competitive advantage. To protect trade secrets and know- how, it is our policy to require all technical and management personnel to enter into nondisclosure agreements. We cannot guarantee that the steps we have taken to protect our intellectual property will be adequate to prevent the misappropriation of our technology. Other companies could independently develop similar or superior technology without violating our intellectual property rights. In the future, it may be necessary to engage in litigation or like activities to enforce our intellectual property rights, to protect our trade secrets or to determine the validity and scope of proprietary rights of others, including our customers. This could require us to incur significant expenses and to divert the efforts and attention of our management and technical personnel from our business operations. The expiration of our patents over time could lead to an increase ~~of~~ **in** competition and a decline in our revenue. One of our main competitive strengths is our technology, and we are dependent on our patent rights and other intellectual property rights to maintain our competitive position. Our current patents will expire from time to time **beginning in 2024 and running** through 2039 which could result in increased competition and declines in product and service revenue. We may be subject to claims of infringement of third- party intellectual property rights, or demands that we license third- party technology, which could result in significant expense and prevent us from using our technology. There has been substantial litigation regarding patent and other intellectual property rights in the industries in which we do business. We have in the past been, and may in the future be, notified that we may be infringing intellectual property rights possessed by third parties. We cannot guarantee that infringement claims by third parties or other claims for indemnification by customers or end- users of our products and services resulting from infringement claims will not be asserted in the future or that such assertions, whether or not proven to be true, will not materially and adversely affect our business, financial condition and results of operations. We cannot predict the extent to which we might be required to seek licenses or alter our products or services so that they no longer infringe the rights of others. We also cannot guarantee that licenses will be available or the terms of any licenses we may be required to obtain will be reasonable. Similarly, changing our products, services or processes to avoid infringing the rights of others may be costly or impractical and could detract from the value of our products and services. If a judgment of infringement were obtained against us, we could be required to pay substantial damages and a court could issue an order preventing us from selling one or more of our products or offering certain of our services. ~~Further~~ **18Further** , the cost and diversion of management attention brought about by such litigation could be substantial, even if we were to prevail. Any of these events could result in significant expense to us and may materially harm our business and our prospects. Risks Related to Reliance on Third PartiesOur business could be materially harmed if one or more key suppliers fail to continuously deliver key components of acceptable cost and quality. We currently obtain many of our key components on an as- needed, purchase order basis from numerous suppliers. In some cases, we have only a single source of supply for key components and materials used in the manufacturing of our products. Further, a portion of our supply is sourced from Asia, including China and we do not always have a previous history of dealing with these suppliers. Our inability to obtain components or materials in required quantities or of acceptable cost and quality and with the necessary continuity of supply could result in delays or reductions in product shipments to our customers. In addition, if a supplier or sub- supplier suffers a production stoppage or delay for any reason, including natural disasters **or health- related threats** , this could result in a delay or reduction in our product shipments to our customers. Any of these contingencies could cause us to lose customers, result in delayed or lost revenue and otherwise materially harm our business. Our business could be adversely affected by a decline in the availability of raw materials. We are dependent on the availability of certain key raw materials and natural resources used in our products and various manufacturing processes, and we rely on third parties to supply us with these materials in a cost- effective and timely manner. Our access to raw materials may be adversely affected if our suppliers' operations were disrupted as a ~~17result~~ -- **result** of limited or delayed access to key raw materials and natural resources which may result in increased cost of these items. Our ~~outsource~~ **external service** providers may fail to perform as we expect. ~~Outsource~~ **Our external service** providers have played and will continue to play a key role in many of our transactional and administrative functions, such as information technology and facilities management. Many of these ~~outsourced~~ service providers, including certain hosted software applications that we use for confidential data storage, employ cloud computing technology for such storage. These providers' cloud computing systems may be susceptible to " cyber incidents, " such as intentional cyber- attacks aimed at theft of sensitive data or inadvertent cyber- security compromises, which are outside of our control. Although we attempt to select reputable providers and secure their performance on terms documented in written contracts, it is possible that one or more of these providers could fail to perform or adequately protect our data from cyber- related security breaches as we expect and any such failure could have an adverse impact on our business. Risks Relating to Our CustomersCustomers generally do not make long term commitments to purchase our products and our customers may cease purchasing our products at any time. Sales of our products are often made pursuant to individual purchase orders and not under long- term commitments and contracts. Our customers frequently do not provide any assurance of minimum or future sales and are not prohibited from purchasing products from our competitors at any time. Accordingly, we are exposed to competitive pricing pressures on each order. We may face claims for liability related to damages of customer materials attributed to the failure of our products or services, exposing us to significant financial or reputational harm. Our automated cold storage systems for the life sciences sample management market are used in the handling, movement and storage of biological and chemical samples. We also provide sample storage services to customers where we store their biological and chemical samples or perform genomics services at our facilities. In any case, **in addition to product warranty claims,** inaccurate or faulty testing services or damage to our customers' materials attributed to a ~~failure~~ **19failure** of our products or services could lead to **additional** claims for damages made by our customers and could also harm our relationship with our customers and damage our reputation, resulting in material harm to our business. Risks Relating to Owning Our SecuritiesOur stock price is volatile. The market price of our common stock has fluctuated widely. From the beginning of fiscal year ~~2021~~ **2022** through the end of fiscal year ~~2022~~ **2023** , our stock price fluctuated between a high of $ 124. 15 per share and a low of $ ~~42~~ **36** . ~~86~~ **45** per share. Consequently, the current market price of our common stock may not be indicative of future market prices, and we may be unable to sustain or increase the value of an investment in our common stock. Factors affecting our stock price may include: ● variations in operating results from quarter- to- quarter and year- to- year; ● changes in earnings estimates by analysts or our failure to meet analysts' expectations; ● changes in the market price per share of our public company customers **and competitors** ; ● the timing and amount of any repurchases of our common stock under our ~~recently approved~~ share repurchase ~~program~~ **authorization** ; ● market conditions in the life sciences sample management and genomic services and other industries into which we sell products and services; ~~18~~ ● global economic conditions; ● political changes, hostilities, **public health threats, including** the COVID- 19 pandemic **,** or similar events, or natural disasters such as hurricanes and floods; ● low trading volume of our common stock; ~~and~~ ● the number of firms making a market in our common stock **; and ● actions of activist stockholders and our response (s) thereto** . In addition, the stock market has in the past experienced significant price and volume fluctuations. These fluctuations have particularly affected the market prices of the securities of ~~high technology~~ **life sciences** companies like ours. These market fluctuations could adversely affect the market price of our common stock. Although we have initiated ~~a~~ **share repurchases under our** share repurchase ~~program~~ **authorization** , we cannot guarantee that our share ~~repurchase~~ **repurchases** ~~program~~ will **not** limit our ability to further develop our business or whether the share repurchase ~~program~~ **authorization** will be fully implemented or that it will enhance long- term stockholder value. On November 4, 2022, our Board of Directors approved a new share repurchase ~~program authorizing~~ - **authorization for** the repurchase of up to $ 1. 5 billion of our common stock **(** ~~, or~~ the **"** 2022 Repurchase ~~Program~~ **Authorization ")** . Repurchases under the 2022 Repurchase ~~Program~~ **Authorization** may be made in the open market or through privately negotiated transactions (including under an accelerated share repurchase ~~, or~~ **("** ASR ~~,~~ **")** agreement), or by other means, including through the use of trading plans intended to qualify under Rule 10b5- 1 under the ~~Securities~~ Exchange Act ~~of 1934, as amended~~ , subject to market and business conditions, legal requirements, and other factors. We are not obligated to acquire any particular amount of common stock under the 2022 Repurchase ~~Program~~ **Authorization** , and share repurchases may be commenced or suspended at any time at our discretion. **On November 23, 2022, as part of the 2022 Repurchase Authorization, we entered into an ASR agreement with JPMorgan Chase Bank, National Association for the repurchase of up to $ 500. 0 million of our common stock. Approximately 6. 1 million initial shares of common stock were received by us and retired in connection with entering into the ASR agreement in November 2022 and, in April 2023, the**

transactions under the ASR agreement terminated and we received final settlement of an additional 4. 0 million shares of common stock for a total of 10. 1 million shares of 20common stock repurchased under the ASR agreement. Following the final termination of the ASR agreement, other arrangements under the 2022 Repurchase Authorization commenced under which we expect to repurchase up to an additional $ 500. 0 million shares of our common stock in open market purchases, intended to qualify under Rule 10b5- 1 under the Exchange Act, subject to market and business conditions, legal requirements, and other factors. We repurchased 17. 5 million shares of common stock for $ 838. 5 million (excluding fees, commissions, and excise tax) in the fiscal year ending September 30, 2023 under the ASR agreement and these other arrangements. In addition, in November 2023, we announced that we intend to repurchase the remaining $ 500. 0 million of shares of common stock available under the 2022 Repurchase Authorization in 2024. Our ability **to continue** to repurchase common stock **, including** under the ~~2022~~ **other arrangements that commenced after termination of the ASR agreement and any of the remaining $ 500. 0 million of the intended** ~~Repurchase~~ **repurchases** ~~Program~~ **announced in November 2023,** will depend upon, among other factors, our cash balances and potential future capital requirements for strategic investments, whether organic or through acquisitions, our results of operations, our financial condition and other factors beyond our control that we may deem relevant to a decision to repurchase common stock under the **current arrangements. Repurchases pursuant to the** 2022 Repurchase **Authorization** ~~Program. Repurchases pursuant to our share repurchase program~~ could affect the price of our common stock and increase its volatility. The existence of ~~our share~~ **the 2022** ~~repurchase~~ **Repurchase** ~~program~~ **Authorization** could also cause the price of our common stock to be higher than it would be in the absence of such ~~a program~~ **an authorization** and could reduce the market liquidity for our common stock. Additionally, repurchases under ~~our share~~ **the 2022** ~~repurchase~~ **Repurchase** ~~program~~ **Authorization** will diminish our cash reserves, which could impact our ability to further develop our business organically or through acquisitions or service any indebtedness we may incur in the future as a result of the reduction of our cash balances from the ~~2022 Repurchase~~ **repurchases** ~~Program~~ or otherwise. There can be no assurance that any repurchases will enhance shareholder value because the market price of our common stock may decline below the levels at which we repurchased such shares. Any failure to repurchase shares after we have announced our intention to do so may negatively impact our reputation and investor confidence in us and may negatively impact our stock price. Although ~~our share~~ **the 2022** ~~repurchase~~ **Repurchase** ~~program~~ **Authorization** is intended to enhance long- term stockholder value, short- term price fluctuations could reduce the program' s effectiveness. Our business and operations could be negatively affected by **securities litigation or** stockholder activism, which could impact the trading price and volatility of our common stock and may constrain capital deployment opportunities and adversely impact our ability to expand our business. Our business and operations could be negatively affected if we become subject to any securities litigation or **from continued** stockholder activism, which could cause us to incur significant expenses, hinder the execution of our business and growth strategy, constrain our capital deployment opportunities, and impact the price of our common stock. Stockholder activism, which ~~could~~ **can** take many forms or arise in a variety of situations, has been increasing recently. Volatility in the price of our common stock, our cash balance **, our financial performance** or other reasons may cause us to become the target of securities litigation or **continue to be the target of** stockholder activism **. We have been and may continue to be subject to stockholder activism, including relating to the actions of Politan Capital Management LP described in the Schedule 13D that it initially filed with the SEC on September 14, 2023, as amended, and may be subject to continued and other stockholder activism in the future** . Securities litigation and stockholder activism, including potential proxy contests, could result in substantial costs and divert management' s and our Board of Director' s attention and resources from our business. Additionally, such securities litigation and stockholder activism could give rise to perceived uncertainties as to our future, adversely affect our relationships with service providers and make it more difficult to ~~19~~ **attract and retain qualified personnel. Also, we have and may be required to incur significant legal fees and other expenses related to any securities litigation and activist stockholder matters. Further, the price of our common stock could be subject to significant fluctuation or otherwise be adversely affected by the events, risks and uncertainties of any securities litigation and stockholder activism. In addition, stockholder activism may constrain our capital deployment opportunities and may limit the types of investments that are available to us. Provisions in our charter documents and Delaware law may delay or prevent an acquisition of us, which could decrease the value of your shares. Our restated certificate of incorporation and by- laws and Delaware law contain provisions that could make it harder for a third party to acquire us without the consent of our Board of Directors. These provisions include limitations on actions by our stockholders by written consent, the inability of stockholders to call special meetings, requiring advance 21notice in accordance with our by- laws for stockholder proposals that can only be acted upon at annual stockholder meetings and nominations to our Board of Directors, limiting the approval of changes in the number of directors to our Board of Directors or by a super majority vote of our stockholders and the potential for super majority votes of our stockholders in certain other circumstances. In addition, as discussed below, our Board of Directors has the right to issue preferred stock without stockholder approval, which could be used to dilute the stock ownership of a potential hostile acquirer. Our restated certificate of incorporation makes us subject to the anti- takeover provisions of Section 203 of the Delaware General Corporation Law. In general, Section 203 prohibits publicly held Delaware corporations to which it applies from engaging in a " business combination " with an " interested stockholder " for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. This provision could discourage others from bidding for our shares of common stock and could, as a result, reduce the likelihood of an increase in the price of our common stock that would otherwise occur if a bidder sought to buy our common stock. Although we believe these provisions provide for an opportunity to receive a higher bid by requiring potential acquirers to negotiate with our Board of Directors, these provisions apply even if the offer may be considered beneficial by stockholders. If a change of control or change in management is delayed or prevented by these**

provisions, the market price of our common stock could decline. Our restated certificate of incorporation authorizes the issuance of shares of blank check preferred stock. Our restated certificate of incorporation provides that our Board of Directors is authorized to designate and issue from time to time, without further stockholder approval, up to 1, 000, 000 shares of preferred stock in one or more series and to fix and designate the rights, preferences, privileges and restrictions of the preferred stock, including dividend rights, conversion rights, voting rights, redemption rights and terms of redemption and liquidation preferences. Such shares of preferred stock could have preferences over our common stock with respect to dividends and liquidation rights. Our designation and issuance of preferred stock, including in connection with the adoption of a stockholders rights plan, or " poison pill, " may have the effect of delaying or preventing a change in control. Our issuance of preferred stock could decrease the amount of earnings and assets available for distribution to the holders of common stock or could adversely affect the rights and powers, including voting rights, of the holders of common stock. The issuance of preferred stock could have the effect of decreasing the market price of our common stock. Our by- laws designate the state courts in the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could discourage lawsuits against the company and our directors, officers and employees. Our by- laws provide that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery of the State of Delaware does not have jurisdiction, the federal district court for the District of Delaware) will be the sole and exclusive forum for the following types of proceedings: ● any derivative action or proceeding brought on our behalf; ● any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, employees or stockholders to our company or our stockholders; ● any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, our certificate of incorporation or our by- laws; or ● any action asserting a claim governed by the internal affairs doctrine of the law of the State of Delaware. These choice of forum provisions will not apply to causes of action arising under the Securities Act of 1933, as amended, or the Securities Act or the Exchange Act or any other claim for which federal courts have exclusive jurisdiction. Furthermore, our by- laws provide that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any claims under the Securities Act. 22