Risk Factors Comparison 2024-02-29 to 2023-03-31 Form: 10-K

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Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information contained in this Annual Report, before deciding to invest in our common stock. If any of the following risks materialize, our business, financial condition, results of operation and prospects will likely be materially and adversely affected. In that event, the market price of our common stock could decline and you could lose all or part of your investment. Risks related to our financial condition Despite our increasingly diversified customer base, we ~~have historically depended~~ -- **depend** on a limited number of customers and products in a limited number of market sectors ~~;~~ ~~if~~ **. If** we lose any of these large customers or if there are ~~problems~~ **disruptions** in **the sales of** ~~those~~ **these products** ~~market sectors~~ , our net product revenue and operating results could decline significantly. During the years ended December 31, **2023,** 2022 **,** and 2021, we derived approximately **16 %,** 18 % **,** and 17 % of our revenue from the same customer, respectively ~~. During the year ended December 31, 2020, we derived approximately 13 % of our revenue from a different customer~~ . No other customer accounted for more than 10 % of revenue in the years ended December 31, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ . In the years ended December 31, **2023,** 2022, **and** 2021 ~~, and 2020~~ , we derived approximately **39 %,** 36 %, **and** 33 ~~%, and 60~~ % of our revenue from CryoStor products, respectively. Additionally, during the years ended December 31, **2023,** 2022 and 2021, we derived approximately **19 %,** 22 % **and 22 %** of our revenues ~~in both years~~ from our 780XLE freezers **, respectively** . Our principal customers may vary from period to period and such customers may not continue to purchase products from us at current levels or at all. Further, the inability of some of our customers to consummate anticipated purchases of our products due to changes in end- user demand, and other unpredictable factors that may affect customer ordering patterns could lead to significant reductions in net product revenue which could harm our business. ~~Because~~ **We expect** our ~~revenue and~~ operating results **to fluctuate significantly from period to period. Our revenue, operating margins and other operating results have varied significantly in the past and may continue to fluctuate from period to period in the future due to a variety of factors, many of which** are **beyond our control. Factors relating to our business that may contribute to these fluctuations include changes in customer demand, pricing pressures applicable to our products, the length of our sales cycles, supply chain and inventory management, changes in competitive conditions, including the introduction of new products and enhancements by our competitors, among other factors described elsewhere in this Annual Report. In addition, following our acquisitions from 2019 through 2021, we have increased our fixed costs and now sell products having higher costs of product revenue than our biopreservation media products. We expect that the result of these acquisitions and subsequent operational decisions regarding the businesses acquired will make it more** difficult to predict ~~, we believe that~~ **our revenue and operating results from** period- to- period **and that, as a result,** comparisons of our results of operations are not **currently and will not be for the foreseeable future** a good indicator of our future performance. ~~Additionally~~ **For example** , if revenue declines in a quarter, whether due to a delay in recognizing expected revenue, adverse economic conditions, supply chain issues or otherwise, our results of operations **in such period** will be harmed because many of our expenses are **now** relatively fixed. In particular, a large portion of our manufacturing costs, ~~our~~ research and development **expenses** , sales and marketing **expenses** and general and administrative expenses are not significantly affected by variations in revenue. Further, ~~our cost of product revenue is dependent on product mix. If our quarterly operating results fail to meet investor expectations, the price of our common stock may decline. We expect our operating results to fluctuate significantly from period to period. Following our recent acquisitions, we have increased our fixed costs and now sell products having higher costs of product revenue than our biopreservation media products. We expect that the result of these acquisitions will make it more difficult to predict our revenue and operating results from period- to- period and that, as a result, comparisons of our results of operations are not currently and will not be for the foreseeable future a good indicator of our future performance. For example, if revenue declines in a quarter, whether due to a delay in recognizing expected revenue, adverse economic conditions, supply chain issues or otherwise, our results of operations in such period will be harmed because many of our expenses are now relatively fixed. In particular, a large portion of our manufacturing costs, research and development expenses, sales and marketing expenses and general and administrative expenses are not significantly affected by variations in revenue. Further,~~ a shift in product revenue concentration away from our CryoStor products and towards other developing products with higher costs of product revenue will adversely affect our operating margin. If our quarterly operating results fail to meet ~~investor~~ expectations **of investors or research analysts** , **the price of our common stock may decline. We have announced that we intend to divest our Freezer Business. The failure to complete such divestiture on favorable terms or at all, or the pursuit of such divestiture, could adversely affect our businesses, results of operations and financial condition. Subsequent to the second quarter of 2023, we began to actively seek divestment of our Freezer Business to optimize the performance of our product portfolio. Although we are diligently pursuing a sale of the Freezer Business, no potential buyer has yet committed to purchasing the business and we have not yet entered into any agreement for the sale of such business. We may not be successful in selling our Freezer Business in a timely manner, if at all, or may do so on terms that are less favorable than we currently anticipate. If the Freezer Business is not sold as an ongoing business, we may have to liquidate those assets and incur substantial costs to shut down those operations. In addition, we have already recorded impairment charges over the property and equipment and definitive- lived intangible assets of the Freezer Business, as reflected in our consolidated financial statements. See Note 2: Impairment of property and equipment and definite- lived intangible assets, to our consolidated financial statements included in this Annual Report on Form 10- K for more**

information. If the Freezer Business is sold, it is possible that the net proceeds from the sale could be less than its current carrying value on our books, which would require us to take an additional impairment charge against our earnings in the amount of the difference, which could be significant. Moreover, the announcement and conduct of the divestiture process could cause disruptions in, and create uncertainty surrounding, our Freezer Business, including affecting relationships with its existing and future customers, suppliers and employees, which could have an adverse effect on the Freezer Business' s operations and financial condition, potentially making it more difficult to successfully complete a transaction on favorable terms. The divestiture process may also divert our management' s attention from overseeing and exploring opportunities that may be beneficial to our other businesses and operations. If we are unable to complete a divestiture of our Freezer Business on favorable terms or at all, we may suffer negative publicity, and our business, results of operations, and financial condition may be adversely affected and the price of our common stock may decline. Risks related to our acquisition strategy If intangible assets and goodwill that we recorded in connection with our acquisitions become impaired, we may have to take significant charges against earnings. In connection with the accounting for our completed acquisitions in recent years, we recorded a significant amount of intangible assets, including developed technology, in- process research and development, and customer relationships relating to the acquired product lines, and goodwill. **As of December 31, 2023, the net carrying value of our goodwill and other intangible assets totaled $ 245. 9 million.** Under generally accepted accounting principles in the United States, we must assess, at least annually and potentially more frequently, whether the value of indefinite- lived intangible assets and goodwill have been impaired. Intangible assets and goodwill are assessed for impairment in the event of an impairment indicator, as was the case in ~~Q2 and Q4~~ **the third quarter** of ~~2022~~ **2023** when ~~a combination~~ **we began to actively seek divestment** of ~~three events~~ **our GCI and CBS freezer product lines** (~~a significant decline in our market capitalization,~~ the **" Freezer Business "** ~~abandonment of an in- process research and development project within the asset group acquired in the acquisition of Global Cooling and our revised forecasts for net income and net cash flows to be generated by that asset group~~) **. The announcement, coupled with broader economic uncertainty leading to reductions in spending across the biopharma industry and our customer base** constituted ~~an~~ interim triggering ~~event~~ **events** ~~as of June 30, 2022 and led to further decline as of the annual impairment testing date of October 1, 2022~~ that required further analysis with respect to **potential** ~~, and resulted in,~~ impairment ~~charges~~ to goodwill, indefinite- lived intangibles, and **our long- lived asset groups. As a result of the interim quantitative impairment analysis performed, we recorded a $ 5. 8 million non- cash impairment charge over** definite- lived ~~intangibles~~ **intangible assets reflected in our consolidated statements of operations** . Any future reduction or impairment of the value of intangible assets and goodwill will result in a charge against earnings, which could materially adversely affect our results of operations and shareholders' equity in future periods. Our acquisitions expose us to risks that could adversely affect our business, and we may not achieve the anticipated benefits of acquisitions of businesses or technologies. As a part of our growth strategy, we have made **,** and may continue to make **,** selected acquisitions of complementary products and / or businesses. Any acquisition involves numerous risks and operational, financial, and managerial challenges, including the following, any of which could adversely affect our business, financial condition, or results of operations: ● ~~•~~ difficulties in integrating new operations, technologies, products, and personnel; ● ~~•~~ problems maintaining uniform procedures, controls, and policies with respect to our financial accounting systems; ● ~~•~~ lack of synergies or the inability to realize expected synergies and cost- savings; ● ~~•~~ difficulties in managing geographically dispersed operations, including risks associated with entering foreign markets in which we have no or limited prior experience; ● ~~•~~ underperformance of any acquired technology, product, or business relative to our expectations and the price we paid ~~, such as the underperformance of products acquired from Global Cooling~~ ; ● ~~•~~ negative near- term impacts on financial results after an acquisition, including acquisition- related earnings charges ~~, such as the negative cash flows resulting from our acquisition of Global Cooling~~ ; ● ~~•~~ the potential loss of key employees, customers, and strategic partners of acquired companies; ● ~~•~~ claims by terminated employees and shareholders of acquired companies or other third parties related to the transaction; ● ~~•~~ the assumption or incurrence of additional debt obligations or expenses, or use of substantial portions of our cash; ~~• ● the issuance of equity securities to finance or as consideration for any acquisitions that dilute the ownership of our stockholders (which in the case of certain of our prior acquisitions were significant); ● the issuance of equity securities to finance or as consideration for any acquisitions may not be an option if the price of our common stock is low or volatile which could preclude us from completing any such acquisitions;~~ ● diversion of management' s attention and company resources from existing operations of the business; ● ~~•~~ inconsistencies in standards, controls, procedures, and policies; ● ~~•~~ **cash expenses and non- cash accounting charges incurred in connection with acquisitions, including unanticipated costs associated with the amortization of intangible assets; •** the impairment of intangible assets as a result of technological advancements, or worse- than- expected performance of acquired companies; ● ~~•~~ assumption of, or exposure to, historical liabilities of the acquired business, including unknown contingent or similar liabilities, including product liability, that are difficult to identify or accurately quantify; and ● ~~•~~ risks associated with acquiring intellectual property, including potential disputes regarding acquired companies' intellectual property. In addition, the successful integration of acquired businesses requires significant efforts and expense across all operational areas, including sales and marketing, research and development, manufacturing, finance, legal, and information technologies. **Our** ~~There can be no assurance that any of the~~ acquisitions we may **not** ~~make will~~ be successful or ~~will~~ **may not** be, or ~~will~~ remain, profitable. Our failure to successfully address the foregoing risks may prevent us from achieving the anticipated benefits from any acquisition in a reasonable time frame, or at all ~~. The integration of our acquisitions may result in significant accounting charges that adversely affect the announced results of our Company. The financial results of our Company may be adversely affected by cash expenses and non- cash accounting charges incurred in connection with our recent acquisitions. In addition to the anticipated cash charges, costs associated with the amortization of intangible assets are expected. The price of our common stock could decline to the extent our financial results are materially affected by the foregoing charges or if the foregoing charges are larger than anticipated~~ . Our recent acquisitions may result in unexpected

consequences to our business and results of operations. Although we believe that our acquired product lines will generally be subject to risks similar to those to which we are subject to in our existing operations, we may not have discovered all risks applicable to these businesses during the due diligence process. Some of these risks could produce unexpected and unwanted consequences for us. Undiscovered risks may result in us incurring financial liabilities, which could be material and have a negative impact on our business operations. We may engage in future acquisitions or other strategic transactions which may require us to seek additional financing or financial commitments, increase our expenses and / or present significant distractions to our management. We continue to actively evaluate opportunities and consider other strategic transactions to grow our portfolio of bioproduction tools and services for the cell and gene therapy and broader biopharma markets. In the event we engage in an acquisition or strategic transaction, including by making an investment in another company, we may need to acquire additional financing. Obtaining financing through the issuance or sale of additional equity and / or debt securities, if possible, may not be at favorable terms and may result in additional dilution to our current stockholders **(which in the case of certain of our prior acquisitions were significant). We also may be unable to issue our equity to finance or as consideration for any acquisition if the price of our common stock decreases or is volatile** . Additionally, any such transaction may require us to incur non- recurring or other charges, may increase our near and long- term expenditures and may pose significant integration challenges or disrupt our management or business, which could adversely affect our operations and financial results. For example, an acquisition or strategic transaction may entail numerous operational and financial risks, including the risks outlined above and additionally: ~~●~~ exposure to unknown financial or product liabilities; ~~●~~ disruption of our business and diversion of our management' s time and attention in order to negotiate and close on such transaction or develop acquired products or technologies; ~~●~~ higher than expected acquisition and integration costs; ~~●~~ write- downs of assets or goodwill or impairment charges; ~~●~~ increased amortization expenses; ~~●~~ difficulty and cost in combining the operations and personnel of any acquired businesses with our operations and personnel; ~~●~~ impairment of relationships with key suppliers or customers of any acquired businesses due to changes in management and ownership; and ~~●~~ inability to retain key employees of any acquired businesses. Accordingly, ~~although there can be no assurance that we will undertake or successfully complete any transactions of the nature described above,~~ any transactions that we ~~do~~ complete could have a material adverse effect on our business, results of operations, financial condition, and prospects. Risks related to our business and operations Healthcare reform measures could adversely affect our business **and financial results** . The efforts of governmental and third- party payors to contain or reduce the costs of healthcare **and, more generally, to reform the U. S. healthcare system** may adversely affect the business and financial condition of pharmaceutical and biotechnology companies, including ours. Specifically, in both the United States and some foreign jurisdictions, there have been a number of legislative and regulatory proposals to change the healthcare system in ways that could affect our ability to sell our products profitably **, including by limiting the prices we are able to charge for our products, the amounts of reimbursement available for our products or the acceptance and availability of our products** . Efforts by governments and other third- party payors to contain or reduce the costs of healthcare through various means may limit our commercial opportunities and adversely affect our operating results and result in a decrease in the price of our common stock or limit our ability to raise capital. If our products **or the products of our competitors** do not perform as expected or the reliability of the technology on which our products are based is questioned, we could experience lost revenue, delayed or reduced market acceptance of our products, increased costs, and damage to our reputation. Our success depends on the market' s confidence that we can provide reliable, high- quality products to our customers. We believe that customers in our target markets are likely to be particularly sensitive to product defects and errors. Our reputation and the public image of our products and technologies may be impaired if our products **or similar products of our competitors** fail to perform as expected. In the future, if our products experience, or are perceived to experience, a material defect or error, this could result in loss or delay of revenues, delayed **or reduced** market acceptance, ~~damaged~~ **damage to our** reputation, diversion of development resources, legal claims, increased insurance costs or increased service and warranty costs, any of which could harm our business **, financial condition or results of operations** . Such defects or errors could also narrow the scope of the use of our products, which could hinder our success in the market. Even after any underlying concerns or problems are resolved, any lingering concerns in our target market regarding our technology or any manufacturing defects or performance errors in our products could continue to result in lost revenue, delayed **or reduced** market acceptance, ~~damaged~~ **damage to our** reputation, increased service and warranty costs and claims against us. We ~~face significant~~ **operate in a highly** ~~competition~~ **competitive industry and if we cannot compete effectively, our business, financial condition and operating results could be materially and adversely affected** . The life sciences industry is highly competitive **and subject to rapid technological change** . We anticipate that we will continue to face increased competition as existing companies may choose to develop new or improved products and as new companies ~~could~~ enter the market with new technologies, any of which could compete with our ~~product~~ **products** or even render our products obsolete. Many of our competitors are significantly larger than us and have greater financial, technical, research, marketing, sales, distribution and other resources than us **and may have longer operating histories** . ~~There~~ **These** ~~can~~ **companies may develop technologies that are superior alternatives to our products or may** be ~~no assurance~~ **more effective at commercializing and marketing their technologies in products. We may need to improve our existing technologies or develop new technologies for our products to remain competitive. Our future success depends on our ability to compete effectively against current technologies, as well as to respond effectively to technological advances by developing and marketing products** that ~~our~~ **are competitive in the continually changing technological landscape. Our** competitors **may** ~~will not~~ succeed in developing or marketing technologies and products that are more effective or commercially attractive than any that are being developed or marketed by us, or **may** ~~that such competitors will not~~ succeed in obtaining regulatory approval, or introducing or commercializing any such products, prior to us. Such developments could have a material adverse effect on our business, financial condition and results of operations. Also, even if we can compete successfully, **we may** ~~there can be no~~ **not** ~~assurance that we can~~ continue do so in a profitable manner. We ~~are~~

~~dependent~~ --- **depend** on outside suppliers **, parts and components** . We rely on outside suppliers **, including several single- source suppliers,** for all our manufacturing supplies, parts and components. There can be no assurance that, in the future, our current or alternative sources for manufacturing supplies will be able to meet all our demands on a timely basis. Unavailability of necessary components could require us to re- engineer our products to accommodate available substitutions, which could increase costs to us and / or have a material adverse effect on manufacturing schedules, products performance and market acceptance. In addition, an uncorrected defect or supplier' s variation in a component or raw material, either unknown to us or incompatible with our manufacturing process, could harm our ability to manufacture products. We might not be able to find a sufficient alternative supplier in a reasonable amount of time, or on commercially reasonable terms, if at all. If we fail to obtain ~~a~~ **an alternative** supplier for the components of our products, our operations could be disrupted ~~. During year ended December 31, 2021, we experienced difficulties in obtaining sheet metal and electrical components incorporating semiconductor chips for the manufacture of our ULT freezer products. During the year ended December 31, 2022, supply chain bottlenecks were mitigated through the diversification of suppliers, resulting in improved pricing from the year ended December 31, 2021. We were still experiencing constraints in supply for semiconductor chips as of December 31, 2022. Though our costs to obtain semiconductor components normalized throughout the year, we were still experiencing constraints in obtaining electrical component parts. These constraints are expected to improve through diversification of our semiconductor supply chain partnerships. We have sufficient supply for electrical component parts within our operations for the foreseeable future~~ . Our success will depend on our ability to attract and retain key personnel. In order to execute our business plan, we must attract, retain and motivate highly qualified managerial, scientific, manufacturing, and sales personnel. If we fail to attract and retain skilled scientific and sales personnel, our sales efforts will be hindered. Our future success depends to a significant degree upon the continued services of key scientific and technical personnel. If we do not attract and retain qualified personnel, we will not be able to achieve our growth objectives. Difficulties in manufacturing could have an adverse effect upon our expenses and our product revenues. We currently manufacture all of our biopreservation media products, freezer products and related components. We currently outsource the manufacturing of certain thaw products, certain cold chain products, two ULT freezer models, and components of our LN2 freezers. The manufacturing of our products is difficult and complex. To support our current and prospective clinical customers, we comply with **,** and intend to continue to comply with **,** cGMP in the manufacture of our products. Our ability to adequately manufacture and supply our products in a timely matter is dependent on the uninterrupted and efficient operation of our facilities and those of third parties **manufacturing certain of our products or** producing raw materials and supplies upon which we rely in our manufacturing. The manufacture of our products may be impacted by: ~~•~~ availability or contamination of raw materials and components used in the manufacturing process, particularly those for which we have no other source or supplier; ~~•~~ the ongoing capacity of our facilities **and those of our outside manufacturers** ; ~~•~~ our **and our outside manufacturers'** ability to comply with **existing and** new regulatory requirements, including ~~our ability to comply with~~ cGMP; ~~•~~ inclement weather and natural disasters; ~~•~~ changes in forecasts of future demand for product components; ~~•~~ potential facility contamination by microorganisms or viruses; ~~•~~ updating of manufacturing specifications; ~~•~~ product quality success rates and yields; **• labor strike;** and ~~•~~ global viruses and pandemics, including COVID- 19. If efficient manufacture and supply of our products is interrupted, we may experience delayed shipments or supply constraints. If we are at any time unable to provide an uninterrupted supply of our products to customers, our customers may be unable to supply their end- products incorporating our products to their patients and other customers, which could materially and adversely affect our product revenue and results of operations. **In addition, if we are unable to procure a component from one of our outside manufacturers, we may be required to enter into arrangements with one or more alternative manufacturing companies, which may cause delays in producing components or result in significant increase in expenses.** While we are not currently subject to FDA or other regulatory approvals on substantially all of our products, if ~~we~~ **our products** become subject to regulatory requirements, the manufacture and sale of our products may be delayed or prevented, or we may become subject to increased expenses. None of our products are subject to FDA **regulation** . In particular, we are not required to sponsor formal prospective, controlled clinical- trials to establish safety and efficacy. A group of isothermal, standard, and carousel LN2 freezers in our freezers and thaw systems product line is currently regulated as Class 2 medical devices in the EU. Additionally, we comply with cGMP requirements **and other relevant quality standards** . This is done solely to support our current and prospective clinical customers. However, there can be no assurance that we will not be required to obtain approval from the FDA, or foreign regulatory authorities, as applicable, prior to marketing any of our products in the future. Any such requirements could delay or prevent the sale of our products or may subject us to additional expenses. Our business may be subject to product liability claims or product recalls, which could be expensive and could result in a diversion of management' s attention. Our business exposes us to potential product liability risks that are inherent in designing, manufacturing, and marketing our products. In particular, we are a supplier of bioproduction tools to the cell and gene therapy industry. Our products are used in basic and applied research, and commercial manufacturing of biologic- based therapies. Customers use our products to maintain the health and function of biologic material during sourcing, manufacturing, storage, and distribution of cells and tissues, and component failures, manufacturing flaws, design defects or inadequate disclosure of product- related risks with respect to these or other products we manufacture or sell could result in an unsafe condition or injury. As a result, we face an inherent risk of damage to our reputation if one or more of our products are, or are alleged to be, defective. We may be exposed to risks from product liability and warranty claims in the event that our products actually or allegedly fail to perform as expected or the use of our products results, or is alleged to result, in bodily injury and / or property damage. The outcome of litigation, particularly any class- action lawsuits, is difficult to quantify. Plaintiffs often seek recovery of very large or indeterminate amounts, including punitive damages. The magnitude of the potential losses relating to these lawsuits may remain unknown for substantial periods of time and the cost to defend against any such litigation **, whether or not we are found liable,** may be significant. Accordingly, we could experience product liability losses in the future and incur

significant costs to defend these claims **. While we maintain product liability insurance coverage, which we deem to be adequate based on historical experience, there can be no assurance that coverage will be available for such risks in the future or that, if available, it would prove sufficient to cover potential claims or that the present amount of insurance can be maintained in force at an acceptable cost to us** . In addition, if any of our products are, or are alleged to be, defective, we may voluntarily participate, or be required by applicable regulators, to participate in a recall of that product if the defect or the alleged defect relates to safety. In the event of a recall, we may experience lost sales and be exposed to individual or class-action litigation claims and reputational risk. Product liability, warranty and recall costs may have a material adverse effect on our business, financial condition and results of operations. Insurance coverage is increasingly difficult to obtain or maintain. While we currently maintain product liability insurance, directors' and officers' liability insurance, general liability insurance, and other types of insurance, first- and third- party insurance is increasingly more costly and narrower in scope, and we may be required to assume more risk in the future. If we are subject to third- party claims or suffer a loss or damage in excess of our insurance coverage, we may be required to share that risk in excess of our insurance limits. Furthermore, any first- or third-party claims made on our insurance policies may impact our future ability to obtain or maintain product liability insurance coverage at reasonable costs, if at all. We are and may become the subject of various claims, litigation or investigations which could have a material adverse effect on our business, financial condition, **or** results of operations or **the** price of our common stock. We are and may become subject to various claims (including " whistleblower " complaints), litigation or investigations, including commercial disputes and employee claims, and from time to time may be involved in governmental or regulatory investigations or similar matters. **Some of these claims may relate to the activities of businesses that we have acquired, even though these activities may have occurred prior to our acquisition of such businesses.** Any claims asserted against us or our management, regardless of merit or eventual outcome, could harm our reputation **, distract our management** and have an adverse impact on our relationship with our **existing or prospective** clients, distribution partners and other third- parties and could lead to additional related claims. Furthermore, there is no guarantee that we will be successful in defending ourselves in pending or future litigation or similar matters under various laws. Any judgments or settlements in any pending litigation or future claims, litigation or investigation could have a material adverse effect on our business, financial condition, **or** results of operations ~~and~~ **or the** price of our common stock. Risks related to our intellectual property and cyber security Expiration of our patents may subject us to increased competition and reduce our opportunity to generate product revenue. The patents for our products have varying expiration dates and, when these patents expire, we may be subject to increased competition and we may not be able to recover our development costs. In some of the larger economic territories, such as the United States and Europe, patent term extension / restoration may be available. We cannot, however, be certain that an extension will be granted or, if granted, what the applicable time or the scope of patent protection afforded during any extended period will be. If we are unable to obtain patent term extension / restoration or some other exclusivity, we could be subject to increased competition and our opportunity to establish or maintain product revenue could be substantially reduced or eliminated. Furthermore, we may not have sufficient time to recover our development costs prior to the expiration of our U. S. and non- U. S. patents. Our proprietary rights may not adequately protect our technologies and products. Our commercial success will depend on our ability to obtain patents and / or regulatory exclusivity and maintain adequate protection for our technologies and products in the United States and other countries. We will be able to protect our proprietary rights from unauthorized use by third- parties only to the extent that our proprietary technologies and products are covered by valid and enforceable patents or are effectively maintained as trade secrets. We intend to apply for additional patents covering both our technologies and products, as we deem appropriate. We may, however, fail to apply for patents on important technologies or products in a timely fashion, if at all. Our existing patents and any future patents we obtain may not be sufficiently broad to prevent others from practicing our technologies or from developing competing products and technologies. In addition, the patent positions of life science industry companies are highly uncertain and involve complex legal and factual questions for which important legal principles remain unresolved. As a result, the validity and enforceability of our patents cannot be predicted with certainty. In addition, we cannot guarantee that: ● we were the first to make the inventions covered by each of our issued patents and pending patent applications; ● we were the first to file patent applications for these inventions; ● others will not independently develop similar or alternative technologies or duplicate any of our technologies; ● any of our pending patent applications will result in issued patents; ● any of our patents will be valid or enforceable; ● any patents issued to us will provide us with any competitive advantages, or will not be challenged by third parties; and ● we will develop additional proprietary technologies that are patentable, or the patents of others will not have an adverse effect on our business. The actual protection afforded by a patent varies on a product- by-product basis, from country to country and depends on many factors, including the type of patent, the scope of its coverage, the availability of regulatory related extensions, the availability of legal remedies in a particular country and the validity and enforceability of the patents. Our ability to maintain and solidify our proprietary position for our products will depend on our success in obtaining effective claims and enforcing those claims once granted. Our issued patents and those that may be issued in the future, or those licensed to us, may be challenged, invalidated, unenforceable or circumvented, and the rights granted under any issued patents may not provide us with proprietary protection or competitive advantages against competitors with similar products. We also rely on trade secrets to protect some of our technology, especially where it is believed that patent protection is inappropriate or unobtainable. However, trade secrets are difficult to maintain. While we use reasonable efforts to protect our trade secrets, our employees, consultants, contractors, or scientific and other advisors may unintentionally or willfully disclose our proprietary information to competitors. Enforcement of claims that a third party has illegally obtained and is using trade secrets is expensive, time consuming and uncertain. In addition, non- U. S. courts are sometimes less willing than U. S. courts to protect trade secrets. If our competitors independently develop equivalent knowledge, methods, and know- how, we would not be able to assert our trade secrets against them and our business could be harmed. We may not be able to protect our intellectual property rights throughout the world. Filing, prosecuting, and defending patents on all our products in every

jurisdiction would be prohibitively expensive. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own products. These products may compete with our products and may not be covered by any patent claims or other intellectual property rights. The laws of some non- U. S. countries do not protect intellectual property rights to the same extent as the laws of the United States, and many companies have encountered significant problems in protecting and defending such rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents and other intellectual property protection, particularly those relating to biotechnology, which could make it difficult for us to stop the infringement of our patents. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial cost and divert our efforts and attention from other aspects of our business. If we fail to protect our intellectual property rights, our competitors may take advantage of our ideas and compete directly against us. Our success will depend to a significant degree on our ability to secure and protect intellectual property rights and enforce patent and trademark protections relating to our technology. While we believe that the protection of patents and trademarks is important to our business, we also rely on a combination of copyright, trade secret, nondisclosure and confidentiality agreements, know- how and continuing technological innovation to maintain our competitive position. From time to time, litigation may be advisable to protect our intellectual property position. However, these legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep any competitive advantage. Any litigation in this regard could be costly, and it is possible that we will not have sufficient resources to fully pursue litigation or to protect our intellectual property rights. This could result in the rejection or invalidation of our existing and future patents. Any adverse outcome in litigation relating to the validity of our patents, or any failure to pursue litigation or otherwise to protect our patent position, could materially harm our business and financial condition. In addition, confidentiality agreements with our employees, consultants, customers, and key vendors may not prevent the unauthorized disclosure or use of our technology. It is possible that these agreements will be breached or that they will not be enforceable in every instance, and that we will not have adequate remedies for any such breach. Enforcement of these agreements may be costly and time consuming. ~~Furthermore, the laws of foreign countries may not protect our intellectual property rights to the same extent as the laws of the United States.~~ We may incur substantial costs as a result of litigation or other proceedings relating to patent and other intellectual property rights , and we may be unable to protect our rights to, or use of, our technology. If we choose to go to court to stop someone else from using the inventions claimed in our patents or our licensed patents, that individual or company has the right to ask the court to rule that these patents are invalid and / or should not be enforced against that third party. These lawsuits are expensive and would consume time and other resources even if we were successful in stopping the infringement of these patents. In addition, there is a risk that the court will decide that these patents are invalid or unenforceable and that we do not have the right to stop the other party from using the inventions. There is also the risk that, even if the validity or enforceability of these patents is upheld, the court will refuse to stop the other party on the grounds that such other party' s activities do not infringe our rights. If we wish to use the technology claimed in issued and unexpired patents owned by others, we will need to obtain a license from the owner, enter into litigation to challenge the validity or enforceability of the patents or incur the risk of litigation in the event that the owner asserts that we infringed its patents. The failure to obtain a license to technology or the failure to challenge an issued patent that we may require to discover, develop or commercialize our products may have a material adverse effect on us. If a third party asserts that we infringed its patents or other proprietary rights, we could face a number of risks that could seriously harm our results of operations, financial condition and competitive position, including: • patent infringement and other intellectual property claims, which would be costly and time consuming to defend, whether or not the claims have merit, and which could delay a product and divert management' s attention from our business; • substantial damages for past infringement, which we may have to pay if a court determines that our product or technologies infringe a competitor' s patent or other proprietary rights; • a court prohibiting us from selling or licensing our technologies unless the third party licenses its patents or other proprietary rights to us on commercially reasonable terms, which it is not required to do; and • if a license is available from a third party, we may have to pay substantial royalties or lump- sum payments or grant cross licenses to our patents or other proprietary rights to obtain that license. The biotechnology industry has produced a proliferation of patents, and it is not always clear to industry participants, including us, which patents cover various types of products or methods of use. The coverage of patents is subject to interpretation by the courts, and the interpretation is not always uniform. If we are sued for patent infringement, we would need to demonstrate that our products or methods of use either do not infringe the patent claims of the relevant patent, and / or that the patent claims are invalid, and / or that the patent is unenforceable, and we may not be able to do this. Proving invalidity, in particular, is difficult since it requires a showing of clear and convincing evidence to overcome the presumption of validity enjoyed by issued patents. U. S. patent laws as well as the laws of some foreign jurisdictions provide for provisional rights in published patent applications beginning on the date of publication, including the right to obtain reasonable royalties, if a patent subsequently issues and certain other conditions are met. Because some patent applications in the United States may be maintained in secrecy until the patents are issued, because patent applications in the United States and many foreign jurisdictions are typically not published until 18 months after filing, and because publications in the scientific literature often lag behind actual discoveries, we cannot be certain that others have not filed patent applications for technology covered by our issued patents or our pending applications, or that we were the first to invent the technology. Patent applications filed by third parties that cover technology similar to ours may have priority over our patent applications and could further require us to obtain rights to issued patents covering such technologies. If another party files a U. S. patent application on an invention similar to ours, we may elect to participate in or be drawn into an interference proceeding declared by the U. S. Patent and Trademark Office to determine priority of invention in the United States. The costs of these proceedings could be substantial, and it is possible that such efforts would be unsuccessful, resulting in a loss of our U. S. patent position with respect to such inventions. Some of our competitors may be able to sustain the costs of complex patent litigation more effectively than we can because they have substantially greater resources. In addition, any uncertainties resulting from the initiation and

continuation of any litigation could have a material adverse effect on our ability to raise the funds necessary to continue our operations. We cannot predict whether third parties will assert these claims against us, or whether those claims will harm our business. If we are forced to defend against these claims, whether they are with or without any merit and whether they are resolved in favor of or against us, we may face costly litigation and diversion of management' s attention and resources. As a result of these disputes, we may have to develop costly non- infringing technology, or enter into licensing agreements. These agreements, if necessary, may be unavailable on terms acceptable to us, if at all, which could seriously harm our business or financial condition. Our inability to protect our systems and data from continually evolving cybersecurity risks or other technological risks, including as a result of breaches of our associated third parties **' information technology systems** , could affect our ability to conduct our business. In conducting our business, we process, transmit and store sensitive **, proprietary and confidential information about our employees, customers, vendors, and other parties, including** business ~~information~~ and personal information ~~about our customers, vendors, and other parties~~ . This information may include account access credentials, credit and debit card numbers, bank account numbers, social security numbers, driver' s license numbers, names and addresses and other types of sensitive business or personal information. Some of this information is also processed and stored by our third-party service providers to whom we outsource certain functions and other agents, including our customers, which we refer to collectively as our associated third parties. We are a regular target of malicious third- party attempts, some of which have been successful, to identify and exploit system vulnerabilities ~~,~~ and / or penetrate or bypass our security measures ~~,~~ in order to gain unauthorized access to our networks and systems or those of our associated third parties. Such access has led and could lead in the future to the compromise of sensitive, business, personal or confidential information or instructions to transfer funds by us or customers to unauthorized recipients. In the third quarter during the year ended December 31, 2022, we experienced an immaterial security breach that successfully redirected payments from BioLife customers to unauthorized bank accounts. As a result, we proactively employ multiple methods at different layers of our systems to defend our systems against intrusion and attack and to protect the data we collect. These measures have been breached in the past **,** and we cannot be certain that they will be successful and sufficient to counter current and emerging technology threats that are designed to breach our systems in order to gain access to confidential information. ~~Our computer systems and our associated third parties' computer systems have been, and could be in the future, subject to breach, and our data protection measures may not prevent unauthorized access.~~ The techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and are often difficult to detect. Threats to our systems and our associated third parties' systems can derive and have derived from human error, fraud or malice on the part of employees or third parties, or may result from accidental technological failure **, including as a result of natural disasters, power failures or other events beyond our control** . Computer viruses and other malware can be distributed and ~~has~~ **have infiltrated,** and could in the future infiltrate **,** our systems or those of our associated third parties. In addition, denial of service or other attacks could be launched against us for a variety of purposes, including to interfere with our services or create a diversion for other malicious activities. Our defensive measures in the past ~~,~~ have not, and in the future, may not, prevent downtime, unauthorized access, or use of sensitive data. Further, while we select our **associated** third **parties** ~~party service providers~~ carefully, and we seek to ensure that our customers adequately protect their systems and data, we do not control their actions and are not able to oversee their processes. Any problems experienced by our associated third parties, including those resulting from breakdowns or other disruptions in the services provided by such parties or cyber- attacks and security breaches, could adversely affect our ability to conduct our business and our financial condition. We could also be subject to liability for claims relating to **the loss or** misuse of personal information, such as violation of data privacy laws. We cannot provide assurance that the contractual requirements related to security and privacy that we impose on our service providers who have access to **our data, including** customer ~~data~~ **information,** will be followed or will be adequate to prevent the unauthorized use or disclosure of **such** data. Any failure to adequately enforce or provide these protective measures **or to prevent unauthorized access to our data, including customer information** could result in liability, **loss of business,** protracted and costly litigation, governmental intervention, ~~and~~ fines **and damage to our reputation** . Risks related to our common stock Our stock price and volume may be volatile, and purchasers of our securities could incur substantial losses. ~~Our~~ **The trading price and volume of our** common stock, traded on the NASDAQ Capital Market **(" NASDAQ")** , **has been, and** may **in the future** be **,** volatile ~~and has experienced price and volume fluctuations~~ . For example, in the year ended December 31, ~~2022~~ **2023** , the highest intra- day sale price of our common stock on NASDAQ was $ ~~38~~ **26** . ~~01~~ **89** per share and the lowest intra- day sale price of our common stock on NASDAQ was $ ~~10~~ **8** . ~~40~~ **92** per share. Our highest trading day volume was ~~3~~ **2** , ~~276~~ **242** , ~~000~~ **100** shares traded and the lowest trading day volume was 138, ~~800~~ **500** shares traded. We may continue to incur substantial increases or decreases in our stock price and volume in the foreseeable future. Our stock price and trading volume and the market prices and trading volume of many publicly traded companies, including ~~emerging~~ companies in the life sciences industry, have been, and can be expected to be, highly volatile. The future market price and trading volume of our common stock could be significantly impacted by numerous factors, including, but not limited to: ~~•~~ • Future sales of our common stock or other **capital** ~~fundraising~~ ~~---~~ **raising** events **by us** ; ~~•~~ • Sales of our common stock by existing shareholders; ~~•~~ • Changes in our capital structure, including stock splits or reverse stock splits; ~~•~~ • **Changes in our product offerings and business structure through acquisitions or divestitures; •** Announcements of technological innovations for new commercial products by our present or potential competitors; ~~•~~ • Developments concerning proprietary rights; ~~•~~ • Adverse results in our field or with clinical tests of our products in customer applications; ~~•~~ • Adverse litigation; ~~•~~ • Unfavorable legislation or regulatory decisions; ~~•~~ • Public concerns regarding our products; ~~•~~ • Variations in quarterly operating results; ~~•~~ • General trends in the health care industry; ~~•~~ • Global viruses, epidemics, and pandemics, including COVID- 19 ~~•~~ **; and •** Other factors outside of our control, including significant market fluctuations. **In addition,sales of a substantial number** of shares of our common stock or other securities in the public markets **(including an issuance by us of additional securities in a public offering or private placement)** ,or the perception that these sales may occur,could cause the market price of our common stock or other securities to

decline and could materially impair our ability to raise capital through the sale of additional securities. ~~If we issue additional securities in a public offering or a private placement,such sales or any resales of such securities could further adversely affect the market price of our common stock.~~ The sale of a large number of shares of our common stock or other securities also might make it more difficult for us to sell equity or equity- related securities in the future at a **time and at the prices that we deem appropriate** A significant percentage of our outstanding common stock is held by one stockholder, and this stockholder therefore has significant influence on us and our corporate actions. As of December 31, ~~2022~~ **2023** , based on our review of public filings and the Company' s records, one of our existing stockholders, Casdin Capital, LLC (" Casdin "), owned ~~7~~ **8** , ~~566~~ **707** , ~~292~~ **165** shares of our common stock, representing ~~18~~ **19. 3** % of the issued and outstanding shares of common stock. Accordingly, this stockholder has had, and will continue to have, significant influence in determining the outcome of any corporate transaction or other matter submitted to our stockholders for approval, including mergers, consolidations and the sale of all or substantially all our assets, election of directors and other significant corporate actions. In addition, without the consent of this stockholder where a stockholder vote may be necessary, we could be prevented from entering into transactions that could be beneficial to us. Any future sales of our securities in..... the prices that we deem appropriate. We do not anticipate declaring any cash dividends on our common stock. We have never declared or paid cash dividends on our common stock and do not plan to pay any cash dividends in the near future. Our current policy is to retain all funds and earnings for use in the operation and expansion of our business. **Anti- takeover provisions in our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws and under Delaware law could make an acquisition of us, which may be beneficial to our stockholders, more difficult and may prevent attempts by our stockholders to replace or remove our current management and limit the market price of our common stock. Provisions in our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws may have the effect of delaying or preventing a change of control or changes in our management, including provisions that: • authorize our board of directors to issue, without further action by the stockholders, undesignated preferred stock; • allow stockholders to require us to call a special meeting of stockholders upon written request of the holders of 35 % of the outstanding shares entitled to vote thereat; • establish an advance notice procedure for stockholder nominations; • provide that vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum; and • specify that no stockholder is permitted to cumulate votes at any election of directors. These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which limits the ability of stockholders owning in excess of 15 % of our outstanding voting stock to merge or combine with us.** Risks related to accounting matters ~~Changes in accounting standards and subjective assumptions, estimates, and judgments by management related to complex accounting matters could significantly affect our financial results or financial condition. Generally accepted accounting principles and related accounting pronouncements, implementation guidelines, and interpretations with regard to a wide range of matters that are relevant to our business, such as revenue recognition, asset impairment and fair value determinations, inventories, business combinations, leases, and litigation, are highly complex and involve many subjective assumptions, estimates, and judgments. Changes in these rules or their interpretation or changes in underlying assumptions, estimates, or judgments could significantly change our reported or expected financial performance or financial condition and could require us to restate our prior financial statements and issue a non- reliance statement regarding our prior financial disclosures.~~ Our ability to use net operating loss and tax credit carryforwards and certain built- in losses to reduce future tax payments is limited by provisions of the Internal Revenue Code, and it is possible that certain transactions or a combination of certain transactions may result in material additional limitations on our ability to use our net operating loss and tax credit carryforwards. Section 382 and 383 of the Internal Revenue Code of 1986, as amended, contain rules that limit the ability of a company that undergoes an ownership change, which is generally any change in ownership of more than 50 % of its stock over a three- year period, to utilize its net operating loss and tax credit carryforwards and certain built- in losses recognized in years after the ownership change. These rules generally operate by focusing on ownership changes involving stockholders owning directly or indirectly 5 % or more of the stock of a company and any change in ownership arising from a new issuance of stock by the company. Generally, if an ownership change occurs, the yearly taxable income limitation on the use of net operating loss and tax credit carryforwards and certain built- in losses is equal to the product of the applicable long- term, tax- exempt rate and the value of the company' s stock immediately before the ownership change. We may be unable to offset our taxable income with losses, or our tax liability with credits, before such losses and credits expire and therefore would incur larger federal income tax liability. **We have** ~~If we are unable to develop an effective system of internal controls, we may not be able to accurately and timely report financial results or prevent fraud. If we identify~~ **identified** ~~additional~~ material weaknesses in our internal control over financial reporting **, and if** ~~or~~ **our remediation of such material weaknesses is not effective, or if we** are unable to ~~rectify the material weaknesses that we have identified~~ **develop and maintain an effective system of internal control over financial reporting or disclosure controls and procedures** , **we may not be able to accurately and timely report financial results or prevent fraud, and** our ability to meet our reporting obligations and the trading price of our **common** stock could be negatively affected. As described in Item 9A — Controls and Procedures and elsewhere in this Form 10- K, Management identified material weaknesses in our internal control over financial reporting for the fiscal years ended December 31, **2023 and** 2022 **. Effective internal control over financial reporting is necessary to provide reliable financial reports** and **Effective internal controls are necessary to provide reliable financial reports and** to assist in the effective prevention of fraud.Any inability to provide reliable financial reports or prevent fraud could harm our business.We regularly review and update our ~~system of~~ internal ~~control~~ **controls** ~~over financial reporting~~ ,disclosure controls and procedures,and corporate governance policies.In addition,we are required under the Sarbanes- Oxley

Act of 2002 to report annually on our internal control over financial reporting.Any system of internal controls,however well designed and operated,is based in part on certain assumptions and can provide only reasonable,not absolute,assurances that the objectives of the system are met.A material weakness is a deficiency,or a combination of deficiencies,in internal control over financial reporting,such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.Accordingly,a material weakness increases the risk that the financial information we report contains material errors. ~~In~~ **While we are in** the ~~course~~ **process** of **addressing** ~~making our assessment of the effectiveness of internal control over~~ 2021 **without the proper internal control infrastructure in place, insufficient resources with the appropriate level of internal controls training, knowledge, and expertise to meet our financial reporting requirements and provide adequate oversight over the performance of internal controls, and turnover in the first half of 2023 in key positions, resulting in a delay in establishing control activities to effectively mitigate the risks; (ii) internal control procedures over certain financial statement areas; and (iii) change management controls over certain key financial systems** . In the course of making our assessment of the effectiveness of internal control over financial reporting as of December 31, 2022, we identified several material weaknesses. Material weaknesses were identified in relation to (i) inappropriately designed entity- level controls impacting the control environment, risk assessment, and monitoring activities to prevent or detect material misstatements to the consolidated financial statements attributed to an insufficient number of qualified resources and inadequate oversight and accountability over the performance of controls, ineffective identification and assessment or risks impacting internal control over financial reporting, and ineffective monitoring controls; (ii) information system logical access within certain key financial systems; (iii) accounting policies and procedures and related controls over certain financial statement areas; (iv) inadequate risk assessment, accounting policies, procedures, and related controls performed over the recognition and measurement of indirect tax liabilities. ~~Because material weaknesses in internal control exist, the Company' s internal controls may not prevent, or detect and correct a material misstatement in its financial statements or disclosures. In the course of making our assessment of the effectiveness of internal control over financial reporting as of December 31, 2021, we identified several material weaknesses. Material weaknesses were identified in relation to (i) inappropriately designed entity- level controls impacting the control environment, risk assessment, and monitoring activities to prevent or detect material misstatements to the consolidated financial statements attributed to an insufficient number of qualified resources and inadequate oversight and accountability over the performance of controls, ineffective identification and assessment or risks impacting internal control over financial reporting, and ineffective monitoring controls; (ii) information system logical access within certain key financial systems; (iii) accounting policies and procedures and related controls over complex financial statement areas; (iv) accounting policies, procedures, and related controls over assets held for lease; (v) accounting policies, procedures, and related controls over the preparation and review of projected financial information used in determining the valuation of acquired intangible assets and contingent consideration in business combinations as well as the quantitative impairment analysis of indefinite- lived intangible assets; and (vi) policies, procedures, and related controls over the presentation and disclosure of amounts presented in the consolidated financial statements in accordance with the applicable financial reporting requirements. Because material weaknesses in internal control exist, the Company' s internal controls may not prevent, or detect and correct a material misstatement in its financial statements or disclosures.~~ The aforementioned material weaknesses did not result in any identified material misstatements to our financial statements, and there were only immaterial changes to previously released financial results. **To** Effective internal controls are necessary to provide..... we are in the process of addressing --- **address** our material weaknesses ~~as disclosed herein~~ **, we have developed and begun to implement the remediation plans described in Item 9A — Controls and Procedures and elsewhere in this Form 10- K. However** , elements of our remediation ~~plan~~ **plans** can only be accomplished over time and we can offer no assurance that these initiatives will ultimately have the intended effects. Any failure to **establish and** maintain ~~such~~ **effective** internal **control over financial reporting and disclosure** controls **and procedures** could adversely impact our ability to report our financial results on a timely and accurate basis. If our financial statements are not accurate, investors may not have a complete understanding of our operations or may lose confidence in our reported financial information. Likewise, if our financial statements are not filed on a timely basis as required by the SEC and ~~the~~ **The** NASDAQ Stock Market **LLC** , we could face severe consequences from those authorities. In either case, it could result in a material adverse effect on our business or have a negative effect on the trading price of our common stock. Further, if we fail to remedy these deficiencies (or any other future deficiencies) or maintain the adequacy of our internal **control over financial reporting and disclosure** controls **and procedures** , we could be subject to regulatory scrutiny, civil or criminal penalties or shareholder litigation. We can give no assurance that the measures we have taken and plan to take in the future will remediate the material weaknesses identified or that any additional material weaknesses or restatements of our financial statements will not arise in the future due to a failure to implement and maintain adequate internal control over financial reporting or **disclosure** ~~circumvention of those~~ controls **and procedures** . Further, in the future, if we cannot conclude that we have effective internal control over ~~our~~ financial reporting **or disclosure controls and procedures** , or if our independent registered public accounting firm is unable to provide an unqualified opinion regarding the effectiveness of our internal control over financial reporting, investors could lose confidence in the reliability of our financial statements, which could lead to a decline in our stock price. Failure to comply with reporting requirements could also subject us to sanctions and / or investigations by the SEC, ~~the~~ **The** NASDAQ Stock Market **LLC** or other regulatory authorities. Risks related to ~~COVID- 19 and other~~ disruptive events **Public health crises, such as** ~~Our financial condition and results of operations may be adversely affected by~~ the COVID- 19 pandemic **, have adversely affected, and could in the future adversely affect, our business, financial condition. results of operations and cash flows** . We ~~continue~~ **are subject** to ~~closely monitor~~ **risks associated with public heath crises, including** ~~the~~ **those** ~~impact of~~ **related to** the COVID- 19 global pandemic ~~on all aspects of our business and geographies, including how it has and will impact our customers, team members, suppliers, vendors, business partners and distribution channels~~ . The COVID- 19 ~~global~~ pandemic has created significant volatility, uncertainty, and economic disruption,

which **has had, and** may continue to **have, an adverse** ~~affect~~ **effect** our business operations **,** ~~and may materially and adversely affect our~~ results of operations, cash flows and financial ~~position~~ **condition** . ~~We are currently following the~~ **Other future public** ~~recommendations of local~~ health **crises may also** ~~authorities to minimize exposure risk for our team members and visitors. While we~~ have ~~implemented specific~~ **a negative impact on our** business ~~continuity plans to reduce~~ **. In particular,** the **financial or operational** ~~impact~~ **impacts as a result** of COVID- 19 ~~and believe that we~~ **or other future public health crises** have **included** ~~sufficient inventory to meet forecasted demand for the next six to nine months~~ , **and may in** ~~there~~ ~~-~~ **the future include: • The temporary closure of** ~~is no guarantee that our continuity plan will be successful or our~~ ~~that~~ **manufacturing facilities and /** ~~our~~ ~~-~~ **or those of** ~~inventory will meet forecasted or~~ **our outside manufacturers; • Unavailability of** ~~actual demand. Additional disruptions may occur for our customers or suppliers that may materially affect our ability to obtain~~ supplies ~~or~~ **and** other components for our products, ~~produce~~ **including difficulties in obtaining sheet metal and electrical components incorporating semiconductor chips for the manufacture of** our **UL freezer** products **, which have largely abated during the year ended December 31, 2023; • Costs associated with protecting the health of** ~~or~~ **our** ~~deliver inventory~~ **employees and adhering to any guidance or orders of various governmental authorities, such masking, testing, and social distancing requirements; • Risks associated with remote work, including increased cybersecurity risk; • Widespread staffing shortages; • Outbreaks of disease** in ~~a timely manner. This~~ **our facilities or those of our third- party service providers, which** ~~would~~ **could** ~~result~~ **require us or them to temporarily shut down business operations or cause a disruption to, or shortage** in ~~lost~~ **, our or their workforce; • Significant volatility or reductions in demand for our** ~~product~~ **products** ~~revenue, additional costs,~~ **; • Delays in shipments of** ~~or~~ **our** ~~penalties~~ **products** , **which could harm** ~~or~~ **our** ~~damage~~ **customer relations and adversely impact our competitive position and sales; • Restrictions on the ability of our personnel to access customers; • Challenges to our capacity to manufacture, sell and support the use of our products; and • Volatility in credit** ~~our~~ ~~-~~ **or** ~~reputation~~ **financial markets** . ~~Similarly~~ **The extent to which public health crises** , **including health epidemics and other outbreaks, such as** COVID- 19 ~~could~~ **, impacts our business or results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of a particular virus and its variants and the actions to contain it or treat its** impact **, among** ~~our customers and / or suppliers as a result of a health epidemic or other~~ **others** ~~outbreak occurring in other locations which could reduce their demand for our products or their ability to deliver needed supplies for the production of our products~~ . **Such impacts of** ~~We cannot predict at this time the full extent to which~~ the COVID- 19 pandemic ~~will impact our business, results, and financial condition, which will depend on many factors that are not known at this time, as the situation is unprecedented and continues to evolve. These~~ include, among others, the extent of harm to public health, including the duration of the pandemic, any potential subsequent waves of COVID- 19 infection, the emergence of new variants of COVID- 19, some of which may be more transmissible or virulent than the initial strain, and the availability and distribution of effective vaccines and medical treatments, further disruption to the manufacturing of and demand for our products, our ability to effectively manage inventory levels and adjust our production schedules to align with demand, impairments and other charges, the impact of the global business and economic environment on liquidity and the availability of capital, the costs incurred to keep our employees safe while maintaining continued operations, and our ability to effectively motivate and retain the necessary workforce. ~~We are staying in close communication with our manufacturing facilities, employees, customers, and suppliers, and acting to mitigate the impact of this dynamic and evolving situation through a variety of measures, which may not be successful and are subject to the factors described above, many of which are uncertain or outside of our control.~~ Even after the COVID- 19 pandemic has subsided, we may continue to experience impacts to our business as a result of its global economic impact. **In addition, we cannot at this time quantify or forecast the potential business impact of any future public health crisis. To the extent the COVID- 19 pandemic or other public health crisis adversely affects our business, results of operations or financial condition, many of the other risks described in this " Risk Factors " section may also be heightened.** Natural disasters, geopolitical unrest, war, terrorism, public health issues or other catastrophic events could disrupt the supply, delivery or demand of products, which could negatively affect our operations and performance. We are subject to the risk of disruption by earthquakes, floods and other natural disasters, fire, power shortages, geopolitical unrest, war, terrorist attacks and other hostile acts, public health issues, epidemics or pandemics and other events beyond our control and the control of the third parties on which we depend. Any of these catastrophic events, whether in the United States or abroad, may have a strong negative impact on the global economy, our employees, facilities, partners, suppliers, distributors or customers, and could decrease demand for our products, create delays and inefficiencies in our supply chain and make it difficult or impossible for us to deliver products to our customers. A catastrophic event that results in the destruction or disruption of our data centers or our critical business or information technology systems would severely affect our ability to conduct normal business operations and, as a result, our operating results would be adversely affected. ~~ITEM 1B. UNRESOLVED STAFF COMMENTS~~