**Risk Factors Comparison 2024-03-06 to 2023-03-08 Form: 10-K**

**Legend:** **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

Investing in our common stock involves a high degree of risk. Current investors and potential investors should consider carefully the risks and uncertainties described below together with all other information contained in this Form 10- K **, including our financial statements, the related notes and " Management' s Discussion and Analysis of Financial Condition and Results of Operations, "** before making investment decisions with respect to our common stock. If any of the following risks occur, our business, financial condition, results of operations and our future growth prospects would likely be materially and adversely affected. Under these circumstances, the trading price and value of our common stock could decline, resulting in a loss of all or part of your investment. The risks and uncertainties described in this Form 10- K are not the only ones facing our Company. Additional risks and uncertainties of which we are not presently aware, or that we currently consider immaterial, may also affect our business operations. Summary of Risk Factors We are providing the following summary of the risk factors contained in this Annual Report on Form 10- K to enhance the readability and accessibility of our risk factor disclosures. This summary does not address all of the risks that we face. We encourage our stockholders to carefully review the risk factors contained in this Annual Report on Form 10- K in their entirety for additional information regarding the risks and uncertainties that could cause our actual results to vary materially from recent results or from our anticipated future results. Risks Related to our Company and Business: • We have a history of operating losses, may need additional financing to meet our future long- term capital requirements and may be unable to raise sufficient capital on favorable terms or at all. • ~~Global, market and economic conditions may negatively impact our business, financial condition and share price. •~~ Interruptions in our relationships or declines in our business with major customers could materially harm our business and financial results **. • Global, market and economic conditions may negatively impact our business, financial condition and share price** . • Our future success largely depends on sales of our Tru Niagen ® product. • The success of our consumer product and ingredient business is linked to the size and growth rate of the vitamin, mineral and dietary supplement market and an adverse change in the size or growth rate of that market could have a material adverse effect on us. • The future growth and profitability of our consumer product business will depend in large part upon the effectiveness and efficiency of our marketing efforts and our ability to select effective markets and media in which to market and advertise. • Many of our competitors are larger and have greater financial and other resources than we do. Risks Related to our Operations: • Our operating results may fluctuate significantly ~~as a result of a variety of factors~~ , ~~many of~~ which **could make** ~~are outside of~~ our ~~control~~ **future results difficult to predict and could cause our operating results to fall below expectations** . • If we are unable to maintain sales, marketing and distribution capabilities or maintain arrangements with third parties to sell, market and distribute our products, our business may be harmed. • Our business could be negatively impacted by cyber security incidents or threats, including without limitation a material interruption to our operations ~~including~~ **and our IT systems, a material interruption to** our clinical trials, harm to our reputation, significant fines, penalties **, litigation,** and liabilities, regulatory investigations or **lawsuits, including class** actions, breach or triggering of data protection laws, privacy policies and data protection obligations, or a loss of revenue, customers or sales. Risks Related to our Products: **• We rely on single supplier, W. R. Grace, for NR and a limited number of third-party suppliers for the raw materials required to produce our products.** • Unfavorable publicity or consumer perception of our products and any similar products distributed by other companies could have a material adverse effect on our business. • We may incur material product liability claims or class action litigation, which could increase our costs and adversely affect our reputation, revenues and operating income. • We ~~rely on single or a limited number of third- party suppliers for the raw materials required to produce our products. • We~~ utilize ingredients and components for our products from foreign suppliers, and may be negatively affected by the risks associated with international trade and importation issues. Risks Related to our Intellectual Property: • Our ability to protect our intellectual property and proprietary technology through patents and other means is uncertain and may be inadequate, which may have a material and adverse effect on us. • Our patents and licenses may be subject to challenge on validity grounds, and our patent applications may be rejected. • We may become subject to claims of infringement or misappropriation of the intellectual property rights of others, which could prohibit us from developing our products, require us to obtain licenses from third parties or to develop non- infringing alternatives and subject us to substantial monetary damages. • We are currently engaged in substantial and complex litigation with Elysium Health, Inc. and Elysium Health LLC (collectively, " Elysium "), the outcome of which could materially harm our business and financial results. Risks Related to Regulatory Approval of our Products and Other Government Regulations: • Changes in government regulation or in practices relating to the pharmaceutical, dietary supplement, food and cosmetic industry could decrease the need for the services we provide. • Compliance with stringent and changing global privacy and data security laws and regulations could result in additional costs and liabilities to us or inhibit our ability to collect and, if applicable, process data globally, and the failure or perceived failure to comply with such laws and regulations could have a material adverse effect on our business, financial condition or results of operations. Risks Related to the Securities Markets and Ownership of our Equity Securities: • The market price of our common stock may be volatile and adversely affected by several factors. • We have not paid cash dividends in the past and do not expect to pay cash dividends in the foreseeable future. Any return on investment may be limited to the value of our common stock. • We have a significant number of outstanding options and unvested restricted stock units. Future sales of these shares could adversely affect the market price of our common stock. • We have a limited operating history in China and we face risks with respect to conducting business in connection with our joint venture in China due to certain legal, political, economic and social uncertainties relating to China. • The **occurrence of** ~~COVID- 19 pandemic~~ **pandemics** ~~has adversely~~

~~affected,~~ and ~~may continue to~~ **epidemics, including potential resurgences,** ~~pose~~ **poses** risks to ~~,~~ our business, results of operations, financial condition **,** and cash flows ~~, and other epidemics or outbreaks of infectious diseases may have a similar impact~~ . General Risks: • We may become involved in securities class action litigation that could divert management' s attention and harm our business. • Our failure to establish and maintain effective internal control over financial reporting could result in material misstatements in our financial statements, result in our failure to meet our reporting obligations and cause investors to lose confidence in our reported financial information, which in turn could cause the trading price of our common stock to decline. **• Environmental, social and governance matters may impact our business and reputation.** We have a history of losses and may continue to incur operating and net losses for the foreseeable future. We incurred net losses of approximately $ **4. 9 million and $** 16. 5 ~~million and $ 27. 1~~ million for the years ended December 31, **2023 and** 2022 ~~and 2021~~ , respectively. As of December 31, ~~2022~~ **2023** , our accumulated deficit was approximately $ ~~185~~ **190** . 5 million. We have not achieved profitability on an annual basis. Our net losses and **history of** negative cash flow have had, and will continue to have, an adverse effect on our stockholders' equity and working capital, and if we are not able to achieve and sustain profitability in the near future or at all our stock price may be depressed. We expect to continue to incur increasing expenses as we develop our sales, marketing distribution and other commercial infrastructure and continue to develop and commercializing our products, including the cost of obtaining and maintaining regulatory approvals. As of December 31, ~~2022~~ **2023** , our cash and cash equivalents totaled approximately $ ~~20~~ **27** . ~~4~~ **3** million **,** of which $ ~~20~~ **27** . ~~3~~ **2** million was unrestricted, and we had no borrowings outstanding under our line of credit up to $ 10. 0 million, subject to certain terms and conditions, with Western Alliance Bank. ~~In the fourth quarter of 2022, we closed two separate securities transactions and received proceeds of approximately $ 7. 7 million, net of offering costs of $ 0. 4 million.~~ However, we may require additional funds, either through additional equity or debt financings, including pursuant to the At Market Issuance Sales Agreement, dated as of June 12, 2020, with B. Riley FBR, Inc. and Raymond James & Associates, Inc. (ATM Facility), or collaborative agreements **, lines of credit from other banks,** or from other sources. We have no commitments to obtain such additional financing, and we may not be able to obtain any such additional financing on terms favorable to us, or at all. Further, in recent years as a result of **various factors including** ~~the COVID- 19 pandemic,~~ global instability **, increased interest rates,** and **inflationary conditions, among** other factors, the global credit and financial markets have experienced extreme volatility, including diminished liquidity and credit availability ~~, declines in consumer confidence, declines in economic growth, high inflation, higher interest rates, increases in unemployment rates~~ and uncertainty about economic stability. There can be no assurance that further deterioration in credit and financial markets and confidence in economic conditions will not occur. If equity and credit markets deteriorate, it may make any necessary debt or equity financing more difficult to obtain, more costly and / or more dilutive. If adequate financing is not available, the Company will further delay, postpone or terminate product and service expansion and curtail certain selling, general and administrative operations. The inability to raise additional financing may have a material adverse effect on the future performance of the Company. **.** A.S.Watson Group,a related party,accounted for approximately ~~15~~ **13** . ~~4~~ **9** % of our sales during the year ended December 31, ~~2023~~ **2022** .Any interruption in our relationship or decline in our business with this customer or other customers upon whom we become highly dependent could cause harm to our business.Factors that could influence our relationship with our customers upon whom we may become highly dependent include:• our ability to maintain our products at prices and quality that are competitive with those of our competitors,and the potential for new competitors or more aggressive actions by our existing competitors;• our ability to maintain quality levels for our products sufficient to meet the expectations of our customers;• our ability to produce,ship and deliver a sufficient quantity of our products in a timely manner to meet the needs of our customers;• our ability to continue to develop and launch new products that our customers feel meet their needs and requirements,with respect to cost,timeliness,features,performance and other factors;• our ability to provide timely,responsive and accurate customer support to our customers;and • the ability of our customers to effectively deliver,market and increase sales of their own products based on ours ~~.~~ Concerns over inflation, geopolitical issues, the U. S. financial markets, higher interest rates, foreign exchange rates, capital and exchange controls, unstable global credit markets and financial conditions ~~and the COVID- 19 pandemic~~ , have led to periods of significant economic instability, declines in consumer confidence and discretionary spending ~~,~~ **and** diminished expectations for the global economy and expectations of slower global economic growth going forward ~~, and increased unemployment rates~~ . Our general business strategy may be adversely affected by any such economic downturns, volatile business environments and ~~continued~~ unstable or unpredictable economic and market conditions. If these conditions continue to deteriorate or do not improve, it may make any necessary debt or equity financing more difficult to complete, more costly and more dilutive. In addition, there is a risk that one or more of our current or future service providers, manufacturers, suppliers and other partners could be negatively affected by difficult economic times, which could adversely affect our ability to attain our operating goals on schedule and on budget or meet our business and financial objectives ~~discretionary.Decline in general economic and financial market conditions could materially adversely affect our financial condition and results of operations~~ .Specifically,the impact of these volatile and negative conditions may include **,but are not limited to,** decreased demand for our products and services **as consumers may consider the purchase of nutritional products discretionary** ,a decrease in our ability to accurately forecast future product trends and demand,and a negative impact on our ability to timely collect receivables from our customers.The foregoing economic conditions may lead to increased levels of bankruptcies,restructurings and liquidations for our customers,scaling back of research and development expenditures,delays in planned projects and shifts in business strategies for many of our customers.Such events could,in turn,adversely affect our business **through loss of sales** . In addition, we face several risks associated with international business and are subject to global events beyond our control, including war, public health crises, such as pandemics and epidemics, trade disputes, economic sanctions, trade wars and their collateral impacts and other international events. Any of these changes could have a material adverse effect on our reputation, business, financial condition or results of operations. There may be changes to our business if there is instability, disruption or destruction in a significant geographic region, regardless of cause, including war, terrorism,

riot, civil insurrection or social unrest; and natural or man- made disasters, including famine, flood, fire, earthquake, storm or disease. In **addition** ~~February 2022~~ , ~~armed~~ **the consequences of the ongoing** conflict ~~escalated~~ between Russia and Ukraine ~~. The~~ **and the conflict in the Middle East, including related** sanctions ~~announced by the U. S.~~ and **countermeasures, and** ~~other -- **the effects** countries, following Russia' s invasion~~ of **rising global inflation** ~~Ukraine against Russia to date include restrictions on selling or importing goods~~ , **are difficult to predict** ~~services or technology in or from affected regions and travel bans and asset freezes impacting connected individuals and political~~ , ~~military, business~~ and ~~financial organizations in Russia. The U. S. and other countries~~ could **adversely impact** ~~impose wider sanctions and take other actions should the conflict further escalate. It is not possible to predict the broader consequences of this conflict, which could include further sanctions, embargoes, regional instability,~~ geopolitical ~~shifts~~ and ~~adverse effects on~~ macroeconomic conditions, ~~currency exchange rates~~ **the global economy,** and ~~financial~~ **contribute to increased** ~~markets~~ . **market volatility** , ~~all of~~ which ~~could impact~~ **may in turn adversely affect** our business ~~, financial condition~~ and ~~results of~~ operations . A. S. Watson Group..... of their own products based on ours . As a consumer- focused company, we expect to generate a significant percentage of our future revenue from sales of our Tru Niagen ® product. As a result, the market acceptance of Tru Niagen ® is critical to our continued success, and if we are unable to expand market acceptance and increase consumer awareness of Tru Niagen ® our business, results of operations, financial condition, liquidity and growth prospects would be materially adversely affected. An adverse change in the size or growth rate of the vitamin, mineral and dietary supplement market could have a material adverse effect on our business. Underlying market conditions are subject to change based on economic conditions, consumer preferences and other factors that are beyond our control, including media attention and scientific research, which may be positive or negative. Our consumer products business success depends on our ability to attract and retain customers, which significantly depends on our marketing practices. Our future growth and profitability will depend in large part upon the effectiveness and efficiency of our marketing efforts, including our ability to: • create greater awareness of our brand; • identify the most effective and efficient levels of spending in each market, media and specific media vehicle; • determine the appropriate creative messages and media mix for advertising, marketing and promotional expenditures; • effectively manage marketing costs (including creative and media) to maintain acceptable customer acquisition costs; • acquire cost- effective television advertising; • select the most effective markets, media and specific media vehicles in which to market and advertise; and • convert consumer inquiries into actual orders. Our products compete and will compete with other similar products produced by our competitors. These competitive products ~~could~~ **are and may in the future** be marketed by well- established, successful companies that possess greater financial, marketing, distributional, personnel and other resources than we possess. Using these resources, these companies can implement extensive advertising and promotional campaigns, both generally and in response to specific marketing efforts by competitors, and enter into new markets more rapidly to introduce new products. In certain instances, competitors with greater financial resources also may be able to enter a market in direct competition with us, offering attractive marketing tools to encourage the sale of products that compete with our products or present cost features that consumers may find attractive. Our material cash requirements will depend on many factors. Our material cash requirements will depend on many factors, including: • the revenues generated by sales of our products; • the costs associated with expanding our sales and marketing efforts, including efforts to hire independent agents and sales representatives; • our business costs, including increased costs as a result of inflation; • the expenses we incur in developing and commercializing our products, including the cost of obtaining and maintaining regulatory approvals; and • unanticipated general and administrative expenses. Because of these factors, we may seek to raise additional capital within the next twelve months both to meet our projected operating plans after the next twelve months and to fund our longer term strategic objectives. Additional capital may come from public and private equity or debt offerings, borrowings under lines of credit or other sources. These additional funds may not be available on favorable terms, or at all. There can be no assurance we will be successful in raising these additional funds. Furthermore, if we issue equity or debt securities to raise additional funds, our existing stockholders may experience dilution and the new equity or debt securities we issue may have rights, preferences and privileges senior to those of our existing stockholders. In addition, if we raise additional funds through collaboration, licensing or other similar arrangements, it may be necessary to relinquish valuable rights to our products or proprietary technologies, or grant licenses on terms that are not favorable to us. If we cannot raise funds on acceptable terms, we may not be able to develop or enhance our products, obtain the required regulatory clearances or approvals, execute our business plan, take advantage of future opportunities, or respond to competitive pressures or unanticipated customer requirements. Any of these events could adversely affect our ability to achieve our development and commercialization goals, which could have a material and adverse effect on our business, results of operations and financial condition . Decline in the state of the..... affect our business through loss of sales . Changes in our business strategy, including entering new consumer product markets, restructuring our businesses or other factors may increase our costs or otherwise affect the profitability of our businesses. As changes in our business environment occur we may adjust our business strategies to meet these changes or we may otherwise decide to restructure our operations or businesses or assets. In addition, external events including changing technology, changing consumer patterns and changes in macroeconomic conditions, including inflationary pressures, may impair the value of our assets and increase our costs. When these changes or events occur, we may incur costs to change our business strategy and may need to write down the value of assets. In any of these events, our costs may increase, we may have significant charges associated with the write- down of assets or returns on new investments may be lower than prior to the change in strategy or restructuring. For example, we may not be successful in developing our consumer product business for sales of Tru Niagen ® products, and our sales may decrease despite us incurring increased costs related to marketing such products. We face significant competition, including changes in pricing. The markets for our products and services are both competitive and price sensitive. Many of our competitors have significant financial, operations, sales and marketing resources and experience in research and development. Competitors could develop new technologies that compete with our products and services or even render our products obsolete. If a competitor develops superior technology or cost- effective alternatives to our

products and services, our business could be seriously harmed. The markets for some of our products are also subject to specific competitive risks because these markets are highly price competitive. Our competitors have competed in the past by lowering prices on certain products. If they do so again, we may be forced to respond by lowering our prices. This would reduce sales revenues and increase losses. Failure to anticipate and respond to price competition may also impact sales and aggravate losses. Our commercial opportunity could be reduced if our competitors develop and commercialize products that are more effective or convenient than our products. Our competitors also may obtain regulatory approval for their products in markets we have not yet entered or before we are able to obtain approval for ours, which could result in our competitors establishing a strong market position before we are able to enter that market. ~~We believe that customers in our markets display a significant amount of loyalty to their supplier of a particular product.~~ To the extent we are not the first to develop, offer and / or supply new products, customers may buy from our competitors or make materials themselves, causing our competitive position to suffer. Litigation may harm our business. Substantial, complex or extended litigation could cause us to incur significant costs and distract our management. For example, lawsuits by employees, stockholders, collaborators, distributors, customers, competitors or others could be very costly and substantially disrupt our business. Disputes from time to time with such companies, organizations or individuals are not uncommon, and we cannot assure you that we will always be able to resolve such disputes on terms favorable to us. As further described in Note ~~17~~ **16** , Commitments and Contingencies — Contingencies in the Notes to the Consolidated Financial Statements, included in Part II, Item 8 of this Annual Report on Form 10- K, we are currently involved in substantial and complex litigation. Unexpected results could cause us to have financial exposure in these matters in excess of recorded reserves and insurance coverage, requiring us to provide additional reserves to address these liabilities, therefore impacting profits. Our **operating results may fluctuate due to a variety of factors, a portion of which are outside of our control. Factors that are difficult to predict and that could cause our operating results to fluctuate include: • the timing and magnitude of orders, shipments and acceptance of our products, including product returns, order rescheduling and cancellations by our customers; • our ability to control the costs of the parts and materials we use or to timely adopt subsequent generations of parts and materials; • our ability to control the costs of the development,** sales and ~~results~~ **distribution** of ~~operations for~~ our **products; • disruption in** ~~analytical reference standards and services segment depend on~~ our ~~customers' research~~ **supply chains, shipping logistics, component availability** and ~~development efforts and their~~ **related procurement costs; • our** ability to ~~obtain funding for these efforts. Our analytical reference standards and services segment customers include researchers at pharmaceutical and biotechnology companies, chemical and related companies, academic institutions, government laboratories and private foundations. Fluctuations in the research and development budgets of these researchers and their organizations could have a significant effect on the demand for our products. Our customers determine their research and development budgets based on several factors, including the need to~~ develop **, introduce and distribute** new products ~~, the availability of governmental~~ **or product enhancements that meet customer requirements** and **to effectively manage product transitions; • changes in** ~~other~~ -- **the** ~~funding, competition~~ **competitive dynamics** ~~and the general availability~~ of ~~resources. As we continue to expand~~ our ~~international operations, we expect research and development spending levels in~~ markets ~~outside of the United States will become increasingly important to us. Research and development budgets fluctuate due to changes in available resources~~ , ~~spending priorities~~ **including new entrants** , ~~general economic conditions, institutional and governmental budgetary limitations and mergers of pharmaceutical and biotechnology companies. Our business could be harmed by any significant decrease in life science and high technology research and development expenditures by our customers. In particular, a small portion of our sales has been to researchers whose funding is dependent on grants from government agencies such as the United States National Institute of Health, the National Science Foundation, the National Cancer Institute and similar agencies or organizations. Government funding of research and development is subject to the political process, which is often unpredictable. Other departments, such as Homeland Security or Defense, or general efforts to reduce the United States federal budget deficit could be viewed by the government as a higher priority. Any shift away from funding of life science and high technology research and development or delays surrounding the approval of governmental budget proposals may cause our customers to delay or forego purchases of our products and services, which could seriously damage our business. Some of our customers receive funds from approved grants at a particular time of year, many times set by government budget cycles. In the past, such grants have been frozen for extended periods or have otherwise become unavailable to various institutions without notice. The timing of the receipt of grant funds may affect the timing of purchase decisions by our customers and, as a result, cause fluctuations in our sales and operating results. We are subject to the following factors, among others, that may negatively affect our operating results: • the announcement or introduction of** new products **~~by~~ , ~~our~~ - or** ~~competitors~~ **discounting of product prices; • our ability to control or mitigate costs, including our operating expenses, to support business growth and our continued expansion** ; • our ability to upgrade and develop our systems and infrastructure to accommodate growth; • the **impact of inflation on labor and other** ~~decision by significant customers to reduce purchases; • increased~~ costs **, other adverse economic conditions including the impact** of **public health epidemics** ~~our~~ - **or pandemics** ~~raw materials or the development, sales and distribution of our products~~ ; • disputes and litigation; • our ability to attract and retain key personnel in a timely and cost- effective manner; • ~~technical difficulties~~ **information technology related costs, disruptions and hindrances** ; • **future** ~~the amount and timing of operating costs and capital expenditures relating to the expansion of our business, operations and infrastructure; •~~ regulation by federal, state or local governments; and • general economic conditions as well as economic conditions specific to the ~~nutraceutical~~ **dietary supplement** industry. **Our** ~~As a result of our limited operating history and the nature of the markets in which we compete, it is extremely difficult for us to make accurate forecasts. We have based our current and future expense levels largely on our investment plans and estimates of future events although certain of our expense levels are, to a large extent, fixed. Assuming our products reach the market, we may be unable to adjust spending in a timely manner to compensate for any unexpected revenue shortfall. Accordingly, any significant shortfall in revenues relative to our planned expenditures would have an immediate adverse effect on our business, results of~~

~~operations and financial condition. Further, as a strategic response to changes in the competitive environment, we may from time to time make certain pricing, service or marketing decisions that could have a material and adverse effect on our business, results of operations and financial condition. Due to the foregoing factors, our~~ revenues and operating results are and will remain difficult to forecast **due to the foregoing factors as the occurrence of any one of these factors could negatively affect our operating results in any particular quarter** . To achieve commercial success for our products, we must sell our product lines and / or technologies at favorable prices. In addition to being expensive, maintaining such a sales force is time- consuming. Qualified direct sales personnel with experience in the ~~natural products~~ **dietary supplement** industry are in high demand, and there can be no assurance that we will be able to hire or retain an effective direct sales team. Similarly, qualified independent sales representatives both within and outside the United States are in high demand, and we may not be able to build an effective network for the distribution of our product through such representatives. There can be no assurance that we will be able to enter into contracts with representatives on terms acceptable to us. Furthermore, there can be no assurance that we will be able to build an alternate distribution framework should we attempt to do so. We may also need to contract with third parties in order to market our products. To the extent that we enter into arrangements with third parties to perform marketing and distribution services, our product revenue could be lower and our costs higher than if we directly marketed our products. Furthermore, to the extent that we enter into co- promotion or other marketing and sales arrangements with other companies, any revenue received will depend on the skills and efforts of others, and we do not know whether these efforts will be successful. If we are unable to establish and maintain adequate sales, marketing and distribution capabilities, independently or with others, we will not be able to generate product revenue, and may not become profitable ~~. Our business could be negatively impacted by cyber security threats, including without limitation a material interruption to our operations, harm to our reputation, significant fines, penalties and liabilities, breach or triggering of data protection laws, privacy policies and data protection obligations, or a loss of customers or sales~~ . In the ordinary course of our business, we may collect, process, store and transmit proprietary, confidential and sensitive information, including personal information (including health information), intellectual property, trade secrets, and proprietary business information owned or controlled by ourselves or other parties. We use our data centers and our networks, and those of third parties, to store and access our proprietary business and other sensitive information. We and the third parties upon which we rely may face various cyber security threats, which are prevalent and continue to increase, including, without limitation, cyber security attacks to our information technology infrastructure and attempts by others to gain access to our proprietary or sensitive information and other similar threats. We rely upon third parties service providers and technologies to operate critical business systems to process confidential and personal information in a variety of contexts, including, without limitation, third- party providers of cloud- based infrastructure, employee email, and other functions. Our ability to monitor these third- party providers information security practices is limited, and these third- parties may not have adequate information security measures in place. Ransomware attacks, including those from organized criminal threat actors, nation- states and nation-state supported actors, are becoming increasingly prevalent and can lead to significant interruptions, delays, or outages in our operations, loss of data, loss of income, significant extra expenses to restore data or systems, reputational loss and the diversion of funds. Similarly, supply- chain attacks have increased in frequency and severity, and we cannot guarantee that third- parties and infrastructure in our supply chain or our third- party partners' supply- chains have not been compromised or that they do not contain exploitable defects or bugs that could result in a breach of or disruption to our information technology systems (including our products / services) or the third- party information technology systems that support us and our services. There may be additional cyber security threats as ~~most of~~ our employees **have the ability to** work from home, utilizing network connections outside of the Company premises. Any of the previously identified or similar threats could cause a security incident or other interruption and could result in unauthorized, unlawful, or accidental acquisition, modification, destruction, loss, alteration, encryption, disclosure of, or access to data. A security incident or other interruption could disrupt our ability (and that of third parties upon whom we rely) to provide our products and services. Despite our efforts to identify and remediate vulnerabilities, if any, in our information technology systems (including our products), our efforts may not be successful. Further, we may experience delays in developing and deploying remedial measures designed to address any such identified vulnerabilities. An actual or perceived cyber security incident could result in disrupted operations, including suspension of our clinical trial activities, lost opportunities, misstated financial data, liability for stolen assets or information, theft of our intellectual property, loss of data and other personally identifiable or sensitive information, increased costs arising from the implementation of additional security protective measures, litigation **(including class actions)** , reputational damage, government enforcement actions that could include investigations, fines, penalties, audits and inspections, additional reporting requirements and / or oversight, temporary or permanent bans on all or some processing of personal data (which could impact clinical trials), interruptions in our operations (including availability of data) financial loss, and other similar harms. Further, individuals, clinical trial participants or other relevant stakeholders could sue us for our actual or perceived failure to comply with our security obligations, including, without limitation, in class action litigation. We may expend significant resources, fundamentally change our business activities and practices, or modify our operations, including our clinical trial activities, or information technology in an effort to protect against security incidents and to mitigate, detect, and remediate actual and potential vulnerabilities. Additionally, some applicable federal, state and foreign laws may require companies to notify individuals **, government regulators, including state attorneys general, the U. S. Department of Health and Human Services Office of Civil Rights, the U. S. Securities and Exchange Commission, credit agencies and the media,** of security breaches involving particular personally identifiable information, which could result from breaches experienced by us or by our vendors, contractors, or organizations with which we have relationships. Notifications and follow- up actions related to a security breach are costly, and the disclosures or the failure to comply with such requirements could lead to adverse consequences and could impact our reputation or cause us to incur significant costs, including legal expenses and remediation costs. Any remedial costs or other liabilities related to security incidents may not be fully insured or indemnified by other

means. Our contracts may not contain limitations of liability; however, even where they do, there can be no assurance that limitations of liability in our contracts are sufficient to protect us from liabilities, damages, or claims related to our data privacy and security obligations. Although we maintain cyber insurance, we cannot be sure that our insurance coverage will be adequate or sufficient of protect us from or to mitigate liabilities arising out of our privacy and security practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay future claims. We may need to increase the size of our organization, and we can provide no assurance that we will successfully expand operations or manage growth effectively. Our increase in the scope and the scale of our product launches, including entrance into new markets, has resulted in significantly higher operating expenses for increased personnel and fees for regulatory approvals, among other expenses. As a result, we anticipate that our operating expenses will continue to increase. Expansion of our operations may also cause a significant demand on our management, finances and other resources. Our ability to manage the anticipated future growth, should it occur, will depend upon a significant expansion of our accounting and other internal management systems and the implementation and subsequent improvement of a variety of systems, procedures and controls. There can be no assurance that significant problems in these areas will not occur. Any failure to expand these areas and implement and improve such systems, procedures and controls in an efficient manner at a pace consistent with our business could have a material adverse effect on our business, financial condition and results of operations. There can be no assurance that our attempts to expand our marketing, sales, manufacturing and customer support efforts will be successful or will result in additional sales or profitability in any future period. As a result of the expansion of our operations and the anticipated increase in our operating expenses, as well as the difficulty in forecasting revenue levels, we expect to continue to experience significant fluctuations in our results of operations. The insurance industry has **previously and may again** become more selective in offering some types of coverage and we may not be able to obtain insurance coverage in the future. The insurance industry has ~~become more~~ **previously experienced periods of increased** ~~selective~~ **selectivity** in ~~offering some~~ **providing certain** types of **coverage** ~~insurance in recent years~~ , **including** ~~such as~~ product liability, **cyber** ~~product recall~~ , property **,** and directors ~~'~~ **'** and officers ~~'~~ **'** liability insurance. ~~Our~~ **It is possible that such trends may recur in the future. We** ~~current~~ **currently maintain** insurance ~~program is consistent~~ **coverage that aligns** with ~~both~~ our ~~past~~ **historical** ~~level~~ **levels** ~~of coverage~~ and ~~our~~ risk management policies. However, we cannot **guarantee the availability of** ~~assure you that we will be able to obtain~~ comparable insurance coverage on favorable terms, or at all, in the future. ~~Certain~~ **Furthermore, some** of our customers **,** as well as prospective customers ~~require~~ **, stipulate** that we maintain **specific** minimum levels of coverage for our products. ~~Lack of~~ **Failure to meet these required** coverage ~~or coverage below these minimum required~~ levels could **lead** ~~cause these customers~~ to ~~materially~~ -- **material** ~~change~~ **changes in** business terms or ~~to cease doing~~ **the potential loss of** business **relationships** ~~with us entirely~~ . We may bear financial risk if we underprice our contracts or overrun cost estimates. In cases where our contracts are structured as fixed price or fee- for- service with a cap, we bear the financial risk if we initially underprice our contracts or otherwise overrun our cost estimates. Such underpricing or significant cost overruns could have a material adverse effect on our business, results of operations, financial condition and cash flows. We depend on key personnel, the loss of any of which could negatively affect our business. ~~We~~ **Our business** ~~depend~~ **depends** greatly on the ~~services~~ **expertise and contributions** of **several key individuals, including** Robert Fried, Brianna Gerber and Heather Van Blarcom who are our Chief Executive Officer, Chief Financial Officer and Senior Vice President of Legal and Corporate Secretary, respectively. ~~We also depend greatly~~ **Additionally, we rely** on other ~~key employees~~ **critical team members** , including ~~key~~ **professionals in** scientific **research** and marketing ~~personnel~~ . **The development of our products** ~~In general, only highly qualified~~ and **services and** ~~trained scientists have~~ the ~~necessary~~ **effective marketing of our offerings necessitate individuals with specialized** skills ~~to develop our products~~ and ~~provide our services. Only marketing personnel with specific~~ experience ~~and knowledge in health care are able to effectively market our products~~ . **Moreover** ~~In addition~~ , ~~some of~~ **certain positions within** our **organization, such as those in** manufacturing, quality control, safety and compliance, information technology, sales **,** and e- commerce **,** ~~related positions~~ are highly technical ~~as well~~ **and require qualified personnel** . We ~~face intense~~ **operate within highly** ~~competition~~ **competitive markets, and the demand** for ~~these~~ **skilled** professionals ~~from~~ **in** our **industry is high.** ~~competitors~~ **Competitors** , customers, marketing partners **,** and other companies ~~throughout the~~ **in our** ~~industries~~ **industry** ~~in which we compete~~ **also seek these same talented individuals** . **Therefore** ~~Our success will depend~~ , ~~in part, upon~~ our ability to **succeed is intrinsically linked to our capacity to** attract and retain ~~additional~~ skilled personnel, which will ~~require~~ **necessitate** substantial ~~additional funds~~ **financial resources** . There can be no ~~assurance~~ **guarantee** that we will **successfully identify** ~~be able to find~~ and attract additional qualified employees or retain ~~any such personnel~~ **our existing team members** . ~~Our~~ **Any** inability to ~~hire~~ **recruit** qualified personnel, the loss of **key individuals'** services ~~of~~ **, including our executive officers,** ~~our~~ **or the potential loss of future executive officers or** key personnel, ~~or the loss of services of executive officers or key employees that may be hired in the future~~ may have a material and adverse effect on our business. We may not be successful in acquiring complementary businesses or products on favorable terms or entry into joint venture or similar arrangements. As part of our business strategy, we intend to consider acquisitions of similar or complementary businesses or products. No assurance can be given that we will be successful in identifying attractive acquisition candidates or completing acquisitions, joint ventures or other arrangements on favorable terms. In addition, any future acquisitions will be accompanied by the risks commonly associated with acquisitions. These risks include potential exposure to unknown liabilities of acquired companies or to acquisition costs and expenses, the difficulty and expense of integrating the operations and personnel of the acquired companies, the potential disruption to the business of the combined company and potential diversion of our management' s time and attention, the impairment of relationships with and the possible loss of key employees and clients as a result of the changes in management, the incurrence of amortization expenses and write-downs and dilution to the shareholders of the combined company if the acquisition is made for stock of the combined company. In addition, successful completion of an acquisition may depend on consents from third parties, including regulatory authorities and private parties, which consents are beyond our control. If we enter into future joint ventures or other collaborative

arrangements, disruptions in our relationships with our collaborators could also impact the success of our joint venture, and the anticipated benefits may not materialize. There can be no assurance that products, technologies or businesses of acquired companies will be effectively assimilated into the business or product offerings of the combined company or will have a positive effect on the combined company' s revenues or earnings. Further, the combined company may incur significant expense to complete acquisitions and to support the acquired products and businesses. Any such acquisitions may be funded with cash, debt or equity, which could have the effect of diluting or otherwise adversely affecting the holdings or the rights of our existing stockholders. If we experience a significant disruption in our information technology systems or if we fail to implement new systems and software successfully, our business could be adversely affected. We depend on information systems throughout our company, as well as those of our contractors, consultants, vendors and other third parties, to control our manufacturing processes, process orders, manage inventory, process and bill shipments and collect cash from our customers, respond to customer inquiries, contribute to our overall internal control processes, maintain records of our property, plant and equipment, and record and pay amounts due vendors and other creditors ~~. Most of our employees have been working remotely from home and we have depended on communication tools and remote connections to our information technology systems to conduct business virtually~~ . If we were to experience a prolonged disruption in our information systems that involve interactions amongst employees as well as with customers and suppliers, it could result in the loss of sales and customers and / or increased costs, which could adversely affect our overall business operation. We are subject to financial and operating covenants in our business financing agreement with Western Alliance Bank, as amended (Credit Agreement) and any failure to comply with such covenants, or obtain waivers in the event of non- compliance, could limit our borrowing availability under the Credit Agreement, resulting in our being unable to borrow under the Credit Agreement and materially adversely impact our liquidity. In addition, our operations may not provide sufficient cash to meet the repayment obligations of debt incurred under the Credit Agreement. The Credit Agreement contains affirmative and restrictive covenants, including covenants regarding delivery of financial statements, **the amount of cash maintained at Western Alliance Bank,** maintenance of inventory, payment of taxes, maintenance of insurance, dispositions of property, business combinations or acquisitions and incurrence of additional indebtedness, among other customary covenants, in each case subject to limited exceptions. There can be no assurance that we will be able to comply with the financial and other covenants in the Credit Agreement. Our failure to comply with these covenants could cause us to be unable to borrow under the Credit Agreement and may constitute an event of default which, if not cured or waived, could result in the acceleration of the maturity of any indebtedness then outstanding under the Credit Agreement, which would require us to pay all amounts then outstanding. If we are unable to repay those amounts, Western Alliance Bank could proceed against the collateral granted to them to secure that debt, which would seriously harm our business. Such an event could materially adversely affect our financial condition and liquidity. Additionally, such events of non-compliance could impact the terms of any additional borrowings and / or any credit renewal terms. Any failure to comply with such covenants may be a disclosable event and may be perceived negatively. Such perception could adversely affect the market price for our common stock and our ability to obtain financing in the future. Risks Related to Our Products Our dependence on a limited number of third- party suppliers or on a single supplier,and the challenges we may face in obtaining adequate supplies of raw materials,involve several risks,including limited control over pricing,availability, ~~health epidemics affecting the region of such suppliers (including the coronavirus),~~ quality and delivery schedules.We cannot be certain that our current suppliers will continue to provide us with the quantities of these raw materials that we require or satisfy our anticipated specifications and quality requirements ~~. Due to COVID- 19 and other worldwide macroeconomic conditions such as,but not limited to,geopolitical conflicts and unrest,labor shortages,port congestion,and government restrictions there may be delays in shipments from our suppliers~~ .Any supply interruption in limited or sole sourced raw materials could materially harm our ability to manufacture our products until a new source of supply,if any,could be identified and qualified.We may be unable to find a sufficient alternative supply channel in a reasonable time or on commercially reasonable terms.Any performance failure on the part of our suppliers could delay the development and commercialization of our products,or interrupt production of then existing products that are already marketed,which would have a material adverse effect on our business. ~~For example~~ **In particular** ,W.R.Grace & Co.-Conn.(Grace) is **our single source** ~~the exclusive manufacturer to us~~ for the supply of NR **.Our supply of NR is subject to periodic renewals and these renewals are not guaranteed.In January 2019,Grace was issued patents related to the crystalline form of NR chloride which limit our ability to find alternatives for supply if we are unable to further extend our agreement with Grace** .There is no guarantee that we will be able to continue to contract with Grace for the supply of NR,or that such terms will **be favorable to us.** We believe the ~~nutritional~~ **dietary** supplement market is highly dependent upon consumer perception regarding the safety, efficacy and quality of ~~nutritional~~ **dietary** supplements generally, as well as of products distributed specifically by us. Consumer perception of our products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, national media attention, social media and other publicity regarding the consumption of ~~nutritional~~ **dietary** supplements. We cannot assure you that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favorable to the ~~nutritional~~ **dietary** supplement market or any product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favorable than, or that question, such earlier research reports, findings or publicity could have a material adverse effect on the demand for our products and consequently on our business, results of operations, financial condition and cash flows. Our dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, if accurate or with merit, could have a material adverse effect on the demand for our products, the availability and pricing of our ingredients, and our business, results of operations, financial condition and cash flows. Further, adverse public reports or other media attention regarding the safety, efficacy and quality of ~~nutritional~~ **dietary** supplements in general, or our products specifically, or associating the consumption of ~~nutritional~~ **dietary** supplements with illness, could have such a material adverse effect. Even

media attention that is immaterial or inaccurate can have an impact on our sales or financial results if widely disseminated to our customers. Any such adverse public reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products appropriately or as directed and the content of such public reports and other media attention may be beyond our control. As a consumer product and ingredient supplier we market and manufacture products designed for human and animal consumption. We are subject to product liability claims if the use of our products is alleged to have resulted in injury. Our products consist of ingredients classified as dietary supplements, or natural health products, and, in most cases, are not subject to pre- market regulatory approval in the United States. ~~Some of our products contain innovative ingredients that do not have long histories of human consumption.~~ Previously unknown adverse reactions resulting from human consumption of these ingredients could occur. In addition, the products we sell are produced by third-party manufacturers. As a marketer of products manufactured by third parties, we also may be liable for various product liability claims for products we do not manufacture. We have, and may in the future, be subject to various product liability claims, including, among others, that our products include inadequate instructions for use or inadequate warnings concerning possible side effects and interactions with other substances. A product liability claim or class action litigation against us could result in increased costs and could adversely affect our reputation with our customers, which, in turn, could have a materially adverse effect on our business, results of operations, financial condition and cash flows. Our dependence on a limited number of..... terms will be favorable to us. We utilize ingredients and components for a number of our products from suppliers outside of the United States. Accordingly, the acquisition of these ingredients is subject to the risks generally associated with importing raw materials, including, among other factors, delays in shipments, changes in economic and political conditions, supply chain disruptions, quality assurance, health epidemics affecting the region of such suppliers ~~, including COVID- 19~~ , global instability, nonconformity to specifications or laws and regulations, tariffs, trade and / or labor disputes and foreign currency fluctuations. While we have a supplier certification program and audit and inspect our suppliers' facilities as necessary both in the United States and internationally, we cannot assure you that raw materials received from suppliers outside of the United States will conform to all specifications, laws and regulations. There have in the past been quality and safety issues in our industry with certain items imported from overseas. We may incur additional expenses and experience shipment delays due to preventative measures adopted by the U. S. governments, our suppliers and our company. We may never develop any additional products to commercialize. We have invested a substantial amount of our time and resources in developing various new products. Commercialization of these products will require additional development, clinical evaluation, regulatory approval, significant marketing efforts and substantial additional investment before they can provide us with any revenue. Despite our efforts, these products may not become commercially successful products for a number of reasons, including but not limited to: • we may not be able to obtain regulatory approvals for our products, or the approved indication may be narrower than we seek; • our products may not prove to be safe and effective in clinical trials; • we may experience delays in our development program; • any products that are approved may not be accepted in the marketplace; • we may not have adequate financial or other resources to complete the development or to commence the commercialization of our products or will not have adequate financial or other resources to achieve significant commercialization of our products; • we may not be able to manufacture any of our products in commercial quantities or at an acceptable cost; • rapid technological change may make our products obsolete; • we may be unable to effectively protect our intellectual property rights or we may become subject to claims that our activities have infringed the intellectual property rights of others; and • we may be unable to obtain or defend patent rights for our products. We may not be able to partner with others for technological capabilities and new products and services. Our ability to remain competitive may depend, in part, on our ability to continue to seek partners that can offer technological improvements and improve existing products and services that are offered to our customers. We are committed to attempting to keep pace with technological change, to stay abreast of technology changes and to look for partners that will develop new products and services for our customer base. We cannot assure prospective **or existing** investors that we will be successful in finding partners or be able to continue to incorporate new developments in technology, to improve existing products and services, or to develop successful new products and services, nor can we be certain that newly developed products and services will perform satisfactorily or be widely accepted in the marketplace or that the costs involved in these efforts will not be substantial. If we fail to maintain adequate quality standards for our products and services, our business may be adversely affected and our reputation harmed. Dietary supplement, nutraceutical, food and beverage, functional food, analytical laboratories, pharmaceutical and cosmetic customers are often subject to rigorous quality standards to obtain and maintain regulatory approval of their products and the manufacturing processes that generate them. A failure to maintain, or, in some instances, upgrade our quality standards to meet our customers' needs, could cause damage to our reputation and potentially result in substantial sales losses. If we experience product recalls, we may incur significant and unexpected costs, and our business reputation could be adversely affected. We may be exposed to product recalls and adverse public relations if our products are alleged to be mislabeled or to cause injury or illness, or if we are alleged to have violated governmental regulations. A product recall could result in substantial and unexpected expenditures, which would reduce operating profit and cash flow. In addition, a product recall may require significant management attention. Product recalls may hurt the value of our brands and lead to decreased demand for our products. Product recalls also may lead to increased scrutiny by federal, state or international regulatory agencies of our operations and increased litigation and could have a material adverse effect on our business, results of operations, financial condition and cash flows. Demand for our products and services are subject to the commercial success of our customers' products, which may vary for reasons outside our control. Even if we are successful in securing utilization of our products in a customer' s manufacturing process, sales of many of our products and services remain dependent on the timing and volume of the customer' s production, over which we have no control. The demand for our products depends on regulatory approvals and / or notifications and frequently depends on the commercial success of the customer' s supported product. Regulatory processes are complex, lengthy, expensive, and can often take years to complete. Our success depends significantly on our ability to

protect our proprietary rights to the technologies used in our products. We rely on patent protection, as well as a combination of copyright, trade secret and trademark laws and nondisclosure, confidentiality and other contractual restrictions to protect our proprietary technology, including our licensed technology. 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. For example, our pending United States and foreign patent applications may not issue as patents in a form that will be advantageous to us or may issue and be subsequently successfully challenged by others and invalidated. In addition, our pending patent applications include claims to material aspects of our products and procedures that are not currently protected by issued patents. Both the patent application process and the process of managing patent disputes can be time consuming and expensive. Competitors may be able to design around our patents or develop products which provide outcomes which are comparable or even superior to ours. Steps that we have taken to protect our intellectual property and proprietary technology, including entering into confidentiality agreements and intellectual property assignment agreements with some of our officers, employees, consultants and advisors, may not provide us with meaningful protection for our trade secrets or other proprietary information in the event of unauthorized use or disclosure or other breaches of the agreements. Furthermore, the laws of foreign countries may not protect our intellectual property rights to the same extent as do the laws of the United States. In the event a competitor infringes our licensed or pending patent or other intellectual property rights, enforcing those rights may be costly, uncertain, difficult and time consuming. Even if successful, litigation to enforce our intellectual property rights or to defend our patents against challenge could be expensive and time consuming and could divert our management' s attention. We may not have sufficient resources to enforce our intellectual property rights or to defend our patents rights against a challenge. The failure to obtain patents and / or protect our intellectual property rights could have a material and adverse effect on our business, results of operations and financial condition. We rely on our patents, patent applications, licenses and other intellectual property rights to give us a competitive advantage. Whether a patent is valid, or whether a patent application should be granted, is a complex matter of science and law, and therefore we cannot be certain that, if challenged, our patents, patent applications and / or other intellectual property rights would be upheld nor can we be certain we will prevail in an appeal. If one or more of those patents, patent applications, licenses and other intellectual property rights are invalidated, rejected or found unenforceable and we are unable to reverse that finding through an appeal, that could reduce or eliminate any competitive advantage we might otherwise have had. Third parties could, in the future, assert infringement or misappropriation claims against us with respect to products we develop. Whether a product infringes a patent or misappropriates other intellectual property involves complex legal and factual issues, the determination of which is often uncertain. Therefore, we cannot be certain that we have not infringed the intellectual property rights of others. There may be third- party patents or patent applications with claims to materials, formulations, methods of manufacture or methods for use related to the use or manufacture of our products, and our potential competitors may assert that some aspect of our product infringes their patents. Because patent applications may take years to issue, there also may be applications now pending of which we are unaware that may later result in issued patents upon which our products could infringe. There also may be existing patents or pending patent applications of which we are unaware upon which our products may inadvertently infringe. Any infringement or misappropriation claim could cause us to incur significant costs, place significant strain on our financial resources, divert management' s attention from our business and harm our reputation. If the relevant patents in such claim were upheld as valid and enforceable and we were found to infringe them, we could be prohibited from manufacturing or selling any product that is found to infringe unless we could obtain licenses to use the technology covered by the patent or are able to design around the patent. We may be unable to obtain such a license on terms acceptable to us, if at all, and we may not be able to redesign our products to avoid infringement, which could materially impact our revenue. A court could also order us to pay compensatory damages for such infringement, plus prejudgment interest and could, in addition, treble the compensatory damages and award attorney fees. These damages could be substantial and could harm our reputation, business, financial condition and operating results. A court also could enter orders that temporarily, preliminarily or permanently enjoin us and our customers from making, using, or selling products, and could enter an order mandating that we undertake certain remedial activities. Depending on the nature of the relief ordered by the court, we could become liable for additional damages to third parties. We are currently engaged in substantial and complex litigation with Elysium Health, Inc. and Elysium Health LLC (collectively," Elysium"), the outcome of which could materially harm our business and financial results. The litigation includes multiple complaints and counterclaims by us and Elysium in venues in California and New York, as well as a patent infringement complaint filed by the Company and Trustees of Dartmouth College. For further details on this litigation, please refer to Note ~~17~~ **16**, Commitments and Contingencies — Legal Proceedings in the Notes to the Consolidated Financial Statements, included in Item 8 of Part II of this Annual Report on Form 10- K. The litigation is substantial and complex, and it has caused and could continue to cause us to incur significant costs, as well as distract our management over an extended period. The litigation may substantially disrupt our business and we cannot assure you that we will be able to resolve the litigation on terms favorable to us. If we are unsuccessful in resolving the litigation on favorable terms to us, we may be forced to pay compensatory and punitive damages and restitution for any royalty payments that we received from Elysium, which payments could materially harm our business, or be subject to other remedies, including injunctive relief. We cannot predict the outcome of our litigation with Elysium, which could have any of the results described above or other results that could materially adversely affect our business. The prosecution and enforcement of patents licensed to us by third parties are not within our control. Without these technologies, our products may not be successful and our business would be harmed if the patents were infringed on or misappropriated without action by such third parties. We have obtained licenses from third parties for patents and patent application rights related to ingredients and / or the products we are developing, allowing us to use intellectual property rights owned by or licensed to these third parties. We do not control the maintenance, prosecution, enforcement or strategy for many of these patents or patent application rights and as such are dependent in part on the owners of the intellectual property rights to maintain their viability. If any third- party licensor is unable to successfully maintain, prosecute or enforce the

licensed patents and / or patent application rights related to our products, we may become subject to infringement or misappropriate claims or lose our competitive advantage. Without access to these technologies or suitable design- around or alternative technology options, our ability to conduct our business could be impaired significantly. We may be subject to damages resulting from claims that we, our employees, or our independent contractors have wrongfully used or disclosed alleged trade secrets of others. Some of our employees were previously employed at other dietary supplement, nutraceutical, food and beverage, functional food, analytical laboratories, pharmaceutical and cosmetic companies. We may also hire additional employees who are currently employed at other such companies, including our competitors. Additionally, consultants or other independent agents with which we may contract may be or have been in a contractual arrangement with one or more of our competitors. We may be subject to claims that these employees or independent contractors have used or disclosed such other party' s trade secrets or other proprietary information. Litigation may be necessary to defend against these claims. Even if we are successful in defending against these claims, litigation could result in substantial costs and be a distraction to our management. If we fail to defend such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. A loss of key personnel or their work product could hamper or prevent our ability to market existing or new products, which could severely harm our business. Risks Related to Regulatory Approval of Our Products and Other Government Regulations Governmental agencies throughout the world, including in the United States, strictly regulate the pharmaceutical, dietary supplement, food and cosmetic industries. Changes in regulation, such as a relaxation in regulatory requirements or the introduction of simplified drug approval procedures, or an increase in regulatory requirements that we **may** have difficulty satisfying or that make our services less competitive, could eliminate or substantially reduce the demand for our services. Also, if the government makes efforts to contain drug costs and pharmaceutical and biotechnology company profits from new drugs, or if health insurers were to change their practices with respect to reimbursements for pharmaceutical products, our customers may spend less, or reduce their spending on research and development. We collect, receive, store, process, use, generate, transfer, disclose, make accessible, protect and share personal information and other sensitive information, including but not limited to proprietary and confidential business information, trade secrets, intellectual property, information collected about patients in connection with clinical trials and sensitive third- party information necessary to operate our business, for legal and marketing purposes. Accordingly, we are, or may become, subject to numerous federal, state, local, and foreign data privacy and security laws, regulations, guidance and industry standards as well as external and internal privacy and security policies, contracts and other obligations that apply to the processing of personal data by us and on our behalf. The legal framework for the collection, use, safeguarding, sharing, transfer and other processing of information worldwide is rapidly evolving and may remain unsettled for the foreseeable future. Outside the United States, an increasing number of laws, regulations, and industry standards apply to data privacy and security. For example, the European Union' s General Data Protection Regulation (GDPR) and the United Kingdom' s GDPR (UK GDPR) imposes strict obligations on the processing of personal data, including, without limitation, ~~and~~ personal health data. The GDPR and UK GDPR set out extensive compliance requirements, including providing detailed disclosures about how personal data is collected and processed, demonstrating that an appropriate legal basis is in place or otherwise exists to justify data processing activities; granting new rights for data subjects in regard to their personal data, as well as enhancing pre- existing rights (e. g., data subject access requests); requiring the appointment of a data protection officer in certain circumstances; mandating the appointment of representatives in the United Kingdom and / or the EEA in certain circumstances; introducing **new data transfer frameworks such as the EU- U. S. Data Privacy Framework and the U. K. – U. S. Data Bridge, introducing** the obligation to notify data protection regulators or supervisory authorities (and in certain cases, affected individuals) of significant data breaches; imposing limitations on retention of personal data; maintaining a record of data processing; and complying with the principle of accountability and the obligation to demonstrate compliance through policies, procedures, training and audit. ~~The processing of sensitive personal data, such as health information, impose heightened compliance burdens under the GDPR and the UK Data Protection Act and is a topic of active interest among foreign regulators. Moreover, the GDPR and the UK Data Protection Act increase obligations with respect to clinical trials conducted in the EU and the UK by expanding the definition of personal data to include coded data and requiring changes to informed consent practices and more detailed notices for clinical trial participants and investigators.~~ Legal developments in Europe have created complexity and uncertainty regarding transfers of personal data from the European Economic Area, or EEA, to the United States. ~~On July 16, 2020, in a case known as Schrems II, the Court of Justice of the European Union, or CJEU, invalidated the EU- US Privacy Shield Framework under which personal data could be transferred from the EEA to U. S. entities who had self- certified under the Privacy Shield scheme. While the CJEU upheld the adequacy of the Standard Contractual Clauses (a standard form of contract approved by the European Commission as an adequate personal data transfer mechanism, and potential alternative to the Privacy Shield), it made clear that reliance on them alone may not necessarily be sufficient in all circumstances. Use of the standard contractual clauses must now be assessed on a case- by- case basis taking into account the legal regime applicable in the destination country, in particular applicable surveillance laws and rights of individuals and additional measures and / or contractual provisions may need to be put in place. Additionally, new Standard Contractual Clauses that repealed the Standard Contractual Clauses adopted under the Data Protection Directive were adopted on June 4, 2021 by the European Commission.~~ We **continue to execute** ~~thus are still in the process of updating all our~~ contracts ~~entailing~~ **involving** the transfer of personal data outside of the European Economic Area with **the** ~~this new~~ Standard Contractual Clauses **in the ordinary course** . As supervisory authorities issue further guidance on personal data export mechanisms, including ~~on~~ **updates to** the ~~new~~ Standard Contractual Clauses, and / or start taking enforcement action, we could suffer additional costs, complaints and / or regulatory investigations or fines, and / or if we or third parties we work with are otherwise unable to transfer personal data between and among countries and regions in which **we** ~~clinical trials of our products are conducted~~ -- **conduct** , ~~it could affect our~~ business. ~~The President of the United States and the President of the European Commission announced on March 25, 2022 that they had reached an agreement in principle for a Trans- Atlantic Data Privacy~~

~~Framework, which would allow personal data to flow freely and safely between the EU and participating U. S. companies. On October 7, 2022, the President of the United States signed an Executive Order directing the steps that the United States will take to implement the U. S. commitments under the European Union- U. S. Data Privacy Framework (EU- U. S. DPF). The Executive Order includes the adoption, by the United States, of a new set of rules and binding safeguards to limit access to data by U. S. intelligence authorities and procedures to ensure effective oversight of new privacy and civil liberties standards, as well as the implementation of a new two- tier redress system to investigate and resolve complaints by European citizens on access of data by U. S. Intelligence authorities. The Executive Order further calls on the Privacy and Civil Liberties Oversight Board to review Intelligence Community policies and procedures to ensure that they are consistent with the Executive Order and to conduct an annual review of the redress process. In connection with the signing of this Executive Order and the directives contained therein, the European Commission has the basis to adopt an adequacy decision, which involves a proposal from the European Commission, an opinion of the European Data Protection Board, an approval from representatives of EU countries, and the adoption of the decision by the European Commission. Accordingly, the new Trans- Atlantic Data Privacy Framework may not be adopted in a near future and thus, the transfer of personal data from the EU to the United States still entail in- depth legal analysis and heavy paperwork requirements until then. Relatedly, following~~ **Following** the United Kingdom' s withdrawal from the EEA and the EU, we also have to comply with the UK- specific requirements related to data protection, including with respect to transfer of personal data outside of the UK, which increases our regulatory compliance burden. The UK updated its transfer mechanism and we **continue** ~~will need~~ to **execute** ~~update all of our~~ contracts ~~entailing~~ **involving** the transfer of personal data outside of the United Kingdom with ~~this~~ **the** new UK- specific transfer tools **in the ordinary course** . If we cannot implement a valid compliance mechanism for cross- border data transfers, we may face increased exposure to regulatory actions, substantial fines, and injunctions against processing or transferring personal data from Europe or elsewhere. The inability to import personal data to the United States could significantly and negatively impact our business operations, including by limiting our ability to collaborate with parties that are subject to European and other data privacy and security laws; or requiring us to increase our personal data processing capabilities and infrastructure in Europe and / or elsewhere at significant expense. Additionally, in the United States, federal, state, and local governments have enacted numerous data privacy and security laws, including data breach notification laws, personal data privacy laws, and consumer protection laws. ~~The California Consumer Privacy Act of 2018 (CCPA) imposes obligations including, but not limited to, providing specific disclosures in privacy notices and affording California residents certain rights related to their personal data with statutory fines for noncompliance. The California Privacy Rights Act of 2020 (CPRA), effective January 1, 2023, will among other changes, establish a new California Privacy Protection Agency to implement and enforce the CPRA, which could increase the risk of an enforcement action. Other states have enacted data privacy laws. For example, Virginia passed the Consumer Data Protection Act, Colorado passed the Colorado Privacy Act, Connecticut passed the Connecticut Data Privacy Act and Utah passed the Utah Consumer Privacy Act all four of which differ from the CPRA and become effective in 2023.~~ Each of these state laws adds potential compliance and risk for us with respect to data necessary to operate our business. A United States federal privacy bill advanced to the U. S. House of Representatives on July 20, 2022, which has been amended as of December 30, 2022, and recommended for passage as law, would establish new requirements for how companies handle personal data, including information that identifies or is reasonably linked to an individual, such as our consumers. If this bill becomes law, we may be required to implement certain security practices to protect and secure personal data against unauthorized access, and we may be subject to further requirements for complying with this requirement if the FTC issues related regulations. Additionally, if we become subject to new data privacy laws, at the state level, the risk of enforcement action against us could increase because we may become subject to additional obligations, and the number of individuals or entities that can initiate actions against us may increase (including individuals, via a private right of action, and state actors). Other data privacy and security laws have been proposed at the federal, state, and local levels in recent years, which could further complicate compliance efforts. Our obligations related to data privacy and security are quickly changing in an increasingly stringent fashion, creating some uncertainty as to the effective future legal framework. Additionally, these obligations may be subject to differing applications and interpretations, which may be inconsistent or in conflict among jurisdictions. Preparing for and complying with these obligations requires us to devote significant resources (including, without limitation, financial and time- related resources). These obligations may necessitate changes to our information technologies, systems, and practices and to those of any third parties that process personal data on our behalf. In addition, these obligations may require us to change our business model. Collectively, these laws may increase our compliance costs and potential liability. Although we endeavor to comply with our published policies, other documentation, and all applicable privacy and security laws, we may at times fail to do so or may be perceived to have failed to do so. Moreover, despite our efforts, our personnel or third parties upon whom we rely may fail to comply with such obligations, which could negatively impact our business operations and compliance posture. For example, any failure by a third- party processor to comply with applicable law, regulations, or contractual obligations could result in adverse effects, including inability to operate our business and proceedings against us by governmental entities or others. If we fail, or are perceived to have failed, to address or comply with obligations related to data privacy and security, we could face government enforcement actions that could include investigations, fines, penalties, audits and inspections; additional reporting requirements and / or oversight; temporary or permanent bans on all or some processing of personal data; orders to destroy or not use personal data; and imprisonment of company officials. Further, individuals or other relevant stakeholders could sue us for our actual or perceived failure to comply with our data privacy and security obligations, including, without limitation, in class action litigation. Any of these events could have a material adverse effect on our reputation, business, or financial condition, and could lead to a loss of actual or prospective customers, collaborators or partners; result in an inability to process personal data or to operate in certain jurisdictions; limit our ability to develop or commercialize our products; or require us to revise or restructure our operations. Moreover, such suits, even if we are not found liable, could be expensive and time- consuming to defend and

could result in adverse publicity that could harm our business or have other material adverse effects. Additionally, we expect that there will continue to be new proposed laws and regulations concerning data privacy and security, and we cannot yet determine the impact such future laws, regulations and standards may have on our business. We are subject to regulation by various federal, state and foreign agencies that require us to comply with a wide variety of regulations, including those regarding the manufacture of products, advertising and product label claims, the distribution of our products and environmental matters. Failure to comply with these regulations could subject us to fines, penalties and additional costs. Some of our operations are subject to regulation by various United States federal agencies and similar state and international agencies, including the Department of Commerce, the FDA, the FTC, the Department of Transportation and the Department of Agriculture. These regulations govern a wide variety of product activities, from design and development to labeling, manufacturing, handling, sales and distribution of products. If we fail to comply with any of these regulations, we may be subject to fines or penalties, have to recall products and / or cease their manufacture and distribution, which would increase our costs and reduce our sales. We are also subject to various federal, state, local and international laws and regulations that govern the handling, transportation, manufacture, use and sale of substances that are or could be classified as toxic or hazardous substances. Some risk of environmental damage is inherent in our operations and the products we manufacture, sell, or distribute. In addition, we may incur substantial costs in order to comply with current or future environmental, health and safety laws and regulations. Current or future environmental laws and regulations may impair our research, development or production efforts. In addition, failure to comply with these laws and regulations may result in substantial fines, penalties or other sanctions. Any failure by us to comply with the applicable government regulations could also result in product recalls or impositions of fines and restrictions on our ability to carry on with or expand in a portion or possibly all of our operations. If we fail to comply with any or all of these regulations, we may be subject to fines or penalties, have to recall products and / or cease their manufacture and distribution, which would increase our costs and reduce our sales. Government regulations of our customer' s business are extensive and are constantly changing. Changes in these regulations can significantly affect customer demand for our products and services. The process by which our customers' industries are regulated is controlled by government agencies and depending on the market segment can be very expensive, time consuming, and uncertain. Changes in regulations or the enforcement practices of current regulations could have a negative impact on our customers and, in turn, our business. At this time, it is unknown how the FDA will interpret and to what extent it will enforce Good Manufacturing Practices, and other regulations that will likely affect many of our customers. These uncertainties may have a material impact on our results of operations, as lack of enforcement or an interpretation of the regulations that lessens the burden of compliance for the dietary supplement marketplace may cause a reduced demand for our products and services. **Changes** ~~If we should~~ in **government regulation related** ~~the future become required~~ to ~~obtain~~ regulatory ~~approval~~ **approvals** to market and sell our goods ~~we will not be able~~ **could adversely affect our ability** to generate ~~any~~ revenues ~~until such approval is received~~. The ~~nutraceutical industry~~ **industries** ~~is~~ **within which we operate are** subject to stringent **and constantly evolving** ~~regulation~~ **regulations** by a wide range of authorities **worldwide** . **We** ~~While we~~ believe ~~that, given~~ our **products** ~~present business, we~~ are **following all applicable** ~~not currently required to obtain regulatory~~ **regulations in those jurisdictions within which** ~~approval to market our goods because, among other things, we do not (i) produce or market any clinical devices or other products, or (ii) sell any medical products or services to the~~ **they** ~~customer, we~~ **are sold or marketed. We** cannot predict ~~whether~~ **how** ~~regulatory~~ **regulations** ~~clearance~~ will ~~be required~~ **evolve or what new requirements may arise** in the future and, if so, whether **or how** such **changes may affect** ~~clearance will at such time be obtained for~~ any products that we are developing or may attempt to develop. ~~Should such~~ **Depending on how** ~~regulatory~~ **regulations evolve** ~~approval in the future be required~~, our goods may be suspended or may not be able to be marketed and sold in the United States **or in other markets** until we have ~~completed the~~ **achieved appropriate** regulatory **compliance** ~~clearance process~~ as and if implemented by the FDA **or other regulatory body. In certain markets and product categories, regulatory approval is a prerequisite for marketing and selling our products. These markets and categories may require adherence to specific regulatory standards, and any failure to obtain or maintain necessary approvals or changes in requirements in these regions could adversely impact our ability to sell our goods there** . Satisfaction of regulatory requirements ~~typically~~ **may** ~~takes~~ **take** many years, is dependent upon the type, complexity and novelty of the product or service and would require the expenditure of substantial resources. If regulatory clearance of a good that we propose to market and sell is granted, this clearance may be limited to those particular **countries,** states and conditions for which the good is demonstrated to be safe and effective, which ~~would~~ **could** limit our ability to generate revenue. We cannot ensure that any good that we develop will meet all of the applicable regulatory requirements needed to receive marketing clearance. Failure to obtain regulatory approval will prevent commercialization of our goods where such clearance is necessary. There can be no assurance that we will obtain regulatory approval of our proposed goods that may require it. The market price of our common stock could fluctuate significantly in response to various factors and events, including, but not limited to: • our ability to develop and commercialize our products; • our ability to integrate operations, technology, products and services; • our ability to execute our business plan; • our operating results are below expectations; • our issuance of additional securities, including debt or equity or a combination thereof,; • announcements of technological innovations or new products by us or our competitors; • acceptance of and demand for our products by consumers; • media coverage or social media attention regarding our industry or us; • litigation, arbitration, or other adverse non- judicial proceedings; • disputes with or our inability to collect from significant customers; • loss of any strategic relationship; • industry developments, including, without limitation, changes in healthcare policies or practices; • economic and other external factors, including effects of ~~the COVID- 19 pandemic,~~ inflationary pressures or higher interest rates; • reductions in purchases from our large customers; • sales of our common stock by us, our insiders or other stockholders; • short positions, hedging, or other transactions in our securities; • period- to- period fluctuations in our financial results; and • whether an active trading market in our common stock develops and is maintained. In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular

companies. These market fluctuations may also materially and adversely affect the market price of our common stock. We have never paid cash dividends on our capital stock and do not anticipate paying cash dividends on our capital stock in the foreseeable future. The payment of dividends on our capital stock will depend on our earnings, financial condition and other business and economic factors affecting us at such time as the board of directors may consider relevant. If we do not pay dividends, our common stock may be less valuable because a return on your investment will only occur if the common stock price appreciates. As of December 31, ~~2022~~ **2023**, we had outstanding options for an aggregate of approximately ~~10~~ **11**. ~~4~~ **6** million shares of common stock at a weighted average exercise price of $ ~~4~~ **3**. ~~21~~ **68** per share and approximately 0. ~~7~~ **6** million of unvested restricted stock units. The holders may sell many of these shares in the public markets from time to time, without limitations on the timing, amount or method of sale. As and when our stock price rises, if at all, more outstanding options will be in- the- money and the holders may exercise their options and sell a large number of shares. This could cause the market price of our common stock to decline ~~. We have a limited operating history in China, and we face risks with respect to conducting business in connection with our joint venture in China due to certain legal, political, economic and social uncertainties relating to China~~. During fiscal year 2022, we entered into an agreement to form a joint venture to expand the Company' s market strategy to include opportunities in Mainland China and its territories, excluding Hong Kong, Macau and Taiwan. Operating activity under the joint venture was not material during the year ended December 31, ~~2022~~ **2023**. Our participation in the joint venture in China is subject to general, as well as industry- specific, economic, political and legal developments and risks in China ~~. Disruptions in our relationships with our collaborators could also impact the success of our joint venture, and the anticipated benefits may not materialize~~. The Chinese government exercises significant control over the Chinese economy, including but not limited to, controlling capital investments, allocating resources, setting monetary policy, controlling and monitoring foreign exchange rates, implementing and overseeing tax regulations, providing preferential treatment to certain industry segments or companies and issuing necessary licenses to conduct business. In addition, we could face additional risks resulting from changes in China' s data privacy and cybersecurity requirements. Accordingly, any adverse change in the Chinese economy, the Chinese legal system or Chinese governmental, economic or other policies could have a material adverse effect on our joint venture in China and our prospects generally. We face additional risks in China due to China' s historically limited recognition and enforcement of contractual and intellectual property rights. We may experience difficulty enforcing our intellectual property rights in China. Unauthorized use of our technologies and intellectual property rights by partners or competitors may dilute or undermine the strength of our brands. If we cannot adequately monitor the use of our technologies and products **,** or enforce our intellectual property rights in China or contractual restrictions relating to use of our intellectual property by Chinese companies, our revenue could be adversely affected. Our joint venture will be subject to laws and regulations applicable to foreign investment in China. There are uncertainties regarding the interpretation and enforcement of laws, rules and policies in China. Because many laws and regulations are relatively new, the interpretations of many laws, regulations and rules are not always uniform. Moreover, the interpretation of statutes and regulations may be subject to government policies reflecting domestic political agendas. Enforcement of existing laws or contracts based on existing law may be uncertain and sporadic. As a result of the foregoing, it may be difficult for us to obtain swift or equitable enforcement of laws ostensibly designed to protect companies like ours, which could have a material adverse effect on our business and results of operations. There is no guarantee that we will be able to successfully launch our joint venture ~~. The COVID- 19 pandemic has previously adversely affected portions of our business and could have a material adverse effect on our financial condition and results of operations. Authorities in jurisdictions where we operate, or in which our suppliers, customers, or others operate, have imposed, and businesses and individuals have implemented, varied measures to try to manage or contain the virus or treat its impact, such as travel bans and restrictions, quarantines, shelter- in- place / stay- at- home and social distancing orders, shutdowns, and vaccine requirements. These measures have impacted and may further impact our workforce and operations, the operations and demands of our customers, and those of our respective suppliers and partners. Restrictions on our operations or workforce, similar limitations for our suppliers, and transportation restrictions or disruptions can limit our ability to meet customer demand and could have a material adverse effect on our financial condition and results of operations. We have experienced, and may in the future experience, delays due to global components and packaging shortages for our consumer products across our supply chain which can result in delayed, reduced, or cancelled orders and which may adversely affect our results of operations. The pandemic caused us to modify our business practices, including with respect to flexible work and social distancing measures. These and other measures introduce additional operational risks, including cybersecurity risks, and have affected the way we conduct our day- to- day activities, which could have a material adverse effect on our operations. The pandemic has also previously resulted in substantial economic uncertainty, volatility and instability in the credit and financial markets. This economic environment may result in reduced consumer and investor confidence and reduced business and consumer spending. The result of which could adversely affect our results of operations by limiting our ability to secure future financing and reduce our sales, margins and / or net income. Further, any reduced demand for our products due to potential declines in consumer spending could lead to declines in our production volumes which may negatively impact any economies of scale we previously benefited from. The degree to which COVID- 19 impacts our results will depend on future developments, and there is no certainty that measures we have taken or will take will be sufficient to mitigate the risks posed by the virus. Additional impacts and risks may arise that we or our customers, suppliers, and other partners are not aware of or able to respond to effectively, and which may adversely affect us. The impact of COVID- 19 or outbreak of any other epidemic or infectious disease can also exacerbate other risks discussed in these risk factors and throughout this report~~. Our ability to use our net operating loss (NOL) carryforwards and certain other tax attributes may be limited. Our federal net operating losses (NOLs) generated in taxable years beginning on or prior to December 31, 2017 could expire unused. Under current law, federal NOLs incurred in taxable years beginning after December 31, 2017, may be carried forward indefinitely, but the deductibility of such federal NOLs in tax years beginning after December 31, ~~2020~~ **2017**, is limited to 80 % of taxable income. It is uncertain if and

to what extent various states will conform to federal tax laws. In addition, under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, and corresponding provisions of state law, if a corporation undergoes an " ownership change, " which is generally defined as a greater than 50 % change (by value) in its equity ownership over a three- year period, the corporation' s ability to use its pre- change NOL carryforwards and other pre- change tax attributes (such as research tax credits) to offset its post- change income or taxes may be limited. We may experience ownership changes in the future as a result of subsequent shifts in our stock ownership, some of which may be outside of our control. As a result, if we earn net taxable income, our ability to use our pre- ownership change NOL carryforwards to offset U. S. federal taxable income may be subject to limitations, which could potentially result in increased future tax liability to us. In addition, at the state level, there may be periods during which the use of NOLs is suspended or otherwise limited, which could accelerate or permanently increase state taxes owed. Our bylaws, as amended (Bylaws) provide that the Court of Chancery of the State of Delaware is the exclusive forum for certain disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees. Our Bylaws provide that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors or officers to our company or our stockholders, (iii) any action asserting a claim against our company arising pursuant to any provision of the Delaware General Corporation Law or our amended and restated certificate of incorporation or Bylaws, or (iv) any action asserting a claim against our company governed by the internal affairs doctrine. This choice of forum provision may limit a stockholder' s ability to bring certain claims in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, other employees or stockholders, which may discourage lawsuits with respect to such claims, although our stockholders will not be deemed to have waived our compliance with federal securities laws and the rules and regulations thereunder. While the Delaware courts have determined that such choice of forum provisions are facially valid and several state trial courts have enforced such provisions, there is no guarantee that courts of appeal will affirm the enforceability of such provisions and a stockholder may nevertheless seek to bring a claim in a venue other than that designated in the exclusive forum provision. If a court were to find this choice of forum provision to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could adversely affect our business and financial condition. The stock market **has** ~~in general, and the stocks of early- stage companies in particular, have~~ experienced extreme price and volume fluctuations. These fluctuations have often been unrelated or disproportionate to the operating performance of the companies involved. If these fluctuations occur in the future, the market price of our shares could fall regardless of our operating performance. In the past, following periods of volatility in the market price of a particular company' s securities, securities class action litigation has often been brought against that company. If the market price or volume of our shares suffers extreme fluctuations, then we may become involved in this type of litigation, which would be expensive and divert management' s attention and resources from managing our business. As a public company, we may also from time to time make forward- looking statements about future operating results and provide some financial guidance to the public markets. Projections may not be made in a timely manner, or we might fail to reach expected performance levels and could materially affect the price of our shares. Any failure to meet published forward- looking statements that adversely affect the stock price could result in losses to investors, stockholder lawsuits or other litigation, sanctions or restrictions issued by the Securities and Exchange Commission. Our failure to establish and maintain effective internal control over financial reporting could result in material misstatements in our financial statements, our failure to meet our reporting obligations and cause investors to lose confidence in our reported financial information, which in turn could cause the trading price of our common stock to decline. Maintaining effective internal control over financial reporting is necessary for us to produce reliable and timely financial statements and disclosures. If we identify material weaknesses in our internal controls and / or fail to establish and maintain effective controls and procedures and internal control over financial reporting it could result in material misstatements in our financial statements and / or a failure to meet our reporting and financial obligations, each of which could have a material adverse effect on our financial condition and the trading price of our common stock. The SEC has proposed **a new rule regarding climate change that, if adopted, requires significant new disclosure obligations of us and requires us to update and develop our controls to accommodate these new obligations. Companies across many industries are facing increased scrutiny, including by consumers, investors, employees and other stakeholders, as well as by governmental and non- governmental organizations surrounding environmental, social and governance (ESG) practices. This increased scrutiny and changing expectations with respect to the Company' s ESG practices as well as new rules and regulations may result in additional costs or risks. The SEC has proposed** new rules regarding climate change ~~and cybersecurity~~ that, if adopted, require significant new disclosure obligations of us and require us to update and develop our controls to accommodate these new obligations **. Standards and research regarding ESG practices could change as a result of these rules. In addition, the State of California recently passed the Climate Corporate Data Accountability Act and the Climate- Related Financial Risk Act that will impose broad climate- related disclosure obligations on certain companies doing business in California, starting in 2026. New or revised laws and regulations or new interpretations of existing laws and regulations, such as those related to climate change, could affect the operation of our properties or result in significant additional expense and restrictions on our business operations. If we are unable to satisfy such new criteria, investors may conclude that our policies with respect to corporate responsibility are inadequate. We risk damage to our brand and reputation in the event that our corporate responsibility procedures or standards do not meet the standards set by various constituencies, which could lead to the loss of existing or potential customers and reduced sales. There can be no assurance that investors or other constituents will not publicly advocate for us to not make corporate governance changes or engage in corporate actions and responding to challenges could be costly and time consuming. Developing and achieving ESG initiatives may result in increased costs in our supply chain,**

**fulfillment, and / or corporate business operations, and could deviate from our initial estimates and have a material adverse effect on our business and financial condition. Furthermore, if our competitors' corporate responsibility performance is perceived to be greater than ours, potential or current investors may elect to invest with our competitors instead. Investor advocacy groups, certain institutional investors, investment funds and other influential investors are increasingly focused on ESG practices and in recent years have placed increasing importance on the non- financial impacts of their investments. Topics taken into account in such assessments include, among others, the company' s efforts and impacts on climate change and human rights, ethics and compliance with law and the role of the Company' s board of directors in supervising various sustainability issues. In light of investors' and other stakeholders' increased focus on ESG matters, there can be no certainty that we will manage such issues successfully, or that we will successfully meet our investors' or society' s ESG expectations. While our mission is to promote healthy aging, if our ESG practices do not meet investor or other industry stakeholder expectations, which continue to evolve, we may incur additional costs and our brand' s ability to attract and retain qualified employees and business may be harmed** . Changes in tax laws or regulations that are applied adversely to us or our customers may have a material adverse effect on our business, cash flow, financial condition or results of operations. New income, sales, use or other tax laws, statutes, rules, regulations or ordinances could be enacted at any time, which could adversely affect our business operations and financial performance. Further, existing tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified or applied adversely to us. For example, the Biden administration and Congress have proposed various U. S. federal tax law changes, which if enacted could have a material impact on our business, cash flows, financial condition or results of operations. In addition, it is uncertain if and to what extent various states will conform to federal tax laws. Future tax reform legislation could have a material impact on the value of our deferred tax assets, could result in significant one- time charges, and could increase our future U. S. tax expense. Our shares of common stock may be thinly traded, so you may be unable to sell at or near ask prices or at all. We cannot predict the extent to which an active public market for our common stock will develop or be sustained. This situation may be attributable to a number of factors, including the fact that we are a small company that is relatively unknown to stock analysts, stock brokers, institutional investors and others in the investment community who generate or influence sales volume, and that even if we came to the attention of such persons, they tend to be risk averse and would be reluctant to follow an unproven company such as ours or purchase or recommend the purchase of our shares until such time as we have become more seasoned and viable. As a consequence, there may be periods of several days or weeks when trading activity in our shares is minimal or non- existent, as compared to a seasoned issuer which has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. We cannot assure you that a broader or more active public trading market for our common stock will develop or be sustained, or that current trading levels will be sustained or not diminish. Stockholders may experience significant dilution if future equity offerings are used to fund operations or acquire complementary businesses. If future operations or acquisitions are financed through the issuance of additional equity securities, stockholders could experience significant dilution. Securities issued in connection with future financing activities or potential acquisitions may have rights and preferences senior to the rights and preferences of our common stock. In addition, the issuance of shares of our common stock upon the exercise of outstanding options or warrants may result in dilution to our stockholders. ~~Environmental, social and governance matters may impact our business and reputation. Companies across many industries are facing increased scrutiny, including by consumers, investors, employees and other stakeholders, as well as by governmental and non- governmental organizations surrounding environmental, social and governance (ESG) practices. This increased scrutiny and changing expectations with respect to the Company' s ESG practices as well as new rules and regulations may result in additional costs or risks. The SEC has proposed new rules regarding climate change that, if adopted, require significant new disclosure obligations of us and require us to update and develop our controls to accommodate these new obligations. Standards and research regarding ESG practices could change as a result of these rules. If we are unable to satisfy such new criteria, investors may conclude that our policies with respect to corporate responsibility are inadequate. We risk damage to our brand and reputation in the event that our corporate responsibility procedures or standards do not meet the standards set by various constituencies, which could lead to the loss of existing or potential customers and reduced sales. There can be no assurance that investors or other constituents will not publicly advocate for us to not make corporate governance changes or engage in corporate actions and responding to challenges could be costly and time consuming. Developing and achieving ESG initiatives may result in increased costs in our supply chain, fulfillment, and / or corporate business operations, and could deviate from our initial estimates and have a material adverse effect on our business and financial condition. Furthermore, if our competitors' corporate responsibility performance is perceived to be greater than ours, potential or current investors may elect to invest with our competitors instead. Investor advocacy groups, certain institutional investors, investment funds and other influential investors are increasingly focused on ESG practices and in recent years have placed increasing importance on the non- financial impacts of their investments. Topics taken into account in such assessments include, among others, the company' s efforts and impacts on climate change and human rights, ethics and compliance with law and the role of the Company' s board of directors in supervising various sustainability issues. In light of investors' and other stakeholders' increased focus on ESG matters, there can be no certainty that we will manage such issues successfully, or that we will successfully meet our investors' or society' s ESG expectations. While our mission is to promote healthy aging, if our ESG practices do not meet investor or other industry stakeholder expectations, which continue to evolve, we may incur additional costs and our brand' s ability to attract and retain qualified employees and business may be harmed.~~