Risk Factors Comparison 2025-04-15 to 2024-06-06 Form: 10-K

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

● We have a substantial amount of intangible assets, and we have been, and may in the future be. required to write down the value of our intangible assets due to impairment, which could have a material adverse effect on our business, financial condition and results of operations. ● Recent and future management changes and any inability to attract and retain qualified management and other key personnel, could impair our ability to implement our business plan and materially adversely impact our business, results of operations and financial condition. ● Our **future success depends in large part on the continued participation in the** business **of Seamus Lagan, our Chief Executive Officer, which cannot be assured or guaranteed. ● We may expand operations abroad where we have limited operating experience and where we may be subject to increased regulatory risks and local competition. If we are unsuccessful in efforts to expand internationally, our business may be harmed. Risks Related to Our Healthcare Operations ● Our results of operations may be adversely affected if the Patient Protection and Affordable Care Act (" ACA ") is repealed, replaced or otherwise changed. ● Healthcare plans have taken steps to control the utilization and reimbursement of healthcare services. ● Some of our operations are** subject to ~~numerous risks~~ **federal and state laws prohibiting " kickbacks " and other laws designed to prohibit payments for referrals and eliminate healthcare fraud. ● We conduct our business in a heavily regulated industry and changes in regulations or violations of regulations could, directly or indirectly, harm our operating results and financial condition. ● Failure to comply with complex federal and state laws and regulations related to submission of claims for services can result in significant monetary damages and penalties and exclusion from the Medicare and Medicaid programs. ● Our facilities are subject to potential claims for professional liability, including existing or potential claims based on the acts or omissions of third parties, which claims may not be covered by insurance. ● Our success depends on our ability to attract and retain qualified healthcare professionals. A shortage of qualified healthcare professionals could weaken our ability to deliver healthcare services. ● A significant portion of our net revenues is dependent on Medicare and Medicaid payments and possible reductions in Medicare or Medicaid payments or the implementation of other measures to reduce reimbursements may reduce our revenues. ● Failure to timely or accurately bill for our services could have a material adverse effect on our business. ● Our operations may be adversely impacted by the effects of extreme weather conditions, natural disasters such as hurricanes and earthquakes, hostilities or acts of terrorism and other criminal activities. ● Increased competition, including price competition, could have a material adverse impact on our net revenues and profitability. ● Sustained inflation could increase our costs of operations. ● Failure to maintain the security of patient- related information or compliance with security requirements could damage the Company' s reputation with patients and cause it to incur substantial additional costs and to become subject to litigation. ● Failure of the Company to comply with emerging electronic transmission standards could adversely affect our business. ● Compliance with the HIPAA security regulations and privacy regulations may increase the Company' s costs. ● Health care reform and related programs (e. g. Health Insurance Exchanges), changes in government payment and reimbursement systems, or changes in payer mix, including** ~~and~~ **an** ~~uncertainties~~ **increase in capitated reimbursement mechanisms and evolving delivery models, could have a material adverse impact on the Company' s net revenues, profitability and cash flow. ● Adverse results in material litigation matters or governmental inquiries could have a material adverse effect upon the Company' s business and financial condition. ● As a company with limited capital and human resources, we anticipate** that ~~represent challenges~~ **more of management' s time and attention will be diverted from our business to ensure compliance with regulatory requirements than would be the case with a company that has well- established controls and procedures. This diversion of management' s time and attention may have a material adverse effect on our business** , ~~including~~ **financial condition and results of operations. ● An inability to attract and retain experienced and qualified personnel could adversely affect the Company' s business. ● Failure in the Company' s information technology systems or delays or failures in the development and implementation of updates or enhancements to** those ~~highlighted in~~ **systems could significantly delay billing and otherwise disrupt** the ~~section entitled "~~ **Company' s operations or patient relationships. ● Increasing health insurance premiums and co-payments or high- deductible health plans may cause individuals to forgo health insurance and avoid medical attention, either of which may reduce demand for our products and services.** ~~Risk~~ **Risks** ~~Factors~~ **Related to Our Epigenetic Testing Services ● Our success and ability to establish and grow our epigenetic testing services** , ~~"~~ **the outputting of algorithmic epigenetic biomarkers of health measures, will depend on developing epigenetic biomarkers for use in the industries we seek to service. If we fail to develop epigenetic biomarkers** that **attract customers or fail to provide compelling pricing or products, our operating results and financial condition will be adversely affected. ● We intend to provide consumer engagement through our health and wellness offerings; however, competition in the personal health and wellness testing market continues to increase and** ~~represent --~~ **presents** ~~challenges~~ **a threat to the success of our business. ● We rely on a limited number of critical third- party suppliers for our epigenetic testing services and in the event we are unable to procure their materials or services, we may not be able to find suitable replacements or immediately transition to alternative suppliers, which will have an adverse impact on our business. ● Our products and services face substantial competition, which may result in others discovering, developing or commercializing products and services** that **are similar to ours, before or more successfully than** we ~~face successfully than we~~ can.● We or our partners (or both) may now or in the future be subject to laws and regulations relating to laboratory testing,which could materially adversely impact our

ability to offer ~~our~~ **its** products or services.Risks Related to Our Intellectual Property ● If we are unable to protect our patent pending methods of identifying epigenetic biomarkers or intellectual property in general,the value of our brand and other intangible assets may be diminished,and our business may be adversely impacted.● We may be unable to obtain sufficiently broad intellectual property protection,or we may lose our intellectual property protection.● We may be subject to claims that our employees,consultants or independent contractors have wrongfully used or disclosed confidential information of third parties or that our employees have wrongfully used or disclosed alleged trade secrets of their former employers.● If we become involved in trademark or patent litigation or other proceedings related to a determination of rights,we could incur substantial costs and expenses,substantial liability for damages or be required to stop our development and commercialization efforts of our products and services.Risks Related to Owning Our Securities ● The public market for our securities is volatile.This may affect not only the ability of our investors to sell their securities,but the price at which they can sell their securities.● If we issue additional shares **of Class A Common Stock** in the future,whether ~~in connection~~ in connection with **a financing** ~~the successful implementation of our~~ **or** ~~strategy and growth of~~ **in exchange for services** ~~our~~ **or** ~~business~~ **rights, it will result in the dilution of our existing stockholders** . **● We** ~~Below we summarize what we believe~~ are **subject to** the ~~principal risk factors, but~~ **continued listing standards of the NYSE American and our failure to satisfy** these ~~risks are not~~ **criteria may result in delisting of the Class A Common Stock. RISK FACTORS In addition to the** ~~the~~ **other** ~~only ones we face~~ **information contained in this Annual Report , including the matters addressed under the heading " Special Note Regarding Forward-Looking Statements** and **Other Information Contained in this Report, "** you should carefully ~~review and~~ consider the ~~full discussion of our risk~~ **risks and uncertainties described** ~~factors in the section titled " Risk Factors, " together with the other information~~ in this Annual Report **as they identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward- looking statements** . The **following** ~~occurrence of one or more of the events or circumstances described in the section entitled " Risk~~ **risk** ~~Factors~~ **factors apply to the business and operations of the Company. These risk factors are not exhaustive** , ~~" alone or in combination~~ **and investors are encouraged to perform their own investigation** with **respect to the business, financial condition and prospects of the Company. We may face additional risks and uncertainties that are not presently known to us, or that we currently deem immaterial, which may also impair our business or financial condition. The following discussion should be read in conjunction with our consolidated financial statements and notes to the consolidated financial statements included herein. Risks Related to Our Business and Industry Our stockholders have limited voting power compared to the holders of our Series A Preferred Stock; RHI controls a majority of the voting power of the Company Through the voting rights of our Series A Preferred Stock, RHI currently controls a majority of the voting power of our Company. For so long as the majority of Series A Preferred Stock remains outstanding, it is expected that RHI will hold a majority of our outstanding voting power and it will control the outcome of matters submitted to a stockholder vote, including the appointment of all directors of the Company. Our management controls all corporate activities and can approve all transactions, including mergers, without the approval of** other ~~events~~ **stockholders. Our Chief Executive Officer and director, Seamus Lagan, and director, Trevor Langley, are in management of RHI with Mr. Lagan voting shares of the Company owned by RHI. Through this share ownership, Mr. Lagan has a majority of votes of** ~~or~~ **our** ~~circumstances~~ **Company. Therefore** , **our management effectively controls all corporate activities** and **can approve transactions, including possible mergers, issuance of shares and compensation levels, without the approval of other stockholders. The decisions of our management** may **not be consistent with or in the best interests of other stockholders. The ability of our management to control our business may limit or eliminate minority shareholders' ability to influence corporate affairs. Our management is deemed to beneficially own the voting rights of shares of Series A Preferred Stock through RHI that grants the holders a super majority vote in all shareholder matters. Because of this beneficial stock ownership, our management is in a position to continue to elect our board of directors, decide all matters requiring stockholder approval, including potential mergers or business changes, and determine our policies. The interests of our management may differ from the interests of other shareholders with respect to the issuance of shares, business transactions with or sales to other companies, selection of officers and directors and other business decisions. The other shareholders would have no way of overriding decisions made by our management. This level of control may also** have an adverse ~~effect~~ **impact** on **the market value of our shares because our management may institute** ~~our~~ **or** ~~business~~ **undertake transactions** , ~~cash flows~~ **policies or programs that may result in losses** , **may not take any steps to increase our visibility in the** financial ~~condition~~ **community** and ~~results~~ **/ or may sell sufficient numbers** of ~~operations~~ **shares to significantly decrease our price per share** . ~~Such risks include~~ **Our Board of Directors has the authority** , ~~but~~ **without stockholder approval, to issue preferred stock with terms that may not be beneficial to common stockholders and with the ability to affect adversely stockholder voting power, perpetuate their control and significantly dilute existing shareholders. Our Certificate of Incorporation allow us to issue shares of preferred stock without any vote or further action by our stockholders. However, issuance of preferred stock with certain rights would be governed by NYSE American continued listing requirements and may require a stockholder vote which could be granted by current management. Our board of directors has the authority to fix and determine the relative rights and preferences of preferred stock. Our board of directors also has the authority to issue preferred stock without further stockholder approval. Thus, our board of directors could authorize the issuance of a series of preferred stock that would grant to holders the preferred right to our assets upon liquidation, the right to receive dividend payments before dividends** are **distributed** ~~not limited~~ to ~~: Risks Related to Our Business and Industry ● We are exploring and evaluating strategic alternatives, including mergers and acquisitions, and there~~ -- **the** ~~can be no assurance~~ **holders of common stock and the right to the redemption of the shares, together with a premium, prior to the redemption of our common stock. In addition, existing series of preferred stock** that ~~we will be successful in identifying, or completing any strategic alternative or~~ **have been issued allow conversions into the**

Company' s Class A Common Stock that ~~any such strategic alternative will yield~~ **would significantly dilute existing shareholders and management may authorize** additional **series of preferred stock that may significantly dilute existing shareholders** ~~value for stockholders or provide us with sufficient cash to fund our operating expenses~~ . ~~●~~ We may acquire other businesses or form joint ventures or make investments in other companies or technologies in the future. If we are not successful in integrating these businesses, as well as identifying and controlling risks associated with the past operations of these businesses, we may incur significant costs, receive penalties or other sanctions from various regulatory agencies, and / or incur significant diversions of management time and attention. ~~● attention.~~ We may consider or undertake strategic acquisitions of,or material investments in,businesses,products or technologies.If we make any acquisitions,we may not be able to integrate these acquisitions successfully into our existing business,and we could assume unknown or contingent liabilities.Any future acquisitions also could result in significant write- offs or the incurrence of debt and contingent liabilities,any of which could have an adverse effect on our financial condition,results of operations and cash flows.Integration of an acquired company may also disrupt ongoing operations and require management resources that would otherwise focus on developing our existing business.We may not identify or complete these transactions in a timely manner,on a cost- effective basis,or at all,and we may not realize the anticipated benefits of any acquisition,license,strategic alliance or joint venture.To finance such a transaction,we may choose to issue ~~our~~ Class A Common Stock as consideration,which would dilute the ownership of our stockholders.If the price of ~~our~~ **the** Class A Common Stock is low or volatile,we may not be able to acquire other companies or fund a joint venture project using our shares as consideration.Alternatively,it may be necessary for us to raise additional funds for acquisitions through public or private financings.Additional funds may not be available on terms that are favorable to us,or at all.We do not know whether we will be able to successfully integrate any acquired business,product or technology.The success of any given acquisition may depend on our ability to retain any key employees related thereto,and we may not be successful at retaining or integrating such key personnel.Integrating any business,product or technology we acquire could be expensive and time-consuming,disrupt our ongoing business,impact our liquidity,and / or distract our management.Integration may be particularly challenging if we enter into a line of business in which we have limited experience or the business operates in a difficult legal,regulatory or competitive environment.We may find that we do not have adequate operations or expertise to manage the new business.If we are unable to integrate any acquired businesses,products or technologies effectively,our business may suffer.Whether as a result of unsuccessful integration,unanticipated costs,including those associated with assumed liabilities and indemnification obligations,negative accounting impact,or other factors,we may not realize the economic benefits we anticipate from acquisitions.In addition,any amortization or charges resulting from the costs of acquisitions could increase **our expenses.** We have a history of losses and we may not achieve or maintain profitability in the future. ~~●~~ **We have not been profitable since our inception in 2019.As of December 31,2024,we had a working capital deficit of $ 29.8 million.We incurred net losses to common stockholders of $ 13.5 million and $ 29.8 million in the years ended December 31,2024 and 2023,respectively.** We expect we will require significant capital in connection with our efforts,and we will be required to continue to make significant investments to further develop and expand our ~~business~~ **businesses** ~~.In particular,we expect to expend financial and other resources on sales and marketing as part of our strategy to develop and increase product and service sales,as well as on research and development activities regarding our epigenetic technology~~ .In addition,to the extent our business ~~ramps up~~ **activity increases** as we expect,we will need to increase our headcount in the coming years ~~.As a public company,we incur significant legal,accounting and other expenses that we did not incur as a private company.We expect that our net loss will increase in the near term as we continue to make such investments to grow our business~~ .Despite these investments,we may not succeed in increasing our revenue on the timeline that we expect or in an amount sufficient to lower our net loss and ultimately become profitable.Moreover,if our revenue does not increase,we may not be able to reduce costs in a timely manner because many of our costs are fixed,at **least in the short term.Accordingly,we may not achieve or maintain profitability and we may continue to incur significant losses in the future.** We do not have adequate cash resources to fund our operations **through December 2025 and** beyond ~~the third quarter of 2024~~ and **we** will require additional capital to ~~commercialize our product and service offerings and~~ grow our ~~business~~ **businesses** , which may not be available on terms acceptable to us or at all. ~~If we are unable~~ **Our present capital is insufficient** to ~~secure~~ **meet operating requirements and corporate overhead, or to cover losses, and therefore we need to raise** additional funds **through financings to execute on** ~~or~~ **our** ~~enter into a strategic~~ **business plans. Many factors will affect our capital needs as well as their amount and timing, including our growth and profitability as well as market disruptions and other developments. We have taken various actions to bolster our cash position, including raising funds through the** ~~transaction~~ **transactions described herein and conserving cash by issuing the shares of Class A Common Stock in satisfaction of outstanding amounts payable by us to various parties.** Based on **the size of** our current ~~operating~~ **operations** ~~plan~~ , ~~our cash position as of December 31,2023,and after taking into account the actions described above,~~ we ~~expect to be able~~ **do not have sufficient capital** to fund our ~~operations through~~ **corporate overhead for at least 12 months from** the **date hereof** ~~end of the third quarter of 2024~~ .We will need additional financing or other increase in our cash and cash equivalents balance to enable us to fund our operations **through 2025 and** beyond ~~the end of the third quarter of 2024~~ .Historically,we have funded our operations ~~,marketing expenditures~~ and capital expenditures primarily through equity issuances and debt instruments.We evaluate financing opportunities from time ~~-~~ to ~~-~~ time,and our ability to obtain financing will depend,among other things,on our development efforts,business plans and operating performance,and the condition of the capital markets at the time we seek financing.We cannot be certain that additional financing will be available to us on favorable terms,or at all.If we raise additional funds through the issuance of equity,equity-linked or debt securities,our existing stockholders may experience dilution.Any debt financing secured by us in the future could require that a substantial portion of our operating cash flow be devoted to the payment of interest and principal on such indebtedness,which may decrease available funds for other business activities,and could involve restrictive covenants relating to our capital- raising activities and other financial and operational matters,which may make it more difficult for us to obtain

additional capital and to pursue business opportunities.Our ability to raise additional funds in the short- term **will depend on financial** , **economic and market conditions and the willingness of potential investors or lenders to provide funding, all of which are outside of our control, and** we may be ~~forced~~ **unable** to ~~delay~~ **raise financing in the short- term** , ~~reduce or eliminate our~~ **or** ~~commercialization efforts~~ **on terms favorable to us,** or ~~cease~~ **at** all ~~operations~~. ~~●~~ **Furthermore, high volatility in the capital markets has had, and could continue to have, a negative impact on the price of the Class A Common Stock and could adversely impact our ability to raise additional funds.** Our independent registered public accounting firm has included an explanatory paragraph relating to our ability to continue as a going concern in its report on our audited financial statements, which could limit our ability to raise additional capital and thereby materially adversely impact our business. ● We have not been able to..... thereby materially adversely impact our business. Our audited financial statements for the years ended December 31, **2024 and** 2023 ~~and 2022~~ were prepared assuming that we will continue as a going concern. Primarily as a result of our losses, **limited** working capital ~~deficit~~, debt obligations and significant operating costs expected to be incurred in the next twelve months, the report of our independent registered public accounting firm included elsewhere in this Annual Report ~~contain~~ **contains** an explanatory paragraph on our financial statements stating there is substantial doubt about our ability to continue as a going concern. Such an opinion could materially limit our ability to raise additional funds through the issuance of new debt or equity securities or otherwise. There is no assurance that sufficient financing will be available when needed to allow us to continue as a going concern. The perception that we may not be able to continue as a going concern may also make it more difficult to operate our business due to concerns about our ability to meet our contractual obligations. If we are unable to secure additional capital ~~or enter into a strategic transaction~~ in the short- term, we may be required to further curtail our business initiatives and take additional measures to reduce costs in order to conserve our cash in amounts sufficient to sustain operations and meet our obligations. ~~These measures could cause a significant reduction in the scope of our planned development, which could harm our business, financial condition and operating results. It is not possible for us~~ to ~~predict at this time~~ the ~~potential success of our business. The revenue and income potential of our business and operations are currently unknown. The~~ accompanying financial statements do not include any adjustments that may be necessary should we ~~be~~ unable to continue as a going concern ~~. We may have a limited ability to use some or all of our federal and state tax operating loss carryforwards in the future. As of December 31, 2023, we had accumulated federal losses for tax purposes of $ 83, 400, 000. Of this federal net loss carryforward, $ 1, 600, 000 will begin to expire in 2036 and $ 81, 800, 000 may be carried forward indefinitely. As of December 31, 2023, the Company had net accumulated state losses for tax purposes of $ 74, 500, 000, some of which will begin to expire in 2033. Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the " Code "), and similar state regulations, contain provisions that may limit the loss carryforwards available to be used to offset income in any given year upon the occurrence of certain events, including changes in the ownership interests of significant stockholders. In the event of a cumulative change in ownership in excess of 50 % over a three- year period, the amount of the loss carryforwards that the Company may utilize in any one year may be limited. An analysis of the potential limitation has not been completed. Any such limitation, whether as a result of a prior transaction or a transaction in the future, could have a material adverse effect on our future results of operations~~. We have not been able to access the ~~operating~~ capital available under the ~~existing~~ **Strata Purchase** ~~agreements~~ **Agreement** ~~, which could prevent us from accessing the capital we need to continue our operations,~~ which could have an adverse effect on our business. We have generated significant losses to date and expect to continue to incur significant operating losses. To date, our revenue from operations ~~have~~ **has** been insufficient to support our operational activities and has been supplemented by the proceeds from the issuance of securities. There is no guarantee that additional equity, debt or other funding will be available to us on acceptable terms, or at all. **Pursuant** ~~Our ability~~ to ~~direct~~ **the terms of a Strata Purchase Agreement (the " Strata Purchase Agreement ") dated October 13, 2024 with** ClearThink Capital Partners, LLC (" ClearThink "), **as amended and as supplemented by that certain Supplement to Strata Purchase Agreement dated as of October 13, 2023 with ClearThink (the " Strata Supplement, " together, with the Strata Purchase Agreement, the " Purchase Agreement "), ClearThink has agreed** to purchase up to $ 5 **. 0 million** ~~, 000, 000~~ of shares of our Class A Common Stock over a 24- month period **. However, the sale of our Class A Common Stock** is not available until we register the stock, which registration will be complete on the date that ~~the~~ **a** registration statement **, which we intend to file shortly after the filing of this Annual Report,** is declared effective ~~. Although stock under the original Strata Purchase Agreement (as defined below) was registered, we have entered into a second Strata Purchase Agreement and stock under that agreement has yet to be registered~~. We will need additional capital to fully implement our business, operating and development plans. Should the financing we require to sustain our working capital needs be unavailable or prohibitively expensive when we require it, the consequences could be a material adverse effect on our business, operating results, financial condition and prospects. ~~Our inability to access any~~ **We have a substantial amount of intangible assets and we have been, and may in** ~~other~~ ~~-~~ **the** ~~financing sources~~ **future be** , **required to write down the value of our intangible assets due to impairment, which** could have a material adverse effect on our business ~~. We are in default of the Settlement Agreement with Smithline~~ , **financial** ~~a continued default of which would have an adverse effect on our business. Smithline Family Trust II vs. FOXO Technologies Inc. and Jon Sabes On November 18, 2022, Smithline Family Trust II (" Smithline ") filed a complaint against the Company and Jon Sabes, the Company' s former Chief Executive Officer and a former member of the Company' s board of directors, in the Supreme Court of the State of New York, County of New York, Index 0654430 / 2022. The complaint asserts claims for breach of contract, unjust enrichment and fraud, alleging that (i) the Company breached its obligations to Smithline pursuant to that certain Securities Purchase Agreement, dated January 25, 2021, between FOXO Technologies Operating Company (" Legacy FOXO ") and Smithline, an accompanying 12. 5 % Original Issue Discount Convertible Debenture, due February 23, 2022, and warrant to purchase shares of FOXO common stock (also referred to as the " Smithline Assumed Warrant ") until February 23, 2024 (collectively, including any amendment or other document entered into in connection therewith, the " Financing Documents "), (ii) the Company and Mr. Sabes were unjustly enriched as a result of their alleged actions and omissions in~~

connection with the Financing Documents, and (iii) the Company and Mr. Sabes made materially false statements or omitted material information in connection with the Financing Documents. The complaint claimed damages in excess of a minimum of $ 6, 206, 768 on each of the three causes of action, plus attorneys' fees and costs. On November 7, 2023, Smithline and the Company and its subsidiaries entered into a settlement agreement (the " Settlement Agreement "), pursuant to which the parties agreed to resolve and settle all disputes and potential claims which exist or may exist among them, including without limitation those claims asserted in the action, as more specifically set forth in, and subject to the terms and conditions **condition** of, the Settlement Agreement. Upon the execution of the Settlement Agreement, the parties agreed to jointly dismiss the action without prejudice. Pursuant to the Settlement Agreement, we agreed to pay Smithline $ 2, 300, 000 in cash (the " Cash Settlement Payment "), payable in full no later than the date (the " Settlement Deadline ") that is the 12- month anniversary of the effective date of the Settlement Agreement (such period, the " Settlement Period "). During the Settlement Period, we agreed to pay Smithline out of any equity or equity- linked financing (excluding any convertible debt financing until such convertible debt is converted into equity) following the date of the Settlement Agreement (an **and** " Equity Financing ") a minimum of 25 % of the gross proceeds of each Equity Financing within two business days of our receipt of the proceeds from such Equity Financing, and which payment to Smithline would be applied toward the Cash Settlement Payment. Notwithstanding the foregoing, in the event that we receive proceeds from the Strata Purchase Agreement (as defined below) prior to the effective date of the Settlement Agreement, Smithline will be entitled to a minimum of 25 % of the gross proceeds thereof, payment of which to Smithline would be applied toward the Cash Settlement Payment. In addition, we agreed to use commercially reasonable efforts to pay $ 300, 000 in cash to Smithline by December 31, 2023 toward the Cash Settlement Payment. In the event that we do not pay, in full, the Cash Settlement Payment prior to the Settlement Deadline, Smithline will be entitled to retain all proceeds received pursuant to the Settlement Agreement, the Mutual Release (as defined below) will be returned to their respective parties, and Smithline may pursue any claims against, among others, the Company. In addition, the parties agreed that prior to Smithline receiving $ 300, 000 in cash from us toward the Cash Settlement Payment, we may not file any resale registration statements and any amendments or supplements thereto without Smithline' s written consent, except for those that cover the resale of shares of the Company' s Class A Common Stock currently issued or issuable to Mitchell Silberberg & Knupp LLP (" MSK "), Joseph Gunnar & Co., LLC (" Gunnar ") or under the Strata Purchase Agreement dated October 13, 2023 by and between the Company and ClearThink, as supplemented by that certain Supplement to Strata Purchase Agreement, dated as of October 13, 2023, by and between the Company and ClearThink (the " Strata Purchase Agreement "). In addition, the parties agreed that after Smithline has received $ 300, 000 in cash from us, in the event we register for resale shares of our Class A Common Stock which are not issued or issuable as of the effective date of the Settlement Agreement, for a selling stockholder other than under the Strata Purchase Agreement, during of the then outstanding shares of Common Stock after giving effect to such issuance (such shares, the " Settlement Shares ") at the closing price of the Company' s Class A Common Stock immediately prior to their issuance, subject to the authorization of NYSE American if our Class A Common Stock is then traded on such exchange, which Settlement Shares will be included for resale in such registration statement, provided, however, that the amount of Settlement Shares, if any, when aggregated with other Settlement Shares, if any, will be reduced to ensure that such aggregate amount will not exceed 19. 9 % of the outstanding shares of Common Stock as of the date of issuance (subject to adjustment for reverse and forward stock splits, stock dividends, stock combinations, and other similar transactions that occur after the date of the Settlement Agreement). Any net proceeds (after taking into account all brokerage, transfer agent, legal and other expenses incurred in connection with the sale of the Settlement Shares, if any) received by Smithline on the sale of the Settlement Shares, if any, will be credited against the Cash Settlement Payment. On May 28, 2024, we entered into an Exchange Agreement with Smithline pursuant to which Smithline exchanged the Smithline Assumed Warrant for the right to receive up to 8, 370, 000 shares of Class A Common Stock (the " Rights Shares "), subject to a 4. 99 % beneficial ownership limitation and issued without any restrictive legends. The total number of Rights Shares that may be issued under the agreement, will be limited to 19. 99 % of our outstanding shares of Class A Common Stock, unless stockholder approval is obtained to issue more than 19. 99 % Upon the execution of the agreement and receipt of all of the Rights Shares, the Smithline Assumed Warrant, and all associated rights thereunder will be terminated. We are currently in default of the Settlement Agreement due to the failure to pay $ 300, 000 by December 31, 2023 and are currently in negotiations with Smithline on a resolution as entering into the Exchange Agreement did not result **results** in a waiver of **operations** default of the Settlement Agreement. The failure to come to an agreeable resolution with Smithline would have a material adverse effect on the Company. For more information, see " Item 3. Legal Proceedings- Smithline Family Trust II vs. FOXO Technologies Inc. and Jon Sabes. " We may not have sufficient funds to satisfy indemnification claims of our current and former directors and executive officers. We have agreed to indemnify our executive officers and directors to the fullest extent permitted by law. In addition, our organizational documents provide that we will indemnify our directors and officers, in each case to the fullest extent permitted by Delaware law. In addition, as permitted by Section 145 of the DGCL, our Bylaws and indemnifications agreements entered into with our directors and officers provide that: ● we will indemnify our directors and officers for serving us in those capacities or for serving other business enterprises at our request, to the fullest extent permitted by Delaware law. Delaware law provides that a **substantial** corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such person' s conduct was unlawful; ● we may, in our discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law; ● we will be required to advance expenses, as incurred, to our directors and officers in connection with defending a proceeding, except that such directors or officers shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification; ● we will not be obligated pursuant to our Bylaws to indemnify a person with respect to proceedings initiated by that person against us or our other indemnitees, except with respect to proceedings authorized by our board of directors or brought to enforce a right to indemnification; ● the rights

~~conferred in our Bylaws are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees and agents and to obtain insurance to indemnify such persons; and ● we may not retroactively amend our Bylaws provisions to reduce our indemnification obligations to directors, officers, employees and agents. Any amounts paid as a result of claims for indemnification by our current and former directors and officers will reduce the~~ amount of ~~money available to us and may materially adversely impact our business, results of operations and financial condition. We have~~ intangible assets ~~, and we have been, and may in the future be required to write down the value of our intangible assets due to impairment, which could have a material adverse effect on our business, financial condition and results of operations. As of December 31, 2023, our intangible assets consisted of a Methylation pipeline with a net book value of $ 378, 000~~ . We test the carrying value of intangible assets for impairment at least annually and whenever events or circumstances indicate the carrying value may not be recoverable. Events and conditions that could result in impairment in the value of our intangible assets include, but are not limited to, decisions to exit certain lines of business, significant negative industry or economic trends, significant decline in our stock price for a sustained period of time, significant decline in market capitalization relative to net book value, limited funding that could delay development efforts, and significant changes in the manner of use of the assets or the strategy for our overall business. The estimates and assumptions about future results of operations and cash flows made in connection with the impairment testing could differ from future actual results of operations and cash flows. ~~Any resulting impairment charge, although non- cash, could have a material adverse effect on our business, financial condition and results of operations. Our historical financial results include asset impairment charges. For example, during the 12 months ended December 31, 2023, we determined that the cash flows would no longer support the digital insurance platform, underwriting API, and longevity API and recognized impairment losses of $ 2, 633, 000.~~ Future asset impairment charges could arise as a result of changes in our business strategy or changes in the intention to use certain assets. Any resulting impairment charge, although non- cash, could have a material adverse effect on our business, financial condition and results of operations. Recent and future management changes and any inability to attract and retain qualified management and other key personnel, could impair our ability to implement our business plan and materially adversely impact our business, results of operations and financial condition. We have experienced a number of recent changes to our senior management team, including the ~~resignations~~ **resignation** of **Mark White** ~~Robert Potashnick, our former Chief Financial Officer, Tyler Danielson~~ , our former Interim Chief Executive Officer ~~and Chief Technology Officer, and Brian Chen, our former Chief Science Officer~~ , which may create significant continuity risks and challenges to our ability to operate our business, assess and manage risks and comply with applicable laws. ~~The Board~~ **We recently** appointed **Seamus Lagan** ~~Mark White to the Board to serve~~ as **our** ~~a director and Interim~~ Chief Executive Officer ~~of the Company and Martin Ward to serve as Interim Chief Financial Officer of the Company, each effective as of September 19, 2023. Effective as of January 23, 2024, the Board appointed Francis Colt deWolf to serve as an~~ **and** ~~independent director and audit, compensation, and nominating and corporate governance committee member. In addition to their~~ **there may be resignations** ~~roles with the Company, Mr. White is the President of KR8 AI, a company in the development stage that uses AI~~ and **appointments in our senior management team in the future** ~~machine learning to develop products and tools for content creators, and Mr. Ward is KR8 AI' s Chief Financial Officer~~ . We believe that our future success is highly dependent on the efforts of ~~Messrs~~ **Mr** . **Lagan** ~~White and Ward~~ . At present, we do not maintain key- man life insurance policies for **him** ~~either of them~~ or for any other key personnel. ~~As discussed above, we are in the process of evaluating whether KR8 AI is a suitable acquisition candidate as part of our exploration of strategic alternatives, including mergers and acquisitions. If we fail to consummate an acquisition transaction with KR8 AI, we may lose the services of Messrs. White and Ward.~~ Changes in our senior management and uncertainty regarding any future changes may disrupt our operations ~~, impact partner relationships,~~ and impair our ability to recruit and retain other needed personnel. Any such disruption or impairment could have an adverse effect on our business. If ~~Messrs~~ **Mr** . **Lagan** ~~White and Ward~~ and other key personnel were to depart, it would be important that we attract and retain qualified managers promptly and develop and implement an effective succession plan. We would expect to face significant competition in attracting experienced executives and other key personnel, and there can be no assurance that we will be able to do so. Depending on the circumstances of any future management departures, it is also possible that we will be required to pay significant severance, adversely impacting our financial condition. Our ~~urgent need to raise capital and engage with potential partners in strategic transactions magnify these risks. If we are unable to adequately address these concerns in the near term and earn the confidence of potential investors and / or business partners, our prospects and financial condition would be adversely impacted. Our~~ future success depends in large part on the continued participation in the business of ~~Mark White~~ **Seamus Lagan** , our ~~Interim~~ Chief Executive Officer, which cannot be ensured or guaranteed. ~~Mark White~~ **Seamus Lagan** is our ~~Interim~~ Chief Executive Officer. Mr. ~~White~~ **Lagan** will be instrumental in shaping our vision, strategic direction and execution priorities. There can be no assurance that Mr. ~~White~~ **Lagan** will continue to work for us. Mr. ~~White~~ **Lagan** ' s departure from service with the Company could materially adversely impact our business ~~. Our business significantly depends upon the strength of our brands, and if we are not able to develop, maintain and enhance our brands, our ability to develop and expand our customer base may be adversely impacted and our business and operating results may be harmed. We believe that the brand identity we are developing (encompassing multiple brands) will significantly contribute to the success of our business. Developing, maintaining, and enhancing our brands may require us to make substantial investments and these investments may not be successful. If we fail to develop, maintain or enhance our brands, or if we incur excessive expenses in this effort, our business, operating results and financial condition may be materially adversely impacted. Many of our competitors have brands that are well recognized. As a relatively new entrant into the markets in which we operate, we will likely spend considerable money and other resources to create brand awareness and build our reputation. We anticipate that, as our market becomes increasingly competitive, maintaining and enhancing our brands may become increasingly difficult and expensive. We may not be able to build brand awareness, and our efforts at building, maintaining and enhancing our reputation could fail. Complaints or negative publicity about our business practices, our marketing and advertising campaigns, our compliance with applicable laws~~

and regulations, the integrity of the data that we provide to consumers or business partners, data privacy and security issues, and other aspects of our business, whether valid or not, could diminish confidence in our brands, which could adversely impact our reputation and business. Our management team could be subject to negative publicity that could interfere with our ability to successfully establish its brand or impact our ability to compete for business or attract and retain customers. As we commercialize and expand our product offerings and enter new markets, we need to establish our reputation with customers, and to the extent that we are not successful in creating positive impressions, our business could be adversely impacted. There can be no assurance that we will be able to develop, maintain or enhance our reputation, and failure to do so could materially adversely impact our business, results of operations and financial condition. If we are unable to develop, maintain or enhance consumer awareness of our brands in a cost- effective manner, our business, results of operations and financial condition could be materially adversely impacted. Former or current members of our management team or the Board may, from time to time, be associated with negative media coverage or become involved in legal or regulatory proceedings or investigations unrelated to our business. Former or current members of our management team or the Board have been involved in a wide variety of businesses, including transactions, such as sales and purchases of businesses, and ongoing operations. As a result of such involvement, former or current members of our management team or the Board may from time to time be associated with negative media coverage or become involved in legal or regulatory proceedings or investigations unrelated to our business. Any negative media coverage, regulatory proceedings or investigations related to our management team or the Board may be detrimental to the reputation of our management team or the Board or result in other negative consequences or damages, which could cause a material adverse impact on our business and the stock price of our Company. Development of new products and services will require substantial resources, and we cannot guarantee that we will have the resources or ability to continue such development. Developing new products and services requires substantial technical, financial and human resources, whether or not any products or services are ultimately commercialized. We may pursue what we believe is a promising opportunity only to discover that certain of its risk or resource allocation decisions were incorrect or insufficient, or that individual products, services or its science in general has technology limitations or risks that were previously unknown or underappreciated. In the event material decisions in any of these areas turn out to be incorrect or sub- optimal, we may experience a material adverse impact on our business and ability to fund our operations. Our success depends, in large part, on our ability to commercialize our technology enabled products and services with a high level of service at a competitive price, achieve sufficient sales volume to realize economies of scale, and create innovative new products and services to offer to our customers. Our failure to achieve any of these outcomes would adversely impact our business. Our success depends, in large part, on our ability to extend our technology enabled products and services to market with a high level of service at a competitive price, achieve sufficient sales volume to realize economies of scale, and create innovative new products and services to offer to our customers. The growth and expansion of our business and service offerings, once such offerings are commercialized, is expected to place a continuous significant strain on our management, operational and financial resources. To effectively manage our growth following development and commercialization of our products and services, we must continue to implement and improve our operational, financial and management information systems and to expand, train and manage our employee base. In the event of further growth of our operations or in the number of our third- party relationships, our supply, systems, procedures or internal controls may not be adequate to support our operations and our management may not be able to manage any such growth effectively. Even if we are able to successfully scale our infrastructure and operations, we cannot ensure that demand for our products and services will increase at levels consistent with the growth of our infrastructure. If we fail to generate demand commensurate with this growth or if we fail to scale our infrastructure sufficiently in advance to meet such demand, our business, financial condition and results of operations could be materially adversely impacted. We have limited experience commercializing our products or technology, which makes it difficult to evaluate our prospects and predict our products' future performance. Our operations historically have been focused on developing and commercializing our technologies and products. The performance of our market tests may not be indicative of the performance our customers experience following commercial launch, and we may need to make modifications to improve our products. There can be no assurance that we will be able to timely achieve market acceptance for our technologies and products in the future. We have limited experience developing our products and technology for commercial use, conducting sales and marketing activities at scale and managing customer support at the commercial level. Consequently, predictions about our future success or viability are highly uncertain and hard to predict as a result of our limited operating history, the development stage of our products and our limited history commercializing our technologies or products. Our prospects must be considered in light of the uncertainties, risks, expenses, and difficulties frequently encountered by companies in their early stages of operations . We expect our revenue and results of operations to fluctuate on a quarterly and annual basis. Our revenue and results of operations could vary significantly from period- to- period and may fail to match expectations as a result of a variety of factors, some of which are outside of our control . Among other factors, our revenue and results may vary as a result of fluctuations in the number of customers purchasing our products / services, research and development expenditures, and / or the timing and amount of our expenses . Fluctuations and variability across the industry may affect our revenue and results of operations. As a result of the potential variations in our revenue and results of operations, period- to- period comparisons may not be meaningful and the results of any one period should not be relied on as an indication of future performance. In addition, our results of operations may not meet the expectations of investors or public market analysts who follow our Company, which may adversely impact our stock price. Covenants in our indebtedness could limit our flexibility and adversely affect our financial condition. Our outstanding indebtedness contains several restrictive covenants, including that we cannot, without the prior written consent of 50. 01 % of the holders of our 15 % Senior Promissory Notes (the " Senior PIK Notes "), create or incur any other indebtedness, with the exception of certain exempt issuances, including but not limited to issuances of our Class A Common Stock or " Common Stock Equivalents " in connection with a " Private Placement " or " Public Financing. " If any of our covenants are breached and not cured within applicable cure periods, the breach could

result in acceleration of our indebtedness and penalties. Limitations on our ability to incur new indebtedness under the terms of our debt securities may limit the amount of new investments we make. The Senior PIK Notes matured on April 1, 2024 and accrue interest at an annual interest rate of 15 %, commencing on the issuance date, compounded quarterly on each December 20, March 20, June 20 and September 20 until the maturity date and on the maturity date itself (each, an " Interest Payment Due Date "). Interest is payable by increasing the principal amount of the Senior PIK Notes (with such increased amount accruing interest as well) on each Interest Payment Due Date (" PIK Interest "). Monthly payments on the outstanding principal amount of the Senior PIK Notes, as such amount may be increased as the result of the payment of PIK Interest, commenced on November 1, 2023, until the principal balance has been paid in full on the maturity date, or, if earlier, upon acceleration, or prepayment of the Senior PIK Notes in accordance with the Senior PIK Notes terms. We are currently in default of our Senior PIK Notes. The Senior PIK Notes matured on April 1, 2024. Upon the occurrence of an Event of Default (as defined in the Senior PIK Notes), the holder may at any time thereafter exercise any one or more of the following rights, powers, and remedies: ● Holder may accelerate the maturity date and declare the indebtedness and accrued but unpaid interest thereon, and all other amounts payable hereunder and under the other loan documents at the sum of 130 % of the principal balance, at once due and payable, and upon such declaration the same shall at once be due and payable. ● Holder may set off the amount owed by us to holder, whether or not matured and regardless of the adequacy of any other collateral securing the note, against any and all accounts, credits, money, securities or other property now or hereafter on deposit with, held by or in the possession of holder to the credit or for the account of the Company, without notice to or the consent of the Company. ● Holder may exercise any of its other rights, powers, and remedies under the loan documents or at law or in equity. Although we are currently in negotiations with the holders 50. 01 % of the Senior PIK Notes, there is no assurance that we can come to any agreement that would result in a waiver of the default. If we are unable to come to an agreement with the Senior PIK Notes that results in a waiver of default, the consequences will have a material adverse effect on our business, liquidity and the market price of our Class A Common Stock. The Smithline Assumed Warrants have anti- dilution rights that could be triggered as part of future financings. If we raise additional funds through the issuance of equity, equity- linked or debt securities, with the exception of certain exempt issuances, with an exercise price lower than the current exercise price, the anti- dilution protection provisions in the Smithline Assumed Warrants will be triggered. Specifically, the exercise price and number of warrant shares of the Smithline Assumed Warrants will be adjusted to reflect such lower issuance price as the new equity is sold and the number of shares issuable under the Smithline Assumed Warrant will be increased such that the aggregate exercise price after the lower price adjustment shall be equal to the aggregate exercise price prior to adjustment. This anti- dilution adjustment will have a dilutive effect on our equity and may hamper its ability to complete future financings. Our success and the growth of our business will depend on our ability to effectively and in a cost- feasible manner acquire, maintain, and engage with our targeted customers. If we fail to acquire, maintain, and engage customers, our business, revenue, operating results, and financial condition will be adversely impacted. As a company with limited revenues, we anticipate that sales and marketing expenses may require significant investment. We cannot guarantee, however, that our investments in sales and marketing will effectively reach potential customers, potential customers will decide to buy our products or services, or that customer spend for our products and services will yield the intended return on investment. In addition, many factors, some of which are beyond our control, may reduce our ability to acquire, maintain and engage with customers, including the following: ● potential customers fail to accept or adopt our epigenetic biomarker technology; ● changes in advertising platforms' pricing, which could result in higher advertising costs, and changes in digital advertising platforms' policies, that may delay or prevent us from advertising through these channels; ● changes in search algorithms by search engines; ● ineffectiveness of our marketing efforts and other spend to acquire new customers; ● decline in popularity of, or governmental restrictions on, social media platforms where we plan to advertise; ● the development of new search engines or social media sites that reduce traffic on existing search engines and social media sites; ● suffering reputational harm to our brand resulting from negative publicity, whether accurate or inaccurate; ● failing to expand geographically; ● failing to obtain or maintain licensure in jurisdictions where we sell products; ● failing to offer new and competitive products; ● failing to develop effective distribution systems; ● technical or other problems frustrate the customer experience; or ● we are unable to address customer concerns regarding the content, privacy and security. Our inability to overcome these challenges could adversely impact our ability to attract and add new customers, as well as retain existing customers, once obtained, and could have an adverse effect on our business, revenue, operating results and financial condition. Further, if our customer base does not grow, we may be required to incur significantly higher marketing expenses than we currently anticipate in order to attract new customers. A significant decline in our customer base could have a materially adverse impact on our business, financial condition and results of operations. Security incidents or real or perceived errors, failures, or bugs in our systems or websites could adversely impact our operations, result in loss of personal customer information, damage our reputation and brand, and harm our business and operating results. Our success will be dependent on our systems, applications, and software operating and meeting the changing needs of our customers and users. We will rely on our technology and vendors to successfully implement changes to and maintain our systems and services in an efficient and secure manner. Like all information systems and technology, our websites may contain material errors, failures, vulnerabilities or bugs, particularly when new features or capabilities are released, and may be subject to computer viruses or malicious code, break- ins, phishing impersonation attacks, attempts to overload our servers with denial- of- service or other attacks, ransomware and similar incidents or disruptions from unauthorized use of our computer systems, as well as unintentional incidents causing data leakage, any of which could lead to interruptions, delays or website or online app shutdowns, or could cause loss of critical data, or the unauthorized disclosure, access, acquisition, alteration or use of personal or other confidential information. If we experience compromises to our security that result in technology performance, integrity, or availability problems, the complete shutdown of our websites or the loss or unauthorized disclosure, access, acquisition, alteration or use of confidential information, customers or potential customers may lose trust and confidence in us, and may decrease the use of our systems or websites, or stop using

~~our systems or websites entirely. Further, outside parties may attempt to fraudulently induce employees or customers to disclose sensitive information in order to gain access to our information, including customer information. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently, they are often not recognized until launched against a target, and may originate from less regulated and remote areas around the world, we may be unable to proactively address these techniques or to implement adequate preventative measures. Even if we take steps that we believe are adequate to protect us from cyber threats, hacking against our competitors or other companies could create the perception among our customers or potential customers that our systems or websites are not safe to use. A significant impact on the performance, reliability, security, and availability of our systems, software, or services may harm our reputation, impair our ability to operate, retain customers or attract new customers for our brands, and expose us to legal claims and government action, each of which could have a material adverse impact on our business, results of operations, and financial condition.~~ Changes in general economic conditions could have a material adverse impact on our business. Changes in general economic conditions, including, for example, interest rates, investor sentiment, changes specifically affecting the **insurance industry or** biotechnology industry, competition, technological developments, political and diplomatic events, tax laws, and other factors not known to us today, could substantially and materially adversely impact our business. For example, changes in interest rates may increase our cost of capital and ability to raise capital and have a corresponding adverse impact on our operating results. While we may engage in certain hedging activities to mitigate the impact of these changes, none of these conditions are or will be within our control. Changes in general economic conditions may also negatively impact demand for **life insurance and** our **other** products and services ~~. We have identified material weaknesses in our internal control over financial reporting. If we fail to develop and maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results in a timely manner, which may adversely affect investor confidence in the Company. A material weakness is a deficiency or combination of deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of a company' s financial statements would not be prevented or detected on a timely basis. These deficiencies could result in additional material misstatements to its financial statements that could not be prevented or detected on a timely basis. As of the year ended December 31, 2023, we have identified un- remediated material weaknesses in connection with our (i) entity- level controls (ii) accounting personnel resources with the necessary levels of accounting expertise and (iii) segregation of duties. This resulted from a lack of necessary business processes, internal controls, record retention policy, and adequate number of qualified personnel within our accounting function. The material weaknesses will not be considered remediated until management designs and implements effective controls that operate for a sufficient period of time and management has concluded, through testing, that these controls are effective. We cannot assure you that the measures will be sufficient to avoid potential future material weaknesses. Accordingly, there could continue to be a possibility that a material misstatement of our financial statements would not be prevented or detected on a timely basis~~ . If we are unable to maintain effective internal control over financial reporting and disclosure controls and procedures, the accuracy and timing of our financial reporting may be adversely affected. We are required to comply with Section 404 of the Sarbanes- Oxley Act, which requires management assessments of the effectiveness of internal control over financial reporting and disclosure ~~controls and procedures. Prior to our Business Combination, although we had effective internal controls and procedures, we were a private company with limited accounting and finance personnel, review processes and other resources with which to address our internal~~ controls and procedures. Based on the evaluation of our internal controls over financial reporting, we concluded that such controls were not effective as of December 31, ~~2023~~ **2024** . In addition, based on the evaluation of our disclosure controls and procedures as of December 31, ~~2023~~ **2024** , we concluded such controls were not effective **. Due to the current size of our Company and our limited personnel, we may not be able to maintain effective internal control over financial reporting and disclosure controls and procedures in the future** . We can give no assurance that we will be able to maintain effective internal control over financial reporting and disclosure controls and procedures, or that no " material weaknesses " in our internal control over financial reporting will be identified in the future. If we encounter " material weaknesses " in our internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis, it could lead to errors in our financial statements that could result in a restatement of our financial statements and cause us to fail to meet our reporting obligations. Further, If we are unable to maintain effective internal control over financial reporting or disclosure controls and procedures, our ability to record, process and report financial information accurately and to prepare financial statements within required time periods could be adversely affected, which could subject us to litigation or investigations requiring management resources and payment of legal and other expenses, negatively affect investor confidence in our financial statements, restrict access to capital markets and adversely impact our stock price. **Our business has substantial indebtedness; the majority of our debt instruments are in payment default and contain restrictive covenants which may affect our operational and financial flexibility.** We ~~may expand~~ **currently have, and will likely continue to have, a substantial amount of indebtedness. Our indebtedness could, among other things, make it more difficult for us to satisfy our debt and other obligations, require us to use a large portion of our cash flow from** operations ~~abroad~~ **to repay and service our debt or otherwise create liquidity problems, limit our flexibility to adjust to market conditions and place us at a competitive disadvantage. Restrictive covenants in the agreements governing our indebtedness may adversely affect us. Our ability to meet our obligations depends on our future performance and capital raising activities, which will be affected by financial, business, economic and other factors, many of which are beyond our control. If our cash flow and capital resources prove inadequate to allow us to pay the principal and interest on our debt and meet our other obligations, we could face substantial liquidity problems and might be required to dispose of material assets or operations, restructure or refinance our debt, which we may be unable to do on acceptable terms, and forego attractive business opportunities. In addition, the terms of our existing or future debt agreements may restrict us from pursuing any of these alternatives. Risks Related to Our Healthcare**

Operations. Our results of operations may be adversely affected if the Patient Protection and Affordable Care Act (“ ACA ”) is repealed, replaced or otherwise changed. The ACA has increased the number of people with health care insurance. It also has reduced Medicare and Medicaid reimbursements. Numerous proposals continue to be discussed to repeal, amend or replace the law. We cannot predict whether any such repeal, amend or replace proposals, or any parts of them, will become law and, if they do, what their substance or timing will be. ~~where~~ **There** ~~we~~ **is uncertainty whether, when and how the ACA may be changed, what alternative provisions, if any, will be enacted, the timing of enactment and implementation of any alternative provisions and the impact of any alternative provisions on providers as well as other healthcare industry participants. Efforts to repeal or change the ACA or implement other initiatives intended to reform healthcare delivery and financial systems may** have ~~limited~~ **an adverse effect on our business and results of** ~~operating~~ **operations . Healthcare plans have taken steps to control the utilization and reimbursement of healthcare services. We also face efforts by non- governmental third- party payers, including healthcare plans, to reduce utilization and reimbursement for healthcare services. The healthcare industry has** ~~experience~~ **experienced a trend of consolidation among healthcare insurance plans** and **payers, resulting in fewer but larger insurance plans with significant bargaining power to negotiate fee arrangements with healthcare providers. These healthcare plans, and independent physician associations, may demand that providers accept discounted fee structures or assume all or a portion of the financial risk associated with providing services to their members through capped payment arrangements.** ~~where~~ **There** ~~we may~~ **are also an increasing number of patients enrolling in consumer driven products and high- deductible plans that involve greater patient cost- sharing. The increased consolidation among healthcare plans and payers increases the potential adverse impact of not being, or ceasing to** be **, a contracted provider with any such insurer. The ACA includes provisions, including ones regarding the creation of healthcare exchanges, which may encourage healthcare insurance plans to increase exclusive contracting. We expect continuing efforts to reduce reimbursements, to impose more stringent cost controls and to reduce utilization of services. These efforts, including future changes in third- party payer rules, practices and policies or ceasing to be a contracted provider to many healthcare plans, have had and may continue to have a material adverse effect on our business. Some of our operations are** subject to **federal** ~~increased regulatory risks~~ and ~~local competition. If we are unsuccessful in efforts~~ **state laws prohibiting “ kickbacks ” and other laws designed** to ~~expand internationally~~ **prohibit payments for referrals and eliminate healthcare fraud. Federal and state anti- kickback and similar laws prohibit payment** , ~~our~~ **or** ~~business~~ **offers of payment, in exchange for referrals of products and services for which reimbursement** may be **made by Medicare** ~~harmed. Regulations exist~~ or ~~are under consideration in countries outside the~~ **other federal and state healthcare programs** ~~United States, which limit or prevent the sale of direct- to- consumer genetic tests~~ . Some **state laws contain** ~~countries, including Australia, require premarket review by their regulatory body similar to that required in the United States by the FDA. Some countries, including Australia, Germany, France and Switzerland, require a physician prescription for genetic tests providing health information, thus limiting our offering in those countries to an ancestry- only test. Other countries require mandatory genetic counseling prior to genetic testing. If~~ similar prohibitions ~~were enacted~~ **that apply without regard to the payer of reimbursement for the services. Under a federal statute, known as the “ Stark Law ” or “ self- referral ” prohibition, physicians, subject to certain exceptions, are prohibited from referring their Medicare or Medicaid program patients to providers with which the physicians or their immediate family members have a financial relationship, and the providers are prohibited from billing for services rendered in violation of Stark Law referral prohibitions. Violations of the federal Anti- Kickback Law and Stark Law may be punished by civil and criminal penalties, and / or exclusion from participation in federal health care programs, including Medicare and Medicaid. States may impose similar penalties. The ACA significantly strengthened provisions of the Federal False Claims Act and Anti- Kickback Law provisions, and other health care fraud provisions, leading to the possibility of greatly increased qui tam suits by private citizen “ relators ” for perceived violations of these laws. There can be no assurance that our activities will not come under the scrutiny of regulators and other government authorities or that our practices will not be found to violate applicable laws, rules and regulations or prompt lawsuits by private citizen relators under federal or state false claims laws. A qui tam lawsuit has been filed against the Company alleging violations of the False Claims Act. See “ Legal Proceedings ”. Federal officials responsible for administering and enforcing the healthcare laws and regulations have made a priority of eliminating healthcare fraud. For example, the ACA includes significant new fraud and abuse measures, including required disclosures of financial arrangements with physician customers, lower thresholds for violations and increased potential penalties for violations. Federal funding available for combating health care fraud and abuse generally has increased. While we seek to conduct our business in compliance with all applicable laws and regulations, many of the laws and regulations applicable to our business, particularly those relating to billing and reimbursement of services and those relating to relationships with physicians, hospitals and patients, contain language that has not been interpreted by courts. We must rely on our interpretation of these laws and regulations based on the advice of our counsel and regulatory or law enforcement authorities may not agree with our interpretation of these laws and regulations and may seek to enforce legal remedies or penalties against us for violations. From time to time we may need to change our operations, particularly pricing or billing practices, in response to changing interpretations of these laws and regulations, or regulatory or judicial determinations** with respect to ~~epigenetic testing, or the~~ **these laws and** ~~scope of the aforementioned~~ regulations **. These occurrences** ~~were expanded to include epigenetics~~ , ~~it~~ **regardless of their outcome,** could **damage** ~~limit the available market for~~ our ~~products~~ **reputation** and ~~services and increase the costs associated~~ **harm important business relationships that we have** with ~~marketing the products~~ **healthcare providers, payers** and ~~services where we are able to offer~~ **others. Furthermore, if a regulatory** ~~our~~ **or judicial authority finds that we have not complied with applicable** ~~products. We may expand our business internationally, which will subject us to additional~~ laws and ~~regulatory standards. Legal developments in the European Union (the “ EU ”) have created a range of new compliance~~

~~obligations regarding transfers of personal data from the European Union to the United States, including the General Data Protection Regulation~~ **regulations** ~~(the " GDPR ") and UK GDPR , which may apply to certain of our activities related to services or products that~~ we **would** ~~offer or may offer to individuals located in the EU. Significant effort and expense will~~ be required to ~~ensure compliance with the GDPR~~ **refund amounts that were billed** and **collected in violation of such** ~~UK GDPR, and could cause us to change our business practices. Moreover, requirements under the GDPR and UK GDPR may change periodically or may be modified by the EU or the UK and / or the~~ laws ~~of one or more countries. The GDPR~~ and ~~UK GDPR impose stringent compliance obligations regarding the handling of personal data and~~ **regulations. In addition, we may voluntarily refund amounts that were alleged to** have ~~resulted~~ **been billed and collected** in ~~the issuance of significant financial penalties for noncompliance, including possible fines of up to 4 % of global annual turnover for the preceding financial year or € 20 million / £ 17. 5 million (whichever is higher) for the most serious violations~~ **violation** . ~~We may also need to achieve and maintain International Standards Organization (or ISO) certification~~ of ~~our future Quality Management Systems. If we are not able to achieve or maintain regulatory compliance, we may not be permitted to market our products and / or may be subject to enforcement by EU Competent Authorities, bodies with authority to act on behalf of the government of the applicable EU Member State, or other nations which adopt similar standards, to ensure that the requirements of the directive or regulation are met. If we fail to comply with any~~ applicable laws and regulations **. In either case** , we ~~may not be able to expand internationally or~~ could **suffer civil and criminal damages,** ~~become subject to enforcement actions or the imposition of significant monetary~~ fines **and** ~~, other~~ penalties, **exclusion from participation in governmental healthcare programs and the loss of licenses, certificates and authorizations necessary to operate** ~~or~~ **our business, as well as incur liabilities from third-party** claims, **all of** which could harm our **operating results and financial condition. Moreover, regardless of the outcome, if we or physicians or other third parties with whom we do business are investigated by a regulatory or law enforcement authority we could incur substantial costs, including legal fees, and our management may be required to divert a substantial amount of time to an investigation. To enhance compliance with applicable health care laws, and mitigate potential liability in the event of noncompliance, regulatory authorities, such as the OIG, have recommended the adoption and implementation of a comprehensive health care compliance program that generally contains the elements of an effective compliance and ethics program described in Section 8B2. 1 of the United States Sentencing Commission Guidelines Manual, and for many years the OIG has made available a model compliance program. In addition, certain states require that health care providers that engage in substantial business under the state Medicaid program have a compliance program that generally adheres to the standards set forth in the Model Compliance Program. Also, under the ACA, HHS will require suppliers, such as the Company, to adopt, as a condition of Medicare participation, compliance programs that meet a core set of requirements. While we have adopted, or are in the process of adopting, healthcare compliance and ethics programs that generally incorporate the OIG' s recommendations, and training our applicable employees in such compliance, having such a program can be no assurance that we will avoid any compliance issues. We conduct our business in a heavily regulated industry and changes in regulations or violations of regulations could, directly or indirectly, harm our operating results and financial condition. The healthcare industry is highly regulated and there can be no assurance that the regulatory environment in which we operate will not change significantly and adversely in the future. Areas of the regulatory environment that may affect our** ability to conduct ~~our~~ business **include, without limitation: ● federal and state laws applicable to billing and claims payment; ● federal and state laws relating to licensure; ● federal and state anti- kickback laws; ● federal and state false claims laws; ● federal and state self- referral and financial inducement laws, including the federal physician anti- self- referral law, or the Stark Law; ● coverage and reimbursement levels by Medicare and other governmental payors and private insurers; ● HIPAA, along with the revisions to HIPAA as a result of the Health Information Technology for Economic and Clinical Health Act (" HITECH "), and analogous state laws; ● federal and state regulation of privacy, security, electronic transactions and identity theft; ● federal, state and local laws governing the handling, transportation and disposal of medical and hazardous waste; ● Occupational Safety and Health Administration rules and regulations; ● changes to laws, regulations and rules as a result of the ACA; and ● changes to other federal, state and local laws, regulations and rules, including tax laws. These laws and regulations are extremely complex and, in many instances, there are no significant regulatory or judicial interpretations of these laws and regulations. Any determination that we have violated these laws or regulations, or the public announcement that we are being investigated for possible violations of these laws or regulations, could harm our operating results and financial condition. In addition, a significant change in any of these laws or regulations may require us to change our business model in order to maintain compliance with these laws or regulations, which could harm our operating results and financial condition. Failure to comply with complex federal and state laws and regulations related to submission of claims for services can result in significant monetary damages and penalties and exclusion from the Medicare and Medicaid programs. We are subject to extensive federal and state laws and regulations relating to the submission of claims for payment for services, including those that relate to coverage of our services under Medicare, Medicaid and other governmental health care programs, the amounts that may be billed for our services and to whom claims for services may be submitted. Our failure to comply with applicable laws and regulations could result in our inability to receive payment for our services or result in attempts by third- party payers, such as Medicare and Medicaid, to recover payments from us that have already been made. Submission of claims in violation of certain statutory or regulatory requirements can result in penalties, including substantial civil money penalties for each item or service billed to Medicare in violation of the legal requirement, and exclusion from participation in Medicare and Medicaid. Government authorities may also assert that violations of laws and regulations related to submission or causing the submission of claims violate the federal False Claims Act (" FCA ") or other laws related to fraud and abuse, including submission of claims for services that were not medically necessary. Violations of**

the FCA could result in enormous economic liability. The FCA provides that all damages are trebled. For example, we could be subject to FCA liability if it was determined that the services we provided were not medically necessary and not reimbursable, particularly if it were asserted that we contributed to the physician' s referrals of unnecessary services to us. It is also possible that the government could attempt to hold us liable under fraud and abuse laws for improper claims submitted by ~~and~~ an entity for services that we performed if we were found to have knowingly participated in the arrangement that resulted in submission of the improper claims. Our facilities are subject to potential claims for professional liability, including existing or potential claims based on the acts or omissions of third parties, which claims may not be covered by insurance. Our facilities are subject to potential claims for professional liability (medical malpractice) in connection with their operations, as well as potentially acquired or discontinued operations. To cover such claims, professional malpractice liability insurance and general liability insurance are maintained in amounts believed to be sufficient for operations, although some claims may exceed the scope or amount of the coverage in effect. The assertion of a significant number of claims, either within a self- insured retention (deductible) or individually or in the aggregate in excess of available insurance, could have a material adverse effect on our results of operations or financial condition. Premiums for professional liability insurance have historically been volatile, and we cannot assure you that professional liability insurance will continue to be available on terms acceptable to us, if at all. The operations of hospitals also depend on the professional services of physicians and other trained healthcare providers and technicians in the conduct of their respective operations, including independent laboratories and physicians rendering diagnostic and medical services. There can be no assurance that any legal action stemming from the act or omission of a third- party provider of healthcare services would not be brought against one of our hospitals, resulting in significant legal expenses in order to defend against such legal action or to obtain a financial contribution from the third party whose acts or omissions occasioned the legal action. Our success depends on our ability to attract and retain qualified healthcare professionals. A shortage of qualified healthcare professionals could weaken our ability to deliver healthcare services. Our operations are dependent on the efforts, ability and experience of healthcare professionals, such as physicians, nurses, therapists, pharmacists and lab technicians. Each facility' s success has been, and will continue to be, influenced by its ability to attract and retain these skilled employees. A shortage of healthcare professionals, the loss of some or all of its key employees or the inability to attract or retain enough qualified healthcare professionals could cause the operating performance of one or more of our facilities to decline. A significant portion of our net revenues is dependent on Medicare and Medicaid payments and possible reductions in Medicare or Medicaid payments or the implementation of other measures to reduce reimbursements may reduce our revenues. A significant portion of our net revenues is derived from the Medicare and Medicaid programs, which are highly regulated and subject to frequent and substantial changes. Previous legislative changes have resulted in, and future legislative changes may result in, limitations on and reduced levels of payment and reimbursement for a substantial portion of hospital procedures and costs. Future healthcare legislation or other changes in the administration or interpretation of governmental healthcare programs may have a material adverse effect on our consolidated business, financial condition, results of operations or prospects. Failure to timely or accurately bill for our services could have a material adverse effect on our business. Billing for medical services is extremely complicated and is subject to extensive and non- uniform rules and administrative requirements. Depending on the billing arrangement and applicable law, we bill various payers, such as patients, insurance companies, Medicare, Medicaid, physicians, hospitals and employer groups. Changes in laws and regulations could increase the complexity and cost of our billing process. Additionally, auditing for compliance with applicable laws and regulations as well as internal compliance policies and procedures adds further cost and complexity to the billing process. Missing, incomplete, or incorrect information adds complexity to and slows the billing process, creates backlogs of unbilled services, and generally increases the aging of accounts receivable and bad debt expense. Failure to timely or correctly bill may lead to our not being reimbursed for our services or an increase in the aging of our accounts receivable, which could adversely affect our results of operations and cash flows. Failure to comply with applicable laws relating to billing or even having to pay back amounts incorrectly billed and collected could lead to various penalties, including: (1) exclusion from participation in CMS and other government programs; (2) asset forfeitures; (3) civil and criminal fines and penalties; and (4) the loss of various licenses, certificates and authorizations necessary to operate our business, any of which could have a material adverse effect on our results of operations or cash flows. There have been times when our accounts receivable have increased at a greater rate than revenue growth and, therefore, have adversely affected our cash flows from operations. We have taken steps to implement systems and processing changes intended to improve billing procedures and related collection results. However, we cannot assure that our ongoing assessment of accounts receivable will not result in the need for additional provisions. Such additional provisions, if implemented, could have a material adverse effect on our operating results. Our operations may be adversely impacted by the effects of extreme weather conditions, natural disasters such as hurricanes and earthquakes, hostilities or acts of terrorism and other criminal activities. Our operations are always subject to adverse impacts resulting from extreme weather conditions, natural disasters, hostilities or acts of terrorism or other criminal activities. Such events may result in a temporary decline in the number of patients who seek our services or in our employees' ability to perform their job duties. In addition, such events may temporarily interrupt our ability to provide our services. The occurrence of any such event and / or a disruption of our operations as a result may adversely affect our results of operations. Increased competition, including price competition, could have a material adverse impact on our **net revenues** ~~business, financial condition~~ and **profitability** ~~results of operations. We are exposed to risks related to litigation and other legal proceedings~~. We operate in a ~~highly regulated~~ **business that is characterized by intense competition. Our major competitors include large national hospitals that possess greater name recognition, larger customer bases,** and ~~litigious environment~~ **significantly**

greater financial resources and employ substantially more personnel than we do. Many of our competitors have long established relationships. Although our hospitals operate in communities where they are currently the only general acute care hospital, they face substantial competition from other hospitals in their respective regions. Although these competing hospitals may be many miles away, patients in these markets may travel to these competing hospitals as a result of local physician referrals, managed care plan incentives or personal choices . We **cannot assure you that we will be able to compete successfully with such entities in the future. The healthcare business is intensely competitive both in terms of price and service. Pricing of services is often one of the most significant factors used by patients, health care providers and third- party payers in selecting a provider. As a result of the healthcare industry undergoing significant consolidation, larger providers are able to increase cost efficiencies. This consolidation results in greater price competition. We may be unable to increase cost efficiencies sufficiently, if at all, and as a result, our net earnings and cash flows could be negatively impacted by such price competition. We may also face competition from companies that do not comply with existing laws or regulations or otherwise disregard compliance standards in the industry. Additionally, we may also face changes in fee schedules, competitive bidding for services or other actions or pressures reducing payment schedules as a result of increased or additional competition. Additional competition, including price competition, could** have **a material adverse impact on** ~~and may become involved in legal proceedings, including litigation, arbitration and other claims, and investigations, inspections, audits, claims, inquiries and similar actions by insurance, tax and other governmental authorities. Legal proceedings, in general, and securities, derivative action and class action and multi- district litigation, in particular, can be expensive and disruptive. Some of these suits may purport or~~ **our net revenues** ~~may be determined to be class actions~~ and ~~/~~ **profitability. Sustained inflation and staffing shortages could increase** ~~or~~ **our costs of operations** ~~involve parties seeking large and / or indeterminate amounts, including punitive or exemplary damages, and may remain unresolved for several years .~~ ~~We~~ **The healthcare industry is very labor intensive, and salaries and benefits** are subject to ~~extensive regulation~~ **inflationary pressures, as are supply and other costs. In particular, like others in the healthcare industry, we continue to experience a shortage of nurses and other clinical staff and support personnel, which was exacerbated** by **the COVID- 19 pandemic. This staffing shortage may require us to further enhance wages and benefits to recruit and retain nurses and other clinical staff and support personnel or require us to hire expensive temporary personnel. Furthermore, we are unable to predict whether recent inflationary spikes, which were initially thought to be transitory, labor shortages in selected markets, and supply chain issues will continue for an extended period of time. Substantially increased costs of personnel, goods, and services could have an adverse effect on our results of operations if we are unable to pass such costs along to patients and payors. The concentration of our patients in persons for whom the cost of treatment is paid for under government programs could substantially limit our ability to pass through such costs. Failure to maintain the security of patient- related information or compliance with security requirements could damage the Company' s reputation with patients and cause it to incur substantial** ~~national~~ **additional** ~~,~~ **costs and to become subject to litigation. Pursuant to HIPAA and certain similar** state **laws, we must comply with comprehensive privacy** and ~~local government agencies in~~ **security standards with respect to** the ~~United States~~ **use and disclosure of protected health information. Under the HITECH amendments to HIPAA, HIPAA was expanded to require certain data breach notifications, to extend certain HIPAA privacy and security standards directly to business associates, to heighten penalties for noncompliance and to enhance enforcement efforts. If the Company does not comply with existing or new laws and regulations relating to protecting the privacy and security of personal or health information, it could be subject to monetary fines, civil penalties or criminal sanctions. The Company receives certain personal and financial information about its patients. In addition, the Company depends upon the secure transmission of confidential information over public networks, including information permitting cashless payments. While we take reasonable and prudent steps to protect this information, a compromise in the Company' s security systems that results in patient personal information being obtained by unauthorized persons or the Company' s failure to comply with security requirements for financial transactions could adversely affect the Company' s reputation with its customers and others** , as well as **the Company' s results of operations, financial condition and liquidity. It could also result** in **litigation against the Company or the imposition of penalties. Failure of the Company to comply with emerging electronic transmission standards could adversely affect our business. The failure of our IT systems to keep pace with technological advances may significantly reduce our revenues or increase our expenses. Public and private initiatives to create healthcare information technology (" HCIT ") standards and to mandate standardized clinical coding systems for the electronic exchange of clinical information could require costly modifications to our existing HCIT systems. While we do not expect HCIT standards to be adopted or implemented without adequate time to comply, if we fail to adopt or delay in implementing HCIT standards, we could lose customers and business opportunities. Compliance with the HIPAA security regulations and privacy regulations may increase the Company' s costs. The HIPAA privacy and security regulations, including the expanded requirements under HITECH, establish comprehensive federal standards with respect to the use and disclosure of protected health information by health plans, healthcare providers and healthcare clearinghouses, in addition to setting standards to protect the confidentiality, integrity and security of protected health information. The regulations establish a complex regulatory framework on a variety of subjects, including: ● the circumstances under which the use and disclosure of protected health information are permitted or required without a specific authorization by the patient, including but not limited to treatment purposes, activities to obtain payments for the Company' s services, and its healthcare operations activities; ● a patient' s rights to access, amend and receive an accounting of certain disclosures of protected health information; ● the content of notices of privacy practices for protected health information; ● administrative, technical and physical safeguards required of entities that use or receive protected health information; and ● the protection of computing systems maintaining Electronic Personal Health**

Information (“ ePHI ”). The Company has implemented policies and procedures related to compliance with the HIPAA privacy and security regulations, as required by law. The privacy and security regulations establish a “ floor ” and do not supersede state laws that are more stringent. Therefore, the Company is required to comply with both federal privacy and security regulations and varying state privacy and security laws. In addition, for healthcare data transfers from other countries relating to citizens of those ~~in which we may operate. There continues --~~ countries ~~to~~ , the Company may also be ~~a~~ required to comply with the laws of those other countries. The federal privacy regulations restrict the Company’ s ability to use or disclose patient identifiable data, without patient authorization, for purposes other than payment, treatment or healthcare operations (as defined by HIPAA), except for disclosures for various public policy purposes and other permitted purposes outlined in the privacy regulations. HIPAA, as amended by HITECH, provides for significant fines and other penalties for wrongful use or disclosure of protected health information in violation of the privacy and security regulations, including potential civil and criminal fines and penalties. Due to the enactment of HITECH and an increase in the amount of monetary financial penalties, government enforcement has also increased. It is not possible to predict what the extent of the impact on business will be, other than heightened ~~level~~ scrutiny and emphasis on compliance. If the Company does not comply with existing or new laws and regulations related to protecting the privacy and security of ~~review~~ health information it could be subject to significant monetary fines, civil penalties or criminal sanctions. In addition, other federal and state laws that protect the privacy and security of patient information may be subject to enforcement and interpretations by various governmental authorities and courts resulting in complex compliance issues. For example, the Company could incur damages under state laws pursuant to an action brought by a private party for the wrongful use or disclosure of confidential health information or other private personal information. Health care reform and related programs (e. g. Health Insurance Exchanges), changes in government payment and reimbursement systems, or changes in payer mix, including an increase in capitated reimbursement mechanisms and evolving delivery models, could have a material adverse impact on the Company’ s net revenues, profitability and cash flow. Our services are billed to private patients, Medicare, Medicaid, commercial clients, managed care organizations (“ MCOs ”) and third- party insurance companies. Bills may be sent to different payers depending on the medical insurance benefits of a particular patient. Increases in the percentage of services billed to government and managed care payers could have an adverse impact on the Company’ s net revenues. A portion of the third- party insurance fee- for- service revenues are collectible from patients in the form of deductibles, copayments and coinsurance. As patient cost- sharing increases, collectability may be impacted. In addition, Medicare and Medicaid and private insurers have increased their efforts to control the cost, utilization and delivery of health care services. Measures to regulate health care delivery have resulted in reduced prices, added costs and decreased utilization as well as increased complexity and new regulatory and administrative requirements. Changes to, or repeal of, the ACA, the health care reform legislation passed in 2010, also may continue to affect coverage, reimbursement and utilization of services, as well as administrative requirements, in ways that are currently unpredictable. The Company expects efforts to impose reduced reimbursement, more stringent payment policies and utilization and cost controls by government and other payers to continue. If the Company cannot offset additional reductions in the payments it receives for its services by reducing costs, increasing the number of patients treated and / or introducing new procedures ~~audit by regulatory authorities of~~ , it could have a material adverse impact on the Company’ s net revenues, profitability and cash flows. As ~~and~~ an employer, health care reform legislation also contains numerous regulations that will require the Company to implement significant process and record keeping changes to be in compliance. These changes ~~increased~~ increase the cost of providing healthcare coverage to employees and their families. Given the limited release of regulations to guide compliance, as well as potential changes to or repeal of the ACA, the exact impact to employers including the Company is uncertain. Adverse results in material litigation matters ~~regarding, our~~ or ~~related industry~~ governmental inquiries could have a material adverse effect upon the Company ’ s business ~~, compliance~~ and ~~reporting~~ financial condition. The Company may become subject in the ordinary course of business to material legal action related to, among other things, professional liability, contracts and employee- related matters, as well as inquiries and requests for information from governmental agencies and bodies and Medicare or Medicaid payors requesting comment and / or information on allegations of billing irregularities, billing and pricing arrangements, privacy practices and other matters that are brought to their attention through billing audits or third parties . ~~As a~~ The healthcare industry is subject to substantial Federal and state government regulation and audit. Legal actions could result ~~, we are and may be~~ in substantial monetary damages as well as damage to the Company’ s reputation ~~subject of government actions of the types described above. We cannot predict~~ with customers ~~certainty the outcomes of any legal proceedings and other contingencies~~ , which ~~and the costs incurred in litigation can be substantial, regardless of the outcome. Substantial unanticipated verdicts, fines and rulings do sometimes occur. As a result, we~~ could ~~from time to time incur judgments, enter into settlements or revise our expectations regarding the outcome of certain matters, and such developments could harm our reputation and~~ have a material adverse effect on its business ~~our results of operations in the period in which the amounts are accrued and / or our cash flows in the period in which the amounts are paid~~ . Failure in ~~In addition, as a result of governmental investigations or proceedings, we may be subject to damages, civil or criminal fines or penalties, or other --~~ the Company ~~sanctions. The outcome of some of these legal proceedings and other contingencies could require us to take, or refrain from taking, actions which could negatively affect our operations. Additionally, defending against these lawsuits and proceedings may involve significant expense and diversion of management~~ ’ s information technology systems or delays or failures in the development and implementation of updates or enhancements to those systems could significantly delay billing and otherwise disrupt the Company’ s operations or patient relationships. The Company’ s business and patient relationships depend, in part, on the continued performance of its information technology systems. Despite network security measures and other precautions, the Company’ s information technology systems are potentially vulnerable to

physical or electronic break- ins, computer viruses and similar disruptions. Sustained system failures or interruption of the Company' s systems in one or more of its operations could disrupt the Company' s ability to conduct its business. Breaches with respect to protected health information could result in violations of HIPAA and analogous state laws and risk the imposition of significant fines and penalties. Failure of the Company' s information technology systems could adversely affect the Company' s business, profitability and financial condition. Increasing health insurance premiums and co- payments or high- deductible health plans may cause individuals to forgo health insurance and avoid medical attention **, either of which may reduce demand for our products** and ~~resources~~ **services** . ~~We~~ **Health insurance premiums, co- payments and deductibles** have ~~been subject~~ **generally increased in recent years. These increases may cause individuals** to ~~regulatory and other government~~ **forgo health insurance, as well as medical attention. This behavior may reduce demand** ~~or~~ **for** ~~regulatory investigations~~ **services at** ~~or~~ **our** ~~inquiries under national, regional and~~ **hospitals. Our healthcare operations are dependent on the** local **economies** ~~laws, as amended from time to time,~~ and ~~may be required to comply with data requests, or requests for information by government authorities and regulators in the United States or other~~ -- **the** ~~jurisdictions~~ **surrounding areas** in which ~~we~~ **they** operate and ~~any resulting enforcement action~~ **are concentrated in Tennessee. A significant deterioration in those economies** could ~~have~~ **cause** a ~~materially~~ -- **material** adverse effect on ~~us~~ **our businesses** . ~~As a publicly trading reporting company with~~ **Each rural facility operation is dependent upon the local economy where it is located. A significant deterioration in that economy would negatively impact the demand for the facility' s services, as well as the ability of patients and other payers to pay for service as rendered. Our net revenues are particularly sensitive to regulatory and economic changes in Tennessee. Any change in the current demographic, economic, competitive or regulatory conditions in the state could have an adverse effect on our business, financial condition or results of** operations ~~in~~ **. Changes to the Medicaid program or** ~~the~~ **other health care laws or** ~~United States, we interact regularly with regulatory~~ **regulations in Tennessee could also have** ~~and~~ - **an** ~~self~~ **adverse effect. Adverse results in material litigation matters or governmental inquiries could have a material adverse effect upon the Company' s business and financial condition. The Company may become subject in the ordinary course of business to material legal action related to, among other things, professional liability, contracts and employee** - ~~regulatory agencies~~ **related matters** , **as well as** ~~including the SEC and the NYSE American. We have been and may in the future be the subject of SEC and other regulatory investigations or~~ inquiries and ~~may be required to comply with informal or formal orders or other requests for information or documentation from such government authorities and regulators regarding our compliance with national, regional and local laws and regulations, including the rules and regulations under the Securities Act and the Exchange Act. Such laws and regulations and their interpretation and applications may also change from time to time. Responding to~~ requests for information from **governmental agencies and bodies and Medicare or Medicaid payors requesting comment and / or information on allegations of billing irregularities, billing and pricing arrangements, privacy practices and other matters that are brought to their attention through billing audits or third parties. The healthcare industry is subject to substantial Federal and state government** ~~regulators~~ **regulation and audit. Legal actions could result** in ~~connection~~ **substantial monetary damages as well as damage to the Company' s reputation** with **customers, which** ~~any such investigations or inquiries~~ could ~~have a materially adverse effect on our business through, among other things, significantly increased legal fees and the time and attention required of our management and employees to be diverted from our normal business operations and growth plans. Moreover, if a regulator were to initiate an enforcement action against us, such any action could further consume our resources, require us to change our business practices and~~ have a material adverse effect **upon its business. We currently have research projects planned and underway designed to further discover, improve and / or validate the use of our epigenetic biomarkers for our commercial purposes, but we cannot guarantee the results of such research and any negative results may negatively impact our ability to pursue our business plans. Our current and planned research projects are designed to further discover, improve and / or validate the use of epigenetic biomarkers for commercial use. The main research projects we have underway leverage existing data obtained through our Pilot Study, as well as new data obtained through collaborations such as the Physicians' Health Study. Our analyses of these data are intended to inform the utility and capabilities of epigenetics for health assessment. While we believe these research projects will lead to the discovery, improvement, and commercialization of our proprietary epigenetic biomarker technology, we cannot guarantee positive and immediately commercially viable results from these studies, nor can we guarantee that potential customers will use our products and services based** on **the results of such studies. Our results may be misleading or inaccurate, which could adversely impact the acceptance of our products and services, and our overall ability to continue pursuing** our business ~~, financial condition,~~ **plans. If the** results ~~of operations and cash flows. Risks Related~~ **from our research studies differ from what we expect, or if such results are not accepted by our customers, it will adversely impact our ability** to ~~Our Epigenetic Testing Services~~ **pursue our business plans and generate revenue, which could result in a complete loss of your investment.** We intend to provide consumer engagement through our health and wellness offerings; however, competition in the personal health and wellness testing market continues to increase and presents a threat to the success of our business. The number of companies entering the personal health and wellness testing market with offerings similar to those that we provide through our health and wellness testing offerings continues to increase. We believe that our ability to offer consumer engagement services that add value to consumers depends upon many factors both within and beyond our control, including the following: ● the timing and market acceptance of health and wellness products and services, including the developments and enhancements to those products and services offered by us or our competitors; ● the customer service and support efforts required to provide personal health and wellness testing services; ● the marketing and administrative efforts required to support our consumer engagement services; ● the ease of use, performance, price and reliability of solutions developed either by us or our competitors; and ● our brand strength relative to our competitors. We anticipate we will also face competition from other companies attempting to capitalize on the same, or similar, opportunities as we are, including from

existing diagnostic, laboratory services and other companies entering the personal health and wellness testing market with new offerings such as direct access and / or consumer self- pay tests and interpretation services. Some of our current and potential competitors have longer operating histories and greater financial, technical, marketing and other resources than we do. These factors may allow our competitors to respond more quickly or efficiently than we can to new or emerging technologies. These competitors may engage in more extensive research and development efforts, undertake more far- reaching marketing campaigns and adopt more aggressive pricing policies, which may allow them to build larger customer bases than we have. Our competitors may develop products or services that are similar to our products and services or that achieve greater market acceptance than our products and services. This could attract customers away from our services and reduce our market share. We rely on a limited number of critical third- party suppliers for our epigenetic testing services and in the event we are unable to procure our materials or services, we may not be able to find suitable replacements or immediately transition to alternative suppliers, which will have an adverse impact on our business. We rely on a limited number of critical third- party suppliers for our epigenetic testing, including: (1) the maker of our kit for the collection of our customers' saliva; (2) a provider of microarrays; and (3) providers of array processing and wet- lab services to deliver the raw epigenetic data to us. Our suppliers could cease supplying these materials, equipment and / or services at any time, or fail to provide us with sufficient quantities of materials / services or materials / services that meet our specifications, or significantly increase the costs of providing the materials or services to us. Our operations could be interrupted if we encounter delays or difficulties in securing these materials or services, or if we cannot locate an acceptable substitute. Any such interruption could significantly impact our business, financial condition, results of operations and reputation. Our products and services face substantial competition, which may result in others discovering, developing or commercializing products and services that are similar to ours, before or more successfully than we can. We have not yet fully developed and commercialized, and may never successfully develop or commercialize, some of our product and service offerings, such as our saliva- based epigenetic underwriting technology for the insurance market. Moreover, our business faces substantial competition from larger, more established companies with products and services that have already been accepted by the industries in which we seek to operate and may impair our ability to compete and to commercialize our products and services. We recognize that other companies, including larger **insurance, insurance technology,** health and wellness **,** and biotechnology companies, may be developing or have plans to develop products and services that may compete with ours. Many of our competitors have substantially greater financial, technical, and human resources than we have. In addition, many of our competitors have significantly greater experience than we have in researching and developing, marketing, and commercializing products and services similar to ours. Our competitors may discover, develop or commercialize products and services that are more effective, safer or less costly than any products or services that we are developing. Our competitors may also obtain regulatory approval for their products and services more rapidly than we may obtain approval for our testing services. We anticipate that competition with our products and testing services will be based on a number of factors, including product efficacy, accuracy, availability and price. Our competitive position will also depend upon our ability to attract and retain qualified personnel, to obtain patent protection or otherwise develop and maintain proprietary products or processes, protect our intellectual property including our trade secrets, and to secure sufficient capital resources to support the development and commercialization of our products and services. We or our partners (or both) may now or in the future be subject to laws and regulations relating to laboratory testing, which could materially adversely impact our ability to offer our products or services. The clinical laboratory testing sector is highly regulated in the United States. Both us and our partners may now, or in the future, be subject to regulation under the Clinical Laboratory Improvement Amendments (" CLIA "), or similar state laboratory licensure laws. CLIA is a federal law (administered by the Centers for Medicare & Medicaid Services, or CMS) that, in partnership with the states, regulates clinical laboratories that perform testing on specimens derived from humans for the purpose of providing information for the diagnosis, prevention or treatment of disease or impairment of, or assessment of the health of, human beings. CLIA regulations require clinical laboratories to obtain a certificate commensurate with the type of testing being performed and mandate specific standards in areas including personnel qualifications, administration, participation in proficiency testing, patient test management and quality assurance. CLIA certificates must be renewed every two years, and renewal requires undergoing survey and inspection. CLIA and / or state inspectors may conduct random inspections or conduct inspections as a result of a complaint or reported incident. DNA methylation profiling of consumer specimens will be performed by our wet- laboratory partners. The failure of our laboratory partners to hold CLIA certification or accreditation appropriate to the type of testing they perform, or to comply with CLIA regulations or applicable state licensure requirements could result in adverse regulatory action that, if not timely corrected, could result in us being unable to continue using their services, which could adversely affect our business. Similarly, if our laboratory partners do not hold state permits or licenses in those states that require them, it may limit our ability to offer our products and services on a national basis. Because we do not directly analyze human specimens in our facilities ~~,~~ but instead perform only data analysis or " dry lab " services, we believe that our bioinformatics and analytic activities are not subject to CLIA. It is possible that, in the future, CLIA may apply to our activities, which could result in us being unable to offer our services or could require additional expenditures to obtain certification, both of which could materially adversely impact our business. We could face similar adverse impacts if a state regulator were to conclude that our bioinformatics activities were subject to state laboratory licensure. Similar adverse consequences could result if CLIA or state regulators disagree with our laboratory partners' interpretation of CLIA or our applicability to their testing services. Our product and service offerings may now or in the future be subject to laws and regulations relating to laboratory developed tests and software, which could materially adversely impact our business. The **Federal Food, Drug, and Cosmetic Act (the "** FDC Act **")** gives the **United States Food and Drug Administration, or** FDA, the authority to regulate manufacturers of medical devices, which are defined to include, among other requirements, in vitro diagnostic (" IVD ") products (e. g., laboratory instruments, reagents, and collection devices) and software that are intended for use in the diagnosis, treatment, cure, mitigation or prevention of diseases

or conditions, including, without limitation, the presence of biomarkers. Medical devices are subject to a variety of regulatory requirements based on their level of risk, including in some cases premarket review and authorization. The FDA enforces its requirements by market surveillance and periodic inspections. The FDA may take a variety of actions in response to violations of the FDC Act and implementing regulations, including, but not limited to, cease and desist orders, injunctions, civil monetary penalties, operating restrictions, or shutdown of production facilities. The FDA has historically taken the position that laboratory tests developed in- house by a clinical laboratory, sometimes referred to as laboratory developed tests (" LDTs "), are subject to regulation as in vitro diagnostic devices. However, the FDA has generally exercised enforcement discretion (i. e., has exercised discretion not to enforce its requirements) with respect to LDTs. Certain types of LDTs have historically not been subject to enforcement discretion, including LDTs for the COVID- 19 pandemic and LDTs offered directly to consumers without a health care provider' s order. Legislative proposals introduced in Congress in 2021 seek to codify or, alternatively, eliminate, FDA authority to regulate LDTs. The FDA also takes the position that stand- alone software that meets the definition of a medical device, known as SaMD, is subject to FDA regulation. Certain categories of medical software, including certain health and wellness software, have been exempted from FDA regulation under the FDC Act. Similarly, the FDA has exercised enforcement discretion with respect to certain types of low risk software products, including those intended to help patients manage chronic conditions. Our products and services include epigenetic analysis of laboratory- generated DNA methylation data using our proprietary bioinformatics and machine learning technology. We believe that our current products and services are not subject to FDA regulation. First, we believe our products and services (such as those intended to inform underwriting decisions) do not meet the definition of a " medical device. " Second, to the extent our products and services incorporate software that is intended solely for health and wellness purposes, we believe such software meets the definition of exempt medical software under the FDC Act, as amended by the 21st Century Cures Act, enacted in 2016. Furthermore, even if elements of our products and services could be construed to be subject to FDA oversight, we believe that such elements would be subject to FDA enforcement discretion to the extent that we use such elements to provide general health and wellness and non- disease- specific information to customers that includes disclaimers and caveats that the information is not intended for medical purposes and poses low risk to consumers. There can be no guarantee that the FDA will now, or in the future, agree with our position. Should the FDA determine that our products and services are subject to FDA regulation, our operations could be adversely affected. If FDA premarket review or approval were required, we could be forced to stop selling our products or services or be required to modify claims or make other changes while we work to obtain FDA clearance, approval or de novo classification. Our business, results of operations and financial condition would be negatively affected until such reviews were completed and clearance, approval or de novo classification to market were obtained or the costs of continuing to operate our business could increase materially. **Our use of saliva- based epigenetic biomarkers may in the future be subject to laws and regulations at the state and federal levels relating to the use of such testing or information in life insurance underwriting, which could materially adversely impact our business. One of the ways in which we are seeking to commercialize our epigenetic biomarker technology is for use in life insurance underwriting. Underwriting life insurance is subject to state insurance regulation.** We **believe the use of epigenetic biomarkers in underwriting is permissible due to the fact that we are seeking to identify underwriting impairments already used by other insurance carriers in medical underwriting today. Moreover, the use of epigenetic testing or information in life insurance underwriting is not prohibited at either the federal or state level. Florida and Louisiana are the only states that** have **explicitly sought to prohibit the use of genetic information, which is distinguishable from epigenetic information, for use in life insurance underwriting. Any adverse change in current laws or regulations, or their interpretation, federally or in one or more states in which we operate or plan to operate (or an aggregation of states in which we conduct a significant amount of business) could result in our curtailment or termination of operations in such states, or cause us to** not **start or modify** ~~been successful in establishing or~~ **our** ~~maintaining the relationships necessary to execute~~ **operations in a manner that adversely affects our ultimate profitability. Any such action could have a corresponding adverse impact** on our ~~prior business plans~~ **results of operations and financial condition** , ~~which~~ **primarily through a material decrease in revenues, and** could have a material adverse impact on our ~~ability to generate revenue and our financial condition; however, we have shifted our strategic focus away from selling life insurance products and concentrating efforts on our Bioinformatics Services offering as we explore various strategic alternatives. Prior to our decision to pause sales of new life insurance products to conserve cash resources and focus existing resources on our Bioinformatics Services, as we explore various strategic alternatives, our sales and distribution efforts historically focused on independent agent distribution channels. Independent agent distribution channels include independent marketing organizations, broker general agencies and smaller general agencies. In order to serve the broadest range of customers and agents, we established a managing general agency relationship with multiple domestic carrier partners, in order for us to expand the use of our products and services in connection with a full suite of life insurance products (term life insurance, universal life insurance, variable universal life insurance, indexed universal life insurance, whole life insurance, etc.), which we call the " MGA Model. " We believed the MGA Model would appeal to domestic carrier partners who are seeking to expand the distribution of their products through independent agent distribution channels and who are seeking a differentiated product offering by combining their own policies with our health and wellness offerings, as well as replacing blood and urine specimen for life insurance products that are subject to medical underwriting protocols with our saliva- based underwriting protocol. We have been unable to develop or maintain the relationships necessary to sustain the MGA Model; as a result, our~~ business ~~, financial condition and results of operations may be adversely impacted. On October 2, 2023, we decided to pause sales of new life insurance products and move existing producers out of the MGA Model hierarchy to further conserve cash resources and focus resources on FOXO Labs, particularly on our Bioinformatics Services. If we decide to resume the MGA Model in the future, our success would depend on our ability to demonstrate the value of our products and services to consumers, insurance agents, and carriers~~ . As part of our business, we may collect, process, store, share, disclose and use customer information and other data, and our actual or

perceived failure to protect such information and data, respect customer privacy or comply with data privacy and security laws and regulations could damage our reputation and brand and harm our business and operating results. We may receive and store personally identifiable information, epigenetic information, and other data relating to our customers, as well as other personally identifiable information and other data relating to individuals such as our employees. Security breaches, employee malfeasance, or human or technological error could lead to potential unauthorized disclosure of our customers' personal information. Even the perception that the privacy of personal information is not satisfactorily protected or does not meet regulatory requirements could inhibit sales of our solutions and any failure to comply with such laws and regulations could lead to significant fines, penalties or other liabilities. A security compromise of our information systems or of those of businesses with whom we interact that results in confidential information being accessed by unauthorized or improper persons could harm our reputation and expose us to regulatory actions, customer attrition, remediation expenses, disruption of our business, and claims brought by our customers or others for breaching contractual confidentiality and security provisions or data protection laws. Monetary damages imposed on us could be significant and not covered by our liability insurance. Techniques used by bad actors to obtain unauthorized access, disable or degrade service, or sabotage systems evolve frequently and may not immediately produce signs of intrusion, and we may be unable to anticipate these techniques or to implement adequate preventative measures. In addition, a security breach could require us to expend substantial additional resources related to the security of our information systems and provide required breach notifications and remediation, diverting resources from other projects and disrupting our businesses. If we experience a data security breach, our reputation could be damaged and we could be subject to additional litigation, regulatory risks and business losses. Numerous local, municipal, state, federal, and international laws and regulations address privacy and the collection, storing, sharing, use, disclosure, and protection of certain types of data, including the Personal Information Protection and Electronic Documents Act, the Telephone Consumer Protection Act of 1991, or the TCPA, Section 5 of the Federal Trade Commission Act, and effective as of January 1, 2020, the California Consumer Privacy Act (**or** the **"** CCPA **"**). These laws, rules, and regulations evolve frequently and their scope may continually change, through new legislation, amendments to existing legislation, and changes in enforcement, and may be inconsistent from one jurisdiction to another. For example, the CCPA, which went into effect on January 1, 2020, requires, among other things, new disclosures to California consumers and affords such consumers new abilities to opt out of certain sales of personal information. The CCPA provides for fines of up to $ 7, 500 per violation. Aspects of the CCPA and its interpretation and enforcement remain uncertain. The effects of this legislation are potentially far- reaching and may require FOXO to modify its data processing practices and policies and incur substantial compliance- related costs and expenses. The CCPA has been amended on multiple occasions. For example, the California Privacy Rights Act (or CPRA) recently was approved by California voters and significantly modifies the CCPA, potentially resulting in further uncertainty and requiring FOXO to incur additional costs and expenses in an effort to comply. The CPRA became operative on January 1, 2023 (and applies only to consumer data collected on or after January 1, 2022, with enforcement beginning July 1, 2023). While the CCPA will remain operative and enforceable from now until July 1, 2023, we will continue to monitor developments related to the CPRA. The effects of this legislation are potentially far- reaching and may require us to modify our data processing practices and policies and incur substantial compliance- related costs and expenses. Additionally, many laws and regulations relating to privacy and the collection, storing, sharing, use, disclosure, and protection of certain types of data are subject to varying degrees of enforcement and new and changing interpretations by courts. The CCPA and other changes in laws or regulations relating to privacy, data protection, breach notifications, and information security, particularly any new or modified laws or regulations, or changes to the interpretation or enforcement of such laws or regulations, which require enhanced protection of certain types of data or new obligations with regard to data retention, transfer, or disclosure, could greatly increase the cost of providing our products and services, require significant changes to our operations, or even prevent us from providing our products and services in jurisdictions in which we currently operate and in which we may operate in the future. We may also be required to comply with increasingly complex and changing data security and privacy regulations in the UK, the **European Union (the "** EU **")** and in other jurisdictions in which we plan to conduct business that regulate the collection, use and transfer of personal data, including the transfer of personal data between or among countries. For example, the EU' s **General Data Protection Regulation (the "** GDPR **")** , now also enacted in the UK as the UK GDPR, has imposed stringent compliance obligations regarding the handling of personal data and has resulted in the issuance of significant financial penalties for noncompliance. Further, in July 2020, the Court of Justice of the European Union released a decision in the Schrems II case (Data Protection Commission v. Facebook Ireland, Schrems), declaring the EU- US Privacy Shield invalid and calling into question data transfers carried out under the European Commission' s Standard Contractual Clauses. As a result of the decision, we may face additional scrutiny from EU regulators in relation to the transfer of personal data from the EU to the United States. Noncompliance with the GDPR can trigger fines of up to the greater of € 20 million or 4 % of global annual revenues. In the United States, there have been proposals for federal privacy legislation and many new state privacy laws have been enacted or proposed. Other countries have enacted or are considering enacting data localization laws that require certain data to stay within their borders. We may also face audits or investigations by one or more domestic or foreign government agencies or our customers pursuant to our contractual obligations relating to our compliance with these regulations. Complying with changing regulatory requirements requires us to incur substantial costs, exposes us to potential regulatory action or litigation, and may require changes to our business practices in certain jurisdictions, any of which could materially adversely impact our business, financial condition and results of operations. Despite our efforts to comply with applicable laws, regulations, and other obligations relating to privacy, data protection, and information security, it is possible that our interpretations of the law or best practices could be inconsistent with, or fail, or be alleged to fail to meet all requirements of, such laws, regulations, or obligations. Our failure, or the failure by its third- party providers on its platform, to comply with applicable laws or regulations or any other obligations relating to privacy, data protection, or information security, or any compromise of security that results in unauthorized access to, or use or release of personally identifiable information or

other data relating to our customers, or other individuals, or the perception that any of the foregoing types of failure or compromise have occurred, could damage our reputation, discourage new and existing customers from using our products or services, or result in fines, investigations, or proceedings by governmental agencies and private claims and litigation, any of which could adversely affect our business, financial condition, and results of operations. Even if not subject to legal challenge, the perception of privacy concerns, whether or not valid, may harm our reputation and brand and materially adversely impact our business, financial condition, and results of operations. We will be subject to the terms of our privacy policies and privacy-related obligations. Any failure or perceived failure by us to comply with our privacy policies, our privacy- related obligations to customers or others, or our privacy- related legal obligations, or any compromise of security that results in the unauthorized release or transfer of sensitive information, which could include personally identifiable information or other user data, may result in governmental or regulatory investigations, enforcement actions, regulatory fines, compliance orders, litigation or public statements against us by consumer advocacy groups or others, and could cause customers to lose trust in us, all of which could be costly and have an adverse impact on our business. In addition, new and changed rules and regulations regarding privacy, data protection (in particular those that impact the use of ~~AI~~ **artificial intelligence**) and cross- border transfers of customer information could cause us to delay planned uses and disclosures of data to comply with applicable privacy and data protection requirements. Moreover, if any third- party that we work with violates applicable laws or its policies, such violations also may put personal information at risk, which may result in increased regulatory scrutiny and have a material adverse effect on our reputation, business, financial condition and results of operations. We may be unable to prevent or address the misappropriation of our data, which could damage our reputation and materially adversely impact our business. Third parties may misappropriate our data through website scraping, bots or other means and aggregate this data on their websites with data from other companies. In addition, copycat websites or online apps may misappropriate data and attempt to imitate our brand or the functionality of our planned website. If we become aware of such websites or online apps, we intend to employ technological or legal measures in an attempt to halt their operations. However, we may be unable to detect all such websites or online apps in a timely manner and, even if we could, technological and legal measures may be insufficient to halt their operations immediately or completely. In some cases, particularly in the case of websites or online apps operating outside of the United States, our available remedies may not be adequate to protect us against the effect of the operation of such websites or online apps. Regardless of whether we can successfully enforce our rights against the operators of these websites or online apps, any measures that we may take could require us to expend significant financial or other resources, which could harm our business, results of operations or financial condition. In addition, to the extent that such activity creates confusion among consumers or advertisers, our brand and business could be harmed. Changes in state laws and regulations governing our business, or changes in the interpretation of such laws and regulations, could negatively impact our business. State statutes typically provide state regulatory agencies with significant powers to interpret, administer and enforce the laws relating to the purchase of life insurance. Under statutory authority, state regulators have broad discretionary power and may impose new licensing requirements, interpret or enforce existing regulatory requirements in different ways or issue new administrative rules, even if not contained in state statutes. State regulators may also impose rules that may restrict and negatively impact our industry. Because of the history of certain abuses in the industry, we believe it is likely that state insurance regulation will increase and grow more complex during the foreseeable future. We cannot, however, predict what any new regulation would specifically involve. The emergence of new biotechnologies has led to frequent legislation governing the use of genetic information in insurance. The federal regulation, Genetic Information Nondiscrimination Act (“ GINA ”), prohibits the use of genetic information by health insurers, but it does not apply to life insurance or epigenetics at this time. To date, a small minority of states have adopted a GINA- like framework, essentially prohibiting the use of genetic information for life insurance underwriting and risk classification. Other states have laws regulating, though not prohibiting, the use of genetic information in life insurance. While epigenetics’ distinguishable features exempt it from the text of, and rationale behind, current laws regulating the use of genetic information in life insurance, any adverse change in present laws or regulations, or their interpretation in one or more states in which we may operate (or an aggregation of states in which we may conduct a significant amount of business) could result in our curtailment or termination of operations in such jurisdictions, or cause us to modify our operations in a way that adversely affects our profitability. Any such action could have a corresponding material and negative impact on our results of operations and financial condition, primarily through a material decrease in revenues, and could also have a material adverse effect on our business, financial condition and results of operations. New legislation or legal requirements may affect how we communicate with customers, which could have a material adverse impact on our business model, financial condition, and results of operations. State and federal lawmakers **and insurance regulators** ~~re~~ **are** focusing upon the use of customer communications, including concerns about transparency, deception, and fairness, in particular. Changes in laws or regulations, or changes in the interpretation of laws or regulations by a regulatory authority may decrease our revenues and earnings and may require us to change the manner in which we conduct some aspects of our business. In addition, our business and operations are subject to various U. S. federal, state, and local consumer protection laws, including laws which place restrictions on the use of automated tools and technologies to communicate with wireless telephone subscribers or consumers generally. For example, a California law, effective as of July 2019, makes it unlawful for any person to use a bot to communicate with a person in California online with the intent to mislead the other person about its artificial identity for the purpose of knowingly deceiving the person about the content of the communication in order to incentivize a purchase of goods or services in a commercial transaction. Although we take steps to comply with this and other laws restricting the use of electronic communication tools, no assurance can be given that we will not be exposed to civil litigation or regulatory enforcement. Further, to the extent that any changes in law or regulation further restrict the ways in which we communicate with prospective or current customers, these restrictions could result in a material reduction in our customer acquisition and retention, reducing the growth prospects of our business, and materially adversely impact our business, financial condition and results of

operations. ~~Risks Related to Our Intellectual Property~~ If we are unable to protect our patent pending methods of identifying epigenetic biomarkers or intellectual property in general, the value of our brand and other intangible assets may be diminished, and our business may be adversely impacted. We depend on our proprietary technology, intellectual property and services for our business plans, success and ability to compete. We rely and expect to continue to rely on a combination of confidentiality and other agreements with our employees, consultants and third parties with whom we have relationships or with whom we plan to have relationships, and who may have access to confidential or patentable aspects of our research and development output, as well as the trademark, copyright, patent and trade secret protection and common law rights and laws, to protect our proprietary rights. For example, we rely on trade secret protection for building and validating an extensive number of machine learning models that use epigenetic data derived from different types of tissues to predict a wide variety of targets, such as smoking use and / or extent, alcohol use and / or extent, etc. Although we enter into confidentiality and other agreements to protect these and other proprietary technologies, any of these parties may breach the agreements and disclose information before a patent application is filed, and jeopardize our ability to seek patent protection, if we were not able to use the courts to enjoin the disclosure in advance. In addition, our ability to obtain and maintain valid and enforceable patents or patent licenses depends on whether the differences between our inventions and the prior art allow our inventions to be patentable over the prior art. Since publications in the scientific literature often lag behind the actual discoveries, and patent applications do not publish until 18 months after filing, we are never certain we are the first to make the inventions claimed in any of our patents or that we are the first to file for patent protection of such patents. In other words, priority is never known until an application is prosecuted. Additionally, third parties may knowingly or unknowingly infringe our proprietary rights, and third parties may challenge our proprietary rights held, pending and future patent, copyright, trademark and other applications, which, if successful, may not be approved and which may affect our ability to prevent infringement without incurring substantial expense. In addition, the laws of some foreign countries do not protect proprietary rights to the same extent as do the laws of the United States. If the protection of our proprietary rights ~~is~~ **are** inadequate to prevent use or appropriation by third parties, the value of our brand and other intangible assets may be diminished and competitors may be able to more effectively mimic our service and methods of operations. Despite our efforts to protect our proprietary rights, attempts may be made to copy or reverse engineer aspects of our products or services, or to obtain and use information that we regard as proprietary and which a judge may not enjoin. Accordingly, we may be unable to protect our proprietary rights against unauthorized third- party copying or use. Furthermore, as a practical matter, policing the unauthorized use of our intellectual property would be difficult for us, because of the private nature of our competitors and because our competitors may offer competing products as software- as- a- service, which may limit the ability to discover a competitor' s use of our proprietary technology. Litigation may be necessary in the future to enforce our intellectual property rights, to protect our trade secrets, or to determine the validity and scope of the proprietary rights of others. Litigation and / or any of the events above could result in substantial costs and diversion of resources, and could have a material adverse impact on our business, financial condition and results of operations. We may be unable to obtain sufficiently broad intellectual property protection, or we may lose intellectual property protection. As patent and trademark prosecution of biotechnology inventions is highly uncertain, involves complex legal and factual questions, and has been the subject of litigation in recent years, the issuance, scope, validity, enforceability and commercial value of our intellectual property rights are highly uncertain. Our pending and future trademark or patent applications may not result in issued trademarks and patents that protect our products and services, which would render us unable to prevent others from commercializing the same or similar products and services that we offer. The coverage of trademark and patent claims may be significantly reduced before such intellectual property approval is granted and the scope and validity of issued trademarks and patents can also be challenged after grant, which, if successful, may not provide us meaningful protection, may not allow us to exclude competitors or may not provide us with any competitive advantage. Despite our efforts, we may not be able to maintain confidentiality for our trade secrets and proprietary know- how. In addition, our trade secrets and proprietary know- how may otherwise become known or be independently discovered by others. No guarantee can be given that others will not independently develop substantially equivalent proprietary information or techniques, or otherwise gain access to our proprietary technology. We rely on a combination of patent, trademark, and trade secret protection to establish and protect the ideas, concepts, and know- how for the products, services and technology we develop. Our failure to establish patent, trademark and trade secret protection for our technology and intellectual property rights could enable our competitors to more effectively compete and have an adverse impact on our business, financial condition and results of operations. ~~We may not be able to protect our intellectual property rights throughout the world. Filing, prosecuting and defending trademarks or future patents on our products and services in all countries throughout the world would be prohibitively expensive. In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as the laws of the United States, and we may encounter difficulties in protecting and defending such rights in foreign jurisdictions. Our owned and licensed patent applications are pending in the U. S. only and thus these present patent applications, even if granted, cannot cover any foreign countries in the future. Consequently, we may not be able to prevent third parties from practicing our inventions in all countries outside the United States, or from selling or importing products made using our inventions in and into the United States or other jurisdictions. Competitors may use our technologies (even copying from the patent disclosures) in jurisdictions where we have not obtained patent protection to develop their own products and may also export infringing products to territories where we have patent protection. These products may compete with our products and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing. Many companies have encountered significant problems in protecting and defending intellectual property rights in various foreign jurisdictions. The legal systems of many other countries do not favor the enforcement of patents and other intellectual property protection, particularly those relating to biotechnology, which could make it difficult for us to stop the infringement of our patents in such countries. Proceedings to enforce our current trademark and potential future patent rights in foreign jurisdictions could result in substantial cost and divert our efforts and~~

~~attention from other aspects of our business, could put our intellectual property at risk of not issuing, being invalidated, or interpreted narrowly, and could provoke third parties to assert claims against us. We may not prevail in any lawsuits that we initiate and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license.~~ Changes in trademark or patent law in the United States and other jurisdictions could diminish the value of our potential future trademarks and patents in general, thereby adversely impacting our ability to protect our products and services. Changes in either the trademark or patent laws or in interpretations of trademark or patent laws in the United States or other countries or regions may diminish the value of our intellectual property. We cannot predict the breadth of claims that may be allowed or enforced in our potential future trademarks and patents or in third- party intellectual property. In the United States, prior to March 16, 2013, assuming that other requirements for patentability were satisfied, the first to invent the claimed invention was entitled to the patent, while outside the United States, the first to file a patent application was entitled to the patent. On or after March 16, 2013, under the Leahy- Smith America Invents Act (or the America Invents Act), enacted on September 16, 2011, the United States transitioned to a first inventor to file system in which, assuming that other requirements for patentability are satisfied, the first inventor to file a patent application will be entitled to the patent on an invention regardless of whether a third party was the first to invent the claimed invention. As such, a third party that files a patent application in the United States Patent and Trademark Office (the " USPTO ") before us could be awarded a patent covering an invention of ours even if we had made the invention before it was made by such third party. This will require us to be cognizant of the time from invention to filing of a patent application. Since patent applications in the United States and most other countries are confidential for a period of time after filing or until issuance, we cannot be certain that we or our licensors were the first to either file any patent application related to our products or services, or invent any of the inventions claimed in our or its licensor' s patents or patent applications. The America Invents Act also includes a number of significant changes that affect the way patent applications will be prosecuted and also may affect patent litigation. These include allowing third- party submission of prior art to the USPTO during patent prosecution and additional procedures to attack the validity of a patent by USPTO- administered post- grant proceedings, including post- grant review, inter partes review, and derivation proceedings. Because of a lower evidentiary standard in USPTO proceedings compared to the evidentiary standard in U. S. federal courts necessary to invalidate a patent claim, a third party could potentially provide evidence in a USPTO proceeding sufficient for the USPTO to hold a claim invalid even though the same evidence would be insufficient to invalidate the claim if first presented in a district court action. Accordingly, a third party may attempt to use the USPTO procedures to invalidate our patent claims that would not have been invalidated if first challenged by the third party as a defendant in a district court action. Therefore, the America Invents Act and its implementation could increase the uncertainties and costs surrounding the prosecution of our owned or in- licensed patent applications and the enforcement or defense of our owned or in- licensed issued patents, all of which could have a material adverse impact on our business. Recent U. S. Supreme Court rulings have also narrowed the scope of patent protection available in specific circumstances (e. g., regarding domestic processes) and weakened the rights of patent owners in certain situations. In addition to increasing uncertainty with regard to our ability to obtain patents in the future, this combination of events has created uncertainty with respect to the value of patents, once obtained. Depending on decisions by the U. S. Congress, the federal courts and the USPTO, the laws and regulations governing patents could change in unpredictable ways that would weaken our ability to obtain new patents or to enforce our existing patents and patents that we might obtain in the future. We may be subject to claims that our employees, consultants or independent contractors have wrongfully used or disclosed confidential information of third parties or that our employees have wrongfully used or disclosed alleged trade secrets of their former employers. We have employed and expect to employ or contract with individuals who were previously employed by or were independent contractors for universities or other companies, including our competitors or potential competitors. Although we try to ensure that our employees, consultants and independent contractors do not use the proprietary information or know- how of others in their work for us, we may be subject to claims that our employees, consultants or independent contractors have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of their former employers or other third parties, or to claims that we have improperly used or obtained such trade secrets. Litigation may be necessary to defend against these claims. If we fail in defending such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel, or lose the ability to use certain technologies, all of which could adversely impact our business. A loss of use of certain technologies or key research personnel work product could hamper or prevent our ability to commercialize potential products and services, which could harm our business. Even if we are successful in defending against these claims, litigation could result in substantial costs and be a distraction to management and other employees. We may not be successful in registering and enforcing our trademarks. As we apply to register our unregistered trademarks in the United States and other countries, our applications may not be allowed for registration in a timely fashion or at all, and our registered trademarks may not be maintained or enforced. Trademark enforcement is always uncertain, since proving infringement requires a showing of consumer confusion in addition to use by the defendant of a similar or identical trademark. In addition, opposition or cancellation proceedings may be filed against our trademark applications and registrations, and our trademarks may not survive such proceedings. In certain countries outside of the United States, trademark registration is required to enforce trademark rights. If we do not secure registrations for our trademarks, we may encounter more difficulty in enforcing them against third parties than we otherwise would. We may be subject to claims challenging the inventorship or ownership of our patents and other intellectual property. We may be subject to claims that former employees, collaborators or other third parties have an interest in our future owned or in- licensed patents, trade secrets or other intellectual property as an inventor or co- inventor. Ownership disputes may arise, for example, from conflicting obligations of employees, consultants or others who are involved in developing our future products and services. Litigation may be necessary to defend against these and other claims by a third party challenging inventorship of our or our

licensors' ownership of our future owned or in- licensed patents, trade secrets or other intellectual property. If we or our licensors fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights, such as exclusive ownership of, or a right to use, intellectual property or technology that is important to our product or services. Alternatively, we may need to obtain one or more additional licenses from certain third parties, which could be time-consuming and expensive and could result in substantial costs and diversion of resources and could have a material adverse effect on our business. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management and other employees. Any of the foregoing could have a material adverse impact on our business, financial condition, and results of operations. If we become involved in trademark or patent litigation or other proceedings related to a determination of rights, we could incur substantial costs and expenses, substantial liability for damages or be required to stop our development and commercialization efforts of our products and services. There is a substantial amount of litigation, both within and outside the United States, involving trademark, patent and other intellectual property rights in the insurance technology industry, including patent and trademark infringement lawsuits, declaratory judgment litigation and adversarial proceedings before the USPTO, including trademark oppositions and cancellations, patent interferences, derivation proceedings, ex parte reexaminations, post- grant review and inter partes review, as well as corresponding proceedings in foreign courts and foreign patent offices. We may, in the future, become involved with litigation or actions at the USPTO or foreign patent offices with various third parties. We expect that the number of such claims may increase as our industry expands, more trademarks and patents are issued, the number of products or services increases and the level of competition in our industry increases. Any infringement claim, regardless of its validity, could harm our business by, among other things, resulting in time-consuming and costly litigation, diverting management' s time and attention from the development of our business, requiring the payment of monetary damages (including possible treble damages, attorney' s fees, costs and expenses) or royalty payments. It may be necessary for us to pursue litigation or adversarial proceedings before the trademark or patent office in order to enforce our patent and proprietary rights or to determine the scope, coverage and validity of the proprietary rights of others. The outcome of any such litigation might not be favorable to us, and even if we were to prevail, such litigation could result in substantial costs and diversion of resources and could have a material adverse impact on our business, financial condition and results of operations. As we move into new markets and expand our products or services offerings, incumbent participants in such markets may assert their patents and other proprietary rights against us as a means of slowing our entry into such markets or as a means to extract substantial license and royalty payments from us. In addition, future litigation may involve patent holding companies or other adverse patent owners who have no relevant product or service revenue and against whom our own patents may provide little or no deterrence or protection. Because patent applications can take many years to issue, there may be currently pending patent applications that may later result in issued patents that our current or future products, technologies and services may infringe. We cannot be certain that we have identified or addressed all potentially significant third- party patents in advance of an infringement claim being made against us. In addition, similar to what other companies in our industry have experienced, we expect our competitors and others may have trademarks or patents or may in the future obtain trademarks or patents, and assert that making, having made, using, selling, offering to sell or importing its products or services infringes these trademarks or patents. Defense of infringement and other claims, regardless of their merit, would involve substantial litigation expense and would be a substantial diversion of management and employee resources from our business. Parties making claims against us may be able to sustain the costs of complex trademark or patent litigation more effectively than we can because they have substantially greater resources. Parties making claims against us may be able to obtain injunctive or other relief, which could block our ability to develop, commercialize and sell products or services and could result in the award of substantial damages against us, including possible treble damages, attorney' s fees, costs and expenses if we are found to have willfully infringed. In the event of a successful claim of infringement against us, we may be required to pay damages and ongoing royalties and obtain one or more licenses from third parties, or be prohibited from selling certain products or services. We may not be able to obtain these licenses on acceptable or commercially reasonable terms, if at all, or these licenses may be non-exclusive, which could result our competitors gaining access to the same intellectual property. In addition, we could encounter delays in product or service introductions while we attempt to develop alternative products or services to avoid infringing third-party patents or proprietary rights. Defense of any lawsuit or failure to obtain any of these licenses could prevent us from commercializing products or services, and the prohibition of sale of any of our products or services could materially impact our business and our ability to gain market acceptance for our products or services. We maintain multiple forms of proprietary information, the value of which is derived from the proprietary nature of such information. Employees of ours or third parties that are or become privy to our proprietary information may, despite our efforts, misappropriate such information. Such misappropriation may result in publication or other public release of such information. In such an event, although we may have a cause of action against any such parties, such legal action is costly and may not result in sufficient compensation to ameliorate the loss of competitive advantages enjoyed by our confidential possession of such proprietary information. Additionally, such proprietary information, once published or otherwise released to the public, may not be returned to a secret state, and may be copied or otherwise imitated or used by competitors of ours without legal recourse or means of compensation by us. Such loss could materially adversely impact our business, financial condition and results of operations. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation, although courts are empowered to protect confidential information using protective orders. In addition, during the course of this kind of litigation, there could be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of ~~our~~ **the** Class A Common Stock. In addition, our agreements with some of our customers, suppliers or other entities with whom we do business require us to defend or indemnify these parties to the extent they become involved in infringement claims, including the types of

claims described above. We could also voluntarily agree to defend or indemnify third parties in instances where we are not obligated to do so if we determine it would be important to our business relationships. If we are required or agree to defend or indemnify third parties in connection with any infringement claims, we could incur significant costs and expenses that could materially adversely impact our business, financial condition and results of operations ~~. Patent terms may be inadequate to protect our competitive position with respect to our products and services for an adequate amount of time. Patents have a limited lifespan. In the United States, if all maintenance fees are timely paid, the natural expiration of a patent is generally 20 years from its earliest U. S. non- provisional filing date. Various extensions may be available, but the life of a patent, and the protection it affords, is limited. Even if patents covering our products and services are obtained, once the patent life has expired, we may be open to competition from competitive products — and the patent document itself is a disclosure enabling such competitors. Given the amount of time required for the development, testing and regulatory review of new products and services, patents protecting such products and services might expire before or shortly after such products and services are commercialized. As a result, our future owned and currently licensed patent portfolio may not provide it with sufficient rights to exclude others from commercializing products similar or identical to ours~~ . We utilize open- source software, which may pose particular risks to our proprietary software and source code. We use open- source software in our proprietary software and will use open- source software in the future. Companies that incorporate open- source software into their proprietary software and products have, from time- to- time, faced claims challenging the use of open- source software and compliance with open- source license terms. Some licenses governing the use of open- source software contain requirements that we make available source code for modifications or derivative works we create based upon the open- source software, and that we license such modifications or derivative works under the terms of a particular open- source license or other license granting third parties certain rights of further use. By the terms of certain open- source licenses, we could be required to release the source code of certain aspects of our proprietary software, and to make our proprietary software available under open- source licenses to third parties at no cost if we combine certain aspects of proprietary software with open- source software in certain manners. Although we monitor our use of open- source software and have a policy of full compliance with all open- source software license terms, we cannot assure that all open- source software is reviewed prior to use in our software, that our developers have not incorporated open- source software into our proprietary software, or that they will not do so in the future. Additionally, the terms of many open- source licenses to which we are subject have not been interpreted by U. S. or foreign courts. There is a risk that open- source software licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to market or provide certain aspects of its proprietary software. Companies that incorporate open- source software into their products have, in the past, faced claims seeking enforcement of open- source license provisions and claims asserting ownership of open- source software incorporated into their proprietary software, and claims for damages for failure to fully comply with those applicable licenses. If an author or other third party that distributes such open- source software were to allege that we have not complied with the conditions of an open- source license, we could incur significant legal costs defending ourselves against such allegations. In the event such claims were successful, we could be subject to significant damages or be enjoined from the distribution of our proprietary software. In addition, the terms of open- source software licenses may require us to provide certain aspects of our software that we develop using such open- source software to others on unfavorable license terms. As a result of our current or future use of open- source software, we may face claims or litigation, be required to release certain aspects of our proprietary source code, pay damages for breach of contract, re- engineer its proprietary software, discontinue making our proprietary software available in the event that re- engineering cannot be accomplished on a timely basis, discontinue certain aspects or functionality of our products and testing services, or take other remedial action. Any such re- engineering or other remedial efforts could require significant additional research and development resources, and we may not be able to successfully complete any such re- engineering or other remedial efforts. Further, in addition to risks related to license requirements, use of certain open- source software can lead to greater risks than use of third- party commercial software, as open- source licensors generally do not provide warranties or controls on the origin of the software. Any of these risks could be difficult to eliminate or manage, and, if not addressed, could have a material adverse impact on our business, financial condition and results of operations. ~~Risks Related to Owning Our Securities~~ The public market for our securities is volatile. This may affect not only the ability of our investors to sell their securities, but the price at which they can sell their securities. Since the consummation of our ~~Business~~ **business** ~~Combination~~ **combination** , ~~our~~ **the** Class A Common Stock (NYSE American: FOXO) has traded as low as $ 0. ~~2580~~ **09** per share, and day- to- day trading has been volatile at times. This volatility may continue or increase in the future. The market price for the securities may be significantly affected by factors such as progress in the development of our technology, commercialization of our technology, variations in quarterly and yearly operating results, general trends in the life insurance industry, and other uncertainties further described in this section. Furthermore, recently the stock market has experienced extreme price and volume fluctuations that are unrelated or disproportionate to the operating performance of the affected companies, such as the market reactions to internet marketed ‘ short squeezes’, the coronavirus outbreak and recent macroeconomic factors such as inflationary pressures and higher interest rates. Such broad market fluctuations may adversely affect the market price of our securities. If we issue additional shares in the future, whether in connection with a financing or in exchange for services or rights, it will result in the dilution of our existing stockholders. We may choose to issue shares of ~~our~~ Class A Common Stock and / or securities exercisable for or convertible into ~~our~~ Class A Common Stock to, among other things, reduce our debt, to acquire one or more companies, to fund our operations and in exchange for services rendered to the Company. Such issuances may not require the approval of our stockholders. We have previously issued shares and rights to receive shares in satisfaction of outstanding amounts payable by us to service providers in exchange for services rendered. Any future issuances may reduce the book value per share and may contribute to a reduction in the market price of the outstanding shares of ~~our~~ **the** Class A Common Stock. If we issue any such additional shares or securities in the future, such issuance will reduce the proportionate ownership and voting power of all current stockholders. We

are subject to the continued listing standards of the NYSE American and our failure to satisfy these criteria may result in delisting of ~~our~~ **the** Class A Common Stock. ~~Our Class A Common Stock is listed on the NYSE American. In order to maintain this listing, we must maintain a certain share price, financial and share distribution targets, including maintaining a minimum amount of stockholders' equity and a minimum number of public stockholders. In addition to these objective standards, the NYSE American may delist the securities of any issuer (i) if, in its opinion, the issuer' s financial condition and / or operating results appear unsatisfactory; (ii) if it appears that the extent of public distribution or the aggregate market value of the security has become so reduced as to make continued listing on the NYSE American inadvisable; (iii) if the issuer sells or disposes of principal operating assets or ceases to be an operating company; (iv) if an issuer fails to comply with the NYSE American' s listing requirements; (v) if an issuer' s securities sell at what the NYSE American considers a " low selling price " which the exchange generally considers $ 0. 20 per share and the issuer fails to correct this via a reverse split of shares after notification by the NYSE American; or (vi) if any other event occurs or any condition exists which makes continued listing on the NYSE American, in its opinion, inadvisable. There are no assurances how the market price of our Class A Common Stock will be impacted in future periods as a result of the general uncertainties in the capital markets and any specific impact on our Company as a result of the recent volatility in the capital markets. On June 12, 2023, we received an official notice of noncompliance from NYSE Regulation stating that we are below compliance with Section 1003 (a) (i) in the Company Guide since we reported stockholders' deficit of $ (30, 000) at March 31, 2023, and losses from continuing operations and / or net losses in its two most recent fiscal years ended December 31, 2022. Section 1003 (a) (i) of the Company Guide requires a listed company to have stockholders' equity of $ 2 million or more if the listed company has reported losses from continuing operations and / or net losses in two of its three most recent fiscal years. We are now subject to the procedures and requirements set forth in Section 1009 of the Company Guide. As required by the notice, on July 12, 2023, we submitted a plan to NYSE American advising of actions we have taken or will take to regain compliance with the continued listing standards by December 12, 2024. On August 29, 2023, we received a letter from NYSE American stating that they reviewed and accepted the plan, providing an extension for compliance with Section 1003 (a) (i) of the Company Guide until December 12, 2024. NYSE American staff will review the Company periodically for compliance with the initiatives outlined in the plan.** If ~~we are not in compliance with~~ the ~~continued listing standards by December 12, 2024, or if we do not make progress consistent with the plan during the plan period, NYSE American staff will initiate delisting proceedings, as appropriate. If we are unable to retain compliance with all applicable NYSE American listing standards, our Class A Common Stock would be subject to delisting. If the NYSE American delists our Class A Common Stock, investors may face material adverse consequences, including, but not limited to, a lack of trading market for our Class A Common Stock, reduced liquidity and market price of our Class A Common Stock, decreased analyst coverage of our Class A Common Stock, and an inability for us to obtain any additional financing to fund our operations that we may need. If our~~ Class A Common Stock is delisted, our Class A Common Stock may be subject to the so- called " penny stock " rules. The SEC has adopted regulations that define a penny stock to be any equity security that has a market price per share of less than $ 5. 00, subject to certain exceptions, such as any securities listed on a national securities exchange. For any transaction involving a penny stock, unless exempt, the rules impose additional sales practice requirements and burdens on broker- dealers (subject to certain exceptions) and could discourage broker- dealers from effecting transactions in our stock, further limiting the liquidity of our shares, and an investor may find it more difficult to acquire or dispose of our Class A Common Stock on the secondary market. These factors could have a material adverse effect on the trading price, liquidity, value and marketability of our Class A Common Stock. **Item 1B. Unresolved Staff Comments**