Risk Factors Comparison 2025-03-11 to 2024-03-01 Form: 10-K

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We operate in a rapidly changing environment that involves numerous uncertainties and risks. The following risks and uncertainties may have a material and adverse effect on our business, financial condition, or results of operations. You should consider these risks and uncertainties carefully, together with all of the other information included or incorporated by reference in this Annual Report. The risks described below are not the only ones we face. Our business is also subject to the risks that affect many other companies, such as employment relations, general economic conditions, global sociopolitical events and international operations. Further, additional risks not currently known to us or that we currently believe are immaterial may in the future materially and adversely affect our business, operations, liquidity and stock price. If any of these risks occur, our business, results of operations, or financial condition could suffer, the trading price of our securities could decline, and you may lose all or part of your investment. Summary of Risk Factors Risks Related to our Business, Industry, and Strategy • Our financial results and revenue growth rates have varied significantly from quarter- to- quarter and year- to- year, and may not be consistent with expectations. • If we engage in future acquisitions or strategic collaborations, our capital requirements may increase, our stockholders may be diluted, we may incur debt or assume contingent liabilities, and we may be subject to other risks. • We have incurred losses since inception, and we may continue to incur substantial losses for the foreseeable future. • We are subject to risks associated with natural disasters and global events. • Market opportunities may not develop as we expect. • The life science markets are highly competitive and subject to rapid technological change. • If our research and product development efforts do not result in commercially viable products within anticipated timelines, if at all, our business and results of operations will be adversely affected. • Our future success is dependent upon our ability to expand our customer base and introduce new applications. • If our products fail to achieve and sustain sufficient market acceptance, our revenue will be adversely affected. • If we fail to achieve the expected financial and operational benefits of our ~~recently~~ **previously** announced restructuring plan and other strategic initiatives, our business and financial results may be harmed ~~. • The planned implementation of a new company- wide enterprise resource planning (ERP) system could adversely affect our business~~ . • Our business growth strategy involves the potential for significant acquisitions, and our operating results and prospects could be harmed if we are unable to integrate future acquisitions successfully. Risks Related to Operations and Reliance on Third Parties • We may experience development or manufacturing problems or delays. • Our business depends on research and development spending levels of our customers. • Disruption of our manufacturing facilities or other operations, or in the operations of our customers or business partners, could result in cancellation of orders, delays in deliveries or other business activities, or loss of customers. • We rely on single and sole source suppliers for some of the components and materials used in our products. • We may not be able to convert our orders in backlog into revenue. • Any disruption or delay in the shipping or off- loading of our products may have an adverse effect on our financial condition and results of operations. • Our business operations depend upon the continuing efforts of our management team and other skilled and experienced personnel. • Our distribution capabilities and direct sales, field support, and marketing forces must be sufficient to meet our customers' needs. • To use our analytical systems, customers typically need to purchase specialized reagents. • Security incidents, loss of data, cyberattacks, and other IT failures could adversely affect our business. Risks Related to Quality and the Regulatory Environment • Our products could have defects or errors. • To the extent we elect to label and promote any of our products as medical devices, we would be required to obtain prior approval or clearance by the ~~U. S. Food and Drug Administration (~~FDA ~~)~~ or comparable foreign regulatory authority. • Compliance or the failure to comply with current and future regulations affecting our products and business operations worldwide could cause us significant expense and adversely impact our business. Risks Related to Economic Conditions and Operating a Global Business • We generate a substantial portion of our revenue internationally and our international business exposes us to additional business, regulatory, political, operational, financial, and economic risks. • Adverse conditions in the global economy may significantly harm our revenue, profitability, and results of operations. • We are subject to fluctuations in the exchange rate of the U. S. dollar and foreign currencies. Financial, Tax, and Accounting Risks • Our future capital needs are uncertain and we may need to raise additional funds in the future. • Any failure to maintain effective internal control over financial reporting could adversely affect our business. • We may not realize the value of our goodwill or other intangible assets. • ~~If we fail to comply with the covenants and other obligations under our debt facilities, the lenders may be able to accelerate amounts owed under the facilities and, in the case of our Credit Facility (as defined below), may foreclose upon the assets securing our obligations. •~~ We are subject to risks related to taxation in multiple jurisdictions. • We have a significant amount of outstanding indebtedness. Risks Related to Intellectual Property • Our ability to protect our intellectual property and proprietary technology is uncertain. • We may be involved in lawsuits to protect or enforce our patents and proprietary rights. • We may be subject to damages resulting from claims that we or our employees have wrongfully used or disclosed alleged trade secrets. • We depend on certain technologies that are licensed to us. • We are subject to certain manufacturing restrictions related to licensed technologies that were developed with the financial assistance of U. S. governmental grants. • We are subject to certain obligations and restrictions relating to technologies developed in cooperation with Canadian government agencies. ~~Risks Related to the Recently Completed Merger • We have been exposed to litigation related to the Merger and may in the future be exposed to increased litigation, including stockholder litigation, which could have an adverse effect on our business and operations. • Combining the two companies may be more difficult, costly or time consuming than expected, and Standard BioTools may not realize all of the anticipated benefits of the Merger. Risks Related to our Capital Structure • The holders of our Series B Preferred Stock (as defined below) own a significant portion of our total outstanding voting securities and may prevent other~~

~~stockholders from influencing material corporate decisions. • The market value of our common stock could decline if the holders of our Series B Preferred Stock sell their shares. • The holders of our Series B Preferred Stock may exercise influence over us, including through their ability to designate members of our board of directors.~~ RISKS RELATED TO OUR BUSINESS, INDUSTRY, AND STRATEGY Our financial results and revenue growth rates have varied significantly from quarter- to- quarter and year- to- year due to a number of factors, and a significant variance in our operating results or rates of growth from our financial guidance or market expectations, if any, could lead to substantial volatility in our stock price. Our revenue, results of operations, and revenue growth rates have varied in the past and may continue to vary significantly from quarter- to- quarter or year- to- year. We may experience substantial variability in our product mix from period- to- period as revenue from sales of our instruments relative to sales of our consumables may fluctuate or deviate significantly from expectations. ~~We~~ **Due to this variability, we** may be unable to achieve revenue growth in future periods similar to some past years. Variability in our quarterly or annual results of operations, mix of product revenue, or rates of revenue growth, if any, may lead to volatility in our stock price as research analysts and investors respond to these fluctuations. These fluctuations are due to numerous factors that are difficult to forecast, including: **• changes in product focus;** • fluctuations in demand for our products; • changes in customer budget cycles, capital spending, and the availability of VAT and import tax exemptions; • seasonal variations in customer operations; • tendencies among some customers to defer purchase decisions to the end of the quarter; • the large unit value of our systems, particularly our proteomics systems; • changes in our pricing and sales policies or the pricing and sales policies of our competitors; • our ability to design, manufacture, market, sell, and deliver products to our customers in a timely and cost- effective manner; • our ability to timely obtain adequate quantities of the materials or components used in our products, which in certain cases are purchased through sole and single source suppliers; • staffing shortages, lack of skilled labor, increased turnover, and competitive job markets; • fluctuations or reductions in revenue from sales of legacy instruments that may have contributed significant revenue in prior periods; • quality control or yield problems in our manufacturing operations; • new product introductions and enhancements by us and our competitors; • unanticipated increases in costs or expenses; • our complex, variable and, at times, lengthy sales cycle; • trade restrictions and government protectionism; • global economic conditions; and • fluctuations in foreign currency exchange rates. Additionally, we have certain customers who have historically placed large orders in multiple quarters during a calendar year. A significant reduction in orders from one or more of these customers could adversely affect our revenue and operating results, and if these customers defer or cancel purchases or otherwise alter their purchasing patterns, our financial results and actual results of operations could be significantly impacted. Similarly, the loss of one or more key customers, or the inability of any such customer to pay amounts owing to us, could materially and adversely affect our business, financial performance and results of operations. Other unknown or unpredictable factors also could harm our results. In addition, inflationary pressure, including as a result of supply shortages, has adversely impacted and could continue to adversely impact our financial results. Our operating costs have increased, and may continue to increase, due to the recent growth in inflation. We may not fully offset these cost increases by raising prices for our products and services, which could result in downward pressure on our margins. Further, our customers may choose to reduce their business with us if we increase our pricing. The foregoing factors, as well as other factors, could materially and adversely affect our quarterly and annual results of operations and rates of revenue growth, if any. We have experienced significant revenue growth in the past but we may not achieve similar growth rates in future periods. You should not rely on our operating results for any prior quarterly or annual period as an indication of our future operating performance. If we are unable to achieve adequate revenue growth, our operating results could suffer and our stock price could decline. In addition, a significant amount of our operating expenses is relatively fixed due to our manufacturing, research and development, and sales and general administrative efforts. Any failure to adjust spending quickly enough to compensate for a shortfall relative to our anticipated revenue could magnify the adverse impact of such shortfalls on our results of operations. We expect that our sales will continue to fluctuate on an annual and quarterly basis and that our financial results for some periods may be below market expectations or projections of securities analysts, which could significantly decrease the price of our common stock. We may evaluate various **future** acquisitions and strategic collaborations, including licensing or acquiring complementary products, intellectual property rights, technologies, or businesses. Any potential acquisition or strategic collaborations may entail numerous risks, including: • increased operating expenses and cash requirements; • the assumption of additional indebtedness or contingent liabilities; • the issuance of our equity securities; • the diversion of our management' s attention from our existing product programs and initiatives in pursuing such a strategic merger or acquisition; • risks and uncertainties associated with the other party to such a transaction, including the prospects of that party, their regulatory compliance status, and their existing products or product candidates and marketing approvals; and • our inability to generate revenue from acquired technology or products sufficient to meet our objectives in undertaking the acquisition or even to offset the associated acquisition and maintenance costs. If we undertake acquisitions or pursue strategic mergers, such as ~~the~~ **our previously completed** Merger with SomaLogic, we may issue dilutive securities, assume or incur debt obligations, incur large one- time expenses and acquire intangible assets that could result in significant future amortization expense. Moreover, we may not be able to locate suitable acquisition opportunities and this inability could impair our ability to grow or obtain access to technology or products that may be important to the development of our business. In addition, the Merger was financed by the issuance of shares of our common stock to stockholders of SomaLogic. ~~SomaLogic~~ **We may structure acquisitions or strategic collaborations similar in the future, and** stockholders may decide not to hold the shares of our common stock they ~~received~~ **receive** in ~~the Merger. Other SomaLogic stockholders,~~ such **transaction** ~~as funds with limitations on the amount of stock they are permitted to hold in individual issuers, may be required to sell the shares of our common stock they received in the Merger~~. Such sales of our common stock could result in higher than average trading volume and may cause the market price for our common stock to decline. Any of the foregoing may materially harm our business, financial condition, results of operations, stock price and prospects. We have incurred significant losses in each fiscal year since our inception, including net losses of $ **138. 9 million, $**

74. 7 million , and $ 190. 1 million during the years ended ~~2023 and 2022, respectively. As of~~ December 31, 2024, 2023 , and 2022, respectively. As of December 31, 2024 , we had an accumulated deficit of $ 1. ~~0~~ 2 billion. These losses have resulted principally from costs incurred in our research and development programs, and from our manufacturing costs and selling, general, and administrative (" SG & A ") expenses. To date, we have funded our operations primarily through equity offerings, the issuance of debt instruments, and from sales of our products. Until we are able to generate additional revenue to support our level of operating expenses, we will continue to incur operating and net losses and negative cash flow from operations and may have to seek additional financing. While we plan to reduce our operating expenses as part of ongoing restructuring initiatives, our cost restructuring efforts may not result in the anticipated savings or other economic benefits, or could result in total costs and expenses that are greater than expected, and there is no guarantee that our post- restructuring focus will be sufficient for us to achieve success. Consequently, we may incur operating losses for the foreseeable future and may never achieve profitability. Our activities, including manufacturing, R & D and administration and information technology management, can be adversely affected by natural disasters such as major earthquakes, hurricanes, floods, tsunamis, tornadoes, fires and epidemics or pandemics, such as the COVID- 19 pandemic. Climate change may cause certain of these events to become more severe and therefore more damaging. In the event of a major natural disaster affecting one or more of our facilities, our operations, including manufacturing and R & D, could be significantly disrupted. Such events could delay or prevent product manufacturing for an extended period of time. Any extended inability to continue our operations at affected facilities following such an event could reduce our revenue. Further, geopolitical events like the war in Ukraine and conflict in the Middle East may also impact our operations by affecting our supply chain or impacting our operations located in the region of instability. Market opportunities may not develop as we expect, limiting our ability to successfully sell our products, or our product development and strategic plans may change and our entry into certain markets may be delayed, if it occurs at all. The application of our technologies to high- throughput genomics, single- cell genomics and, particularly, mass cytometry applications are in many cases emerging market opportunities. We believe these opportunities will take several years to develop or mature and we cannot be certain that these market opportunities will develop as we expect. The future growth of our markets and the success of our products depend on many factors beyond our control, including recognition and acceptance by the scientific community, and the growth, prevalence, and costs of competing methods of genetic and protein analysis. Additionally, our success depends on the ability of our sales organization to successfully sell our products into these new markets. If we are not able to successfully market and sell our products, or to achieve the revenue or margins we expect, our operating results may be harmed and we may not recover our product development and marketing expenditures. In addition, our product development and strategic plans may change, which could delay or impede our entry into these markets. The life science markets are highly competitive and subject to rapid technological change, and we may not be able to successfully compete. The markets for our products are characterized by rapidly changing technology, evolving industry standards, changes in customer needs, emerging competition, new product introductions, and strong price competition. We compete with both established and development stage life science research companies that design, manufacture, and market instruments and consumables for gene expression analysis, single- cell targeted gene expression and protein expression analysis, single nucleotide polymorphism (SNP) genotyping, quantitative polymerase chain reaction (qPCR), digital PCR, flow cytometry, tissue imaging, and additional applications using well established laboratory techniques, as well as newer technologies such as bead encoded arrays, microfluidics, next-generation DNA sequencing (NGS), microdroplets, spatial protein expression, and photolithographic arrays. Most of our current competitors have significantly greater name recognition, greater financial and human resources, broader product lines and product packages, larger sales forces, larger existing installed bases, larger intellectual property portfolios, and greater experience and scale in research and development, manufacturing, and marketing than we do. We consider Agilent Technologies, Inc., Thermo Fisher Scientific Inc. (" Thermo "), Bio- Rad Laboratories, Inc., and Mesa Laboratories, Inc. (formerly Agena Bioscience, Inc.) to be our principal competitors in the genomics space. We believe that Cytek Biosciences, Inc. and Becton, Dickinson and Company are currently our principal competitors in Flow Cytometry, and that ~~Akoya Biosciences, Inc.,~~ NanoString Technologies, Inc., and 10x Genomics, Inc. are our principal competitors in Spatial Biology. While the aforementioned principal competitors are the largest and most prevalent in their representative technology areas, the combined markets in which we compete have an additional 10 to 20 smaller competitors with competing approaches and technologies that we routinely face in selling situations. Competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards, or customer requirements. In light of these advantages, even if our technology is more effective than the product or service offerings of our competitors, current or potential customers might accept competitive products and services in lieu of purchasing our technology. We anticipate that we will continue to face increased competition in the future as existing companies and competitors develop new or improved products and as new companies enter the market with new technologies. Increased competition is likely to result in pricing pressures, which could reduce our profit margins and increase our sales and marketing expenses. In addition, mergers, consolidations, or other strategic transactions between two or more of our competitors, or between our competitor and one of our key customers, could change the competitive landscape and weaken our competitive position, adversely affecting our business. Our business is dependent on the improvement of our existing products, our development of new products to serve existing markets, and our development of new products to create new markets and applications that were previously not practical with existing systems. We have developed design rules for the implementation of our technology that are frequently revised to reflect new insights we have gained about the technology. In addition, we have discovered that biological or chemical reactions sometimes behave differently when implemented on our systems rather than in a standard laboratory environment. Furthermore, many such reactions take place within the confines of single cells, which have also demonstrated unexpected behavior when grown and manipulated within microfluidic environments. As a result, research and development efforts may be required to transfer certain reactions and cell handling techniques to our systems. In the past, product development projects have been significantly delayed when we

encountered unanticipated difficulties in implementing a process on our systems. We may have similar delays in the future, and we may not obtain any benefits from our research and development activities. Any delay or failure by us to develop and release new products or product enhancements would have a substantial adverse effect on our business and results of operations. Our customer base is primarily composed of academic research institutions, translational research and medicine centers, cancer centers, clinical research laboratories, biopharmaceutical, biotechnology, and plant and animal research companies, and contract research organizations that perform analyses for research and commercial purposes. Our success will depend, in part, upon our ability to increase our market share among these customers, attract additional customers outside of these markets, and market new applications to existing and new customers as we develop such applications. Attracting new customers and introducing new applications require substantial time and expense. For example, it may be difficult to identify, engage, and market to customers who are unfamiliar with the current applications of our systems. Any failure to expand our existing customer base or launch new applications would adversely affect our ability to increase our revenue. Our success depends on our ability to develop and market products that are recognized and accepted as reliable, enabling and cost- effective. Most of our potential customers already use expensive research systems in their laboratories and may be reluctant to replace those systems. Market acceptance of our systems will depend on many factors, including our ability to convince potential customers that our systems are an attractive alternative to existing technologies. Compared to some competing technologies, our technology is relatively new, and most potential customers have limited knowledge of, or experience with, our products. Prior to adopting our systems, some potential customers may need to devote time and effort to testing and validating our systems. Any failure of our systems to meet these customer benchmarks could result in customers choosing to retain their existing systems or to purchase systems other than ours, and revenue from the sale of legacy instruments that may have contributed significant revenue in prior periods may decrease. In addition, it is important that our systems be perceived as accurate and reliable by the scientific and medical research community as a whole. Historically, a significant part of our sales and marketing efforts has been directed at convincing industry leaders of the advantages of our systems and encouraging such leaders to publish or present the results of their evaluation of our systems. If we are unable to continue to induce leading researchers to use our systems, or if such researchers are unable to achieve and publish or present significant experimental results using our systems, acceptance and adoption of our systems will be slowed and our ability to increase our revenue would be adversely affected. We may not be able to develop new products or enhance the capabilities of our existing systems to keep pace with rapidly changing technology and customer requirements, which could have a material adverse effect on our business, revenue, financial condition, and operating results. Our success depends on our ability to develop new products and applications for our technology in existing and new markets, while improving the performance and cost- effectiveness of our systems. New technologies, techniques, or products could emerge that might offer better combinations of price and performance than our current or future product lines and systems. Existing markets for our products, including high- throughput genomics, single- cell genomics and mass cytometry, as well as potential markets for our products such as high- throughput NGS and molecular applications, are characterized by rapid technological change and innovation. It is critical to our success for us to anticipate changes in technology and customer requirements and to successfully introduce new, enhanced, and competitive technology to meet our customers' and prospective customers' needs on a timely and cost- effective basis. Developing and implementing new technologies typically involve substantial development costs and we may not have adequate resources available to be able to successfully introduce new applications of, or enhancements to, our systems. We cannot guarantee that we will be able to maintain technological advantages over emerging technologies in the future. While we typically plan improvements to our systems, we may not be able to successfully implement these improvements. If we fail to keep pace with emerging technologies, demand for our systems will not grow and may decline, and our business, revenue, financial condition, and operating results could suffer materially. In addition, if we introduce enhanced systems but fail to manage product transitions effectively, customers may delay or forgo purchases of our systems and our operating results may be adversely affected by product obsolescence and excess inventory. Even if we successfully implement some or all of these planned improvements, we cannot guarantee that our current and potential customers will find our enhanced systems to be an attractive alternative to existing technologies, including our current products. If we fail to achieve the expected financial and operational benefits of our previously announced or future restructuring plans and other strategic initiatives, our business and financial results may be harmed. From time to time, we have implemented efficiency and cost- savings initiatives intended to stabilize our business operations. The purpose of the restructuring plans is to improve operational efficiency, reduce operating costs and better align our workforce with the current needs of our business. There is no guarantee that ~~the~~ **any particular** restructuring plan will achieve its intended benefits and cost savings or that our post- restructuring focus will be sufficient for us to achieve success. For example, our cost restructuring efforts may not result in the anticipated savings or other economic benefits, or could result in total costs and expenses that are greater than expected, which could require us to seek potentially dilutive financing alternatives, disrupt or restrain the scope of our business activities, and would make it more difficult to attract and retain qualified personnel, each of which could have a material adverse effect on our business, financial condition, results of operations and prospects. Similarly, changes in our commercial and strategic focus and allocation of resources contemplated by the restructuring plan, ~~including reductions in our levels of investment in microfluidics research and development and marketing,~~ as well as implementation of our other strategic initiatives, may be unsuccessful or result in unanticipated risks or other unintended consequences for our business, any of which could have a material adverse effect on our business, financial condition, results of operations and prospects ~~. Risks associated with implementing a company- wide enterprise resource planning (ERP) system could adversely affect our business and results of operations or the effectiveness of internal control over financial reporting. We are preparing to implement a new company- wide ERP system in 2024 to handle the business and financial processes within our operations and corporate functions. ERP implementations are complex and time- consuming projects that involve substantial expenditures on system software and implementation activities that can continue for several years. ERP implementations also require transformation of business and financial processes in order to reap the benefits~~

~~of the ERP system. Our business and results of operations may be adversely affected if we experience operating problems and / or cost overruns during the ERP implementation process, or if the ERP system and the associated process changes do not give rise to the benefits that we expect. Additionally, if we do not effectively implement the ERP system as planned or if the system does not operate as intended, our business, results of operations, and internal controls over financial reporting could be adversely affected~~ . We may acquire other businesses to improve our product offerings or expand into new markets. Our future acquisition strategy will depend on our ability to identify, negotiate, complete, and integrate acquisitions and, if necessary, to obtain satisfactory debt or equity financing to fund those acquisitions. Mergers and acquisitions are inherently risky, and any transaction we complete may not be successful. Any merger or acquisition we may pursue would involve numerous risks, including but not limited to the following: • difficulties in integrating and managing the operations, technologies, and products of the companies we acquire; • diversion of our management' s attention from normal daily operation of our business; • our inability to maintain the key business relationships and the reputations of the businesses we acquire; • our inability to retain key personnel of the acquired company; • uncertainty of entry into markets in which we have limited or no prior experience and in which competitors have stronger market positions; • our dependence on unfamiliar affiliates and customers of the companies we acquire; • insufficient revenue to offset our increased expenses associated with acquisitions; • our responsibility for the liabilities of the businesses we acquire, including those which we may not anticipate; • our inability to generate revenue from acquired technology or products sufficient to meet our objectives in undertaking the acquisition or even to offset the associated acquisition and maintenance costs; • the possibility that we may not realize the value of acquired assets recorded as goodwill or intangible assets, and would be required to incur material charges relating to the impairment of those assets; and • our inability to maintain internal standards, controls, procedures, and policies. We may be unable to secure the equity or debt funding necessary to finance future acquisitions on terms that are acceptable to us. If we finance acquisitions by issuing equity or convertible debt securities, our existing stockholders will likely experience dilution, and if we finance future acquisitions with debt funding, we will incur interest expense and may have to comply with financial covenants and secure that debt obligation with our assets. Our future growth may depend, in part, on our ability to operate in foreign markets, where we would be subject to additional regulatory burdens and other risks and uncertainties. Our future growth may depend, in part, on our ability to develop and commercialize our testing products in foreign markets. We may not be permitted to market or promote any of our products before we receive regulatory approval from applicable regulatory authorities in foreign markets, and we may never receive such regulatory approvals for any of our testing products. To obtain separate regulatory approval in many other countries, we and our collaborators and service providers must comply with numerous and varying regulatory requirements regarding safety and efficacy and governing, among other things, clinical trials, commercial sales, pricing and distribution of our products. If we obtain regulatory approval of our products and ultimately commercialize them in foreign markets, we would be subject to additional risks and uncertainties, including any or all of the following: • different regulatory requirements for approval of laboratory instruments and IVDs in foreign countries; • reduced protection for intellectual property rights; • the existence of additional third- party patent rights of potential relevance to our business; • unexpected changes in tariffs, trade barriers and regulatory requirements; • economic weakness, including inflation, or political instability in particular foreign economies and markets; • compliance with tax, employment, immigration and labor laws for employees living or traveling abroad; • foreign currency fluctuations, which could result in increased operating expenses and reduced revenue and other obligations incident to doing business in another country; • foreign reimbursement, pricing and insurance regimes; • workforce uncertainty in countries where labor unrest is common; • production shortages resulting from any events affecting raw material supply or manufacturing capabilities abroad; and • business interruptions resulting from geopolitical actions, including war and terrorism such as the current conflict in **both** Ukraine and the Middle East, or natural disasters which may be exacerbated due to climate change, including earthquakes, typhoons, floods and fires. RISKS RELATED TO THE ~~RECENTLY COMPLETED~~ MERGER AND **OUR** ~~THE COMBINED COMPANY' S~~ BUSINESS FOLLOWING THE MERGER ~~The market price for our common stock following completion~~ **We may not realize all of the anticipated benefits** of the Merger ~~may be affected by factors different from those that historically have affected shares of our common stock~~ . **On January 5** ~~SomaLogic' s business differs in important respects from that of Standard BioTools and the combined company' s business now differs from that of Standard BioTools and SomaLogic prior to the completion of the Merger~~ , **2024** ~~including but not limited to~~ , **we completed** ~~a primarily service- based revenue model and more concentrated customer base associated with the SomaLogic business. Accordingly, the results of operations of the combined company and the market price of Standard BioTools Common Stock after the completion of the Merger may be affected by factors different from those which affected the independent results of operations of each of Standard BioTools and SomaLogic prior to the completion of~~ the Merger. The success of the Merger ~~will depend~~ **depends** on, among other things, **our** ~~the combined company' s~~ ability to integrate the businesses of SomaLogic ~~and Standard BioTools in a timely fashion. Additionally~~ , **and we** ~~the combined company~~ may not be able to successfully achieve the level of cost savings, revenue enhancements and synergies that it expects. If **we are** ~~the combined company is~~ not able to successfully achieve these objectives, the anticipated benefits of the Merger may not be realized fully or at all or may take longer to realize than expected. In addition, failure to successfully integrate the businesses in the expected timeframe may adversely affect **our** ~~the combined company' s~~ business, financial condition, results of operations or cash flows. In addition, the combined operation of two businesses may be a complex, costly and time- consuming process. The difficulties of combining the operations of the companies include, among others: • the diversion of management attention to integration matters; • difficulties in integrating functions, personnel and systems; • difficulties in assimilating employees and in attracting and retaining key personnel; • difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects from the combination; • challenges of managing a larger ~~combined~~ company following the Merger, including challenges of conforming standards, controls, procedures and accounting and other policies and compensation structures; • declines in **our** ~~Standard BioTools'~~ results of operations, financial condition or cash flows; • a decline in the market price of **our** ~~Standard BioTools~~

~~Common~~ **common** ~~Stock~~ **stock** ; • contingent liabilities that are larger than expected; • potential unknown liabilities, adverse consequences and unforeseen increased expenses associated with the Merger; • tax effects of the Merger, including the ability to realize the benefits of any deferred tax assets or liabilities; • disruption of existing relationships with business partners, and other constituencies; and • the disruption of, or the loss of momentum in, ongoing research and development activities. Many of these factors are outside ~~the~~ **our** control ~~of SomaLogic and Standard BioTools~~ , and any one of them could result in increased costs, decreased expected revenues and diversion of management time and energy, which could materially impact ~~the~~ **our** business, financial condition, results of operations and cash flows ~~of the combined company~~ . These factors could cause dilution to ~~the~~ **our** earnings per share ~~of the combined company~~ , decrease or delay the expected accretive effect of the Merger and negatively impact the price of our common stock. As a result, it cannot be assured that **we** ~~the combined company~~ will realize the full benefits anticipated from the Merger within the anticipated time frames, or at all. In addition, following the Merger, **we** ~~Standard BioTools~~ became responsible for SomaLogic' s liabilities and obligations, including with respect to legal, financial, regulatory, and compliance matters. These obligations will result in additional cost and investment by **us** ~~Standard BioTools~~ and, if **we have** ~~Standard BioTools has~~ underestimated the amount of these costs and investments or if **we** ~~Standard BioTools fails~~ -- **fail** to satisfy any such obligations, **we** ~~Standard BioTools~~ may not realize the anticipated benefits of the Merger. Further, it is possible that there may be unknown, contingent or other liabilities or problems that may arise in the future, the existence and / or magnitude of which **we were** ~~Standard BioTools was~~ previously unaware. Any such liabilities or problems could have an adverse effect on **our** ~~the combined company' s~~ business, financial condition, results of operations or cash flows. ~~Even if the businesses are successfully integrated, there~~ **There** can be no assurance that the Merger will result in the realization of the full benefit of the anticipated synergies and cost savings or that these benefits will be realized within the expected time frames or at all. Difficulties in integrating the businesses could harm ~~the~~ **our** reputation ~~of the combined company~~ . In addition, by engaging in the Merger, Standard BioTools may forego or delay pursuit of other opportunities that may have proven to have greater commercial potential. ~~The future~~ **We have and will continue to incur direct and indirect costs as a** ~~results~~ -- **result** of the **Merger and in connection with combining** ~~combined company may be adversely impacted if~~ the **businesses** ~~combined company does not effectively manage its complex operations~~ following the **Merger. Following the** completion of the ~~merger. Following the completion of the~~ Merger, the size of **our** ~~the combined company' s~~ business became significantly larger than the previous size of either **our** ~~Standard BioTools'~~ or SomaLogic' s business. ~~The combined company' s~~ **As a result, we have and will continue to incur expenses in connection with and as a result of combining the businesses. Our** ability to successfully manage ~~this~~ **our** expanded business will depend, in part, upon management' s ability to **maintain** ~~design and implement~~ strategic initiatives that address ~~not only the integration of the Standard BioTools and SomaLogic businesses, but also~~ the increased scale and scope of the combined business with its associated increased costs and complexity. ~~There~~ -- **The** ~~can be no assurances that the combined company will be successful in integrating the businesses or that it will realize the expected operating efficiencies, cost savings and other benefits currently anticipated from the merger. SomaLogic and Standard BioTools has and will continue to incur substantial direct and indirect costs as a result of the Merger and the combined company will continue to incur substantial direct and indirect costs in connection with combining the business of SomaLogic and Standard BioTools following the Merger. SomaLogic and Standard BioTools has and will continue to incur substantial expenses in connection with and as a result of consummating the Merger. Standard BioTools also expects to incur substantial expenses as a combined company in connection with coordinating and, in certain cases, combining the businesses, operations, policies and procedures of SomaLogic and Standard BioTools. While SomaLogic and Standard BioTools have assumed that a certain level of transaction expenses will be incurred, factors beyond SomaLogic' s and Standard BioTools' control could affect the total amount or the timing of these expenses. Although many of the expenses that will be incurred, by their nature, are difficult to estimate accurately, the~~ current estimate of the aggregate transaction- related expenses ~~that will be~~ incurred by ~~SomaLogic and Standard BioTools is~~ **us as of the year ended December 31, 2024 was** approximately $ 34. ~~8~~ **5** million ~~, which is subject to change. These expenses may exceed the costs historically borne by SomaLogic and Standard BioTools~~ . These expenses could adversely affect ~~the~~ **our** financial condition, results of operations and cash flows ~~of the combined company~~ going forward ~~. Uncertainties associated with~~ **and there can be no assurance that we will realize additional operating efficiencies, cost savings and other benefits anticipated from** the Merger ~~may cause a loss of management personnel and~~ **. We have been exposed to litigation related to** ~~other~~ -- **the** ~~key employees~~ **Merger and may in the future be exposed to increased litigation, including stockholder litigation** , which could ~~adversely affect the future business and operations of the combined company following completion of the Merger. We are dependent on the experience and industry knowledge of our officers and other key employees to execute our business plans. The combined company' s success after the completion of the Merger will depend in part upon the ability of the combined company to retain certain key management personnel and employees of Standard BioTools and SomaLogic. As a result of the Merger, current and prospective employees may experience uncertainty about their roles following the completion of the transactions, which may~~ have an adverse effect on our **business** ~~ability to attract or retain key management~~ and **operations** ~~other key personnel. In addition, no assurance can be given that the combined company will be able to attract or retain key management personnel and other key employees to the same extent that Standard BioTools and SomaLogic have previously been able to attract or retain their own employees~~ . We have been exposed to litigation related to the Merger and may in the future be exposed to increased litigation from stockholders, customers, suppliers and other third parties due to the combination of **our** ~~Standard BioTools'~~ business and SomaLogic' s business following the Merger. On November 28, 2023, a purported stockholder filed a complaint against us and the members of our Board **of Directors** in the United States District Court for the Northern District of California. The complaint has since been voluntarily dismissed. On December 12, 2023 two separate ~~shareholder~~ **stockholder** complaints were filed in the District of Delaware ~~,~~ **.** The complaints asserted claims under Section 14 (a) of the Exchange Act and Rule 14a- 9 promulgated thereunder and Section 20 (a) of the Exchange Act for allegedly causing the filing with the SEC on November 14, 2023 of a materially deficient registration statement on Form S- 4.

Among other remedies, the plaintiffs sought to enjoin a stockholder vote on the proposed Merger. **These** ~~We are reviewing the~~ complaints **were voluntarily dismissed** ~~and have not yet formally responded to them~~ . On December 13, 2023, a complaint was filed in the Delaware Court of Chancery against SomaLogic and certain officers and directors alleging Breach of Fiduciary Duty and Aiding and Abetting Breach of Fiduciary Duty. This complaint also sought an injunction postponing the proposed ~~transaction~~ **business combination between SomaLogic and us** , which was denied by the Court on January 4, 2024. **An amended complaint was filed on June 20, 2024, containing primarily the same allegations, while removing some of the defendants.** The **remaining defendants filed a motion to dismiss** ~~non-~~ **on July 5** ~~- injunctive claims~~ , **2024** ~~including breach of fiduciary duty~~ , ~~are still being litigated~~ **and served an opening brief on August 19, 2024. The Plaintiffs' opposition brief was filed on December 2, 2024, and the defendants' reply brief is due on March 14, 2025. No date for oral argument has been set** . Litigation is inherently uncertain and there can be no assurance regarding the outcome. Whether or not any plaintiffs' claim is successful, this type of litigation may result in significant costs and divert management' s attention and resources, which could adversely affect the operation of our business. Between October 24, 2023 and January 3, 2024, SomaLogic received ~~16~~ **18** letters from purported shareholders demanding that SomaLogic allow the inspection of its books and records and / or make corrective disclosures to its registration statement **. We have resolved fee disputes with all but two stockholder' s counsels. In February 2024, we settled previously outstanding litigation with a former stockholder of SomaLogic, whereby we relinquished 422, 048 shares of our common stock that were subject to vesting conditions. In May 2024, we settled previously outstanding litigation with former stockholders of SomaLogic for $ 6. 2 million consisting of the repurchase of approximately 1. 84 million shares of our common stock from the stockholders at the market price of $ 2. 40 per share, and a cash payment of $ 1. 8 million. We recognized a litigation loss of $ 0. 6 million during the nine months ended September 30, 2024. On June 4, 2024, we received a demand pursuant to Section 220 of the Delaware General Corporation Law from a stockholder to inspect our books and records relating to the prior conversion of our Series B preferred stock. We have responded to the demand and have produced documents** . Additional lawsuits against us and certain of our officers or directors may be filed in the future. If additional similar complaints are filed, absent new or different allegations that are material, we will not necessarily announce such additional filings. Such litigation may have an adverse impact on our business and results of operations or may cause disruptions to our operations. In addition, in the past, stockholders have initiated class action lawsuits against biotechnology companies following periods of volatility in the market prices of these companies' stock. Such litigation, if instituted against us, could cause us to incur substantial costs and divert management' s attention and resources, which could have a material adverse effect on our business, financial condition and results of operations ~~. SomaLogic previously identified material weaknesses over financial reporting and information systems for the year ended December 31, 2022 that had not been tested for remediation as of the closing of the Merger. If SomaLogic' s remediation measures are ineffective, or if we fail to successfully integrate the operations of SomaLogic into our internal controls over financial reporting, we may not be able to report our financial condition or results of operations accurately or on a timely basis, which could adversely affect our business and our stock price. The requirement to evaluate and report on our internal control also applies to companies that we acquire. SomaLogic, our recently acquired wholly- owned subsidiary, previously identified material weaknesses surrounding its attestation of internal controls as of December 31, 2022. In 2023, SomaLogic commenced remediation actions which included the hiring of additional resources with significant accounting and financial reporting experience, devoting resources to improving its system of processes and internal controls and enhancing the design of its information technology general controls. If SomaLogic' s actions are not effective in correcting the material weaknesses and if we fail to successfully integrate the operations of SomaLogic into our internal controls over financial reporting, investors could lose confidence in the combined entity' s financial reporting, and our stock price could decline~~ . RISKS RELATED TO OPERATIONS AND RELIANCE ON THIRD PARTIES We may experience development or manufacturing problems or delays that could limit the potential growth of our revenue or increase our losses. We may encounter unforeseen situations in the manufacturing and assembly of our products that would result in delays or shortfalls in our production. For example, our production processes and assembly methods may have to change to accommodate any significant future expansion of our manufacturing capacity, which may increase our manufacturing costs, delay production of our products, reduce our product margin, and adversely impact our business. Conversely, if demand for our products shifts such that a manufacturing facility is operated below its capacity for an extended period, we may adjust our manufacturing operations to reduce fixed costs, which could lead to uncertainty and delays in manufacturing times and quality during any transition period. Additionally, all of our IFCs for commercial sale are manufactured at our facility in Singapore. Production of the elastomeric block that is at the core of our IFCs is a complex process requiring advanced clean rooms, sophisticated equipment, and strict adherence to procedures. Any contamination of the clean room, equipment malfunction, or failure to strictly follow procedures can significantly reduce our yield in one or more batches. We have in the past experienced variations in yields due to such factors. A drop in yield can increase our cost to manufacture our IFCs or, in more severe cases, require us to halt the manufacture of our IFCs until the problem is resolved. Identifying and resolving the cause of a drop in yield can require substantial time and resources. Furthermore, developing an IFC for a new application may require developing a specific production process for that type of IFC. While all of our IFCs are produced using the same basic processes, significant variations may be required to ensure adequate yield of any particular type of IFC. Developing such a process can be time consuming, and any unexpected difficulty in doing so can delay the introduction of a product. If our manufacturing activities are adversely impacted, or if we are otherwise unable to keep up with demand for our products by successfully manufacturing, assembling, testing, and shipping our products in a timely manner, our revenue could be impaired, market acceptance for our products could be adversely affected and our customers might instead purchase our competitors' products. Our business depends on research and development spending levels of our customers, a reduction in which could limit our ability to sell our products and adversely affect our business. We expect that our revenue in the foreseeable future will continue to be derived primarily from sales of our systems, IFCs, assays,

and reagents to academic research institutions, translational research and medicine centers, cancer centers, clinical research laboratories, biopharmaceutical, biotechnology, and plant and animal research companies, and contract research organizations worldwide. Our success will depend upon their demand for and use of our products. Accordingly, the spending policies and practices of these customers — which have **previously** been impacted by the COVID- 19 pandemic and may additionally be impacted by other factors, including a potential domestic and global recession — have had and will continue to have a significant effect on the demand for our technology. These policies may be based on a wide variety of factors, including concerns regarding any future federal government budget sequestrations, the availability of resources to make purchases, the spending priorities among various types of equipment, policies regarding spending during recessionary periods, tariffs and trade restrictions, and changes in the political climate. In addition, academic, governmental, and other research institutions that fund research and development activities may be subject to stringent budgetary constraints that could result in spending reductions, reduced allocations, or budget cutbacks, which could jeopardize the ability of these customers to purchase our products. Our operating results have fluctuated and may continue to fluctuate substantially due to reductions and delays in research and development expenditures by our customers. For example, reductions in operating expenditures by global academic research facilities have resulted in lower than expected sales of our mass cytometry instruments. Additionally, the imposition of tariffs and delays in issuing VAT and import tax exemptions have adversely affected the sales of our products in China. Similar reductions and delays in customer spending have resulted and may continue to result from other factors that are not within our control, such as: • changes in economic conditions; • natural disasters or public health crises; • changes in government programs that provide funding to research institutions and companies; • macroeconomic conditions and the political climate; • governmental protectionism, the escalation of tariffs and other trade barriers; • availability of tax permits and incentives, including VAT and import tax exemptions; • changes in the regulatory environment affecting life science and plant and animal research companies engaged in research and commercial activities; • changes in our customers' research priorities; • differences in budget cycles across various geographies and industries; • personnel shortages among our customers; • market- driven pressures on companies to consolidate operations and reduce costs; • mergers and acquisitions in the life science and plant and animal research industries; and • other factors affecting research and development spending. Any decrease in our customers' budgets or expenditures or in the size, scope, or frequency of capital or operating expenditures, as well as any increase in local tariffs could materially and adversely affect our operations or financial condition **. In addition, changing policies of and actions by the U. S. government may adversely affect the ability of our current, or potential, customers or collaborators to purchase, maintain or retain our products and services. In particular, upon taking office in January 2025, the Trump administration effectively prevented the National Institutes of Health (the " NIH ") from reviewing and awarding grants, or paying out funds under already awarded grants, including for research or other projects that may involve our products and services. If this hold on government grants continues, or if the U. S. government takes any other actions to limit funds available for life science or healthcare research or other projects, it may have a material and adverse impact on our revenue, business, financial condition and results of operations** . If one or more of our manufacturing facilities become unavailable or inoperable, we will be unable to continue manufacturing our instruments, IFCs, assays and / or reagents and, as a result, our business will be harmed until we are able to secure a new facility. We manufacture our microfluidics analytical and preparatory instruments and IFCs for commercial sale at our facility in Singapore and our mass cytometry instruments, assays, and reagents for commercial sale at our facility in Canada. No other manufacturing facilities are currently available to us, particularly facilities of the size and scope of our Singapore and Canada operations. Our facilities and the equipment we use to manufacture our instruments, IFCs, assays, and reagents would be costly to replace and could require substantial lead times to repair or replace. Our facilities may be harmed or rendered inoperable by natural or man- made disasters, which may render it difficult or impossible for us to manufacture our products for some period of time. If any of our facilities become unavailable to us, we cannot provide assurances that we will be able to secure a new manufacturing facility on acceptable terms, if at all. The inability to manufacture our products, combined with our limited inventory of manufactured supplies, may result in the loss of customers or harm our reputation, and we may be unable to reestablish relationships with those customers in the future. Although we possess insurance for damage to our property and the disruption of our business, this insurance may not be sufficient to cover all of our potential losses and may not continue to be available to us on acceptable terms, or at all. If our manufacturing capabilities are impaired, we may not be able to manufacture and ship our products in a timely manner, which would adversely impact our business. Disruption of our manufacturing facilities or other operations, or in the operations of our customers or business partners, due to earthquake, flood, other natural catastrophic events, public health crises, or terrorism could result in cancellation of orders, delays in deliveries or other business activities, or loss of customers and could seriously harm our business. We have significant manufacturing operations in Singapore and Canada and operations in the United States. In addition, our business is international in nature, with our sales, service and administrative personnel and our customers located in numerous countries throughout the world. Operations at our manufacturing facilities and our subcontractors, as well as our other operations and those of our customers, are subject to disruption for a variety of reasons, including work stoppages, acts of war, terrorism, public health crises, fire, earthquake, volcanic eruptions, energy shortages, flooding, or other natural disasters. Such disruption could cause delays in, among other things, shipments of products to our customers, our ability to perform services requested by our customers, or the installation of our products at customer sites. We cannot provide any assurance that alternate means of conducting our operations (whether through alternate production capacity or service providers or otherwise) would be available if a major disruption were to occur or that, if such alternate means were available, they could be obtained on favorable terms. We rely on a limited number of third- party suppliers for some of the components and materials used in our products, and the loss of any of these suppliers, or delays or problems in the supply of components and materials could harm our business. We rely on a limited number of third- party suppliers for certain components and materials used in our products, including single and sole source suppliers. Additionally, certain of our

instruments are assembled at the facilities of contract manufacturers in Singapore. We do not have long- term contracts with our suppliers of these components and materials or our assembly service providers. The loss of a single or sole source supplier of any of the following components and / or materials would require significant time and effort to locate and qualify an alternative source of supply, if at all: • The IFCs used in our microfluidic systems are fabricated using a specialized polymer, and other specialized materials, that are available from a limited number of sources. In the past, we have encountered quality issues that have reduced our manufacturing yield or required the use of additional manufacturing processes. • The electron multiplier detector included in the Hyperion / Hyperion / CyTOF / CyTOF XT systems and certain metal isotopes used with the Hyperion / Hyperion / CyTOF / CyTOF XT systems are purchased from sole source suppliers. • The raw materials for our Delta Gene and SNP Type assays and Access Array target- specific primers are available from a limited number of sources. • The microarray readout systems used to complete SomaScan assays, and which are included in assay kits sold to customers, are provided by a sole source supplier. • The supply of streptavidin beads used to complete the SomaScan assay is provided by a sole source supplier. • The Tecan Fluent 780, an automated liquid handling instrument required to perform the SomaScan assay, is sourced from a sole supplier. The Tecan Fluent 780 is purchased by SomaLogic and SomaLogic certified sites. Our reliance on single and sole source suppliers and assembly service providers also subjects us to other risks that could harm our business, including the following: • we may be subject to increased component or assembly costs; and • we may not be able to obtain adequate supply or services in a timely manner or on commercially reasonable terms, if at all. If, as a result of global economic or political instability, such as the ongoing **conflicts** ~~escalation of the situation~~ in Ukraine **and the Middle East, potential tariffs** , or health pandemics **, among other factors** , our suppliers experience shortages or delays for materials sourced or manufactured in the affected countries, their ability to supply us with instruments or product components may be affected. If any of these events occur, our business and operating results could be harmed ~~. In connection with the global supply chain disruptions following the onset of the COVID- 19 pandemic, we have experienced and are continuing to experience problems with some of our suppliers. In the third quarter of 2021, shortages of certain components caused a backlog and we were unable to fulfill all of the demand for our products during the quarter~~ . We have in the past experienced supply issues, as well as quality control problems such as manufacturing errors, with some of our suppliers, and may again experience problems in the future. We may not be able to quickly establish additional or replacement suppliers, particularly for our single source components, or assembly service providers. Any continued or future interruption or delay in the supply of components or materials or assembly of our instruments, or our inability to obtain components, materials, or assembly services from alternate sources at acceptable prices in a timely manner, could impair our ability to meet the demand of our customers and cause them to cancel orders or switch to competitive products, which would harm our business. ~~Additionally, in response to a surge in COVID- 19 infections in the first half of 2022, the Chinese government imposed lockdowns in certain parts of the country that have negatively impacted and continue to negatively impact manufacturing and / or supply chains.~~ Our backlog represents product orders from our customers that we have confirmed but have not been able to fulfill, and, accordingly, for which we have not yet recognized revenue. We may not receive revenue from these orders, and any order backlog we report may not be indicative of our future revenue. Many events can cause an order to be delayed or not completed at all, some of which may be out of our control ~~, including, for example, the impacts from the COVID- 19 pandemic and our suppliers not being able to provide us with products or components~~ . If we delay fulfilling customer orders or if customers reconsider their orders, those customers may seek to cancel or modify their orders with us. Customers may otherwise seek to cancel or delay their orders even if we are prepared to fulfill them. If our orders in backlog do not result in sales, our operating results may suffer. Any disruption or delay in the shipping or off- loading of our products, whether domestically or internationally, may have an adverse effect on our financial condition and results of operations. We rely on shipping providers to deliver products to our customers globally. Labor, tariff, or World Trade Organization- related disputes, piracy, physical damage to shipping facilities or equipment caused by severe weather or terrorist incidents, congestion at shipping facilities, complications related to public health crises **or** ~~(including the COVID- 19 pandemic~~ **pandemics** ~~)~~ , inadequate equipment to load, dock, and offload our products, energy- related tie- ups, or other factors could disrupt or delay shipping or off- loading of our products domestically and internationally. Such disruptions or delays may have an adverse effect on our financial condition and results of operations. Our business operations depend upon the continuing efforts of our management team and other skilled and experienced personnel, and if we are unable to retain them or to recruit and train new key executives, scientists, and technical support personnel, we may be unable to achieve our goals. Our success depends largely on the skills, experience, and performance of our management team and scientific and technical support personnel. The loss of the services of certain members of our management team or our scientific or technical support staff might significantly delay or prevent the development of our products or achievement of other business objectives by diverting management' s attention to transition matters and identification of suitable replacements, and staffing shortages could also negatively impact our ability to expand and scale functions that are needed to support the development of our products and the growth of our business. Our research and product development efforts could also be delayed or curtailed if we are unable to attract, train, and retain highly skilled employees, particularly senior scientists and engineers. Competition for qualified senior management and key employees in our industry is intense. We ~~have~~ **over the past few years** experienced increased turnover at all levels ~~since the start of the COVID- 19 pandemic~~ and general labor shortages in various areas of our business, all of which could have a material adverse impact on our business. We may need to increase employee wages and benefits in order to attract and retain the personnel necessary to achieve our goals, and our business, operations, and financial results may suffer if we are unable to do so. Attrition and workforce reductions included in **our previous** ~~the August 2022~~ restructuring ~~plan~~ **plans** could adversely affect our reputation among job seekers. It may also cause our existing employees to experience distractions or a decrease in employee morale. It could result in a loss of institutional know- how, reduced productivity, slower customer service response, reduced effectiveness of internal compliance and risk- mitigation programs, and cancellations of or delays in completing new product developments and other strategic projects. We do not currently maintain key person life insurance

covering any of our employees and all our employees, including our management team, may terminate employment without notice and without cause or good reason. Additionally, in connection with our research and product development efforts, we need to retain and recruit scientists skilled in areas such as molecular and cellular biology, assay development, engineering physics, and manufacturing. We also need highly trained technical support personnel with the necessary scientific background and ability to understand our systems at a technical level to effectively support potential new customers and the expanding needs of current customers. Competition for these people is intense and we may face challenges in retaining and recruiting such individuals if, for example, our stock price declines, thereby reducing the retention value of equity awards, or our business or technology is no longer perceived as leading in our field. Because of the complex and technical nature of our systems and the dynamic market in which we compete, any failure to attract and retain a sufficient number of qualified employees could materially harm our ability to develop and commercialize our technology. If our direct sales, field support, and marketing forces and distribution capabilities are not sufficient to adequately address our customers' needs, our business will be adversely affected. We may not be able to market, sell, and distribute our products effectively enough to support our planned growth. We sell our products primarily through our own sales force and through distributors in certain territories. Our future sales will depend on a number of factors including our ability to execute with our existing team, the scope of our marketing efforts and development of our direct sales force, field application specialists and service engineer teams. Our products are technically complex and used for highly specialized applications. As a result, we believe it is necessary to continue to develop a direct sales force that includes people with specific scientific backgrounds and expertise, and a marketing group with technical sophistication. In the past year, we have experienced significant changes and increased turnover in our sales and marketing organizations, and we face considerable challenges in recruiting and training qualified replacements. Our future success will depend largely on our ability to recruit, retain, and motivate the skilled sales and marketing force necessary to support our business activities, and any failure to maintain competitive levels of compensation will negatively impact our ability to so. Because competition for such employees is intense, we can provide no assurance that we will be able to retain them on favorable or commercially reasonable terms, if at all. Failure to attract and retain our current personnel or to build an efficient and effective sales and marketing force would negatively impact sales of our products and reduce our revenue and profitability. In addition, we may continue to enlist one or more sales representatives and distributors to assist with sales, distribution, and customer support globally or in certain regions of the world. If we do seek to enter into such arrangements, we may not be successful in attracting desirable sales representatives and distributors, or we may not be able to enter into such arrangements on favorable terms. If our sales and marketing efforts, or those of any third- party sales representatives and distributors, are not successful, our technologies and products may not gain market acceptance, which would materially and adversely impact our business operations. To use our products — our X9, CyTOF, and Hyperion systems in particular — customers typically need to purchase specialized reagents. Any interruption in the availability of these reagents for use in our products could limit our ability to market them. Our products, and our X9, CyTOF, and Hyperion systems in particular, must be used in conjunction with one or more reagents designed to produce or facilitate the particular biological or chemical reaction desired by the user. Many of these reagents are highly specialized and available to the user only from a single supplier or a limited number of suppliers. Although we sell reagents for use with certain of our products, our customers may purchase these reagents directly from third- party suppliers, and we have no control over the supply of those materials. In addition, our products are designed to work with these reagents as they are currently formulated. We have no control over the formulation of reagents sold by third- party suppliers, and the performance of our products might be adversely affected if the formulation of these reagents is changed. If one or more of these reagents were to become unavailable or were reformulated, our ability to market and sell our products could be materially and adversely affected. In addition, the use of a reagent for a particular process may be covered by one or more patents relating to the reagent itself, the use of the reagent for the particular process, the performance of that process, or the equipment required to perform the process. Typically, reagent suppliers, who are either the patent holders or their authorized licensees, sell the reagents along with a license or covenant not to sue with respect to such patents. The license accompanying the sale of a reagent often purports to restrict the purposes for which the reagent may be used. If a patent holder or authorized licensee were to assert against us or our customers that the license or covenant relating to a reagent precluded its use with our systems, our ability to sell and market our products could be materially and adversely affected. For example, our X9 system involves real- time quantitative polymerase chain reaction (qPCR) technology. Leading suppliers of reagents for real- time qPCR reactions include Life Technologies Corporation (now part of Thermo) and Roche Diagnostics Corporation, who are our direct competitors, and their licensees. These real- time qPCR reagents are typically sold pursuant to limited licenses or covenants not to sue with respect to patents held by these companies. We do not have any contractual supply agreements for these real- time qPCR reagents, and we cannot assure you that these reagents will continue to be available to our customers for use with our systems, or that these patent holders will not seek to enforce their patents against us, our customers, or suppliers. Security incidents, loss of data, cyberattacks, and other information technology failures could disrupt our operations, damage our reputation, and adversely affect our business, operations, and financial results. We are dependent upon our data and information technology systems for the effective operation of our business and for the secure maintenance and storage of confidential data, personal data, and trade secret information relating to our business and third- party businesses. Our information technology systems may be damaged, disrupted or shut down due to cybersecurity attacks, which are often carried out by experienced programmers or hackers, which may be able to penetrate our security. Cyberattacks include deployment of harmful malware and key loggers, ransomware, a denial- of- service attack, a malicious website, the use of social engineering and other means to affect the confidentiality, integrity and availability of our technology systems and data. Cyberattacks may also be due to employee error or malfeasance, power outages, hardware failures, telecommunication or utility failures, catastrophes or other unforeseen events, and our system redundancy and other disaster recovery planning may be ineffective or inadequate in preventing or responding to any of these circumstances. Techniques used in cybersecurity attacks to obtain unauthorized access,

disable or sabotage information technology systems are evolving rapidly with data breaches and other cybersecurity events becoming commonplace. Furthermore, there may be a heightened risk of potential cyberattacks by state actors or others since the escalation of the war in Ukraine. Any such compromise of our information technology systems could result in the unauthorized access to, or acquisition or publication of our confidential business or proprietary information, customer, supplier or employee data, or other personal data or trade secrets information, any of which could expose us to a risk of legal claims or proceedings, liability under privacy or other laws, disruption of our operations and damage to our reputation, which could divert our management' s attention from the operation of our business and materially and adversely affect our business, revenues, and competitive position. In addition, our liability insurance may not be sufficient in type or amount to cover us against claims related to security incidents, cyberattacks, and other related cybersecurity incidents. The cost and operational consequences of implementing further data protection measures, either as a response to specific cybersecurity incidents or as a result of evolving risks, could be material. In addition, our inability to use or access our information systems at critical points in time could adversely affect the timely and efficient operation of our business. Any delayed sales, significant costs or lost customers resulting from these technology failures could adversely affect our business, operations, and financial results. We have implemented security controls to protect our information technology infrastructure but, due to the ever- evolving nature of cybersecurity threats, however, there can be no assurance that cybersecurity incidents that impact our systems will not occur, which could adversely affect our business and operations, and could result in financial, legal, operational or reputational harm to us, loss of competitive advantage or loss of consumer confidence. For example, in early 2019, we experienced a ransomware attack that infiltrated and encrypted certain of our information technology systems, including systems containing critical business data. Immediately following the attack, actions were taken to recover the compromised systems and we were able to restore their operation without significant loss of business data within weeks. Based on the nature of the attack and its impact on our systems, we believe no confidential data was lost or disclosed. If, however, confidential or personal data were determined to have been accessed, acquired, or released in the course of any future event, it is possible that we could be the subject of actions by governmental authorities or claims from persons alleging they suffered damages from such access, acquisition, or release. We believe our mitigation measures and expanded information security program have reduced, but cannot eliminate, the risk of a similar attack, and we anticipate additional work and expense in the future as we continuously improve our security processes and initiatives in response to ever- changing information security challenges. In addition to risks affecting our own systems, we could also be negatively impacted by a data breach or security incident impacting a third party' s network and affecting us, such as our third- party vendors and service providers. Third parties with which we conduct business have access to certain portions of our personal and sensitive data, including information pertaining to our customers and employees. In the event that these third parties do not adequately safeguard our data, cybersecurity incidents could result and negatively impact our business, operations, and financial results. **A** ~~Since the beginning of the COVID- 19 pandemic, a~~ significant percentage of our employees **work** ~~has been working~~ remotely. As a result, we may have increased cyber security and data security risks, due to increased use of home wi- fi networks and virtual private networks, as well as increased disbursement of physical machines. While we have implemented security controls, updated our policies, and augmented our information security training program to reduce the risk of cyberattacks and cybersecurity incidents, there is no guarantee that these measures will be adequate to safeguard all systems with the increased number of employees working remotely. RISKS RELATED TO QUALITY AND THE REGULATORY ENVIRONMENT Our products could have defects or errors, which may give rise to claims against us, adversely affect market adoption of our systems, and adversely affect our business, financial condition, and results of operations. Our systems utilize novel and complex technology and such systems may develop or contain undetected defects or errors. We cannot assure you that material performance problems, defects, or errors will not arise, and as we increase the density and integration of our systems, these risks may increase. We generally provide warranties that our systems will meet performance expectations and will be free from defects. The costs incurred in correcting any defects or errors may be substantial and could adversely affect our operating margins. For example, we have experienced a performance issue with respect to certain IFCs used in our C1 systems due to the presence of more than one cell in an IFC chamber. Although we have redesigned such C1 IFCs, we may experience additional unexpected product defects or errors that could affect our ability to adequately address these performance issues. In manufacturing our products, including our systems, IFCs, and assays, we depend upon third parties for the supply of various components, many of which require a significant degree of technical expertise to produce. In addition, we purchase certain products from third- party suppliers for resale. If our suppliers fail to produce components to specification or provide defective products to us for resale and our quality control tests and procedures fail to detect such errors or defects, or if we or our suppliers use defective materials or workmanship in the manufacturing process, the reliability and performance of our products will be compromised. If our products contain defects, we may experience: • a failure to achieve market acceptance or expansion of our product sales; • loss of customer orders and delay in order fulfillment; • damage to our brand reputation; • increased cost of our warranty program due to product repair or replacement; • product recalls or replacements; • inability to attract new customers; • diversion of resources from our manufacturing and research and development departments into our service department; and • legal claims against us, including product liability claims, which could be costly and time consuming to defend and result in substantial damages. In addition, certain of our products are marketed for use with products sold by third parties. For example, certain of our systems are marketed as compatible with major NGS instruments. If such third- party products are not produced to specification, are produced in accordance with modified specifications, or are defective, they may not be compatible with our products. In such case, the reliability and performance of our products may be compromised. The occurrence of any one or more of the foregoing could negatively affect our business, financial condition, and results of operations. The healthcare industry is highly regulated and if we fail to comply with applicable healthcare laws and regulations, we could suffer fines and penalties or be required to make significant changes to our operations which could have a significant adverse effect on the results of our business operations. We compete in markets in which we or our customers must comply with

federal, state, local and foreign regulations, such as healthcare fraud and abuse, data privacy and medical product laws and regulations. The healthcare industry is subject to extensive and frequently changing international and United States federal, state and local laws and regulations. In addition, federal and state enforcement agencies have substantial powers and remedies to pursue suspected violations under broad laws and regulations relating to healthcare fraud and abuse, interactions and financial arrangements with healthcare professionals or entities, data privacy and misconduct involving government programs or contracts. If we, our employees, collaborators or contractors fail to comply with applicable laws and regulations, we could suffer civil and criminal damages, fines and penalties, exclusion from participation in governmental healthcare programs, and the loss of various licenses and authorizations necessary to operate our business, as well as incur liabilities from third- party claims, all of which could have a significant adverse effect on our business. The relevant laws and regulations include, among others: • CLIA' s and CAP' s regulation of our laboratory activities **, as well as state licensure laws and regulations** ; • FDA laws and regulations **that apply** ~~, including but not limited~~ to ~~requirements for offering~~ **medical devices such as our companion diagnostics and other IVDs as well as** LDTs **, following the July 2024 effective date of the agency' s LDT final rule** ; • HIPAA and HITECH, which establish comprehensive federal standards with respect to the privacy and security of PHI, and requirements for the use of certain standardized electronic transactions with respect to transmission of such information, as well as similar laws protecting other types of personal information; • state laws governing the maintenance of personally identifiable information of state residents, including medical information, and which impose varying breach notification requirements, some of which allow private rights of action by individuals for violations and also impose penalties for such violations; • the federal Anti- Kickback Statute, which generally prohibits knowingly and willfully offering, paying, soliciting or receiving remuneration, directly or indirectly, in return for or to induce a person to refer to an individual any good, facility, item or service that is reimbursable under a federal healthcare program; • the federal False Claims Act, which imposes civil penalties, and provides for civil whistleblower or qui tam actions, against individuals or entities for knowingly presenting, or causing to be presented, to the federal government, claims for payment that are false or fraudulent or making a false statement to avoid, decrease or conceal an obligation to pay money to the federal government; • the federal Civil Monetary Penalties Law, which generally prohibits, among other things, the offering or transfer of remuneration to a Medicare or Medicaid beneficiary if it is likely to influence the beneficiary' s selection of a particular provider, practitioner or supplier of services reimbursable by Medicare or Medicaid; • EKRA, which imposes criminal penalties for knowing and willful payment or offer, or solicitation or receipt, of any remuneration, whether directly or indirectly, overtly or covertly, in cash or in kind, in exchange for the referral or inducement of laboratory testing (among other healthcare services) covered by healthcare benefit programs (including commercial insurers) unless a specific exception applies; • other federal and state fraud and abuse laws, such as anti- kickback laws, prohibitions on self- referral, fee- splitting restrictions, insurance fraud laws, anti- markup laws, prohibitions on the provision of tests at no or discounted cost to induce physician or patient adoption and false claims acts, some of which may extend to services reimbursable by any third- party payor, including private payors; • state laws that prohibit other specified healthcare practices, such as billing physicians for tests that they order, waiving coinsurance, copayments, deductibles and other amounts owed by patients, business corporations practicing medicine or employing or engaging physicians to practice medicine and billing a state Medicaid program at a price that is higher than what is charged to one or more other payors; • the FCPA, and applicable foreign anti- bribery laws; • federal, state and local regulations relating to the handling and disposal of regulated medical waste, hazardous waste and biohazardous waste and workplace safety for healthcare employees; • laws and regulations relating to health and safety, labor and employment, public reporting, taxation and other areas applicable to businesses generally, all of which are subject to change; and • similar foreign laws and regulations that apply to us in the countries in which we operate or may operate in the future. **Various federal and state laws, such as the Sunshine Act and state gift bans, that apply to medical device manufacturers could extend to our clinical reference laboratory now that FDA will actively regulate LDTs as medical devices pursuant to the 2024 final rule, and clinical laboratories offering and furnishing LDTs are considered to be device manufacturers as a result. We have begun the process of evaluating whether and to what extent those kinds of medical device- specific state requirements may be applicable to our operations.** Any future growth of our business, including, in particular, continued reliance on consultants, commercial partners and other third parties, may increase the potential for violating these laws. In some cases, our risk of violating these or other laws and regulations is further increased because of the lack of their complete interpretation by applicable regulatory authorities or courts, and their provisions are thus open to a variety of interpretations. ~~Given the complexity of these existing and changing rules and regulations, it is not always possible to identify and deter misconduct by employees, distributors, consultants and commercial partners and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from government investigations or other actions or lawsuits stemming from a failure to comply with applicable laws or regulations. Additionally, we are subject to the risk that a person or government could allege such fraud or other misconduct, even if none occurred. Any action brought against us for violation of these or other laws or regulations, even if we successfully defend against it, could cause us to incur significant legal expenses, divert our management' s attention from the operation of our business and harm our reputation. If our operations, including the conduct of our employees, consultants and commercial partners, are found to be in violation of any of these laws and regulations, we may be subject to applicable penalties associated with the violation, including administrative, civil and criminal penalties, damages, fines, individual imprisonment, exclusion from participation in federal healthcare programs, refunding of payments received by us and curtailment or cessation of our operations. Any of these consequences could seriously harm our business and our financial results.~~ It is possible that some of our business activities could be subject to challenge under one or more of such laws. Such a challenge, regardless of the outcome, could have a material adverse effect on our business, business relationships, reputation, financial condition and results of operations. Although an effective compliance program can mitigate the risk of investigation and prosecution for violations of these laws, the risks cannot be entirely eliminated **. Given the complexity of these existing**

and changing rules and regulations, it is not always possible to identify and deter misconduct by employees, distributors, consultants and commercial partners and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from government investigations or other actions or lawsuits stemming from a failure to comply with applicable laws or regulations. Additionally, we are subject to the risk that a person or government could allege such fraud or other misconduct, even if none occurred . Any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management' s attention from the operation of our business. Moreover, achieving and sustaining compliance with these laws may prove costly. If we or our operations, or any of the rheumatologists or entities with whom we do business are found to be in violation of any of the laws described above or any other governmental regulations that apply to us, we may be subject to significant penalties, including administrative, civil and / or criminal penalties, damages, fines, disgorgement, individual imprisonment, exclusion from participation in U. S. federal or state healthcare programs, such as Medicare and Medicaid, and similar programs outside the United States, a corporate integrity agreement or other agreement to resolve allegations of non- compliance with these laws, and the curtailment or restructuring of our operations, any of which could materially adversely affect our ability to operate our business and our financial results. To the extent that any of our products are sold in a foreign country, we may be subject to similar foreign laws and regulations, which may include, for instance, applicable post- marketing requirements, including safety surveillance, anti- fraud and abuse laws, and implementation of corporate compliance programs and reporting of payments or transfers of value to healthcare professionals. Complying with numerous regulations pertaining to our business is an expensive and time- consuming process, and any failure to comply could result in substantial penalties. We are subject to CLIA, a federal law that 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. CLIA regulations mandate specific standards in the areas of personnel qualifications, administration and participation in proficiency testing, patient test management, quality control, quality assurance and inspections. We have a current certificate of accreditation under CLIA because we are accredited to perform testing by CAP. To renew this certificate, we are subject to survey and inspection every two years. Moreover, inspectors from CMS or CAP may make random inspections of our clinical reference laboratory. Although we are required to hold a certificate of accreditation or compliance under CLIA that allows us to perform high complexity testing, we are not required to hold a certificate of accreditation through CAP. We could alternatively maintain a certificate of accreditation from another accrediting organization or a certificate of compliance through inspection by surveyors acting on behalf of the CLIA program. If our accreditation under CAP were to terminate, either voluntarily or involuntarily, we would need to convert our certification under CLIA to a certificate of compliance (or to a certificate of accreditation with another accreditation organization) in order to maintain our ability to perform clinical testing and to continue commercial operations. Whether we would be able to successfully maintain operations through either of these alternatives would depend upon the facts and circumstances surrounding termination of our CAP accreditation, such as whether any deficiencies were identified by CAP as the basis for termination and, if so, whether these were addressed to the satisfaction of the surveyors for the CLIA program (or another accrediting organization). The failure to comply with CLIA requirements can result in enforcement actions, including the revocation, suspension, or limitation of our CLIA certificate of accreditation, as well as a directed plan of correction, state on- site monitoring, civil money penalties, civil injunctive suit and / or criminal penalties. We must maintain CLIA compliance and certification to be eligible to bill for tests provided to Medicare beneficiaries. If we were to be found out of compliance with CLIA program requirements and subjected to sanctions, our business and reputation could be harmed. Even if it were possible for us to bring our laboratory back into compliance, we could incur significant expenses and potentially lose revenue in doing so. Moreover, several states require that we hold licenses to test specimens from patients in those states. Other states may have similar requirements or may adopt similar requirements in the future. Although we have obtained licenses from states where we believe we are required to be licensed, we may become aware of other states that require out- of- state laboratories to obtain licensure in order to accept specimens from the state, and it is possible that other states currently have such requirements or will have such requirements in the future. If we were to lose our CLIA accreditation, whether as a result of a revocation, suspension or limitation, we would no longer be able to sell our testing products, which would limit our revenue and harm our business. If we were to lose our license in states where we are required to hold licenses, we would not be able to test specimens from those states, which would limit our revenue. The FDA may disagree with our assessment that our ~~SomaSignalTM~~ **SomaLogicTM** test products and any other clinical diagnostic tests we may develop are LDTs **eligible for FDA enforcement discretion** and determine that such test products are **fully** ~~medical devices~~ subject to **active compliance enforcement under** the FDCA and FDA regulations. The FDA regulates any diagnostic test that meets the definition of a medical device, except under specific, narrow circumstances. The FDCA defines a medical device as " an instrument, apparatus, implement, machine, contrivance, implant, in vitro reagent, or other similar or related article, including a component part, or accessory which is, among other things: intended for use in the diagnosis of disease or other conditions, or in the cure, mitigation, treatment, or prevention of disease, in man or other animals and which does not achieve its primary intended purposes through chemical action within or on the body of man or other animals and which is not dependent upon being metabolized for the achievement of any of its primary intended purposes. " By this definition, in vitro reagents and diagnostic tests are considered medical devices. Specifically, the FDA defines an IVD as " reagents, instruments, and systems intended for use in the diagnosis of disease or other conditions, including a determination of the state of health, in order to cure, mitigate, treat, or prevent disease or its sequelae. " Therefore, the FDA generally considers diagnostic testing products to be IVDs subject to the agency' s regulatory requirements for IVDs. ~~However~~ **Historically** , the FDA ~~has~~ **had** generally exercised its enforcement discretion and not enforced applicable regulations with respect to LDTs, which are IVDs that are designed, manufactured, and used within a single high- complexity CLIA- certified laboratory. We believe that our ~~SomaSignalTM~~ **SomaLogicTM** test products intended for clinical diagnostic use are LDTs. If the FDA were to disagree with our conclusion

that our ~~SomaSignalTM~~ **SomaLogicTM** test products for clinical diagnostic use fall within the scope of the agency' s LDT definition and determines that such tests are thus subject to FDA' s medical device authorities and implementing regulations, we would become **immediately** subject to extensive regulatory requirements and may be required to stop selling our existing tests or refrain from launching any other tests we may develop. In particular, the FDA may require us to obtain ~~PMAs or another type of device~~ marketing authorization **for each of our SomaLogicTM tests** in order for us to commercialize **them** ~~our SomaSignalTM tests~~ for clinical diagnostic use. The premarket review process for diagnostic testing products can be lengthy, expensive, time- consuming, and unpredictable. As part of the process to prepare regulatory submissions for FDA review, we may be required to conduct formal clinical trials before applying for commercial marketing authorization. Performing additional, new nonclinical studies or clinical trials in order to obtain product approval from the FDA, if any were to become necessary, would take a significant amount of time and would substantially delay our ability to commercialize our ~~SomaSignalTM~~ **SomaLogicTM** tests intended for clinical diagnostic use, all of which would adversely impact our business. While we believe that we are currently in material compliance with applicable laws and regulations as historically enforced by the FDA with respect to LDTs, we cannot assure you that the FDA will agree with our determination. Any finding by the FDA or another regulatory authority that we have violated these laws and regulations, or a public announcement that we are being investigated for possible violations, could adversely affect our business, prospects, results of operations and financial condition. ~~The~~ **Planned changes in the way that the** FDA ~~may finalize its rulemaking to regulate~~ **regulates** ~~LDTs~~ **tests performed by laboratories like ours will result in delay** or ~~Congress may take action to reform the current legal requirements applicable to LDTs. In either case we may become subject to extensive regulatory requirements and may be required to conduct~~ additional **expense in offering** ~~clinical trials prior to continuing to sell~~ our ~~existing~~ tests **and** ~~intended for clinical diagnostic use or launching any other diagnostic~~ tests **that** we may develop **in** ~~, which may increase~~ the **future** ~~cost of conducting, or otherwise harm, our business~~ . We currently market our ~~SomaLogicTMtests~~ ----- **SomaLogicTM tests** intended for clinical diagnostic use as LDTs and may in the future market other diagnostic tests as LDTs. ~~Although historically~~ **Historically** , the FDA **had exercised** ~~has applied a policy of~~ enforcement discretion with respect to **most** LDTs **and generally had** ~~whereby the FDA does not generally actively enforce its regulatory~~ **required laboratories that furnish LDTs to comply with the agency' s** requirements for ~~such tests~~ **medical devices (e. g.** , **establishment registration, device listing, quality system regulations, premarket clearance or approval, and post- market controls). However,** in ~~October~~ **May** ~~2023~~ **2024** , the FDA issued a ~~proposed~~ **final** rule to regulate LDTs under the current medical device framework **and phasing out its existing enforcement discretion policy for this category of diagnostic tests over several years. The effective date of the agency' s final rule was July 5, 2024** . The agency' s ~~proposal also includes~~ **final rule provides that the LDT enforcement policy phase- out process will occur in gradual stages over** a ~~plan~~ **total period of four years, with premarket approval applications for high- risk tests** to **be submitted by the 3. 5- year mark. Moderate- risk and low- risks tests are expected to be in compliance at the four- year mark, although FDA** ~~phase -- has out~~ **stated that if premarket submissions are pending review** ~~its -~~ **it will continue to exercise enforcement discretion with respect to those tests. The FDA' s final rule is complex and, concurrently, the agency announced several exceptions from the requirement to comply with full medical device regulatory controls, depending upon the specific nature of the LDT and the clinical laboratory that is offering such LDT for use by health care providers. Of potential relevance is the agency' s position on LDTs that were marketed prior to the official publication date of the final rule. Such " ~~current~~ currently marketed " tests are subject to many of the device regulatory controls but are exempted from the premarket review and FDA authorization requirements (unless or until significant modifications are made to such " currently marketed " tests). Similarly, FDA has created a partial** enforcement discretion policy ~~over several years~~ **for tests approved by the New York State Clinical Laboratory Evaluation Program whereby such tests also do not need to undergo FDA premarket review but must come into compliance with all other device general controls in a stagged fashion between 2025 and 2027** . **We have begun the process of evaluating the final rule' s potential impact on our SomaLogicTM tests, as well as our operations and business more generally. On May 29, 2024, the American Clinical Laboratory Association (the" ACLA") and one of its members filed a complaint against the FDA in the Eastern District of Texas, alleging that the agency does not have authority to promulgate the LDT final rule and seeking to vacate the FDA' s action. A second lawsuit was also filed against FDA by the Association for Molecular Pathology (" AMP") on August 19, 2024 in the Southern District of Texas, and subsequently the two cases were consolidated into a single action pending in the Eastern District of Texas. Briefing is ongoing in the consolidated case, and the outcome of such litigation is uncertain. The litigation could potentially affect FDA' s plans to implement these new LDT requirements, making the potential implementation timeline somewhat uncertain, although no preliminary injunction has been issued to date. Accordingly, the agency has continued its implementation efforts by actively providing guidance and training to clinical laboratories on how to comply with medical device general controls. Affected stakeholders also continue to press for a comprehensive legislative solution to create a harmonized paradigm for oversight of LDTs by both the FDA and CMS, instead of implementation of the FDA' s final rule, which may be disruptive to the industry and to patient access to certain diagnostic tests. However,** ~~This~~ **this** FDA rulemaking was initiated after years of failed congressional attempts to harmonize the regulatory paradigms applicable to LDTs and other **IVDs** ~~in vitro diagnostic tests~~ , **making** ~~as discussed further below. The likelihood of the FDA finalizing the proposed rule following a public comment period, as well as potential litigation challenging its~~ **it unclear whether any** ~~authority to take such action, is uncertain at this time as stakeholders continue to press for a comprehensive~~ legislative **efforts** ~~solution instead of administrative agency action. If there are changes in FDA regulations or legislative authorities such that the agency begins to exercise oversight over LDTs, or if the FDA disagrees that our marketed tests are within the scope of its criteria used for defining LDTs, we may become subject to extensive regulatory requirements and may be required to stop selling our existing diagnostic tests or launching any other similar tests we may develop and to conduct additional clinical trials or take other actions prior to~~

~~continuing to market our tests. If the FDA allows our SomaSignalTM tests for clinical diagnostic use to remain on the market but there is uncertainty about our tests, if they are labeled investigational by the FDA or if labeling claims the FDA allows us to make do not include the claims necessary or desirable for successful commercialization, orders from healthcare providers or reimbursement for our diagnostic tests may decline. In addition, as noted above, Congress had been working on legislation to create an LDT and IVD, regulatory framework that~~ would be **successful going forward** ~~separate and distinct from the existing medical device regulatory framework. Reform~~ **If FDA prevails in the Texas litigation and is able to fully implement the multi- year phase- in plan for the LDT final rule or Congress enacts comprehensive** legislation ~~called the VALID Act garnered bipartisan and bicameral support in recent years but failed~~ to ~~move out of committee during the last congressional session. As drafted and re- introduced for consideration by the current Congress, the VALID Act would codify the term IVCT to create a new medical product category separate from medical devices to include products currently regulated~~ **regulate in vitro** ~~as IVDs as well as LDTs, among other provisions. The VALID Act would also create a new system for laboratories to use to submit their tests electronically to the FDA for approval, which is aimed at reducing the amount of time it would take for the agency to approve such tests, and establish a new program to expedite the development of diagnostic~~ **diagnostics** ~~tests~~ that **moots the** ~~can be used to address a current unmet~~ need for **the** ~~patients. The FDA' s October 2023 publication of an~~ LDT ~~proposed~~ **final** rule ~~that~~ **, it** ~~would~~ **could have** ~~apply the existing medical device framework to laboratory- developed products has renewed stakeholder calls for~~ a **materially** ~~more targeted approach to modernizing the federal government' s oversight of clinical diagnostic tests. It remains possible that congressional action in this area could displace the need for the FDA to complete its recently proposed rulemaking. If Congress were to pass the VALID Act or any other legislation applicable to the FDA' s regulation of LDTs, or if the FDA were to successfully promulgate new regulations for such products through the recently initiated notice- and- comment rulemaking or a future rulemaking proceeding, we will likely be subject to increased regulatory burdens such as registration and listing requirements,~~ adverse ~~event reporting requirements and quality control requirements. Any legislation or formal FDA regulatory framework affecting LDTs is also likely to have premarket application requirements prohibiting commercialization without FDA authorization and controls regarding modification to the tests that may require further FDA submissions. The premarket review process can be lengthy, expensive, time- consuming and unpredictable. Further, obtaining premarket clearance may involve, among other things, successfully completing clinical trials, which require significant time and cash resources and are subject to a high degree of risk, including risks of experiencing delays, failing to complete the trial or obtaining unexpected or negative results. If we are required to obtain premarket clearance or approval and / or conduct premarket clinical trials, our development costs could significantly increase, marketing of any new diagnostic tests we may develop may be delayed, and sales of our existing diagnostic tests could be interrupted or stopped. Any of these outcomes could reduce our revenue or increase our costs and materially adversely affect our business, prospects, results of operations or financial condition. The outcome and ultimate~~ impact on our ~~business~~ **results** of **operations** ~~any changes to the federal government' s regulation of LDTs is difficult to predict~~. Failure to comply with any applicable FDA requirements could trigger a range of enforcement actions **by the FDA** , including warning letters, ~~fines,~~ **civil monetary** penalties, **injunctions, criminal prosecution, recall or seizure, operating restrictions, partial** suspension **or total shutdown** of operations **and** ~~, product recalls or seizures,~~ denial of **or challenges to** applications for clearance or approval, ~~injunctions~~ **as well as significant adverse publicity. Disruptions at the FDA, the SEC** and other ~~civil~~ **government agencies caused by funding shortages, mass layoffs, or global health concerns could hinder their ability to hire and retain key leadership and other personnel, prevent** ~~or~~ **our** ~~criminal~~ **products from being developed or commercialized in a timely manner or otherwise prevent those agencies from performing normal business** ~~sanctions~~ **functions on which the operation of our business relies, which could negatively impact our business. The ability of the FDA to review and approve new products can be affected by a variety of factors, including government budget and funding levels, ability to hire and retain key personnel and accept the payment of user fees, and statutory, regulatory and policy changes. Average review times at the agency have fluctuated in recent years as a result. In addition, government funding of the SEC and other government agencies on which our operations may rely, including those that fund research and development activities is subject to the political process, which is inherently fluid and unpredictable. Disruptions at the FDA and other agencies may also slow the time necessary for products to be reviewed and / or approved by necessary government agencies, which would adversely affect our business. For example, over the last several years, the United States government has shut down several times and certain regulatory agencies, such as the FDA and the SEC, have had to furlough critical FDA, SEC and other government employees and stop critical activities during that period. In early 2025, following the inauguration of President Trump, the Trump Administration began terminating federal government employees, including at the FDA. The impact of mass layoffs at the agency and other governmental offices with which we interact is unclear at this time. However, it is expected that with a proposed reduction in staff of up to 50 %, the FDA in the future may be unlikely to meet its application review goals or to continue to be available for timely interactions with medical product developers. It is currently unclear how the U. S. biotechnology industry will be affected by the Trump Administration' s major changes to the FDA and the federal government as a whole. Separately, during the COVID- 19 pandemic, the FDA postponed most inspections of domestic and foreign manufacturing facilities at various points. Even though the FDA has since resumed standard inspection operations of domestic facilities where feasible, the agency has continued to monitor and implement changes to its inspectional activities to ensure the safety of its employees and those of the firms it regulates, and any resurgence of the virus or emergence of new infectious disease outbreaks may lead to future inspectional delays. Regulatory authorities outside the United States may adopt similar policy measures in response to emerging infectious disease outbreaks, epidemics, or pandemics. If a prolonged government shutdown or slowdown occurs, or if global health concerns similar to COVID- 19 prevent the FDA or other regulatory agencies from conducting their regular inspections, review, or other regulatory activities, it could significantly affect the ability of the FDA to timely review and**

process our regulatory submissions , which could have a material ~~and~~ adverse effect ~~upon~~ **on** our business **. Further** , **in our** ~~operating~~ **operations as a public company** ~~results and financial condition. Furthermore~~ , ~~should it be required in the~~ future **government shutdowns** ~~, we cannot be sure that our SomaSignalTM tests intended for clinical diagnostic use, or any new diagnostic tests that we may develop, will be reviewed and authorized for marketing by the FDA in a timely or cost- effective manner, if authorized at all. Even if such tests are authorized for marketing by the FDA, the agency~~ could ~~limit~~ **impact our ability to access** the **public** ~~test' s indications for use, which may significantly limit the market~~ **markets** ~~for that product~~ and ~~may adversely affect our business~~ **obtain necessary capital in order to properly capitalize** and ~~financial condition~~ **continue our operations** . We are currently limited to RUO with respect to many of the materials and components used in our consumable products including our assays. We sell our instruments and consumable products, and certain of our assays, with ~~a~~ **express** restrictions that they be used for RUO applications. The sale of our RUO products for any clinical or diagnostic purposes may require that we obtain regulatory clearance or approval to market the products for such purposes and also that we acquire certain materials and components used in the products from suppliers without an RUO restriction. There can be no assurance that we ~~will~~ **would** be able to acquire these materials and components for use in diagnostic products on acceptable terms, if at all **, if we are required to do so** . If we are unable to do so, we would not be able to expand our instrument, consumable and assay product offerings beyond RUO, and our business and prospects would suffer. The RUO / IUO Labeling Guidance, emphasizes that the FDA will review the totality of the circumstances when evaluating whether equipment and testing components are properly labeled as RUO. It further states that merely including a labeling statement that a product is intended for RUO will not necessarily render the device exempt from the FDA' s **premarket authorization** ~~510 (k) clearance, PMA,~~ or other requirements, if the circumstances surrounding the distribution of the product indicate that the manufacturer intends for its product to be offered for clinical diagnostic use. These circumstances may include written or verbal marketing claims or links to articles regarding a product' s performance in clinical applications, a manufacturer' s provision of technical support for clinical validation or clinical applications, or solicitation of business from clinical laboratories, all of which could be considered evidence of intended uses that conflict with RUO labeling. If the FDA were to determine that our RUO products were intended for use in clinical investigation, diagnosis or treatment decisions, or that express or implied clinical or diagnostic claims were made for our RUO products, those products could be considered misbranded or adulterated under the FDCA. If the FDA determines that our RUO products are being marketed for clinical diagnostic use without the required ~~PMA~~ **regulatory approval** or ~~510 (k)~~ clearance, we may be required to cease marketing our products as planned, recall the products from customers, revise our marketing plans, and / or suspend or delay the commercialization of our products until we obtain the required authorization. We also may be subject to a range of enforcement actions by the FDA, including warning or untitled letters, injunctions, civil monetary penalties, criminal prosecution, and recall and / or seizure of products, as well as significant adverse publicity. For instance, some of our customers may, on their own initiative, use our RUO- labeled products in the development of their own LDTs or in other FDA- regulated products for clinical diagnostic use and may request our assistance in developing such uses or validating the instrument, consumable or assay for diagnostic use. If we provide such services or advice, FDA could determine that we intend such instruments, consumables, or assays for clinical or diagnostic uses in contradiction of the RUO labeling and require us to recall the products, prepare and submit applications for marketing authorization for the clinical or diagnostic uses or initiate enforcement actions against us. Any of these developments may adversely affect our business and financial condition. If the FDA determines that our RUO products are medical devices or if we seek to market our RUO products for clinical diagnostic or health screening use, we will be required to obtain regulatory clearance (s) or approval (s), and may be required to cease or limit sales of our then marketed products, which could materially and adversely affect our business, financial condition and results of operations. Any such regulatory process would be expensive, time- consuming and uncertain both in timing and in outcome. Our RUO products are focused on the life sciences research market. This includes laboratories associated with academic and governmental research institutions, as well as pharmaceutical, biotechnology and contract research companies. Accordingly, our products are labeled as RUO, and are not intended for diagnostic use. While our marketing for our RUO products is focused on the life sciences research market, we may decide to expand our product line to encompass products that are intended to be used for the diagnosis of disease or other medical purposes. Laboratory instruments, consumables and assays intended for clinical or diagnostic purposes are subject to regulation ~~by the FDA~~ as medical devices ~~, or~~ **by the FDA and** comparable international agencies, including requirements for regulatory clearance or approval of such products before they can be marketed. If the FDA were to determine that our products are intended for clinical use or if we decided to market our products for such use, we would be required to obtain 510 (k) clearance or ~~premarket~~ approval **of a PMA** from the agency in order to sell our products in a manner consistent with applicable U. S. laws and regulations. Such regulatory authorization processes are expensive, time- consuming and uncertain; our efforts may never result in any marketing authorization for our products; and failure by us to obtain or comply with such authorizations could have an adverse effect on our business, financial condition or operating results. Even if we obtain **premarket** approval ~~of a PMA or 510 (k)~~ clearance, where required, such authorization may not be for the use or uses we believe are commercially attractive and / or are critical to the commercial success of our products. As a result, being subject to the FDA' s premarket review and / or post- market control requirements for our products could materially and adversely affect our business, financial condition and results of operations. If we are required to obtain **premarket** approval ~~of a PMA~~ or ~~510 (k)~~ clearance for our instruments, consumables or assay products, we ~~or~~ **and** they would be subject to a substantial number of additional requirements applicable to medical devices **and their manufacturers** , including establishment registration; device listing; **the** Quality ~~Systems~~ **System** ~~Regulations~~ **Regulation** which ~~cover~~ **covers** the design, testing, production, control, quality assurance, labeling, packaging, servicing, sterilization (if required), and storage and shipping of medical devices (among other activities); device labeling; advertising and promotion; recordkeeping; post- market surveillance; post- market studies; adverse event reporting; and device corrections, removals and recalls. One or more of our current or future products may also require clinical

trials in order to generate the data required for approval of a PMA. Complying with these requirements may be time- consuming and expensive. We may be required to expend significant resources to ensure ongoing compliance with applicable regulations and implement satisfactory corrective or preventive actions in response to quality issues or enforcement action, which may have a material adverse effect on ~~the~~ **our** ability to design, develop and commercialize products using our technology as planned. Failure to comply with these requirements may subject us to a range of enforcement actions, such as warning letters, injunctions, civil monetary penalties, criminal prosecution, recall and / or seizure of products, and revocation of marketing authorizations, as well as significant adverse publicity. If we or our collaborators fail to obtain, or experience significant delays in obtaining, regulatory approvals for our products, we may not be able to launch or successfully commercialize such products in a timely manner, or at all ~~. Failure to comply with applicable FDA requirements could subject us to misbranding or adulteration allegations under the Federal Food, Drug, and Cosmetic Act. We could be subject to a range of enforcement actions, including warning letters~~ . The FTC and / or state enforcement or regulatory agencies may object to the methods and materials we use to promote our products and services and initiate enforcement against us, which could adversely affect our business and financial condition. The FTC and / or state enforcement or regulatory agencies (including but not limited to the offices of state attorneys general) may object to the materials and methods we use to promote our services and our currently marketed instruments, reagents, or assays, including diagnostic LDTs, or other products we may develop in the future, including with respect to the product claims in our promotional materials or advertising, and may initiate enforcement actions against us. Enforcement actions by the FTC may include, among others, injunctions, civil penalties and equitable monetary relief. Actual or perceived failures to comply with applicable data protection, privacy and security laws, regulations, standards and other requirements could adversely affect our business, results of operations and financial condition. Any failure or perceived failure by us to comply with federal or state laws or regulations, our internal policies and procedures or our contracts governing our use and disclosures of personal information could result in negative publicity, government investigations and enforcement actions including significant penalties, claims by third parties, and damage to our reputation, any of which could have a material adverse effect on our operations, financial performance and business. Failure to comply with HIPAA, the HITECH Act, their implementing regulations and similar comparable state laws and regulations affecting the transmission, security and privacy of health information could result in significant penalties. Numerous federal, state and foreign laws and regulations, including HIPAA and the HITECH Act **in the United States** , govern the collection, dissemination, disclosure, security, use and confidentiality of individually identifiable health information ~~health- related~~ and **, in many cases,** other personal information. HIPAA and the HITECH Act require us to comply with standards for the use and disclosure of PHI within our company and with **respect to** third ~~-~~parties. The privacy, security and breach notification rules promulgated under HIPAA, as amended by the HITECH Act, Standards for Privacy of Individually Identifiable Health Information (Privacy Standards) and the Security Standards for the Protection of Electronic Protected Health Information (Security Standards) under HIPAA establish a set of basic national privacy and security standards for the protection of individually identifiable health information by Covered Entities and their Business Associates. HIPAA requires Covered Entities to develop and maintain policies and procedures with respect to individually identifiable health information that is used or disclosed, including the adoption of administrative, physical and technical safeguards to protect the privacy and security of such information. HIPAA also requires us to provide individuals with certain rights with respect to their PHI. Business Associates must have a written Business Associate contracts or other arrangements with a Covered Entity that establishes specifically what the Business Associate has been engaged to do and ~~requires~~ **obligates** the Business Associate to comply with ~~the~~ **HIPAA** requirements ~~of HIPAA~~ . Further, in the event of a breach of unsecured PHI we must notify each individual whose PHI is breached as well as federal regulators and **,** in some cases, must publicize the breach in local or national media. HIPAA also includes standards for common healthcare electronic transactions and code sets, such as claims information, plan eligibility, payment information and the use of electronic signatures, and privacy and electronic security of individually identifiable health information. Covered Entities, such as certain healthcare providers, are required to conform to such transaction set standards, known as the Standards for Electronic Transactions, pursuant to HIPAA. Submission of electronic healthcare claims and payment transactions that do not comply with the HIPAA electronic data transmission standards could result in delayed or denied payments. In the conduct of our business, we process, maintain, and transmit sensitive data, including PHI. There can be no assurance that a breach of privacy or security will not occur. If there is a breach, we could be subject to various lawsuits, penalties and damages and may be required to incur costs to mitigate the impact of the breach on affected individuals. Penalties for failure to comply with HIPAA requirements are substantial and could include corrective action plans and / or the imposition of civil or criminal penalties. HIPAA also authorizes state attorneys general to file suit under HIPAA on behalf of state residents. Courts can award damages, costs and attorneys' fees related to violations of HIPAA in such cases. While HIPAA does not create a private right of action allowing individuals to sue us in civil court for HIPAA violations, its standards have been used as the basis for a duty of care claim in state civil suits such as those for negligence or recklessness in the misuse or breach of PHI. Additionally, certain states have adopted comparable privacy and security laws and regulations, some of which may apply more broadly or be more stringent than HIPAA. For example, the CCPA, which went into effect on January 1, 2020, gives California residents expanded rights to access and delete their personal information, opt out of certain personal information sharing, and receive detailed information about how their personal information is used. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches that is expected to increase data breach litigation. Further, the CPRA went into effect in California amending the CCPA and may increase our compliance costs and potential liability, imposes additional data protection obligations on covered businesses, including additional consumer rights processes, limitations on data uses, new audit requirements for higher risk data and adds opt outs for certain uses of sensitive data. It also created a new California data protection agency authorized to issue substantive regulations and could result in increased privacy and information security enforcement. **Washington state recently passed the " My Health My Data " Act, which broadly regulates " consumer health data " and creates a private right of action**

allowing individuals to sue directly for alleged violations and is expected to increase related litigation. In the event that we are subject to or affected by HIPAA, the CCPA, the CPRA or other domestic privacy and data protection laws (for example **, the My Health, My Data Act** , the Colorado Privacy Act and other similar laws that recently went into effect in other states, such as Utah, Virginia, Connecticut, Delaware, Florida, Indiana, Iowa, Montana, Oregon, Tennessee, and Texas), any liability from failure to comply with the requirements of these laws could adversely affect our financial condition. In Europe, the GDPR went into effect in May 2018 and imposes strict requirements for processing the personal data of individuals within the EEA. Companies that must comply with the GDPR face increased compliance obligations and risk, including more robust regulatory enforcement of data protection requirements and potential fines for noncompliance of up to € 20 million or 4 % of the annual global revenues of the noncompliant company, whichever is greater. Among other requirements, the GDPR regulates transfers of personal data subject to the GDPR to ~~third~~ countries **outside of the EEA** that have not been found to provide adequate protection to such personal data ~~, including the United States, and the efficacy and longevity of current transfer mechanisms between the EU and the United States remains uncertain~~ . **In** ~~For example, in~~ 2016, the EU and United States agreed to a transfer framework for data transferred from the EU to the United States, called the Privacy Shield, but the Privacy Shield was invalidated in July 2020 by the Court of Justice of the EU. In July 2023, however, the European Commission adopted an adequacy decision for a new mechanism for transferring data from the EU to the United States – the EU- US Data Privacy Framework, which provides EU individuals with several new rights, including the right to obtain access to their data, or obtain correction or deletion of incorrect or unlawfully handled data. The adequacy decision followed the signing of an executive order introducing new binding safeguards addressing the reasons behind the Court of Justice of the EU' s invalidation of the original Privacy Shield. The European Commission will continually review developments in the United States along with its adequacy decision. However, future actions of EU data protection authorities are difficult to predict. Relatedly, following the United Kingdom' s withdrawal from the EU, the GDPR was implemented in the United Kingdom as the U. K. GDPR. which sits alongside the amended U. K. Data Protection Act 2018, which implements certain derogations in the EU GDPR into United Kingdom law. The U. K. GDPR mirrors the fines under the GDPR, i. e., fines up to the greater of € 20 million (£ 17. 5 million) or 4 % of **annual** global turnover. In June of 2021, the European Commission issued a decision, which will sunset on June 27, 2025 without further action, that the United Kingdom ensures an adequate level of protection for personal data transferred under the EU GDPR from the EU to the United Kingdom. The U. K. Parliament is currently considering the Data Protection and Digital Information Bill to harmonize the 2018 Data Protection Act, U. K. GDPR, and the Privacy and Electronic Communications Regulations under one legislative framework. The regulatory framework governing the collection, storage, use and sharing of certain information, particularly financial and other personal information, is rapidly evolving and is likely to continue to be subject to uncertainty and varying interpretations. Additionally, increasing concerns about health information privacy have recently prompted the federal government to issue guidance taking a newly expansive view of the scope of the laws and regulations that they enforce. It is possible that these laws may be interpreted and applied in a manner that is inconsistent with our existing practices. Any failure or perceived failure by us, or any third parties with which we do business, to comply with our privacy policies, changing expectations, evolving laws, rules and regulations, industry standards or contractual obligations to which we or such third parties are or may become subject, may result in actions or other claims against us by governmental entities or private actors, the expenditure of substantial costs, time and other resources or the incurrence of significant fines, penalties or other liabilities. In addition, any such action, particularly to the extent we were found to be guilty of violations or otherwise liable for damages, would damage our reputation and adversely affect our business, financial condition and results of operations. Although we work to comply with applicable laws, regulations and standards, our contractual obligations and other legal obligations, these requirements are evolving and may be modified, interpreted and applied in an inconsistent manner from one jurisdiction to another and may conflict with one another or other legal obligations with which we must comply. Any failure or perceived failure by us or our employees, representatives, contractors, consultants, collaborators, or other third parties to comply with such requirements or adequately address privacy and security concerns, even if unfounded, could result in additional cost and liability to us, damage our reputation and adversely affect our business and results of operations ~~. Our actual or perceived failure to comply with data protection laws and regulations could lead to government enforcement actions, private litigation and / or adverse publicity and could negatively affect our business. We are subject to domestic and international data protection laws and regulations that address privacy and data security and may affect our collection, use, storage, and transfer of personal information. The legislative and regulatory landscape for data protection continues to evolve, and in recent years there has been an increasing focus on privacy and data security issues with the potential to affect our business. In the U. S., numerous federal and state laws and regulations, including state data breach notification laws, state health information privacy laws and federal and state consumer protection laws govern the collection, use, disclosure and protection of health- related and other personal information. Failure to comply with data protection laws and regulations, where applicable, could result in government enforcement actions, which could include civil or criminal penalties, private litigation and / or adverse publicity and could negatively affect our operating results and business. For example, California has enacted the California Consumer Privacy Act (the " CCPA "), which went into effect in January of 2020. The CCPA established a new privacy framework for covered businesses by creating an expanded definition of personal information, establishing new data privacy rights for California residents, requiring covered businesses to provide new disclosures to California residents, and creating a new and potentially severe statutory damages framework for violations of the CCPA and for businesses that fail to implement reasonable security procedures and practices to prevent data breaches. Additionally in 2020, California voters passed the CPRA which went into effect on January 1, 2023. The CPRA significantly amends the CCPA, potentially resulting in further uncertainty, additional costs and expenses in an effort to comply and additional potential for harm and liability for failure to comply. Among other things, the CPRA established a new regulatory authority, the California Privacy Protection Agency, which is tasked with enacting new regulations under the CPRA and will have expanded enforcement authority. In**

~~addition to California, more U. S. states are enacting similar legislation, increasing compliance complexity and increasing risks of failures to comply. In 2023, comprehensive privacy laws in Virginia, Colorado, Connecticut, and Utah all took effect, and laws in Montana, Oregon, and Texas will take effect in 2024. In addition, laws in other U. S. states are set to take effect beyond 2024, and additional U. S. states have proposals under consideration, all of which are likely to increase our regulatory compliance costs and risks, exposure to regulatory enforcement action and other liabilities. Numerous other countries have, or are developing, laws governing the collection, use and transmission of personal information as well. For example, the European Union' s General Data Protection Regulation (GDPR), became effective in 2018 and imposed a broad data protection framework that expanded the scope of EU data protection law, including to non- EU entities meeting the jurisdictional requirements that process, or control the processing of, personal data relating to individuals located in the EU, including clinical trial data. The GDPR sets out a number of requirements for controllers and / or processors, as applicable, that must be complied with when handling the personal data of EU based data subjects, including: providing expanded disclosures about how their personal data will be used; higher standards for organizations to demonstrate that they have obtained valid consent or have another legal basis in place to justify their data processing activities; the obligation to appoint data protection officers in certain circumstances; new rights for individuals to be " forgotten " and rights to data portability, as well as enhanced current rights (e. g., access requests); the principal of accountability and demonstrating compliance through policies, procedures, training and audit; and a new mandatory data breach regime. In particular, medical or health data, genetic data and biometric data are all classified as " special category " data under the GDPR and afford greater protection and require additional compliance obligations. Further, EU member states have a broad right to impose additional conditions — including restrictions — on these data categories. This is because the GDPR allows EU member states to derogate from the requirements of the GDPR mainly in regard to specific processing situations (including special category data and processing for scientific or statistical purposes). The GDPR is applicable to part of our business and has increased our responsibility and liability in relation to personal data that we process, and we may be required to put in place additional procedures to comply. The GDPR is complex and regulatory guidance continues to evolve. Furthermore, national GDPR variations, including the fields of clinical study and other health- related information may raise our costs of compliance and result in greater legal risks. We are also subject to evolving GDPR requirements on data export, because we transfer data to third countries outside of the EU that are not deemed " adequate. " The GDPR only permits exports of personal data outside of the EU to " non- adequate " countries where there is a suitable data transfer mechanism in place to safeguard personal data (e. g., the EU Commission approved Standard Contractual Clauses or certification under the newly- adopted Data Privacy Framework). On July 16, 2020, the Court of Justice of the EU, or the CJEU, issued a landmark opinion in the case Maximilian Schrems vs. Facebook (Case C- 311 / 18) (Schrems II). This decision calls into question certain data transfer mechanisms as between the EU member states and the U. S. The CJEU is the highest court in Europe and the Schrems II decision heightened the burden to assess U. S. national security laws on their business, and future actions of EU data protection authorities are difficult to predict at this time. While the newly- adopted Data Privacy Framework was meant to address the concerns raised by the CJEU in Schrems II, it will likely be subject to future legal challenges. Consequently, there is some risk of any data transfers from the EU being halted. If we have to rely on third parties to carry out services for us, including processing personal data on our behalf, we are required under GDPR to enter into contractual arrangements to flow down or help ensure that these third parties only process such data according to our instructions and have sufficient security measures in place. Any security breach or non- compliance with our contractual terms or breach of applicable law by such third parties could result in enforcement actions, litigation, fines and penalties or adverse publicity and could cause customers to lose trust in us, which would have an adverse impact on our reputation and business. Any contractual arrangements requiring the processing of personal data from the EU to us in the U. S. will require greater scrutiny and assessments as required under Schrems II and may have an adverse impact on cross- border transfers of personal data or increase costs of compliance. The GDPR provides an enforcement authority to impose large penalties for noncompliance, including the potential for fines of up to € 20 million or 4 % of the annual global revenues of the noncompliant company, whichever is greater. Applicable data privacy and data protection laws may conflict with each other, and by complying with the laws or regulations of one jurisdiction, we may find that we are violating the laws or regulations of another jurisdiction. Despite our efforts, we may not have fully complied in the past and may not in the future. That could require us to incur significant expenses, which could significantly affect our business. Failure to comply with data protection laws may expose us to risk of enforcement actions taken by data protection authorities or other regulatory agencies, private rights of action in some jurisdictions, and potential significant penalties if we are found to be non- compliant. Furthermore, the number of government investigations related to data security incidents and privacy violations continue to increase and government investigations typically require significant resources and generate negative publicity, which could harm our business and reputation~~ . RISKS RELATED TO ECONOMIC CONDITIONS AND OPERATING A GLOBAL BUSINESS We generate a substantial portion of our revenue internationally and our international business exposes us to business, regulatory, political, operational, financial, and economic risks associated with doing business outside of the United States. During the years ended December 31, **2024,** 2023 **,** and 2022 **,** approximately **48 %,** 59 % **, and 58 %, respectively,** of our product and service revenue was generated from sales to customers located outside of the United States. We believe that a significant percentage of our future revenue will continue to come from international sources as we expand our international operations and develop opportunities in other countries. Engaging in international business inherently involves a number of difficulties and risks, including: • required compliance with existing and changing foreign regulatory requirements and laws that are or may be applicable to our business in the future, such as the European Union' s General Data Protection Regulation, comprehensive U. S. state privacy laws such as the California Consumer Privacy Act, and similar laws in Colorado, Connecticut, Utah, and Virginia, and other data privacy requirements, labor and employment regulations, anticompetition regulations, the U. K. Bribery Act of 2010 and other anticorruption laws, and the RoHS and WEEE directives and REACH regulation, which regulate the use and importation of certain hazardous substances in, and require the

collection, reuse, and recycling of waste from, products we manufacture; • required compliance with U. S. laws such as the Foreign Corrupt Practices Act, and other U. S. federal laws and regulations established by the Office of Foreign Assets Control; • export requirements and import or trade restrictions; • laws and business practices favoring local companies; • longer payment cycles and difficulties in enforcing agreements and collecting receivables through certain foreign legal systems; • changes in social, economic, and political conditions or in laws, regulations and policies governing foreign trade, manufacturing, development, and investment both domestically as well as in the other countries and jurisdictions in which we operate and into which we sell our products, including as a result of the separation of the United Kingdom from the European Union (Brexit) ~~or~~ **,** the Russian invasion of Ukraine **or the conflict in the Middle East** ; • business interruptions and travel restrictions resulting from global sociopolitical events, including war and terrorism, public health crises **and** ~~(including the ongoing COVID- 19 pandemic~~ **pandemics** ~~)~~, and natural disasters including earthquakes, typhoons, floods and fires; • potentially adverse tax consequences, tariffs, customs charges, bureaucratic requirements, and other trade barriers; • difficulties and costs of staffing and managing foreign operations; and • difficulties protecting or procuring intellectual property rights. During much of the COVID- 19 pandemic, travel restrictions caused significant slowdowns in China, Japan, and other parts of the Asia- Pacific region. These slowdowns, in addition to shipment delays in China due to delays in obtaining VAT and import tax exemptions for our products, have caused our financial results to suffer. If these situations continue, or if other risks occur, we could be forced to dedicate significant resources to their resolution, and if we are unsuccessful in finding a solution, our financial condition and results will suffer. In addition, political instability, civil unrest, the deterioration of the political situation in a country in which we have significant sales or operations, or the breakdown of trade relations between the United States and a foreign country in which we have significant operations, could adversely affect our business, financial condition, and results of operations. For example, a change in trade status between the United States and a foreign country could result in a substantial increase in the import duty applicable to products manufactured in that foreign country and imported into the United States. The **imposition of substantial tariffs by the** United States ~~has commenced~~ **on imports from various countries, including China, Canada, and Mexico, and the possible countermeasures by these countries could increase costs, disrupt the global supply chain, and create additional operational challenges. The** ~~certain~~ **uncertainty surrounding future** trade ~~actions, including imposing~~ **relationships and the potential for** increased **market volatility and currency exchange rate fluctuations along with** tariffs **and trade regulations could have an adverse effect** on ~~certain goods imported into the United States from China, which has resulted in retaliatory tariffs by China. In addition, the United States has commenced certain trade actions as a result of the Russian invasion of Ukraine, which has resulted in retaliatory measures by Russia. Any increased trade barriers or restrictions on global trade imposed by the United States, or further retaliatory trade measures taken by China, Russia, or other countries in response, could adversely affect~~ our business, financial condition, and results of operations. Our business is subject to a variety of new U. S. and foreign export controls and economic sanctions regulations that were issued in response to Russia' s invasion of Ukraine **and the conflict in the Middle East** ; our failure to comply with these laws and regulations could harm our business. Due to recent regulations, U. S. companies can no longer provide or receive services or conduct any business with, including selling, shipping, or otherwise transferring any U. S.- controlled products to, the Donetsk People' s Republic ~~(DNR)~~ and Luhansk People' s Republic ~~(LNR)~~ regions of Ukraine. Additionally, existing U. S. sanctions continue to extend these prohibitions to the Crimea region of Ukraine. Our business is also subject to the expansion of previously existing sanctions imposed by the Treasury Department' s Office of Foreign Assets Controls that now cover a significant number of individuals and entities located in Russia, Belarus, and surrounding regions as well as new U. S. export controls imposed by the U. S. Department of Commerce' s Export Administration Regulations on exports to Russia. These laws and regulations cover U. S. persons as well as U. S.- controlled products, software, and technologies wherever located. Failure to comply with U. S. and foreign export control and economic sanctions laws and regulations can result in criminal sanctions, civil fines, debarment from government contracting, the loss of export privileges, and, in some cases, imprisonment. Any additional changes in export control laws, sanctions requirements, or our operations in the affected regions may require us to expend additional resources or to discontinue certain products or services, which would negatively affect our business, financial condition, and operating results. In addition, the increased attention focused upon liability issues as a result of lawsuits, regulatory proceedings, and legislative proposals could damage our brand or otherwise impact the growth of our business. Finally, our ability to receive payment from these regions has been significantly impacted. Any costs incurred or loss of business that occurs as a result of compliance or other liabilities under these laws or regulations could harm our business and operating results. Adverse conditions in the domestic and global economy and disruption of financial markets may significantly harm our revenue, profitability, and results of operations. Adverse economic conditions in the U. S. and international markets, including any worldwide economic disruption related to another or worsening global pandemic or a recession, could negatively impact our revenues and results of operations. The global credit and financial markets continue to experience volatility and disruptions, including diminished liquidity and credit availability, increased concerns about inflation **and tariffs** , and uncertainty about economic stability. Geopolitical events including a potential recession, the Russian invasion of Ukraine, **the conflict in the Middle East,** including any resulting adoption and expansion of trade restrictions by the United States **, Israel** , Russia, and / or China, and Brexit have caused significant economic, market, political and regulatory uncertainty in some of our markets. Volatility and disruption of financial markets could limit our customers' ability to obtain adequate financing or credit to purchase and pay for our products in a timely manner or to maintain operations, which could result in a decrease in sales volume that could harm our results of operations. General concerns about the fundamental soundness of domestic and international economies may also cause our customers to reduce their purchases. Changes in governmental banking, monetary, and fiscal policies to address liquidity and increase credit availability may not be effective. Significant government investment and allocation of resources to assist the economic recovery of sectors that do not include our customers may reduce the resources available for government grants and related funding for life science, plant and animal research, and clinical research and development. Continuation or further

deterioration of these financial and macroeconomic conditions could significantly harm our sales, profitability, and results of operations. Our revenue is generally denominated in the local currency of the contracting party. Historically, the majority of our revenue has been denominated in U. S. dollars and fluctuations in the value of the U. S. dollar relative to foreign currencies could decrease demand for our products and adversely impact our financial performance. For example, if the value of the U. S. dollar increases relative to foreign currencies, our products could become more costly to the international consumer and therefore less competitive in international markets, or if the value of the U. S. dollar decreases relative to the Singapore dollar or the Canadian dollar, it would become more costly in U. S. dollars for us to manufacture our products in Singapore and / or in Canada. Additionally, our expenses are generally denominated in the currencies where our operations are located, which is primarily in the United States, with a portion of expenses incurred in Singapore and Canada where our manufacturing facilities are located. Our results of operations and cash flows are, therefore, subject to fluctuations due to changes in foreign currency exchange rates. The volatility of exchange rates depends on many factors that we cannot forecast with reliable accuracy. We have experienced and will continue to experience fluctuations in our net income or loss as a result of transaction gains or losses related to revaluing certain current asset and current liability balances that are denominated in currencies other than the functional currency of the entities in which they are recorded. Fluctuations in currency exchange rates could have an adverse impact on our financial results in the future. FINANCIAL, TAX, AND ACCOUNTING RISKS Our future capital needs are uncertain and we may need to raise additional funds in the future, which may cause dilution to stockholders or may be upon terms that are not favorable to us. We continue to experience losses and, if that trend continues, we may need to seek additional sources of financing. In addition, we may need to raise substantial additional capital for various purposes, including: • funding our operations; • debt repayments; • acquiring other businesses or assets and licensing technologies; • expanding the commercialization of our products; and • furthering our research and development. Our future funding requirements will depend on many factors, including: • market acceptance of our products; • the cost of our research and development activities; • the cost of filing and prosecuting patent applications; • the cost of defending any litigation including intellectual property, employment, contractual or other litigation; • the cost and timing of regulatory clearances or approvals, if any; • the cost and timing of establishing additional sales, marketing, and distribution capabilities; • the cost and timing of establishing additional technical support capabilities; • fluctuations in cash demands (e. g., due to interest or principal payments or payouts under existing cash compensation plans); • variability in sales and timing of related cash collections; • the effectiveness of our efficiency, cost-savings and other strategic initiatives (including those contemplated by ~~the~~ **our previously announced** restructuring ~~plan~~ **plans** ~~that we announced in August 2022~~); • the impact of any natural disasters or public health crises **and** ~~(including the COVID- 19 pandemic~~ **pandemics** ~~)~~; • the effect of competing technological and market developments; and • the extent to which we acquire, license or otherwise invest in businesses, products, and technologies. To the extent we ~~draw on our Revolving Credit Facility or otherwise~~ incur additional indebtedness, the risks described above could increase. Further, if we increase our indebtedness, our actual cash requirements in the future may be greater than expected. Our cash flow from operations may not be sufficient to repay all of the outstanding debt as it becomes due, and we cannot assure you that we will be able to obtain additional funds on acceptable terms, or at all. In recent years, there has been significant volatility in the global capital markets, increasing the cost of — and adversely impacting access to — capital. If we raise additional funds by issuing equity securities, our stockholders will experience dilution. Debt financing ~~in addition to the Credit Facility (as defined below)~~ , if available, may involve covenants restricting our operations or our ability to incur additional debt. Any additional debt or equity financing that we raise may contain terms that are not favorable to us or our stockholders ~~, and our ability to raise additional capital may be adversely impacted by the impact of the COVID- 19 pandemic on the economy~~ . If we raise additional funds through collaboration and licensing arrangements with third parties, it may be necessary to relinquish some rights to our technologies or our products, or grant licenses on terms that are not favorable to us. If we do not have or are unable to raise adequate funds, we may have to liquidate some or all of our assets, delay development or commercialization of our products, or license to third parties the rights to commercialize products or technologies that we would otherwise seek to commercialize. We also may have to reduce marketing, customer support, research and development, or other resources devoted to our products, or cease operations. Any of these factors could harm our operating results. If we fail to maintain **proper and** effective internal ~~control~~ **controls** ~~over~~ **, our ability to produce accurate and timely** financial **statements could** ~~reporting in the future, the accuracy and timing of our financial reporting may~~ be impaired, which could ~~adversely affect~~ **harm our operating results, our ability to operate** our business and ~~our stock price~~ **investors' views of us** . ~~The~~ **We are required to comply with Section 404 of the Sarbanes-Oxley Act. Section 404 of the** Sarbanes- Oxley Act requires **public companies to** ~~, among other things, that we~~ maintain effective internal control over financial reporting and disclosure controls and procedures. In particular, we must perform system and process evaluation and testing of our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting **. In addition** , ~~as~~ **we are** required ~~by Section 404 of~~ **to have our independent registered public accounting firm attest to** the ~~Sarbanes~~ **effectiveness of our internal control over financial reporting. Ensuring that we have adequate internal financial and accounting controls and procedures in place so that we can produce accurate financial statements on a timely basis is a costly and time** - ~~Oxley Act~~ **consuming effort that will need to be re- evaluated frequently** . ~~Our testing~~ **We currently outsource the internal audit function. We have hired and** may ~~reveal~~ **need to hire additional accounting and financial staff with appropriate public company experience and technical accounting knowledge to establish an internal audit function. If we fail to maintain the effectiveness of our internal controls or if we or our independent registered public accounting firm identify** deficiencies in our internal control over financial reporting that are deemed to be material weaknesses **, this could have a material adverse effect** ~~. Our compliance with Section 404 requires that we incur substantial accounting expense and expend significant management time~~ on **our business** ~~compliance- related issues~~ . We ~~currently do not~~ **could lose investor confidence in the accuracy and completeness of our financial reports, which could** have an **adverse effect on** ~~internal audit group, and we continue to~~

~~evaluate our need for additional accounting and financial staff with appropriate public company experience and technical accounting knowledge. We also monitor our ability to retain and motivate our key existing workers with highly trained accounting and finance skills in a competitive market. Our restructuring activities could diminish our resource capacity and impact our control processes with changes implemented. Our planned enterprise resource planning (ERP) upgrade in 2023 will also result in changes to our processes and control procedures. If we do not comply with~~ the ~~requirements of Section 404, or if we or our independent registered public accounting firm identify deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market~~ price of our **common** stock ~~could decline~~ and we could be subject to sanctions or investigations by The Nasdaq Stock Market LLC, the ~~Securities and Exchange Commission (~~SEC ~~),~~ or other regulatory authorities, which would require additional financial and management resources **. In addition, if our efforts to comply with new or changed laws, regulations, and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed. Our ability to successfully implement our business plan and comply with Section 404 requires us to be able to prepare timely and accurate financial statements. We expect that we will need to continue to improve existing, and implement new operational and financial systems, procedures and controls to manage our business effectively. Any delay in the implementation of, or disruption in the transition to, new or enhanced systems, procedures or controls, may cause our operations to suffer and we may be unable to conclude that our internal control over financial reporting is effective and to obtain an unqualified report on internal controls from our independent registered public accounting firm as required under Section 404 of the Sarbanes- Oxley Act. This, in turn, could have an adverse impact on trading prices for our common stock, and could adversely affect our ability to access the capital markets. Although we determined that our internal controls over financing reporting were effective as of December 31, 2024, we may in the future identify internal control deficiencies that could rise to the level of a material weakness or uncover other errors in financial reporting. During the course of our evaluation of these material weaknesses, we may identify areas requiring improvement and may be required to design additional enhanced processes and controls to address issues identified through this review. There can be no assurance that such remediation efforts will be successful, that our internal control over financial reporting will be effective as a result of these efforts or that any such future deficiencies identified may not be material weaknesses that would be required to be reported in future periods. In addition, we cannot assure you that our independent registered public accounting firm will be able to attest that such internal controls are effective** . We may not realize the value of our goodwill or other intangible assets, which would be reflected in an impairment charge. Our business acquisitions typically result in goodwill and other intangible assets, which affect the amount of future period amortization expense and possible impairment expense. We make estimates and assumptions in valuing such intangible assets that affect our consolidated financial statements. As of December 31, ~~2023~~ **2024** , we had approximately $ ~~107~~ **135** . ~~7~~ **8** million of goodwill and net intangible assets, including approximately $ ~~106~~ **113** . ~~3~~ **2** million of goodwill and $ ~~1~~ **22** . ~~4~~ **6** million of net intangible assets. These assets represent a significant portion of the assets recorded on our consolidated balance sheet. In addition, if in the future we acquire additional businesses, technologies, or other intangible assets, a substantial portion of the value of such assets may be recorded as goodwill or intangible assets. We assess the realizability of goodwill and indefinite- lived intangible assets annually as well as whenever events or changes in circumstances indicate that these assets may be impaired. We also assess the realizability of definite- lived intangible assets whenever events or changes in circumstances indicate that these assets may be impaired. These events or circumstances may include a significant deterioration in overall economic conditions, a decline in our market capitalization, reorganizations of our business, the disposal of all or a portion of a reporting unit, operating losses or a significant decline in earnings associated with the acquired business or asset. Our ability to realize the value of the goodwill and intangible assets will depend on the future cash flows of these businesses, including our ability to realize revenue growth, cost savings, and other macro factors which impact the enterprise value. These cash flows in turn depend in part on how well we have integrated these businesses. If we are not able to realize the value of the goodwill and intangible assets, we may be required to incur material charges relating to the impairment of those assets. In determining the fair value of our two operating segments, significant assumptions including forecasted cash flows (revenue growth rates), discount rates, earnings multiples and an implied control premium are utilized. As these assumptions are inherently judgmental and subject to uncertainty, future impairments that cannot be reasonably estimated, but could be material, may occur. We performed our annual goodwill assessment ~~as~~ **in the fourth quarter** of ~~December 31, 2023~~ **2024** and concluded that we did not have ~~a~~ goodwill impairment ~~as of December 31, 2023. If we fail to comply with the covenants and other obligations under our Term Loan Facility, the lending bank may be able to accelerate amounts owed under the facility and may foreclose upon the assets securing our obligations. The stated maturity of the Term Loan Facility is July 1, 2025. However, if the principal amount of our convertible debt exceeds $ 0. 6 million as of June 1, 2024 or if the maturity of our 2019 Notes has not been extended beyond January 1, 2026 by June 1, 2024, then the maturity date of the Term Loan Facility will be June 1, 2024. The interest rate on the Term Loan Facility is the greater of 4. 0 % or a floating per annum rate equal to three quarters of one percentage point (0. 75 %) above the prime rate. Interest on any outstanding term loan advances is due and payable monthly. In addition to the monthly interest payments, a final payment equal to 6. 5 % of the original principal amount of each advance is due on the earlier of the maturity date or the date the advance is repaid. Principal balances are required to be repaid in twenty- four equal installments beginning on August 1, 2023. The Term Loan Facility is secured by substantially all of our assets, other than intellectual property. The Term Loan Facility contains customary affirmative and negative covenants which, unless waived by the bank, limit our ability to, among other things, incur additional indebtedness, grant liens, make investments, repurchase stock, pay dividends, transfer assets, enter into affiliate transactions, undergo a change of control, or engage in merger and acquisition activity, including merging or consolidating with a third party. Additionally, we are required to maintain a minimum Adjusted Quick Ratio (as defined in the Term Loan Facility) of at least 1. 25 to 1. 00. If we fail to comply with the covenants and our other obligations under the Term Loan Facility, the~~

~~lending bank would be able to accelerate the required repayment of amounts due under the Term Loan Facility and, if they are not repaid, could foreclose upon the assets securing our obligations under the Term Loan Facility .~~ Our ability to use net operating loss carryforwards to offset future taxable income for U. S. federal income tax purposes and other tax benefits may be limited. Section 382 of the Internal Revenue Code of 1986, as amended (the **"** Code **"**), imposes an annual limitation on the amount of taxable income that may be offset by net operating loss carryforwards (**"** NOLs **"**) if a corporation experiences an " ownership change. " As provided in Section 382 of the Code, an " ownership change " occurs when a company' s " five- percent shareholders " collectively increase their ownership in the company by more than 50 percentage points (by value) over a rolling three- year period. Various states also have limitations on the use of state NOLs following an ownership change. Future changes in our stock ownership, some of which are outside our control, could result in an ownership change under Section 382 of the Code. In 2022 **and 2024** , we experienced ~~an~~ ownership ~~change~~ **changes** , which substantially limited our ability to use our NOLs. There is no assurance that we will be able to fully utilize our future NOLs or other tax benefits, which could adversely impact our results of operations ~~. We believe that these tax benefits are a valuable asset for us and we monitor our stock ownership to determine whether our NOLs are at material risk of limitation based on an ownership change pursuant to Section 382. If our board of directors determines a potential risk exists that our NOLs could be limited, it could elect to adopt a tax benefit preservation plan in an effort to protect our tax benefits. Adoption of a tax benefit preservation plan could make it more difficult for a third party to acquire, or could discourage a third party from acquiring, us or a large block of our common stock .~~ We are subject to risks related to taxation in multiple jurisdictions and our effective income tax rate could be adversely affected and we could have additional tax liability if existing tax laws or regulations change or if taxing authorities disagree with our interpretations of tax laws or regulations. We are subject to income taxes in both the United States and certain foreign jurisdictions. Significant judgments based on interpretations of existing tax laws or regulations are required in determining the provision for income taxes. For example, we have made certain interpretations of existing tax laws or regulations based upon the operations of our business internationally and we have implemented intercompany agreements based upon these interpretations and related transfer pricing analyses. If the U. S. Internal Revenue Service or other taxing authorities disagree with the positions, our effective income tax rate could be adversely affected and we could have additional tax liability, including interest and penalties. From time to time, we may review our corporate structure and tax positions in the various international jurisdictions in which we operate and such review may result in changes to how we structure our international business operations, which may adversely impact our effective income tax rate. Our effective income tax rate could also be adversely affected by changes in the mix of earnings in tax jurisdictions with different statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in existing tax laws or tax rates, changes in the level of non- deductible expenses (including share- based compensation), changes in our future levels of research and development spending, mergers and acquisitions, or the result of examinations by various tax authorities. Payment of additional amounts as a result of changes in applicable tax law or upon final adjudication of any disputes could have a material impact on our results of operations and financial position. Changes in accounting principles, or interpretations thereof, could have a significant impact on our financial position and results of operations. We prepare our consolidated financial statements in accordance with U. S. GAAP. These principles are subject to interpretation by the SEC and various bodies formed to interpret and create appropriate accounting principles. A change in these principles can have a significant effect on our reported results and may even retroactively affect previously reported transactions. Additionally, the adoption of new or revised accounting principles may require that we make significant changes to our systems, processes and controls. It is not clear if or when potential changes in accounting principles may become effective, whether we have the proper systems and controls in place to accommodate such changes and the impact that any such changes may have on our financial position and results of operations. ~~We have a significant amount of outstanding indebtedness, and our financial condition and results of operations could be adversely affected if we do not efficiently manage our liabilities. We have significant outstanding convertible debt. As of December 31, 2023, we had outstanding $ 0. 6 million aggregate principal amount of our 2. 75 % Convertible Senior Notes due 2034 that were issued in February 2014 (2014 Notes) and $ 55. 0 million aggregate principal amount of our 5. 25 % Convertible Senior Notes due 2024 that were issued in November 2019 (2019 Notes and, together with the 2014 Notes, the Convertible Notes). The 2014 Notes will mature on February 1, 2034, unless earlier converted, redeemed, or repurchased in accordance with the terms of the 2014 Notes. Pursuant to the terms of the indenture governing the 2014 Notes, holders of the 2014 Notes may require us to repurchase all or a portion of their 2014 Notes at a repurchase price in cash equal to 100 % of the principal amount of such 2014 Notes plus accrued and unpaid interest thereon, on each of February 6, 2024 and February 6, 2029. On February 6, 2024, one holder of the 2014 Notes exercised their repurchase right, and we repurchased an immaterial amount of principal and accrued interest. The 2019 Notes will mature on December 1, 2024, unless earlier converted or repurchased in accordance with the terms of the 2019 Notes. If we undergo a fundamental change (as defined in the indenture governing the 2014 Notes or the 2019 Notes, as applicable), holders of the applicable series of Convertible Notes may require us to repurchase such Convertible Notes in whole or in part for cash at a repurchase price equal to 100 % of the principal amount of the applicable series of Convertible Notes plus accrued and unpaid interest. If we refinance all or any portion of the Convertible Notes, we may issue additional convertible notes or other debt, which could include additional company obligations and represent more dilution to existing stockholders and noteholders. This significant amount of debt has important risks to us and our investors, including: • requiring a portion of our cash flow from operations to make interest payments on this debt; • increasing our vulnerability to general adverse economic and industry conditions; • reducing the cash flow available to fund capital expenditures and other corporate purposes and to grow our business; • limiting our flexibility in planning for, or reacting to, changes in our business and the industry; and • limiting our ability to borrow additional funds as needed or take advantage of business opportunities as they arise. In addition, to the extent we draw on our Revolving Credit Facility or otherwise incur additional indebtedness, the risks described above could increase. Further, if we increase our indebtedness, our actual cash requirements in the future may be greater than expected. Our cash flow from~~

~~operations may not be sufficient to repay all of the outstanding debt as it becomes due, and we may not be able to borrow money, sell assets or otherwise raise funds on acceptable terms, or at all, to refinance our debt.~~ RISKS RELATED TO INTELLECTUAL PROPERTY Our ability to protect our intellectual property and proprietary technology through patents and other means is uncertain. Our commercial success depends in part on our ability to protect our intellectual property and proprietary technologies. We rely on patent protection, where appropriate and available, as well as a combination of copyright, trade secret, and trademark laws, and nondisclosure, confidentiality, and other contractual restrictions to protect our proprietary technology. However, these legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep any competitive advantage. We apply for patents covering our products and technologies and uses thereof, as we deem appropriate. However, we may fail to apply for patents on important products and technologies in a timely fashion or at all. Our pending U. S. and foreign patent applications may not issue as patents or may not issue in a form that will be sufficient to protect our proprietary technology and gain or keep our competitive advantage. Any patents we have obtained or do obtain may be subject to re- examination, reissue, opposition, or other administrative proceeding, or may be challenged in litigation, and such challenges could result in a determination that the patent is invalid or unenforceable. In addition, competitors may be able to design alternative methods or devices that avoid infringement of our patents. Both the patent application process and the process of managing patent disputes can be time consuming and expensive. Furthermore, the laws of some foreign countries may not protect our intellectual property rights to the same extent as do the laws of the United States, and many companies have encountered significant problems in protecting and defending such rights in foreign jurisdictions. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial cost and divert our efforts and attention from other aspects of our business. Changes in either the patent laws or in interpretations of patent laws in the United States or other countries may diminish the value of our intellectual property. We cannot predict the breadth of claims that may be allowed or enforced in our patents or in third- party patents. For example: • we might not have been the first to make the inventions covered by each of our pending patent applications; • we might not have been the first to file patent applications for these inventions; • the patents of others may have an adverse effect on our business; and • others may independently develop similar or alternative products and technologies or duplicate any of our products and technologies. To the extent our intellectual property, including licensed intellectual property, offers inadequate protection, or is found to be invalid or unenforceable, our competitive position and our business could be adversely affected. We may be involved in lawsuits to protect or enforce our patents and proprietary rights, to determine the scope, coverage and validity of others' proprietary rights, or to defend against third- party claims of intellectual property infringement, any of which could be time- intensive and costly and may adversely impact our business or stock price. Litigation may be necessary for us to enforce our patent and proprietary rights, determine the scope, coverage, and validity of others' proprietary rights, and / or defend against third- party claims of intellectual property infringement against us as well as against our suppliers, distributors, customers, and other entities with which we do business. Litigation could result in substantial legal fees and could adversely affect the scope of our patent protection. The outcome of any litigation or other proceeding is inherently uncertain and might not be favorable to us, and we might not be able to obtain licenses to technology that we require. Even if such licenses are obtainable, they may not be available at a reasonable cost. We could therefore incur substantial costs related to royalty payments for licenses obtained from third parties, which could negatively affect our product margins or financial position. Further, we could encounter delays in product introductions, or interruptions in product sales, as we develop alternative methods or products. As we move into new markets and applications for our products, incumbent participants in such markets may assert their patents and other proprietary rights against us as a means of impeding our entry into such markets or as a means to extract substantial license and royalty payments from us. Our commercial success may depend in part on our non- infringement of the patents or proprietary rights of third parties. Numerous significant intellectual property issues have been litigated, and will likely continue to be litigated, between existing and new participants in our existing and targeted markets. For example, some of our products provide for the testing and analysis of genetic material, and patent rights relating to genetic materials remain a developing area of patent law. A recent U. S. Supreme Court decision held, among other things, that claims to isolated genomic DNA occurring in nature are not patent eligible, while claims relating to synthetic DNA may be patent eligible. We expect the ruling will result in additional litigation in our industry. In addition, third parties may assert that we are employing their proprietary technology without authorization, and if they are successful in making such claims, we may be forced to enter into license agreements, pay additional royalties or license fees, or enter into settlements that include monetary obligations or restrictions on our business. Our customers have been sued for various claims of intellectual property infringement in the past, and we expect that our customers will be involved in additional litigation in the future. In particular, our customers may become subject to lawsuits claiming that their use of our products infringes third- party patent rights, and we could become subject to claims that we contributed to or induced our customer' s infringement. In addition, our agreements with some of our suppliers, distributors, customers, and other entities with which we do business may require us to defend or indemnify these parties to the extent they become involved in infringement claims against us, including the 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 any of these third parties in connection with any infringement claims, we could incur significant costs and expenses that could adversely affect our business, operating results, or financial condition. We may be subject to damages resulting from claims that we or our employees have wrongfully used or disclosed alleged trade secrets of our employees' former employers or other institutions or third parties with which such employees may have been previously affiliated. Many of our employees were previously employed at universities or other life science or plant and animal research companies, including our competitors or potential competitors. In the future, we may become subject to claims that our employees, or we, have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of their former employers or other third parties or institutions with which our employees may have been previously affiliated. Litigation may be necessary to defend against these claims. A

resulting loss of key research personnel work product could hamper or prevent our ability to commercialize certain potential products or a loss of or inability to hire key marketing, sales or research and development personnel could adversely affect our future product development, sales and revenues, any of which could severely harm our business. Even if we are successful in defending against any such claims, litigation could result in substantial costs and be a distraction to management. We depend on certain technologies that are licensed to us. We do not control these technologies and any loss of our rights to them could prevent us from selling our products, which would have an adverse effect on our business. We rely on licenses in order to be able to use various proprietary technologies that are material to our business, including our core IFC, multi- layer soft lithography, and mass cytometry technologies. In some cases, we do not control the prosecution, maintenance, or filing of the patents to which we hold licenses, or the enforcement of these patents against third parties. Additionally, our business and product development plans anticipate and may substantially depend on future in- license agreements with additional third parties, some of which are currently in the early discussion phase. For example, our Canadian subsidiary (" SB Canada ") was party to an interim license agreement, now expired, under which the licensor granted SB Canada a worldwide, non- exclusive, RUO, royalty bearing license to certain cytometric reagents, instruments, and other products. While we were able to secure a license under a new license agreement with the licensor, we cannot provide assurances that we will always be able to obtain suitable license rights to technologies or intellectual property of other third parties on acceptable terms, if at all. In December 2021, SomaLogic entered into the Collaboration Agreement with Illumina ~~, Inc. (Illumina)~~ to develop co- branded, distributable NGS- based proteomic products. As part of the Collaboration Agreement, Illumina will develop and deploy NGS- based protein identification and measurement tools into laboratories worldwide, and facilitate the development and use of high- plex protein pattern recognition tests. There can be no assurance that any current contractual arrangements between us and third parties, such as Illumina, for example, or between our strategic partners and other third parties will be continued on materially similar terms and will not be breached or terminated early. Any failure to obtain or retain the rights to necessary technologies on acceptable commercial terms could require us to re- configure our products and services, which could negatively impact their commercial sale or increase the associated costs, either of which could materially harm our business and adversely affect our future revenues and ability to achieve sustained profitability. In- licensed intellectual property rights that are fundamental to our business being operated present numerous risks and limitations. For example, all or a portion of the license rights granted may be limited for RUO, and in the event we attempt to expand into diagnostic applications, we would be required to negotiate additional rights, which may not be available to us on commercially reasonable terms, if at all. Our rights to use the technology we license are also subject to the negotiation and continuation of those licenses. Certain of our licenses contain provisions that allow the licensor to terminate the license upon specific conditions. Our rights under the licenses are subject to our continued compliance with the terms of the license, including the payment of royalties due under the license. Because of the complexity of our products and the patents we have licensed, determining the scope of the license and related royalty obligation can be difficult and can lead to disputes between us and the licensor. An unfavorable resolution of such a dispute could lead to an increase in the royalties payable pursuant to the license. If a licensor believed we were not paying the royalties due under the license or were otherwise not in compliance with the terms of the license, the licensor might attempt to revoke the license. If such an attempt were successful and the license is terminated, we might be barred from marketing, producing, and selling some or all of our products, which would have an adverse effect on our business. Potential disputes between us and one of our existing licensors concerning the terms or conditions of the applicable license agreement could result, among other risks, in substantial management distraction; increased expenses associated with litigation or efforts to resolve disputes; substantial customer uncertainty concerning the direction of our product lines; potential infringement claims against us and / or our customers, which could include efforts by a licensor to enjoin sales of our products; customer requests for indemnification by us; and, in the event of an adverse determination, our inability to operate our business as currently operated. Termination of material license agreements could prevent us from manufacturing and selling our products unless we can negotiate new license terms or develop or acquire alternative intellectual property rights that cover or enable similar functionality. Any of these factors would be expected to have a material adverse effect on our business, operating results, and financial condition and could result in a substantial decline in our stock price. We are subject to certain U. S. government regulations because we have licensed technologies that were developed with U. S. government grants. In accordance with these regulations, these licenses provide that products embodying the technologies are subject to domestic manufacturing requirements. If this domestic manufacturing requirement is not met, the government agency that funded the relevant grant is entitled to exercise specified rights, referred to as " march- in rights, " which if exercised would allow the government agency to require the licensors or us to grant a non- exclusive, partially exclusive, or exclusive license in any field of use to a third party designated by such agency. All of our microfluidic systems revenue is dependent upon the availability of our IFCs, which incorporate technology developed with U. S. government grants. Our genomics instruments, including microfluidic systems and IFCs, are manufactured at our facility in Singapore. The federal regulations allow the funding government agency to grant, at the request of the licensors of such technology, a waiver of the domestic manufacturing requirement. Waivers may be requested prior to any government notification. We are not currently manufacturing instruments and IFCs in the United States that incorporate the relevant licensed technology. If our lack of compliance with any such provisions constituted a material breach of the license agreement, the license of the relevant patents could be terminated or we could be compelled to relocate our manufacturing of microfluidic systems and IFCs to the United States to avoid or cure a material breach of the license agreement. Any of the exercise of march- in rights, the termination of our license of the relevant patents or the relocation of our manufacturing of microfluidic systems and IFCs to the United States could materially adversely affect our business, operations and financial condition. Some of our Canadian research and development is funded in part through government grants and by government agencies. The intellectual property developed through these projects is subject to rights and restrictions in favor of government agencies and Canadians generally. In most cases the government agency retains the right to use intellectual property developed through the project for non- commercial purposes and

to publish the results of research conducted in connection with the project. This may increase the risk of public disclosure of information relating to our intellectual property, including confidential information, and may reduce its competitive advantage in commercializing intellectual property developed through these projects. In certain projects, we have also agreed to use commercially reasonable efforts to commercialize intellectual property in Canada, or more specifically in the province of Ontario, for the economic benefit of Canada and the province of Ontario. These restrictions will limit our choice of business and manufacturing locations, business partners and corporate structure and may, in certain circumstances, restrict our ability to achieve maximum profitability and cost efficiency from the intellectual property generated by these projects. In one instance, a dispute with the applicable government funded entity may require mediation, which could lead to unanticipated delays in our commercialization efforts to that project. One of our Canadian government funded projects is also subject to certain limited " march- in " rights in favor of the government of the Province of Ontario, under which we may be required to grant a license to our intellectual property, including background intellectual property developed outside the scope of the project, to a responsible applicant on reasonable terms in circumstances where the government determines that such a license is necessary in order to alleviate emergency or extraordinary health or safety needs or for public use. In addition, we must provide reasonable assistance to the government in obtaining similar licenses from third parties required in connection with the use of its intellectual property. Instances in which the government of the Province of Ontario has exercised similar " march- in " rights are rare; however, the exercise of such rights could materially adversely affect our business, operations and financial condition. ~~RISKS RELATED TO OUR CAPITAL STRUCTURE The market value of our common stock could decline if the Purchasers sell their Series B Preferred Stock or common stock. Pursuant to the Registration Rights Agreement that we entered into on January 23, 2022 with the Purchasers, we registered the resale of the shares of common stock issuable upon conversion of the Series B Preferred Stock with the SEC, which means that such shares would become eligible for resale in the public markets, subject to any applicable transfer restrictions. Any sale of such shares, or the anticipation of the possibility of such sales, could create downward pressure on the market price of our common stock. Our Series B Preferred Stock has rights, preferences and privileges that are not held by, and are preferential to, the rights of our common stockholders, which could adversely affect our liquidity and financial condition, result in the interests of holders of our Series B Preferred Stock differing from those of our common stockholders and make an acquisition of us more difficult. Holders of our Series B Preferred Stock have (i) a liquidation preference, (ii) rights to dividends, which are senior to all of our other equity securities, (iii) the right to require us to repurchase any or all of their Series B Preferred Stock in connection with certain change of control events, and (iv) conversion price adjustments upon the occurrence of certain events, each subject to the terms, conditions and exceptions contained in the applicable Certificate of Designations. These dividend and other rights and obligations could impact our liquidity and reduce the amount of cash flows available for working capital, capital expenditures, growth opportunities, acquisitions, and other general corporate purposes. The terms of our Series B Preferred Stock could also limit our ability to obtain additional financing or increase our borrowing costs, which could have an adverse effect on our financial condition. The preferential rights could also result in divergent interests between the Purchasers and holders of our common stock. Furthermore, a sale of our Company, as a change of control event, may require us to repurchase the Series B Preferred Stock, which could have the effect of making an acquisition of our Company more expensive and potentially deterring proposed transactions that may otherwise be beneficial to our stockholders. The holders of our Series B Preferred Stock are entitled to vote with the holders of our common stock with voting power measured in a manner related to the conversion ratio of the shares of Series B Preferred Stock, and the holders of our Series B Preferred Stock have rights to approve certain actions. The holders of our Series B Preferred Stock may exercise influence over us, including through the ability of the holders of the Series B- 1 Preferred Stock and the holders of the Series B- 2 Preferred Stock to each designate a member of our board of directors. The holders of our Series B Preferred Stock are generally entitled to vote with the holders of our common stock on all matters submitted for a vote of holders of our common stock (voting together with the holders of common stock as one class) with voting power measured in a manner related to the conversion ratio of the shares of Series B Preferred Stock, subject to certain voting limitations as described in the applicable Certificate of Designations. Additionally, the consent of the holders of at least 60 % of the shares of Series B Preferred Stock is required for, among other things, (i) amendments to our certificate of incorporation or bylaws that have an adverse effect on the rights, preferences, privileges or voting powers of the Series B Preferred Stock and (ii) issuances by us of securities that are senior to, or equal in priority with, the Series B Preferred Stock. Additionally, pursuant to the Certificates of Designations for the Series B Preferred Stock, the holders of a majority of the outstanding Series B- 1 Preferred Stock and the holders of a majority of the outstanding Series B- 2 Preferred Stock each have the right to nominate and elect one member to our board of directors at each annual meeting of the stockholders of the Company or at any special meeting called for the purpose of electing directors, for so long as the Casdin Preferred Percentage or Viking Preferred Percentage (each as defined in the applicable Certificate of Designations), as applicable, is equal to or greater than 7. 5 %. Such directors are not subject to the classified board of directors provisions of our certificate of incorporation, and are entitled to serve on committees of our board of directors, subject to applicable law and Nasdaq rules. Notwithstanding the fact that all directors will be subject to fiduciary duties to us and to applicable law, the interests of the directors designated by the holders of Series B Preferred Stock may differ from the interests of our security holders as a whole or of our other directors. These significant stockholders may be able to determine or significantly influence matters requiring stockholder approval. The interests of significant stockholders may not always coincide with our interests or the interests of other stockholders. The Certificates of Designations for the Series B Preferred Stock also provide that for so long as the Casdin Preferred Percentage or Viking Preferred Percentage, as applicable, is equal to or greater than 7. 5 %, the director designated by the holders of the Series B- 1 Preferred Stock or the Series B- 2 Preferred Stock, as applicable, will have certain consent rights over, among other things: (i) any increase in the number of directors on our board of directors beyond seven; (ii) the hiring, promotion, demotion, or termination of the Company' s Chief Executive Officer; (iii) entering into or modifying (including by waiver) any transaction, agreement or arrangement with any Related Person (as defined in the Certificates of~~

~~Designations for the Series B Preferred Stock), subject to certain exceptions; (iv) any voluntary petition under any applicable federal or state bankruptcy or insolvency law effected by the Company; (v) any change in the principal business of the Company or entry by the Company into any material new line of business; and (vi) for a period of three years after the closing date of the Private Placement Issuance, (A) any acquisition (including by merger, consolidation or acquisition of stock or assets) of any assets, securities or property of any other person or (B) any sale, lease, license, transfer or other disposition of any assets of the Company or any of its subsidiaries, in each case, other than acquisitions or dispositions of inventory or equipment in the ordinary course of business consistent with past practice, for consideration in excess of $ 50. 0 million in the aggregate in any six month period. As a result, the holders of our Series B Preferred Stock have the ability to influence the outcome of certain matters affecting our governance and capitalization. Our obligations to the holders of our Series B Preferred Stock could also limit our ability to obtain additional financing or increase our borrowing costs, which could have an adverse effect on our financial condition.~~