**Risk Factors Comparison 2025-03-19 to 2024-02-27 Form: 10-K**

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

**An investment in our common stock involves a high degree of risk. In addition to the risk and uncertainties described under the section titled " Cautionary Note Regarding Forward- Looking Statements, " in** ~~This~~ **this Annual Report on** Form 10- K **you should consider carefully the** ~~contains forward- looking information based on our current expectations. Because our business is subject to many~~ risks and **uncertainties described below** ~~our actual results may differ materially from any forward- looking statements made by or on behalf of us, this section includes a discussion of important factors that could affect our business, operating results, financial condition and the trading price of our common stock. You should carefully consider these risk factors~~ , together with all of the other information ~~included~~ **contained** in this **Annual Report on** Form 10- K **, including our consolidated financial statements and related notes, before deciding to invest in our common stock. If any of the following events occur, our business, financial condition and operating results may be materially adversely affected. In that event, the trading price of our common stock could decline, and you could lose all or part of your investment. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business or results of operations. Summary Risk Factors Our business is subject to numerous risks and uncertainties that you should consider before investing in our company, as more fully described below. The principal factors and uncertainties that make investing in our company risky include, among others: • We are a pre- commercial biopharmaceutical company with limited operating history. We have incurred significant losses and negative cash flows from operations since our formation, and we anticipate that we will continue to incur losses as we seek approval and begin commercialization. We have no products approved for commercial sale, which may make it difficult for you to evaluate our current business and predict our future success and viability. • Our business depends entirely on the development and commercialization of LNZ100, and we do not have additional product candidates in our current development pipeline. If we are unable to successfully complete our clinical development program for LNZ100 and obtain the marketing approvals necessary to commercialize LNZ100, or experience significant delays in doing so, or if after obtaining marketing approvals, we fail to commercialize LNZ100, our business will be materially harmed. We currently generate no revenue from sales of any products and may never generate revenue or be profitable. • Clinical trials are expensive, time- consuming, difficult to design and implement and involve an uncertain outcome. The outcome of preclinical testing and earlier clinical trials may not be predictive of the success of later clinical trials. The results of our clinical trials may not satisfy the requirements of the FDA, European Medicines Agency (" EMA ") or other comparable foreign regulatory authorities, and we may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of such product candidate. • Even if LNZ100 or any other product candidate receives marketing approval, they may fail to achieve market acceptance by eye care professionals (" ECPs ") and patients, and the market opportunity for these products, if approved, may be smaller than we estimate. • If we are unable to establish sales and marketing capabilities or enter into agreements with third parties to sell and market our product candidates on acceptable terms, we may be unable to successfully commercialize our product candidates that obtain regulatory approval. • We intend to deploy a targeted, cost- effective, digitally focused direct- to- consumer marketing strategy, but if we are unable to be sufficiently effective with a limited budget and are required to spend more than anticipated, we may need to raise more capital, divert resources from other strategies, or just fail to reach the intended market, in each case which could have a material adverse effect on our business. • If we are unable to obtain and maintain sufficient intellectual property protection for our technology and products and product candidates we may develop, or if the scope of the intellectual property protection obtained is not sufficiently broad, our competitors or other third parties could develop and commercialize products similar or identical to ours, and our ability to successfully develop and, if approved, commercialize our product candidates may be adversely affected. • We face significant competition, and if our competitors develop and market technologies or products more rapidly than we do or that are more effective, safer or less expensive than the product candidates we develop, our commercial opportunities will be negatively impacted. Our product candidates may, if approved, also face competition from existing branded, generic and off- label products. • We contract with third parties for the manufacture of our product candidates for our ongoing clinical trials, and expect to continue to do so for additional clinical trials and ultimately for commercialization. This reliance on third parties increases the risk that we will not have sufficient quantities of our product candidates or drugs or such quantities at an acceptable cost, which could delay, prevent or impair our development or commercialization efforts. • The manufacture of drugs is complex and our third- party manufacturers may encounter difficulties in production. If any of our third- party manufacturers encounter such difficulties, our ability to provide adequate supply of LNZ100 for patients, if approved, could be delayed or prevented. • We have relied, and expect to continue to rely on third parties, including independent clinical investigators and CROs, to conduct, supervise and monitor certain aspects of our clinical trials and any future preclinical studies. If these third parties do not successfully carry out their contractual duties, comply with applicable regulatory requirements or meet expected deadlines, we may not be able to obtain regulatory approval for or commercialize our product candidates, or such approval or commercialization may be delayed, and our business could be substantially harmed. • Our success is highly dependent on our ability to attract and retain highly skilled executive officers and employees. • The market price of our common stock**

**is expected to be volatile. Risks Related to Our Limited Operating History, Development and Commercialization of Our Product Candidates We are a pre- commercial biopharmaceutical company with limited operating history. Our operations to date have been limited to organizing the company, raising capital, developing our product candidates and beginning to prepare for commercialization, including building our commercial strategy, supply chain and distribution network. Consequently, any predictions you make about our future success or viability may not be as accurate as they could be if we had a longer operating history. In addition, as a new business, we may encounter unforeseen expenses, difficulties, complications, delays and other known and unknown factors. If LNZ100 is approved by the FDA, we will need to further expand our commercialization infrastructure to successfully launch such product. We have not yet demonstrated our ability to successfully obtain marketing approvals, complete arrangements for third parties to manufacture the commercial- scale product on our behalf, or conduct sales and marketing activities necessary for successful product commercialization, and we may not be successful in such a transition. We do not have any products approved for sale, we have not generated any revenue from the sale of products, we have incurred significant net losses since the company' s formation and have funded our operations primarily from the sale and issuance of redeemable convertible preferred stock, common stock, and the Merger. Our net losses were $ 49. 8 million and $ 70. 0 million for the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024, we had an accumulated deficit of $ 145. 0 million. Additionally, the net losses we incur may fluctuate significantly from year to year such that a period- to- period comparison of our results of operations may not be a good indicator of our future performance. The size of our future net losses and our ability to potentially achieve profitability will depend, in part, on the rate of future growth of our expenses and our ability to generate revenue. We expect to continue incurring significant expenses and increasing operating losses as we seek approval and begin commercialization. We anticipate that our expenses will increase substantially if and as we: • initiate additional clinical and other studies for our product candidates; • change or add additional manufacturers or suppliers, some of which may require additional permits or other governmental approvals; • create additional infrastructure to support our operations as a public company and our product development and planned future commercialization efforts; • seek marketing approvals for our product candidates; • establish a sales, marketing, and distribution infrastructure to commercialize any products for which we may obtain marketing approval; • seek to identify, acquire, and develop additional product candidates; • acquire or in- license other product candidates and technologies; • make milestone or other payments in connection with the development or approval of our product candidates, if any; • maintain, protect, and expand our intellectual property portfolio; and • experience any delays or encounter issues with any of the above. Our prior losses and expected future losses have had and will continue to have an adverse effect on our working capital and ability to achieve and maintain profitability. We have devoted a significant portion of our financial resources and business efforts to the development of LNZ100 and LNZ101, both of which include aceclidine as an active ingredient, for the treatment of presbyopia. Based on the results of our Phase 3 CLARITY trials, we selected LNZ100 as our lead product candidate, for which we submitted an NDA to FDA in August 2024. In October 2024, the FDA assigned a Prescription Drug User Fee Act (" PDUFA") target action date of August 8, 2025. We can provide no assurance that FDA will approve our NDA by this PDUFA target action date or at all. We do not currently have other product candidates in our development pipeline, and our success depends entirely on LNZ100. We have no products approved for commercial sale and do not anticipate generating any revenue unless LNZ100 receives the regulatory approval necessary for commercialization. Our ability to generate revenue from product sales will depend on us obtaining marketing approval for and commercializing LNZ100, and we cannot accurately predict when or if LNZ100 will be determined by the FDA to be effective in humans for the proposed indication or whether it will receive marketing approval. Our ability to generate revenue and achieve profitability also depends significantly on our ability, or any future collaborator' s ability, to achieve a number of objectives, including: • successful and timely completion of clinical development of LNZ100 and any other future product candidates; • effective investigational new drug applications (" INDs ") from the FDA or comparable foreign applications that allow the commencement of our clinical trials or future clinical trials for such product candidates; • completion of clinical studies in compliance with the FDA' s current Good Clinical Practices (" GCPs ") with positive results; • the prevalence and severity of adverse events experienced with any of our product candidates; • establishing and maintaining relationships with CROs and clinical sites for the clinical development, both in the United States and internationally, of our product candidates, including LNZ100 and any other future product candidates; • timely receipt of marketing approvals from applicable regulatory authorities for any product candidates for which we successfully complete clinical development for their intended uses; • making any required post- marketing approval commitments to applicable regulatory authorities; • establishing and maintaining commercially viable supply and manufacturing relationships with third parties that can provide adequate products and services, in both amount and quality, to support clinical development and meet the market demand for product candidates that we develop, if approved; • successful commercial launch following any marketing approval, including the development of a commercial infrastructure, whether in- house or with one or more collaborators; • maintaining compliance with regulatory requirements, including the FDA' s current Good Manufacturing Practice (" cGMP ") requirements; • a continued acceptable safety profile both prior to and following any marketing approval of our product candidates; • commercial acceptance of our product candidates by patients and the medical community; • identifying, assessing and developing new product candidates; • obtaining, maintaining and expanding patent protection, trade secret protection and regulatory exclusivity, both in the United States and internationally; • protecting our rights in our intellectual property portfolio; • defending against third- party interference or infringement claims, if any; • obtaining favorable terms in any collaboration, licensing or other arrangements that may be necessary or desirable to develop, manufacture or commercialize our existing or acquired product candidates; • addressing any competing**

**therapies and technological and market developments; and • attracting, hiring and retaining qualified personnel. We may never be successful in achieving our objectives and, even if we are successful, we may never generate revenue that is significant or large enough to achieve profitability. If we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis. If we fail to become and remain profitable, the value of our company could decrease. This could impair our ability to maintain or expand our research and development efforts, raise necessary additional capital, grow our business, and continue our operations. Our current product candidate, LNZ100, is based on an active pharmaceutical ingredient (" API ") that has been previously approved and marketed outside of the United States, which exposes us to additional risks. The API in LNZ100, aceclidine, has been marketed in more than 12 countries throughout Europe for the treatment of glaucoma by decreasing intraocular pressure. Although we expect to obtain NCE exclusivity in the United States if we are the first to obtain FDA approval of a product candidate containing aceclidine as an API, such determination is only made at the time of approval. Accordingly, no regulatory authority, including the FDA, has established or provided any confirmation that our product candidate will in fact be regarded as an NCE, and there can be no assurance that LNZ100 will be the first and only product containing aceclidine to be approved by the FDA. Additionally, we anticipate that manufacturers in Europe could make and sell aceclidine in generic form in the future, which could compete with our ability to commercialize in Europe. Previously, aceclidine was used as a treatment for glaucoma at concentrations higher than the concentrations used in LNZ100. It is possible that if aceclidine is used again in Europe, it could be used at the wrong dosage and increase the possibility that patients experience adverse side effects related to aceclidine. Any adverse side effects that arise from the use of any form of aceclidine could prevent or inhibit the commercialization of LNZ100 and seriously harm our business. Furthermore, if manufacturer demand for aceclidine increases in the future, particularly as a result of generic forms of aceclidine becoming available, we may not be able to continue to obtain aceclidine on commercially reasonable terms, which would seriously harm our business. In addition, any approved or commercial drug product having the same API, including off-label use of such approved drug products, such as Glaucostat and other generic forms of the API, could reduce the profitability of LNZ100 even if we obtain marketing approval from FDA or regulatory authorities outside of the United States. Any commercially available drug product having the same API could prevent us from or limit our ability to commercialize or to establish market share in the same jurisdiction even if we were to obtain marketing authorization in such jurisdiction. Clinical trials are expensive, time- consuming, difficult to design and implement and involve an uncertain outcome. The outcome of preclinical testing and earlier clinical trials may not be predictive of the success of later clinical trials. The results of our clinical trials may not satisfy the requirements of the FDA, EMA or other comparable foreign regulatory authorities, and we may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of such product candidate. Research and development of pharmaceutical products is inherently risky. We cannot give any assurance that any of our product candidates will receive regulatory, including marketing, approval, which is necessary before they can be commercialized. The clinical trials and manufacturing of our product candidates are, and the manufacturing and marketing of our products, if approved, will be, subject to extensive and rigorous review and regulation by numerous government authorities in the United States and in other countries where we intend to test and market our product candidates. Before obtaining regulatory approvals for the commercial sale of any of our product candidates, we must demonstrate through lengthy, complex and expensive preclinical studies and clinical trials that our product candidates are both safe and effective for use in each target indication. Product candidates in later stages of clinical trials may fail to show the desired safety, efficacy and durability profile despite having progressed through preclinical studies and initial clinical trials. A number of companies in the pharmaceutical industry have suffered significant setbacks in advanced clinical trials due to lack of efficacy or unacceptable safety issues, notwithstanding promising results in earlier trials. Most product candidates that begin clinical trials are never approved by regulatory authorities for commercialization. Clinical testing is expensive and can take many years to complete, and its outcome is inherently uncertain. We cannot guarantee that any clinical trials will be conducted as planned or completed on schedule, if at all. Failure can occur at any time during the clinical trial process. Even if our ongoing and any future clinical trials are completed as planned, we cannot be certain that our results will support the safety and effectiveness of our product candidates for their targeted indications or support continued clinical development of such product candidates. Product candidates in later stages of clinical studies may fail to show the desired safety and efficacy data or meet endpoints despite having progressed through preclinical and clinical studies. The results of our preclinical and clinical studies of product candidates may not be predictive of the results of early- stage or later- stage clinical trials, and results of early clinical trials of our product candidates may not be predictive of the results of later- stage clinical trials. The results of clinical trials in one set of subjects may not be predictive of those obtained in another. In some instances, there can be significant variability in safety, efficacy or durability results between different clinical trials of the same product candidate due to numerous factors, including changes in trial procedures set forth in protocols, differences in the size and type of the patient populations, changes in and adherence to the dosing regimen and other clinical trial protocols and the rate of dropout among clinical trial participants. In addition, even if such clinical trials are successfully completed, we cannot guarantee that the FDA or foreign regulatory authorities will interpret the results as we do, and more trials could be required before we submit our product candidates for approval. For example, although we have sought and received feedback from FDA on the designs of our clinical trials, FDA may ultimately disagree that our Phase 3 trials support approval for LNZ100. Moreover, results acceptable to support approval in one jurisdiction may be deemed inadequate by another regulatory authority to support regulatory approval in that other jurisdiction. To the extent that the results of the trials are not satisfactory to the FDA or foreign regulatory authorities for support of a marketing application, we may be**

**required to expend significant resources, which may not be available, to conduct additional trials in support of potential approval of LNZ100 or any future product candidates. Even if we secure regulatory approval for any of our product candidates, the terms of such approval may limit the scope and use of the product candidate, which may also limit its commercial potential. While we have completed our Phase 3 CLARITY trials, we may experience numerous unforeseen events during, or as a result of, any future clinical trials that could delay or prevent our ability to receive marketing approval or commercialize our product candidates or significantly increase the cost of such trials, including: • changes in regulatory requirements or guidance, or receiving feedback from regulatory authorities, that requires us to modify the design of our clinical trials; • clinical trials of our product candidates may produce negative or inconclusive results, and we may decide, or regulators may require us, to conduct additional clinical trials or abandon development programs; • the number of patients required for clinical trials of our product candidates may be larger than we anticipate, enrollment in these clinical trials may be slower than we anticipate or participants may drop out of these clinical trials at a higher rate than we anticipate; • third- party contractors may fail to comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all; • we or our investigators might have to suspend or terminate clinical trials of our product candidates for various reasons, including non- compliance with regulatory requirements, a finding that our product candidates have undesirable side effects or other unexpected characteristics, or a finding that the participants are being exposed to unacceptable health risks; • the cost of clinical trials of our product candidates may be greater than we anticipate and we may not have funds to cover the costs; • the supply or quality of our product candidates or other materials necessary to conduct clinical trials of our product candidates may be insufficient or inadequate; • regulators may revise the requirements for approving our product candidates, or such requirements may not be as we anticipate; and • any future collaborators that conduct clinical trials may face any of the above issues, and may conduct clinical trials in ways they view as advantageous to them but that are suboptimal for us. If we are required to conduct additional clinical trials or other testing of LNZ100 beyond our Phase 3 CLARITY trials, if we are unable to successfully complete clinical trials of any future product candidates or other testing, if the results of these trials or tests are not positive or are only modestly positive or if there are safety concerns, we may: • incur unplanned costs; • be delayed in obtaining marketing approval for LNZ100 or any future product candidates or not obtain marketing approval at all; • obtain marketing approval in some countries and not in others; • obtain marketing approval for indications or patient populations that are not as broad as intended or desired; • obtain marketing approval with labeling that includes significant use or distribution restrictions or safety warnings, including boxed warnings or a Risk Evaluation Mitigation Strategy (" REMS "); • be subject to additional post- marketing testing requirements; • be subject to changes in the way the product is administered; or • have regulatory authorities withdraw or suspend their approval of the product. We cannot be certain that any future clinical trials will be successful. For example, use of LNZ100 requires the patient to follow a prescribed technique to administer the eye drops. In our Phase 2 clinical trial, patients were dosed by clinical staff in the office while in our Phase 3 clinical trials the product was self- administered by patients on the vast majority of days. In the CLARITY study, patients were only measured for efficacy on days they are in the office during the trial, during which they were dosed by clinical staff, and failure to properly administer the eye drops by the patient or inappropriate technique demonstration by the eye care professional (" ECP "), could have adversely affected the outcome of LNZ100 in demonstrating safety or efficacy in one or more clinical trials. Additionally, any safety concerns observed in any one of our clinical trials in our targeted indications could limit the prospects for regulatory approval of our product candidates in those and other indications, which could have a material adverse effect on our business, financial condition and results of operations. Even if LNZ100 or any other product candidate receives marketing approval, they may fail to achieve market acceptance by ECPs and patients, and the market opportunity for these products, if approved, may be smaller than we estimate. If LNZ100 or any other product candidate we develop receives marketing approval, they may nonetheless fail to gain sufficient market acceptance by ECPs, patients, and others in the medical community. Presbyopia is typically self- diagnosed and self- managed with over- the- counter reading glasses, or managed, after evaluation by an ECP, with prescription reading or bifocal glasses or multifocal contact lenses. LNZ100, if approved, would require a prescription by an ECP, which would require a visit to an ECP, which can be perceived to be more burdensome to an individual who has never previously visited an ECP and limit the number of prescriptions that are written. Some ECPs may also be deterred by the potential loss of revenue from the sale of contact lenses and glasses or feel uncomfortable prescribing a new product. Currently, there is only one pharmacologic option for the treatment of presbyopia, under the brand Vuity. Despite an initial strong commercial launch with over 120, 000 prescriptions filled in 2022, the refill rate for Vuity has lagged due to a variety of reasons. Based on a survey of 40 ECPs in a study we commissioned, the majority of ECPs reported that the barrier to Vuity adoption was that the product either did not work or did not work long enough. An additional survey of 18 optometrists indicated that 66 % of their patients did not see duration past four hours despite one of the Vuity clinical trial results showing some effectiveness to the sixth hour. While the reported patient experience at three hours post- treatment aligns with the primary endpoint of Vuity efficacy at three hours in both Phase 3 trials, the limited functional benefit of Vuity at and beyond three hours was reportedly not sufficient to drive continued usage by patients. In fact, the ECPs and their patients identified both the low rate of effectiveness and the short duration of effectiveness as the key factors for discontinuing use. Because Vuity' s clinical success did not translate to commercial success, it is possible that prior users of Vuity may be reluctant to try another miotic as a result of their negative experiences with Vuity. Similarly, even if we believe that the clinical data supporting LNZ100 may offer advantages over Vuity, the products have not been evaluated head- to- head, and LNZ100 may not, in fact, provide meaningful advantages resulting in greater adoption or acceptance by ECPs and patients, even if LNZ100 obtains marketing authorization. Additionally, Vuity was launched by AbbVie, a**

**much larger pharmaceutical company with established brand recognition. As a result, even if LNZ100 demonstrates promising or superior clinical results, including the treatment of presbyopia, it is possible that ECPs may continue to rely on these treatments rather than LNZ100 or any other product candidate we develop, even if approved for marketing by the FDA. In addition, if generic versions of any products that compete with any of our product candidates are approved for marketing by the FDA, they would likely be offered at a substantially lower price than we expect to offer for our product candidates, if approved. As a result, ECPs, patients and others may choose to rely on such products rather than our product candidates. If LNZ100 or any other product candidate does not achieve an adequate level of acceptance, we may not generate significant product revenue and we may not become profitable. The degree of market acceptance of LNZ100 or any other product candidate that we develop, if approved for commercial sale, will depend on a number of factors, including: • the efficacy and potential advantages of our product candidates compared to alternative treatments, including the existing standard of care; • our ability to offer products for sale at competitive prices, particularly in light of the lower cost of alternative treatments; • the clinical indications for which the product is approved; • the convenience and ease of administration compared to alternative treatments; • the willingness of the target patient population to try new therapies and of ECPs to prescribe these therapies; • the strength of our marketing and distribution support; • the timing of market introduction of competitive products; • the potential for our competitors to limit our access to the market through anti- competitive contracts or other arrangements; • the prevalence and severity of any side effects; and • any restrictions on the use of our products together with other medications. Our assessment of the potential market opportunity for LNZ100 and other product candidates is based on industry and market data that we obtained from industry publications and research, surveys and studies conducted by third parties, some of which we commissioned. Industry publications and third- party research, surveys and studies generally indicate that our information has been obtained from sources believed to be reliable, although we do not guarantee the accuracy or completeness of such information. Our estimates of the potential market opportunities for our product candidates include several key assumptions based on our industry knowledge, industry publications, third- party research and other surveys, which may be based on a small sample size and fail to accurately reflect market opportunities. Further, we have commissioned a number of market studies that are specific to us and to our product candidates and used the results of these studies to help assess our market opportunity. If any of our assumptions or estimates, or these publications, research, surveys or studies prove to be inaccurate, then the actual market for LNZ100 or any other product candidates we may develop may be smaller than we expect, and as a result our product revenue may be limited and we may be more difficult for us to achieve or maintain profitability. If we experience delays or difficulties in the enrollment and / or retention of subjects in clinical trials, our receipt of necessary regulatory approvals could be delayed or prevented. Trials may be subject to delays as a result of patient enrollment taking longer than anticipated or patient withdrawal. While we have completed our three Phase 3 clinical trials for LNZ100, if we are required to conduct additional trials, we may not be able to initiate or continue such clinical trials if we are unable to locate and enroll a sufficient number of subjects to participate in these trials to such trial' s conclusion as required by the FDA, EMA or other comparable foreign regulatory authorities. Patient enrollment is a significant factor in the timing of clinical trials. Our inability to enroll a sufficient number of subjects for our clinical trials would result in significant delays or may require us to abandon one or more clinical trials altogether. Enrollment delays in our clinical trials may result in increased development costs for our product candidates and jeopardize our ability to obtain marketing approval for the sale of our product candidates. Furthermore, we expect to rely on CROs and clinical trial sites to ensure the proper and timely conduct of any future clinical trials and we will have limited influence over their performance. Even if we are able to enroll a sufficient number of subjects for any future clinical trials, we may have difficulty maintaining enrollment of such subjects in such clinical trials. Changes in methods of product candidate manufacturing or formulation may result in additional costs or delay. As product candidates progress through preclinical and clinical trials to marketing approval and commercialization, it is common that various aspects of the development program, such as manufacturing methods and formulation, are altered along the way in an effort to optimize yield and manufacturing batch size, minimize costs and achieve consistent quality and results. Such changes carry the risk that they will not achieve these intended objectives. Any of these changes could cause our product candidates to perform differently and affect the results of planned clinical trials or other future clinical trials conducted with the altered materials. This could delay completion of clinical trials, require the conduct of bridging clinical trials or the repetition of one or more clinical trials, increase clinical trial costs, delay approval of product candidates and jeopardize our ability to commercialize our product candidates, if approved, and generate revenue. The development and commercialization of new drug products is highly competitive. We face competition with respect to LNZ100 and will face competition with respect to any other product candidates that we may seek to develop or commercialize in the future from major pharmaceutical companies, specialty pharmaceutical companies and biotechnology companies worldwide. As LNZ100 is for the treatment of presbyopia, we may face competition from a variety of companies developing or marketing other pharmaceutical presbyopia therapies, including AbbVie (formerly Allergan), Bausch & Lomb, Eyenovia, Glaukos, Johnson & Johnson, Orasis, OSRX Pharmaceuticals (an affiliate of Ocular Science), Viatris (through licensing of Ocuphire' s presbyopia products), Tenpoint Therapeutics and Vyluma. Potential competitors also include academic institutions, government agencies and other public and private research organizations that conduct research, seek patent protection and establish collaborative arrangements for research, development, manufacturing and commercialization. LNZ100 may not demonstrate sufficient additional clinical benefits to ECPs, patients or payors to justify a higher price compared to using glasses, which are potentially just a one- time purchase. Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize products that are safer, more effective, have fewer or less severe side effects, are**

more convenient or are less expensive than LNZ100, if approved, or any other products we develop that are approved. Our competitors also may obtain FDA or other regulatory approval for their products more rapidly than we may obtain approval for LNZ100 or any other products, which could result in our competitors establishing a strong market position before we are able to enter the market. Many of the companies against which we are competing or against which we may compete in the future have substantially greater financial resources and expertise in research and development, manufacturing, preclinical testing, conducting clinical trials, obtaining regulatory approvals and marketing approved products than we do. Mergers and acquisitions in the pharmaceutical and biotechnology industries may result in even more resources being concentrated among a smaller number of our competitors. Smaller and other early- stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These third parties compete with us in recruiting and retaining qualified scientific and management personnel, establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, ~~our~~ or necessary for, our programs. If we are unable to establish sales and marketing capabilities or enter into agreements with third parties to sell and market our product candidates on acceptable terms, we may be unable to successfully commercialize our product candidates that obtain regulatory approval. In addition, our intended sales strategies may be unsuccessful and / or more costly than anticipated. We plan to use our existing cash, cash equivalents, and marketable securities, in part, to continue to build the sales and marketing infrastructure required to successfully commercialize LNZ100, subject to FDA approval. We plan to launch with our own sales organization in the United States, which we envision expanding to a substantially larger number of individuals, focused on partnering with ECPs, while also deploying, in parallel, a highly targeted consumer strategy. In order to achieve these commercialization goals for LNZ100, if approved, we must build marketing, sales, distribution, managerial and other ~~publicly~~ non- technical capabilities or make arrangements with third parties to perform these services for each of the territories in which we may have approval to sell and market LNZ100. We may not be successful in accomplishing these required tasks. Establishing and building out an internal sales and marketing team with technical expertise and supporting distribution capabilities to commercialize LNZ100, if approved, will be expensive and time- consuming and will require significant attention of our executive officers to manage. Any failure or delay in the development of our internal sales, marketing and distribution capabilities could adversely impact the commercialization of LNZ100 or any other product candidates that we obtain approval to market, if we do not have arrangements in place with third parties to provide such services on our behalf. Alternatively, if we choose to collaborate, either globally or on a territory- by- territory basis, with third parties that have direct sales forces and established distribution systems, either to augment our own sales force and distribution systems or in lieu of our own sales force and distribution systems, we will be required to negotiate and enter into arrangements with such third parties relating to the proposed collaboration. If we are unable to enter into such arrangements when needed, on acceptable terms, or at all, we may not be able to successfully commercialize LNZ100 or any other product candidates that receive regulatory approval, or any such commercialization may experience delays or limitations. If we are unable to successfully commercialize our approved product candidates, either on our own or through collaborations with one or more third parties, our future product revenue will suffer, and we may incur significant additional losses. Our commercial strategy is focused on targeting and partnering with the estimated 15, 000 ECPs that prescribed over 85 % of the pharmaceutical presbyopia prescriptions in the United States in 2022. If we are unable to obtain access to these ECPs or successfully demonstrate the clinical benefits of our products to adequate numbers of ECPs, if approved, our efforts to commercialize such products will be severely inhibited, which would have a material adverse effect on our business. Additionally, a direct- to- consumer (" DTC ") strategy can potentially be extremely costly. We intend to deploy a targeted, cost- effective, digitally focused DTC strategy, but if we are unable to be sufficiently effective with a limited budget and are required to spend more than anticipated, we may need to raise more capital, divert resources from other strategies or just fail to reach the intended market. As a result, a DTC strategy that is not sufficiently cost- effective can have a material adverse effect on our business. We may need to raise additional financing in the future to fund our operations, which may not be available ~~filings~~ to us on favorable terms or at all. If we are unsuccessful in generating sufficient revenue and operating cash flow from sales of LNZ100, if approved, we may require additional financing to fund our operations. Our future capital requirements will depend upon a number of factors, including: the rate and degree of market acceptance of LNZ100, if approved, or any other product candidate that we develop; the number and timing of future product candidates in the pipeline; progress with and results from preclinical testing and clinical trials; the ability ~~SEC. Risks Related~~ to manufacture sufficient drug supplies ~~the Merger with LENZ Failure~~ to complete ~~, or delays~~ preclinical and clinical trials; the costs involved in ~~completing~~ preparing , filing, acquiring, prosecuting, maintaining and enforcing patent and ~~the~~ other ~~potential merger with LENZ, announced on November 15, 2023~~ intellectual property claims; and the time and costs involved in obtaining regulatory approvals and favorable reimbursement or formulary acceptance. Raising additional capital may be costly or difficult to obtain and could ~~materially and~~ , for example, through the sale of common stock or securities convertible or exchangeable into common stock, significantly dilute our stockholders' ownership interests or inhibit our ability to achieve our business objectives. If we raise additional funds through public or private equity offerings, the terms of these securities may include liquidation or other preferences that adversely affect the rights of our common stockholders. In addition, any debt financing may subject us to fixed payment obligations and covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional capital through marketing and distribution arrangements or other collaborations, strategic alliances or licensing arrangements with third parties, we may have to relinquish certain valuable intellectual property or other rights to our product candidates, technologies, future revenue streams or research

**programs, or grant licenses on terms that may not be favorable to us. Even if we were to obtain funding, there can be no assurance that it will be available on terms acceptable to us or our stockholders. If product liability lawsuits are brought against us, we may incur substantial liabilities and may be required to limit commercialization of our products, if approved. Our business exposes us to significant product liability risks inherent in the development, testing, manufacturing and marketing of therapeutic treatments. Product liability claims could delay or prevent completion of our development programs. If LNZ100 or any future product candidates are approved for marketing, such claims could still result in an FDA, EMA or other regulatory authority investigation of the safety and effectiveness of such products, our manufacturing processes and facilities or our marketing programs. These investigations could potentially lead to a recall of our products or more serious enforcement action, limitations on the approved indications for which they may be used or suspension or withdrawal of approvals. Regardless of the merits or eventual outcome, liability claims may also result in injury to our reputation, withdrawal of clinical trial participants, costs to defend the related litigation, a diversion of management' s time and our resources, initiation of investigations by regulators, substantial monetary awards to patients or other claimants, the inability to commercialize our product candidates and decreased demand for our product candidates, if approved for commercial sale. We currently have product liability insurance that we believe is appropriate for our stage of development and may need to obtain higher levels prior to marketing LNZ100, if approved. Any insurance we have or may obtain may not provide sufficient coverage against potential liabilities and, if judgments exceed our insurance coverage, could adversely affect** our results of operations ~~,~~ **and** business ~~, financial results~~ and ~~/~~ **cause** ~~or~~ **our** ~~common~~ stock price **to decline** . **Furthermore** ~~On November 14~~ , **clinical trial** ~~2023, we entered into an~~ **and** ~~Agreement and Plan of Merger (~~ **product liability insurance is becoming increasingly expensive. As a result, we may be unable to maintain or obtain insurance coverage at a reasonable cost or in sufficient amounts to protect us against losses, including** ~~the~~ **those** ~~" Merger Agreement "),~~ **caused by product liability claims. A variety of risks associated** with **marketing** ~~LENZ, pursuant to which, if all of the conditions to closing are satisfied or~~ **our product candidates internationally could** ~~waived, our wholly- owned subsidiary will merge with and into LENZ, with LENZ surviving as our wholly- owned subsidiary. This transaction is referred to hereinafter as the " merger. " Consummation of the merger is subject to certain closing conditions, a number of which are not within our control. Any failure to satisfy these required conditions to closing may prevent, delay or~~ ~~otherwise~~ materially adversely affect **our business. We are developing regulatory strategies for LNZ100 outside** the **United States and, accordingly, we expect that we or our partners would seek regulatory approval of our product candidates outside of the United States. As such, we expect that we will be subject to additional risks related to operating in foreign countries if we or such partners obtain the necessary approvals, including: • differing regulatory requirements and drug pricing regimes in foreign countries; • potential issues due to aceclidine having been previously marketed and sold in Europe as a treatment for glaucoma, including, but not limited to potential** ~~completion~~ **competition from or for manufacturers and suppliers, and potential assumptions, concerns or biases resulting from the limited efficacy** of **the prior marketed products; • unexpected changes in tariffs, trade barriers, price and exchange controls and other 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 taxes, including withholding of payroll taxes; • foreign currency fluctuations, which could result in increased operating expenses and reduced revenue, and other obligations incident to doing business in another country; • difficulties staffing and managing foreign operations; • workforce uncertainty in countries where labor unrest is more common than in the United States; • potential liability under the U. S. Foreign Corrupt Practices Act (" FCPA ") or comparable foreign regulations; • challenges enforcing our contractual and intellectual property rights, especially in those foreign countries that do not respect and protect intellectual property rights to the same extent as the United States; • 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. These and other risks associated with our international operations or those of any applicable international partners may materially adversely affect our ability to attain or maintain profitable operations. In particular, there is currently significant uncertainty about the future relationship between the United States and various other countries, most significantly China, with respect to trade policies, treaties, tariffs, taxes, and other limitations on cross- border operations. The U. S. government has made and continues to make significant additional changes in U. S. trade policy and may continue to take future actions that could negatively impact U. S. trade. For example, legislation has been introduced in Congress to limit certain U. S. biotechnology companies from using equipment or services produced or provided by select Chinese biotechnology companies, and others in Congress have advocated for the use of existing executive branch authorities to limit those Chinese service providers' ability to engage in business in the U. S. In addition, in recent years the U. S. has increased tariffs on certain imported goods and trade tensions between the U. S. and China escalated, with each country imposing significant, additional tariffs on a wide range of goods imported from the other country. We cannot predict what actions may ultimately be taken with respect to trade relations between the United States and China or other countries, what products and services may be subject to such actions or what actions may be taken by the other countries in retaliation. Tariffs imposed upon products and materials used in manufacturing our products, or responsive tariffs imposed upon our exported products could impact our costs of manufacturing and ability to sell products in foreign countries, which could have a negative impact on our business. If we are unable to obtain or use services from existing service providers or become unable to export or sell our products to any of our customers or service providers, our business, liquidity, financial condition, and / or results of operations would be materially and adversely affected. Risks Related to Our Intellectual Property We rely upon a combination of patents, trademarks, trade secret protection, and confidentiality agreements to protect the intellectual property related to our development programs and product**

**candidates. Our success depends in part on our ability to obtain and maintain patent protection in the United States and other countries with respect to LNZ100 or any future product candidates. If we are unable to obtain or maintain patent protection with respect to LNZ100 or any future product candidates, and their uses, our business, financial condition, resultant operations and prospects could be materially harmed. We generally seek to protect our proprietary position by filing patent applications in the United States and abroad related to LNZ100, any of our future product candidates, our development programs, product candidates and novel discoveries that are important to our business, as appropriate. Our pending and future patent applications cannot be enforced against third parties practicing the technology claimed in such applications unless, and until, patents issue from such applications, and ~~the~~ then ~~transaction~~ only to the extent the issued claims cover the technology. There can be no assurance that our patent applications will result in patents being issued or that issued patents will afford sufficient protection against competitors with similar technology, nor can there be any assurance that the patents issued will not be infringed, designed around or invalidated by third parties, including generics. The patent prosecution process is expensive and time- consuming, and we may not be able to file, prosecute, enforce or license all necessary or desirable patent applications at a reasonable cost or in a timely manner. Additionally, recent reforms and changes at government agencies of the United States and those of non- U. S. jurisdictions could increase the delays, uncertainties and costs surrounding the prosecution of our patent applications, and the maintenance, enforcement, or defense of our issued patents. For example, the ability of the USPTO and other applicable patent authorities to properly administer their functions is highly dependent on the levels of funding available to the agency and their ability to retain personnel and fill key leadership appointments, among various factors. Termination of employees or delays in replacing or hiring for positions could significantly impact the ability of the USPTO and other applicable patent authorities to fulfill their functions and could greatly impact our ability to timely and adequately prosecute or maintain our patent applications, and our ability to timely and adequately maintain, enforce, or defend our issued patents. The patents and patent applications that we own may fail to result in issued patents with claims that protect LNZ100 or any future product candidate in the United States or in other foreign countries. There is no assurance that all of the potentially relevant prior art relating to our patents and patent applications has been found, which can prevent a patent from issuing from a pending patent application, or be used to invalidate a patent. Even if patents do successfully issue and even if such patents cover LNZ100 or any future product candidate, third parties may challenge their validity, enforceability or scope, which may result in such patents being narrowed, invalidated or held unenforceable. Any successful opposition to these patents or any other patents owned by or licensed to us could deprive us of rights necessary for the successful commercialization of any product candidates that we may develop. Further, the scope and coverage of such patents may be so narrow that a third party could successfully design around our patents without materially impacting the therapeutic effectiveness of the resulting drug product. Further, if we encounter delays in regulatory approvals, the period of time during which we could market a product candidate under patent protection could be reduced. The patent application process is subject to numerous risks and uncertainties, and there can be no assurance that we or any of our potential future collaborators will be successful in protecting our product candidates by obtaining and defending patents. These risks and uncertainties include the following: • the USPTO and various foreign governmental patent agencies require compliance with a number of procedural, documentary, fee payment and other provisions during the patent process, the noncompliance with which can result in abandonment or lapse of a patent or patent application, and partial or complete loss of patent rights in the relevant jurisdiction; • the USPTO requires us to disclose all material references to the Patent Examiner during prosecution of our patent applications at the USPTO, and failure to do so could result in a third party successfully challenging our ability to enforce a patent against an infringer; • patent applications may not result in any patents being issued; • granted patents may not have a claim scope that covers LNZ100 or any future product candidates; • patents may be challenged, invalidated, modified, revoked, circumvented, found to be unenforceable or otherwise may not provide any competitive advantage; • our competitors, many of whom have substantially greater resources than we do and many of whom have made significant investments in competing technologies, may seek or may have already obtained patents that will limit, interfere with or block our ability to make, use and sell our product candidates; • there may be significant pressure on the U. S. government and international governmental bodies to limit the scope of patent protection both inside and outside the United States for treatments of diseases or conditions that prove successful, as a matter of public policy regarding worldwide health concerns; and • countries other than the United States may have patent laws less favorable to patentees than those upheld by U. S. courts, allowing foreign competitors a better opportunity to create, develop and market competing products. The patent prosecution process is also expensive and time- consuming, and we may not be able to file, prosecute, maintain, enforce or license all necessary or desirable patent applications or maintain and / or enforce patents that may issue based on our patent applications, at a reasonable cost or in a timely manner or in all jurisdictions where protection may be commercially advantageous. We may not be able to obtain or maintain patent applications and patents due to the subject matter claimed in such patent applications and patents being in disclosures in the public domain. It is also possible that we will fail to identify patentable aspects of our research and development output before it is too late to obtain patent protection. Moreover, if we choose to license certain patent rights in the future from third parties, we may not have the right to control the preparation, filing, and prosecution of such patent applications, or to maintain the patents, directed to technology that we license from those third parties. We may also require the cooperation of our future licensor, if any, in order to enforce the licensed patent rights, and such cooperation may not be provided. Therefore, any licensed patents and applications may not be prosecuted and enforced in a manner consistent with the best interests of our business. We cannot be certain that patent prosecution and maintenance activities by any of our future licensors have been or will be conducted in compliance with applicable laws and regulations, which may affect the validity and enforceability of such**

**patents or any patents that may issue from such applications. If they fail to do so, this could cause us to lose rights in any applicable intellectual property that we in- license, and as a result our ability to develop and commercialize products or product candidates may be adversely affected and we may be unable to prevent competitors from making, using and selling competing products. If the patent applications we hold or may in- license in the future with respect to our development programs and product candidates fail to issue, if their breadth or strength of protection is threatened, or if they fail to provide meaningful exclusivity for LNZ100 or any future product candidate, it could dissuade other companies from collaborating with us to develop product candidates, and threaten our ability to commercialize LNZ100 or future product candidates. Any such outcome could have a materially adverse effect on our business. The patent position of biotechnology and pharmaceutical companies generally is highly uncertain, involves complex legal and factual questions, and has been and will continue to be the subject of litigation and new legislation, resulting in court decisions, including Supreme Court decisions, which have increased uncertainties as to the ability to enforce patent rights in the future. In addition, the laws of foreign countries may not protect our rights to the same extent as the laws of the United States. For example, many countries restrict the patentability of methods of treatment of the human body. Publications in scientific literature often lag behind the actual discoveries, and patent applications in the United States and other jurisdictions are typically not published until 18 months after filing, or in some cases not at all. Therefore, we cannot know with certainty whether we were the first to make the inventions claimed in our own patents or pending patent applications, or that we were the first to file for patent protection of such inventions. As a result of these and other factors, the issuance, scope, validity, enforceability, and commercial value of our patent rights are highly uncertain. Our pending and future patent applications may not result in patents being issued which protect our technology or products, in whole or in part, or which effectively prevent others from commercializing competitive technologies and products. Changes in either the patent laws or interpretation of the patent laws in the United States and other countries may diminish the value of our patents or narrow the scope of our patent protection. For example, the America Invents Act created new administrative post- grant proceedings, including post- grant review, inter partes review, and derivation proceedings that allow third parties to challenge the validity of issued patents. This applies to all of our U. S. patents, even those issued before March 16, 2013. Because of a lower evidentiary standard in USPTO proceedings compared to the evidentiary standard in U. S. federal courts necessary to invalidate a patent claim, a third party could potentially provide evidence in a USPTO proceeding sufficient for the USPTO to hold a claim invalid even though the same evidence would be insufficient to invalidate the claim if first presented in a district court action. In addition to increasing uncertainty with regard to our ability to obtain patents in the future, this combination of events has created uncertainty with respect to the value of patents, once obtained. Depending on decisions by the U. S. Congress, the federal courts, and the USPTO, the laws and regulations governing patents could change in unpredictable ways that could weaken our ability to obtain new patents or to enforce our existing patents and patents that we might obtain in the future. Moreover, we may be subject to a third- party pre- issuance submission of prior art to the USPTO or become involved in opposition, derivation, reexamination, inter partes review, post- grant review or interference proceedings challenging our patent rights or the patent rights of others. The costs of defending patents or enforcing proprietary rights in post-issuance administrative proceedings and litigation can be substantial and the outcome can be uncertain. An adverse determination in any such submission, proceeding or litigation could reduce the scope of, or invalidate, our patent rights, allow third parties to commercialize our technology or products and compete directly with us, without payment to us, or result in our inability to manufacture or commercialize products without infringing third- party patent rights. In addition, if the breadth or strength of protection provided by our patents and patent applications is threatened, it could dissuade companies from collaborating with us to license, develop or commercialize current or future product candidates. The issuance of a patent is not conclusive as to its inventorship, scope, validity, or enforceability, and our owned and licensed patents and patent applications may be challenged in the courts or patent offices in the United States and abroad. Even issued patents may later be found invalid or unenforceable or may be modified or revoked in proceedings instituted by third parties before various patent offices or in courts. An adverse decision in any such challenges may result in loss of exclusivity or in patent claims being narrowed, invalidated or held unenforceable, in whole or in part, which could limit our ability to stop others from using or commercializing similar or identical technology and products, or limit the duration of the patent protection of our technology and products. Generally, issued patents are granted a term of 20 years from the earliest claimed non- provisional filing date. In certain instances, patent term can be adjusted to recapture a portion of delay incurred by the USPTO in examining the patent application (patent term adjustment). The scope of patent protection may also be limited. Without patent protection for our current or future product candidates, we may be open to competition from generic versions of such products. Given the amount of time required for the development, testing, and regulatory review of new product candidates, patents protecting such candidates might expire before or shortly after such candidates are commercialized. As a result, our patent portfolio may not provide us with sufficient rights to exclude others from commercializing products similar or identical to ours. We cannot be certain that the claims in patents or our pending patent applications directed to LNZ100 or any of our future product candidates will be considered patentable by the USPTO, by patent offices in foreign countries, by the courts, or by other relevant authority. One aspect of the determination of patentability of our inventions depends on the scope and content of the " prior art, " information that was or is deemed available to a person of skill in the relevant art prior to the priority date of the claimed invention. There may be prior art of which we are not aware that may affect the patentability of our patent claims or, if issued, affect the validity or enforceability of a patent claim relevant to our business. There is no assurance that there is not prior art of which we are aware, but which we do not believe is relevant to our business, which may, nonetheless, ultimately be found to limit our ability to make, use, sell, offer for sale or import**

**our products that may be approved in the future, or impair our competitive position. Even if the patents do issue based on the patent applications we own, co- own or exclusively license, third parties may challenge the validity, enforceability or scope thereof, which may result in such patents being narrowed, invalidated or held unenforceable. Furthermore, even if they are unchallenged, patents in our portfolio may not adequately exclude third parties from practicing relevant technology or prevent others from designing around our claims. If the breadth or strength of our intellectual property position with respect to our product candidates is threatened, it could dissuade companies from collaborating with us to develop, and threaten our ability to commercialize, our product candidates. In the event of litigation or administrative proceedings, we cannot be certain that the claims in any of our issued patents will be considered valid by courts in the United States or foreign countries. Patent terms may be inadequate to protect our competitive position on our product candidates for an adequate amount of time. We rely on patent, trademark, trade secret and other intellectual property protection in the discovery, development, manufacturing and sale of LNZ100 and any future product candidates. In particular, patent protection is important in the development and eventual commercialization of LNZ100 or any of our future product candidates. Patents covering LNZ100 or any of our future product candidates normally provide market exclusivity, which is important in order for LNZ100 or any of our future product candidates to become profitable. Patent rights are of limited duration. In the United States, if all maintenance fees are paid timely, the natural expiration of a patent is generally 20 years after its first effective filing date. Various extensions may be available, but the life of a patent, and the protection it affords is limited. Given the amount of time required for the development, testing, and regulatory review of new product candidates, patents protecting such candidates might expire before or shortly after such product candidates are commercialized. Even if patents covering our product candidates are obtained, once the patent life has expired for a product, we may be open to competition from generic products. As a result, our patent portfolio may not provide us with sufficient rights to exclude others from commercializing product candidates similar or identical to ours. Upon issuance in the United States, the term of a patent can be increased by patent term adjustment, which is based on certain delays caused by the USPTO, but this increase can be reduced or eliminated based on certain delays caused by the patent applicant during patent prosecution. The term of a U. S. patent may also be shortened if the patent is terminally disclaimed over an earlier- filed patent. Depending upon the timing, duration and specifics of FDA marketing approval of LNZ100 and future product candidates, one or more of our U. S. patents may be eligible for limited patent term restoration under the Drug Price Competition and Patent Term Restoration Act of 1984, referred to as the Hatch- Waxman Amendments. The Hatch- Waxman Amendments permit a patent restoration term of up to five years beyond the normal expiration of the patent as compensation for patent term lost during drug development and the FDA regulatory review process, which is limited to the approved indication (or any additional indications approved during the period of extension). This extension is based on the first approved use of a product and is limited to only one patent that covers the approved product, the approved use of the product, or a method of manufacturing the product. Such patent term extension cannot extend the remaining term of a patent beyond a total of 14 years from the date of product approval. However, the applicable authorities, including the FDA and the USPTO in the United States, and any equivalent regulatory authority in other countries, may not agree with our assessment of whether such extensions are available, and may refuse to grant extensions to our patents, or may grant more limited extensions than we request. We may not be granted an extension because of, for example, failing to apply within applicable deadlines, failing to apply prior to expiration of relevant patents or otherwise failing to satisfy applicable requirements. Additionally, administrative changes at the USPTO or other applicable patent authorities, such as reduced hiring and / or funding, may result in delays in issuance of a patent or in accrual of patent term extension, thereby reducing the amount of patent term extension that could otherwise be received. Administrative changes (e. g., at the FDA or USPTO) may also lead to delays in review and analysis of regulatory submissions or requests for patent term extension, which could result in a patent term extension not being timely granted (e. g., before the expiration of the patent) and there may be no patent eligible for extension. Moreover, the applicable time- period or the scope of patent protection afforded could be less than we project or request. If we are unable to extend the expiration date of our existing patents or obtain new patents with longer expiry dates, our competitors may be able to take advantage of our investment in development and clinical trials by referencing our clinical and preclinical data to obtain approval of competing products following our patent expiration and launch their product earlier than might otherwise be the case. In addition, upon approval of a drug, each of the patents listed in the application for the drug is then published in the FDA' s Approved Drug Products with Therapeutic Equivalence Evaluations, commonly known as the Orange Book. Upon submission of an ANDA or a 505 (b) (2) NDA, an applicant must certify to the FDA that (1) no patent information on the drug product that is the subject of the application has been submitted to the FDA; (2) such patent has expired; (3) the date on which such patent expires; or (4) such patent is invalid or will not be infringed upon by the manufacture, use or sale of the drug product for which the application is submitted. Generally, the ANDA or 505 (b) (2) NDA cannot be approved until all listed patents have expired, except where the ANDA or 505 (b) (2) NDA applicant challenges a listed patent through the last type of certification, also known as a paragraph IV certification. We cannot guarantee that a patent that may cover LNZ100 or a future product candidate can or will be appropriately listed in the Orange Book. Laws governing analogous patent term extension (" PTE ") in foreign jurisdictions vary widely, as do laws governing the ability to obtain multiple patents from a single patent family. Additionally, we may not receive an extension if we fail to exercise due diligence during the testing phase or regulatory review process, apply within applicable deadlines, fail to apply prior to expiration of relevant patents or otherwise fail to satisfy applicable requirements. If we are unable to obtain PTE or restoration, or the term of any such extension is less than we request, the period during which we will have the right to exclusively market our product will be shortened and our competitors may obtain approval of competing products following our patent**

**expiration and may take advantage of our investment in development and clinical trials by referencing our clinical and preclinical data to launch their product earlier than might otherwise be the case, and our revenue could be reduced, possibly materially. Obtaining and maintaining our patent protection depends on compliance with various procedural, document submission, fee payment, and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated for noncompliance with these requirements. Periodic maintenance fees, renewal fees, annuity fees and various other government fees on patents and / or patent applications will be due to be paid to the USPTO and other foreign patent agencies in several stages over the lifetime of our patents and patent applications. The USPTO and various foreign national or international patent agencies require compliance with a number of procedural, documentary, fee payment, and other similar provisions during the patent application process. While an inadvertent lapse can in many cases be cured by payment of a late fee or by other means in accordance with the applicable rules, there are situations in which noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. Noncompliance events that could result in abandonment or lapse of patent rights include, but are not limited to, failure to timely file national and regional stage patent applications based on our international patent application, failure to respond to official actions within prescribed time limits, non- payment of fees, and failure to properly legalize and submit formal documents. We employ reputable law firms and other professionals to help us comply with these provisions. In many cases, an inadvertent lapse can be cured by payment of a late fee or by other means in accordance with the applicable rules. However, there are situations in which noncompliance can result in abandonment or lapse of a patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. If such an event were to occur, it could have a material adverse effect on our business. If we or any of our licensors fail to maintain the patents and patent applications covering LNZ100 or any future product candidate, our competitors may be able to enter the market, which would have an adverse effect on our business, financial conditions, results of operations and growth prospects. We do not have granted patents in certain major markets, including Europe, and cannot guarantee that we will obtain patent coverage in such markets that cover LNZ100 or any future product candidate. We may not identify relevant third- party patents or may incorrectly interpret the relevance, scope or expiration of a third- party patent, which might adversely affect our ability to develop and market our products. As the biopharmaceutical industry expands and more patents are issued, the risk increases that LNZ100 or any of our future product candidates may be subject to claims of infringement of the patent rights of third parties. There can be no assurance that our operations do not, or will not in the future, infringe, misappropriate or otherwise violate existing or future third- party patents or other intellectual property rights. Identification of third- party patent rights that may be relevant to our operations is difficult because patent searching is imperfect due to differences in terminology among patents, incomplete databases and the difficulty in assessing the meaning of patent claims. We cannot provide any assurances that third- party patents do not exist which might be enforced against our existing products or current technology, including our research programs, LNZ100, any of our future product candidates, their respective methods of use, and manufacture thereof, and could result in either an injunction prohibiting our manufacture or future sales, or, with respect to our future sales, an obligation on our part to pay royalties and / or other forms of compensation to third parties, which could be significant. We cannot guarantee that any of our patent searches or analyses, including the identification of relevant patents, the scope of patent claims or the expiration of relevant patents, are complete or thorough, nor can we be certain that we have identified each and every third- party patent and pending application in the United States and abroad that is relevant to or necessary for the commercialization of our current and future product candidates in any jurisdiction. Numerous U. S. and foreign patents and pending patent applications exist in our market that are owned by third parties. Our competitors in both the United States and abroad, many of which have substantially greater resources and have made substantial investments in patent portfolios and competing technologies, may have applied for or obtained or may in the future apply for and obtain, patents that will prevent, limit or otherwise interfere with our ability to make, use and sell our product candidates. We do not always conduct independent reviews of pending patent applications and patents issued to third parties. Patent applications in the United States and elsewhere are typically published approximately 18 months after the earliest filing for which priority is claimed, with such earliest filing date being commonly referred to as the priority date. Certain U. S. applications that will not be filed outside the United States can remain confidential until patents issue. In addition, patent applications in the United States and elsewhere can be pending for many years before issuance, or unintentionally abandoned patents or applications can be revived. Furthermore, pending patent applications that have been published can, subject to certain limitations, be later amended in a manner that could cover our product candidates or the use of our product candidates. As such, there may be applications of others now pending or recently revived patents of which we are unaware. These patent applications may later result in issued patents, or the revival of previously abandoned patents, that may be infringed by the manufacture, use or sale of our product candidates or will prevent, limit or otherwise interfere with our ability to make, use or sell our product candidates. The scope of a patent claim is determined by an interpretation of the law, the written disclosure in a patent and the patent' s prosecution history. Our interpretation of the relevance or the scope of a patent or a pending application may be incorrect, which may negatively impact our ability to market our products. For example, we may incorrectly determine that our product candidates are not covered by a third- party patent or may incorrectly predict whether a third party' s pending application will issue with claims of relevant scope. Our determination of the expiration date of any patent in the United States or abroad that we consider relevant may be incorrect, and our failure to identify and correctly interpret relevant patents may negatively impact our ability to develop and market our products. We may become involved in third- party claims of intellectual property infringement, which may delay or prevent the development and**

**commercialization of LNZ100 and any future product candidate. Our commercial success depends in part on our ability to develop, manufacture, market and sell LNZ100 and any future product candidates, while avoiding infringement and other violations of the patents and proprietary rights of third parties. There is a substantial amount of litigation, both within and outside the United States, involving patent and other intellectual property rights in the biotechnology and pharmaceutical industries, including patent infringement lawsuits, interferences, derivation, and administrative law proceedings, inter partes review, and post- grant review before the USPTO, as well as oppositions and similar processes in foreign jurisdictions. We may be exposed to, or threatened with, future litigation by third parties having patent or other intellectual property rights who allege that our product candidates, uses and / or other proprietary technologies infringe their intellectual property rights. Numerous U. S. and foreign issued patents and pending patent applications, which are owned by third parties, exist in the fields in which we and our collaborators are developing product candidates. As the biotechnology and pharmaceutical industries expand and more patents are issued, and as we gain greater visibility and market exposure as a public company, the risk increases that our product candidates or other business activities may be subject to claims of infringement of the patent and other proprietary rights of third parties. Third parties may assert that we are infringing their patents or employing their proprietary technology without authorization. Litigation or other legal proceedings relating to intellectual property claims, with or without merit, is unpredictable and generally expensive and time consuming and, even if resolved in our favor, is likely to divert significant resources from our core business, including distracting our technical and management personnel from their normal responsibilities. Such litigation or proceedings could substantially increase our operating losses and reduce the resources available for development activities or any future sales, marketing or distribution activities. We may not have sufficient financial or other resources to adequately conduct such litigation or proceedings. Some of our competitors may be able to sustain costs of such litigation or proceedings more effectively than we can because of their greater financial resources and more mature and developed intellectual property portfolios. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could have a material adverse effect on our ability to compete in the marketplace. Also, there may be third- party patents or patent applications with claims to materials, formulations, methods of manufacture or methods for treatment related to the use or manufacture of our current and future product candidates. Because patent applications can take many years to issue, there may be currently pending patent applications which may later result in issued patents that our current or future product candidates may infringe. In addition, third parties may obtain patent rights in the future and claim that use of our technologies infringes upon their rights. If any third- party patents were held by a court of competent jurisdiction to cover the manufacturing process of any of our product candidates, any molecules formed during the manufacturing process, methods of treating certain diseases or conditions that we are pursuing with our product candidates, our formulations including combination therapies, or any final product itself, the holders of any such patents may be able to block our ability to commercialize such product candidate unless we obtained a license under the applicable patents, or until such patents expire. Such a license may not be available on commercially reasonable terms or at all. In addition, we may be subject to claims that we are infringing other intellectual property rights, such as trademarks or copyrights, or misappropriating the trade secrets of others, and to the extent that our employees, consultants or contractors use intellectual property or proprietary information owned by others in their work for us, disputes may arise as to the rights in related or resulting know- how and inventions. Parties making claims against us may obtain injunctive or other equitable relief, which could effectively block our ability to further develop and commercialize one or more of our current and future product candidates. Defense of these claims, regardless of their merit, would involve substantial litigation expense and would be a substantial diversion of employee resources from our business. In the event of a successful infringement or other intellectual property claim against us, we may have to pay substantial damages, including treble damages and attorneys' fees for willful infringement, obtain one or more licenses from third parties, pay royalties or redesign our affected products, which may be impossible or require substantial time and monetary expenditure. We cannot predict whether any such license would be available at all or whether it would be available on commercially reasonable terms. Furthermore, even in the absence of litigation, we may need to obtain licenses from third parties to advance our research or allow commercialization of our product candidates, and we have done so from time to time. We may fail to obtain any of these licenses at a reasonable cost or on reasonable terms, if at all. In that event, we would be unable to further develop and commercialize one or more of our product candidates, which could harm our business significantly. We cannot provide any assurances that third- party patents do not exist which might be enforced against our product candidates, resulting in either an injunction prohibiting our sales, or, with respect to our sales, an obligation on our part to pay royalties or other forms of compensation to third parties. During the course of any intellectual property litigation, there could be public announcements of the initiation of the litigation as well as results of hearings, rulings on motions, and other interim proceedings in the litigation. If securities analysts or investors regard these announcements as negative, the perceived value of our existing products, programs or intellectual property could be diminished. Accordingly, the market price of shares of our common stock may decline. Such announcements could also harm our reputation or the market for our future products, which could have a material adverse effect on our business. We may become involved in lawsuits to protect or enforce our patents or other intellectual property rights, or the patents or other intellectual property rights of any licensors, which could be expensive, time consuming, and unsuccessful, and could result in a court or administrative body finding our patents to be invalid or unenforceable. Competitors may challenge, infringe or otherwise violate our patents, the patents of our licensors or our other intellectual property rights. To counter challenges, infringement or unauthorized use or misappropriations, we or any future licensors may be required to file or defend legal claims, which can be expensive and time- consuming. In addition, in such a proceeding, a court may decide that one**

**or more patent of ours or any of our current or future licensors is not valid or is unenforceable, or may refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover the technology in question. An adverse result in any litigation or defense proceedings could put one or more of our patents at risk of being invalidated or interpreted narrowly and could put our patent applications at risk of not issuing. The initiation of a claim against a third party may also cause the third party to bring counter claims against us such as claims asserting that our patents are invalid or unenforceable. In patent litigation in the United States, defendant counterclaims alleging invalidity and / or unenforceability are commonplace. Grounds for a validity challenge could be an alleged failure to meet any of several statutory requirements, including lack of novelty, obviousness (inventive step), non- enablement, insufficient written description, or failure to claim patent- eligible subject matter. Grounds for an unenforceability assertion could be an allegation that someone connected with prosecution of the patent withheld relevant material information from the USPTO, or made a materially misleading statement, during prosecution. Third parties may also raise similar validity claims before the USPTO in post- grant proceedings such as ex parte reexaminations, inter partes review, or post- grant review, or oppositions or similar proceedings outside the United States, in parallel with litigation or even outside the context of litigation. Additionally, delays caused by the federal agencies may increase the time period that we are subject to such claims. For example, administrative changes, including reduced personnel and budgets experienced by the Patent and Trial Appeal Board, could further delay our ability to timely challenge any such patents. The outcome following legal assertions of invalidity and unenforceability is unpredictable. In any patent infringement proceeding, there is a risk that a court will decide that a patent of ours or any future licensors is invalid or unenforceable, in whole or in part, and that we do not have the right to stop the other party from using the invention at issue. There is also a risk that, even if the validity of such patents is upheld, the court will construe the patent' s claims narrowly or decide that we do not have the right to stop the other party from using the invention at issue on the grounds that it or any future licensors' patent claims do not cover the invention, or decide that the other party' s use of our or any future licensors' patented technology falls under the safe harbor to patent infringement under 35 U. S. C. § 271 (e) (1). An adverse outcome in a litigation or proceeding involving our or any future licensors' patents could limit our ability to assert our own or any future licensors' patents against those parties or other competitors and may curtail or preclude our ability to exclude third parties from making and selling similar or competitive products. Any of these occurrences could adversely affect our competitive position, and our business, financial condition, results of operations and prospects. Similarly, if we assert trademark infringement claims, a court may determine that the marks we have asserted are invalid or unenforceable, or that the party against whom we have asserted trademark infringement has superior rights to the marks in question. In this case, we could ultimately be forced to cease use of such trademarks. We cannot be certain that there is no invalidating prior art, of which we and the patent examiner were unaware during prosecution. For any patents and patent applications that we may license from third parties in the future, we may have limited or no right to participate in the defense of such licensed patents against challenge by a third party. If a defendant were to prevail on a legal assertion of invalidity or unenforceability, we would lose at least part, and perhaps all, of the patent protection on our current or future product candidates. Such a loss of patent protection could harm our business. We may not be able to prevent, alone or with our licensees, misappropriation of our intellectual property rights, particularly in countries where the laws may not protect those rights as fully as in the United States. Our business could be harmed if in litigation the prevailing party does not offer us a license on commercially reasonable terms. Any litigation or other proceedings to enforce our intellectual property rights may fail, and even if successful, may result in substantial costs and distract our management and other employees. Even if we establish infringement, the court may decide not to grant an injunction against further infringing activity and instead award only monetary damages, which may or may not be an adequate remedy. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. There could also be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have an adverse effect on the price of our common stock. Moreover, we cannot assure you that we will have sufficient financial or other resources to file and pursue such infringement claims, which typically last for years before they are concluded. Even if we ultimately prevail in such claims, the monetary cost of such litigation and the diversion of the attention of our management and scientific personnel could outweigh any benefit we receive as a result of the proceedings. Because of the expense and uncertainty of litigation, we may not be in a position to enforce our intellectual property rights against third parties. Because of the expense and uncertainty of litigation, we may conclude that even if a third party is infringing our patents, any patents that may be issued as a result of our future patent applications, or other intellectual property rights, the risk- adjusted cost of bringing and enforcing such a claim or action may be too high or not in the best interest of our company or our stockholders. In such cases, we may decide that the more prudent course of action is to simply monitor the situation or initiate or seek some other non- litigious action or solution. Changes in U. S. patent law or the patent law of other countries or jurisdictions could diminish the value of patents in general, thereby impairing our ability to protect our products. As is the case with other biopharmaceutical companies, our success is heavily dependent on intellectual property, particularly patents relating to LNZ100 and any future product candidates. Obtaining, defending, maintaining and enforcing patents in the biopharmaceutical industry involves both technological and legal complexity and is therefore costly, time consuming and inherently uncertain. Changes in either the patent laws or interpretation of the patent laws in the United States could increase the uncertainties and costs surrounding the prosecution of patent applications and the enforcement or defense of issued patents, and may diminish our ability to protect our inventions, obtain, maintain, enforce and protect our intellectual property rights and, more generally, could affect the value of our**

**intellectual property or narrow the scope of our future owned and licensed patents. The United States has enacted and implemented wide- ranging patent reform legislation. The U. S. Supreme Court has ruled on several patent cases in recent years, either narrowing the scope of patent protection available in certain circumstances or weakening the rights of patent owners in certain situations. In addition to increasing uncertainty with regard to our ability to obtain patents in the future, this combination of events has created uncertainty with respect to the value of patents, once obtained. Depending on actions by Congress, the federal courts, and the USPTO, the laws and regulations governing patents could change in unpredictable ways that would weaken our ability to obtain new patents or to enforce patents that we have or that we might obtain in the future. Similarly, changes in patent law and regulations in other countries or jurisdictions or changes in the governmental bodies that enforce them or changes in how the relevant governmental authority enforces patent laws or regulations may weaken our ability to obtain new patents or to enforce patents that we have or that we may obtain in the future. For example, the complexity and uncertainty of European patent laws have also increased in recent years. In Europe, a new unitary patent system took effect June 1, 2023, which will significantly impact European patents, including those granted before the introduction of such a system. Under the unitary patent system, European applications have the option, upon grant of a patent, of becoming a Unitary Patent which will be subject to the jurisdiction of the Unitary Patent Court (the " UPC "). As the UPC is a new court system, there is no precedent for the court, increasing the uncertainty of any litigation. Patents granted before the implementation of the UPC have the option of opting out of the jurisdiction of the UPC over the first seven years of the court' s existence and remaining as national patents in the UPC countries. Patents that remain under the jurisdiction of the UPC will be potentially vulnerable to a single UPC- based revocation challenge that, if successful, could invalidate the patent in all countries who are signatories to the UPC** . We cannot predict with certainty ~~whether or when~~ **the long- term effects of** any ~~of~~ **potential changes. We may decide to opt out our future European patents from** the ~~required closing conditions~~ **UPC, but doing so may preclude us from realizing the benefits of the UPC. Moreover, if we do not meet all of the formalities and requirements for opt- out under the UPC, our future European patents could remain under the jurisdiction of the UPC. The UPC** will **provide** ~~be satisfied or~~ **our** ~~if~~ **competitors with a new forum to centrally revoke our European patents and allow for the possibility of a competitor to obtain pan- European injunction. Such a loss of patent protection could have a material adverse impact on our business and our ability to commercialize our technology and product candidates due to increased competition and, resultantly, on our business, financial condition, prospects and results of operations. We may not be able to protect our intellectual property rights throughout the world, which could impair our business. Patents are of national or regional effect, and filing, prosecuting, and defending patents covering LNZ100 and any future product candidate throughout the world would be prohibitively expensive, and our intellectual property rights in some countries outside the United States can be less extensive than those in the United States. In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as federal and state laws in the United States, even in jurisdictions where we do pursue patent protection. Consequently, we may not be able to prevent third parties from practicing our or any future licensors' inventions in all countries outside the United States, even in jurisdictions where we or any future licensors do pursue patent protection, or from selling or importing products made using our or any future licensors' inventions in and into the United States or** ~~another -~~ **other** ~~uncertainty~~ **jurisdictions. Competitors** may ~~arise~~ **use our or any future licensors' technologies in jurisdictions where we have not obtained patent protection to develop their own products** and ~~cannot assure you~~ **, further, may export otherwise infringing products to territories where we may have or obtain patent protection, but where patent enforcement is not as strong as** that **in the United States. These competitors' products may compete with our products in such jurisdictions and take away our market share where** we ~~will~~ **do not have any issued or licensed patents and any future patent claims or other intellectual property rights may not** be ~~able~~ **effective or sufficient** to **prevent** ~~successfully consummate the~~ **them** ~~merger as currently contemplated under~~ **from so competing. Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents, trade secrets, and** ~~the~~ **other** ~~Merger Agreement~~ **intellectual property protection, particularly those relating to biotechnology products, which could make it difficult for us to stop the infringement of our patents or marketing of competing products in violation of our intellectual property and proprietary rights generally. In addition, certain jurisdictions do not protect to the same extent** or at all **inventions that constitute new methods of treatment** . ~~Our~~ **Proceedings to enforce our patent rights in foreign jurisdictions, whether or not successful, could result in substantial costs and divert our** efforts ~~to complete~~ **and attention from** ~~the~~ **other** ~~merger~~ **aspects of our business,** could ~~cause~~ **put our patents at risk of being invalidated or interpreted narrowly and our patent applications at risk of not issuing, and could provoke third parties to assert claims against us. We may not prevail in any lawsuits that we initiate, and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license. Furthermore, while we intend to protect our intellectual property rights in our expected significant markets, we cannot ensure that we will be able to initiate or maintain similar efforts in all jurisdictions in which we may wish to market our product candidates. Accordingly, our efforts to protect our intellectual property rights in such countries may be inadequate, which may have an adverse effect on our ability to successfully commercialize LNZ100 or any of our future product candidates in all of our expected significant foreign markets. Many countries have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties. In addition, many countries limit the enforceability of patents against government agencies or government contractors. As a result, the patent owner may have limited remedies in certain circumstances, which could materially diminish the value of such patent. If we or any of our licensors are forced to grant**

**a license to third parties with respect to any patents relevant to our business, our competitive position may be impaired, and our business, financial condition, results of operations and prospects may be adversely affected. Accordingly, our efforts to protect or enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license. Furthermore, while we intend to protect our intellectual property rights in our expected significant markets, we cannot ensure that we will be able to initiate or maintain similar efforts in all jurisdictions in which we may wish to market our product candidates. Accordingly, our efforts to protect our intellectual property rights in such countries may be inadequate, which may have an adverse effect on our ability to successfully commercialize LNZ100 or any of our future product candidates in all of our expected significant foreign markets. Further, the standards applied by the USPTO and foreign patent offices in granting patents are not always applied uniformly or predictably. As such, we do not know the degree of future protection that we will have on our technologies, products and product candidates. While we will endeavor to try to protect our technologies, products and product candidates with intellectual property rights such as patents, as appropriate, the process of obtaining patents is time- consuming, expensive and unpredictable. Further, geo- political actions in the United States and in foreign countries (such as the Russia and Ukraine conflict) could increase the uncertainties and costs surrounding the prosecution or maintenance of our patent applications or those of any current or future licensors and the maintenance, enforcement or defense of our issued patents or those of any current or future licensors. Accordingly, our competitive position may be impaired, and our business, financial condition, results of operations and prospects may be adversely affected. Furthermore, the laws of some foreign countries do not protect proprietary rights to the same extent or in the same manner as the laws within the United States. We may need to share our trade secrets and proprietary know- how with current or future partners, collaborators, contractors and others located in countries at heightened risk of theft of trade secrets, including through direct intrusion by private parties or foreign actors, and those affiliated with or controlled by state actors. As a result, we may encounter significant problems in protecting and defending our intellectual property both in the United States and abroad. In addition, some courts inside and outside the United States are sometimes less willing or unwilling to protect trade secrets. If we choose to go to court to stop a third party from using any of our trade secrets, we may incur** substantial ~~**disruptions in**~~ **costs. Even if we are successful** , **these types of lawsuits may consume our time** and ~~**create uncertainty surrounding,**~~ **other resources. Any of the foregoing could have a material adverse effect on** our business, **financial condition, results of operations and prospects. If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. In addition to the protection afforded by patents, we may seek to rely on trade secret protection to protect proprietary know- how that is not patentable, processes for** which **patents are difficult to enforce and any other elements of our product discovery and development processes that involve proprietary know- how, information, or technology that is not covered by our patents. We** may **not be able to meaningfully protect our trade secrets. Although we require all of our employees to assign their inventions to us, and require all of our employees, consultants, advisors and any third parties who have access to our proprietary know- how, information, or technology to enter into confidentiality agreements, we cannot be certain that our trade secrets and other confidential proprietary information will not be disclosed to our competitors or that competitors will not otherwise gain access to our trade secrets or independently develop substantially equivalent information and techniques. Furthermore, the laws of some foreign countries do not protect proprietary rights to the same extent or in the same manner as the laws within the United States. As a result, we may encounter significant problems in protecting and defending our intellectual property both in the United States and abroad. If we are unable to prevent unauthorized material disclosure of our intellectual property to third parties, we will not be able to establish or maintain a competitive advantage in our market, which could** materially adversely affect our **business, operating** results **, and financial condition. Because we expect to rely on third parties to manufacture LNZ100 and any future product candidates, and we expect to collaborate with third parties on the continuing development** of ~~**operation**~~ **LNZ100 and any future product candidates, we must, at times, share trade secrets with them. We also expect to conduct R & D programs that may require us to share trade secrets under the terms of our partnerships or agreements with CROs. We seek to protect our proprietary technology in part by entering into agreements containing confidentiality and use restrictions and obligations, including material transfer agreements, consulting agreements, manufacturing and supply agreements, confidentiality agreements or other similar agreements with our advisors, employees, contractors, CMOs, CROs, other service providers and consultants prior to disclosing proprietary information. These agreements typically limit the rights of the third parties to use or disclose our confidential information, including our trade secrets. Despite the contractual provisions employed when working with third parties, the need to share trade secrets and other confidential information increases the risk that such trade secrets become known by our competitors, are inadvertently incorporated into the technology of others, or are disclosed or used in violation of these agreements. Given that our proprietary position is based, in part, on our know- how and trade secrets, a competitor' s discovery of our trade secrets or other unauthorized use or disclosure would impair our competitive position and may have** ~~**and -**~~ **an adverse effect on** our business **and results of operations** . **In addition, these agreements typically restrict the ability of our advisors, employees, third- party contractors CMOs, CROs, other service providers and consultants to publish data potentially relating to our trade secrets, although such agreements may contain** ~~**Uncertainty ----**~~ **certain limited publication rights. Despite our efforts to protect our trade secrets, our competitors may discover such trade secrets, either through breach of our agreements with third parties, independent development or publication of information by any of our third- party collaborators. A competitor' s discovery of our trade secrets would impair our competitive position and have an adverse impact on our business. Monitoring unauthorized disclosure and detection of unauthorized disclosure is difficult, and we do not know whether the steps we have taken to prevent such disclosure are, or will be, adequate. If we were to enforce a claim that a**

**third party had illegally obtained and was using our trade secrets, it would be expensive and time- consuming, and the outcome would be unpredictable. In addition, courts outside the United States are sometimes less willing to protect trade secrets. If we choose to go to court to stop a third party from using any of our trade secrets, we may incur substantial costs. These lawsuits may consume our time and other resources even if we are successful. For example, significant elements of our products, including confidential aspects of sample preparation, methods of manufacturing, and related processes and software, are based on unpatented trade secrets. Although we take steps to protect our proprietary information and trade secrets, including through contractual means with our employees and consultants, third parties may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets or disclose our technology. We may be subject to claims that our employees, consultants or independent contractors have wrongfully used or disclosed confidential information of their former employers or other third parties or claims asserting ownership of what we regard** as ~~to whether~~ **our own intellectual property. We employ individuals who were previously employed at** ~~the~~ **other** ~~merger will be completed~~ **biotechnology or pharmaceutical companies, or at research institutions, including our competitors or potential competitors. Although we try to ensure that our employees, consultants and advisors do not use the proprietary information or know- how of others in their work for us, we** may **be subject to claims that these individuals have or we have used or disclosed intellectual property, including trade secrets or other proprietary information, of any such individual' s current or former employer. Further, although we seek to protect our ownership of intellectual property rights by ensuring that our agreements with our employees, collaborators, and other third parties with whom we do business include provisions requiring such parties to assign rights in inventions to us, we may be subject to claims that we or our employees, consultants or independent contractors have inadvertently or otherwise used or disclosed confidential information of our employees' former employers or other third parties. Litigation may be necessary to defend against these claims. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights. An inability to incorporate such technologies or features would harm our business and may prevent us from successfully commercializing our technologies or product candidates. In addition, we may lose personnel as a result of such claims and any such litigation, or the threat thereof, may adversely** affect our ability to **hire** ~~recruit prospective~~ employees or **contract with independent contractors** ~~to retain and motivate existing employees~~ . **A loss of key personnel or** ~~Employee retention may be particularly challenging while the transaction is pending because employees may experience uncertainty about~~ their ~~roles following the transaction. Uncertainty as~~ **work product could hamper or prevent our ability** to ~~whether the merger will be completed~~ **commercialize our technologies or product candidates, which** could adversely affect our business **, financial condition, results of operations** and **prospects. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management. In addition, we may also be subject to claims that former employers, consultants** ~~our~~ **or** ~~relationship with collaborators, suppliers, vendors, regulators and~~ other ~~business~~ **third** ~~partners~~ **parties** ~~.~~ **have an ownership interest in our patents** ~~For~~ **or** ~~example,~~ **patent applications as an inventor or co- inventor. The failure to name the proper** ~~vendors~~ **inventors on a patent application can result in the patents issuing thereon being unenforceable. Inventorship disputes may arise from conflicting views regarding the contributions of different individuals named as inventors** , ~~collaborators~~ **the effects of foreign laws where foreign nationals are involved in the development of the subject matter of the patent, conflicting obligations of third parties involved in developing our product candidates or as a result of questions regarding co- ownership of potential joint inventions. Litigation may be necessary to resolve these** and other ~~counterparties~~ **claims challenging inventorship and / or ownership. Alternatively, or additionally, we** may ~~defer~~ **enter into agreements to clarify the scope of our rights in such intellectual property. There is no guarantee of success in defending these claims, and if we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights, such as exclusive ownership of, or right to use, valuable intellectual property. Such challenges may also result in our inability to develop, manufacture or commercialize our technologies and product candidates without infringing** ~~their~~ **third** ~~decisions to work~~ **- party patent rights. In addition, if the breadth or strength of protection provided by our patents and patent applications is threatened, it could dissuade companies from collaborating** with us **to license, develop or commercialize current or future technologies and product candidates. Even if we are successful, litigation could result in substantial cost and be a distraction to** ~~or~~ **our management and** ~~seek to change their~~ **other employees** ~~existing business relationships with us~~ . **Any** ~~Changes to, or termination~~ of **the foregoing** ~~, existing business relationships~~ could adversely affect our **business,** ~~results of operations and~~ financial condition **, results of operations and prospects. If our future trademarks and trade names are not adequately protected, then we may not be able to build name recognition in our markets of interest and our business may be adversely affected. We intend to use registered or unregistered trademarks or trade names to brand and market ourselves and our products. Our trademarks or trade names may be challenged, infringed, circumvented or declared generic or determined to be infringing on other marks. During trademark registration proceedings, we may receive rejections of our applications by the USPTO or in other foreign jurisdictions. Although we are given an opportunity to respond to such rejections, we may be unable to overcome them. In addition, in the USPTO and in comparable agencies in many foreign jurisdictions, third parties are given an opportunity to oppose pending trademark applications and to seek to cancel registered trademarks. Opposition or cancellation proceedings may be filed against our trademarks, which may not survive such proceedings. We may not be able to protect our rights to these trademarks and trade names, which we need to build name recognition among potential partners or customers in our markets of interest. At times, competitors may adopt trade names or trademarks similar to ours, thereby impeding our ability to build brand identity and possibly leading to market confusion. In addition, there could be potential trade name or trademark infringement claims brought by owners of other trademarks or trademarks that incorporate variations of our registered or unregistered trademarks or trade names. Over the long**

**term, if we are unable to establish name recognition based on our trademarks and trade names, then we may not be able to compete effectively and our business may be adversely affected. We may license our trademarks and trade names to third parties, such as distributors. Though these license agreements may provide guidelines for how our trademarks and trade names may be used, a breach of these agreements or misuse of our trademarks and trade names by our licensees may jeopardize our rights in or diminish the goodwill associated with our trademarks and trade names. Our efforts to enforce or protect our proprietary rights related to trademarks, trade names, trade secrets, domain names, copyrights or other intellectual property may be ineffective and could result in substantial costs and diversion of resources and could adversely affect our financial condition or results of operations. In addition, any proprietary name we propose to use with our current or future product candidates in the United States must be approved by the FDA, regardless of whether we have registered it, or applied to register it, as a trademark. The FDA typically conducts a review of proposed product names, including an evaluation of the potential for confusion with other product names. If the FDA objects to any of our proposed proprietary product names, we may be required to expend significant additional resources in an effort to identify a suitable proprietary product name that would qualify under applicable trademark laws, not infringe the existing rights of third parties and be acceptable to the FDA. Furthermore, in many countries, owning and maintaining a trademark registration may not provide an adequate defense against a subsequent infringement claim asserted by the owner of a senior trademark. Intellectual property rights do not necessarily address all potential threats to our competitive advantage. The degree of future protection afforded by our intellectual property rights is uncertain because intellectual property rights have limitations, and may not adequately protect our business, or permit us to maintain our competitive advantage. The following examples are illustrative: • others may be able to make formulations or compositions that are the same as or similar to our current and future product candidates, but that are not covered by the pending patent applications or patents that we own or any pending patent applications or patents that we may in- license in the future; • others may be able to make product that is similar to our current and future product candidates that we intend to commercialize and that is not covered by the patents that we exclusively licensed and have the right to enforce; • we, any of our future licensors or collaborators might not have been the first to make the inventions covered by the issued patents or pending patent applications that we own or may in- license in the future; • we or any of our future licensors might not have been the first to file patent applications covering certain of its or those licensors' inventions; • others may independently develop similar or alternative technologies or duplicate any of our technologies without infringing or otherwise violating our owned intellectual property rights or any patent applications that we may license in the future; • it is possible that our pending patent applications or those that we may own or license in the future will not lead to issued patents; • issued patents that we either own or that we may license in the future may be revoked, modified or held valid or unenforceable, as a result of legal challenges by our competitors; • issued patents that we either own or that we may license in the future may not provide us with any competitive advantages; • others may have access to the same intellectual property rights licensed to us in the future on a non- exclusive basis; • our competitors might conduct research and development activities in the United States and other countries that provide a safe harbor from patent infringement claims for certain research and development activities** , as well as **in countries where we do not have patent rights, and** ~~the~~ **then use the information learned from such activities to develop competitive products for sale in our major commercial** ~~market~~ **markets** ~~price of our common stock. The adverse effects of~~ **; • we may not develop additional proprietary technologies that are patentable; • we cannot predict** the ~~pendency~~ **scope** of **protection of** ~~the transaction could be exacerbated by~~ any **patent issuing** ~~delays in completion of the transaction or termination of the Merger Agreement. The exchange ratio will not change or otherwise be adjusted~~ based on **our** ~~the market price of our~~ **or** ~~common stock as~~ **any future licensors' patent applications, including whether the patent applications that we own, or, in the future, in- licenses will result in issued patents with claims directed to our product candidates or uses thereof in the United States or in** ~~the~~ **other** ~~exchange ratio depends~~ **foreign countries; • the claims of any patent issuing based** on our **patent applications may** ~~net cash at the closing and~~ not ~~the market price of~~ **provide protection against competitors** ~~our~~ **or** ~~common stock~~ **any competitive advantages** , ~~so~~ **or may be challenged by third parties; • if enforced, a court may not hold that our patents are valid, enforceable or infringed; • we may need to initiate litigation or administrative proceedings to enforce and / or defend our patent rights which will be costly whether we win or lose; • we may choose not to file a patent application in order to maintain certain trade secrets or know- how, and a third party may subsequently file a patent application covering such intellectual property; • we may fail to adequately protect and police our trademarks and trade secrets; and •** the **patents of others** ~~merger consideration at the closing~~ may have **an adverse** ~~a greater or lesser value than at the time the Merger Agreement was signed. At the effective~~ **effect** ~~time~~ **on our business** , ~~as described~~ **including if others obtain patents claiming subject matter similar to or improving that covered by our patent applications. Any collaboration or partnership arrangements that we may enter into** in the ~~Merger Agreement~~ **future may not be successful** , ~~outstanding shares~~ **which could adversely affect our ability to develop and commercialize our products. Any future collaborations that we enter into may not be successful. The success** of ~~LENZ capital stock~~ **our collaboration arrangements** will **depend heavily** ~~be converted into shares of our common stock. Based~~ on ~~our and LENZ' s capitalization as of November 9, 2023, the exchange ratio is estimated to be equal to approximately 1. 4135. After applying this estimated exchange ratio, and giving effect to our private placement, our stockholders as of immediately prior to the merger are expected to own approximately 30. 7 % of the outstanding shares of capital stock of the combined company on a fully- diluted basis, former LENZ stockholders are expected to own approximately 56. 3 % of the outstanding shares of capital stock of the combined company on a fully- diluted basis and the investors issued shares of our common stock in our private placement are expected to own approximately 13. 0 % of the outstanding shares of capital stock of the combined company on a fully- diluted basis (excluding, in each case, any additional shares reserved under the 2024 Equity Incentive Plan (the " 2024 Plan ") and the~~

~~2024 Employee Stock Purchase Plan (the " 2024 ESPP "), which are the combined company' s 2024 Plan and 2024 ESPP, respectively), in each case subject to certain assumptions, including, but not limited to, our net cash as of closing being between $ 115 million and $ 175 million and a subscription amount of $ 53. 5 million in the Graphite private placement. In the event our net cash is below $ 115 million, the exchange ratio will be adjusted such that the number of shares issued to the former LENZ securityholders will be increased, and our stockholders will own a smaller percentage of the combined company following the merger. Any changes in the market price of our stock before the completion of the merger will not affect the exchange ratio or the number of shares LENZ stockholders will be entitled to receive pursuant to the Merger Agreement. Therefore, if before the completion of the merger, the market price of our common stock increases from the market price on the date of the Merger Agreement, then~~ **the efforts** ~~LENZ stockholders could receive merger consideration with substantially higher value for their shares of LENZ capital stock than the parties had negotiated when they established the exchange ratio. Similarly, if before the completion of the merger the market price of our common stock decreases from the market price on the date of the Merger Agreement, then LENZ stockholders could receive merger consideration with substantially lower value than the parties had negotiated when they established the exchange ratio. The Merger Agreement does not include a price- based termination right. Failure to complete the merger may result in us paying a termination fee to LENZ,~~ and ~~could harm~~ **activities of** our **collaborators** ~~common stock price and future business and operations~~. **Collaborations** ~~If the merger is not completed, we~~ are subject to **numerous** ~~the following~~ risks **, which may include that** : • ~~if~~ **collaborators have significant discretion in determining the efforts and resources that** ~~the~~ **they will apply** ~~Merger Agreement is terminated under specified circumstances, we could be required~~ to **collaborations** ~~pay LENZ a termination fee of $ 7. 5 million~~ ; • ~~the price~~ **collaborators may not pursue development and commercialization** of **our products** ~~our~~ **or** ~~common stock~~ may **elect not** ~~decrease and could fluctuate significantly; and • we will incur substantial costs related~~ to **continue or renew development or commercialization programs based on trial or test results, changes in our strategic focus due to the acquisition of competitive products, availability of funding or** ~~the~~ **other** ~~merger~~ **external factors** , such as ~~financial advisor, legal and accounting fees, a majority of which must be paid even if the merger is not completed. If the Merger Agreement is terminated and the board of directors of LENZ determines to seek another business combination, there can be no assurance that we will be able to find another third party with whom to transact~~ a business combination that **diverts resources or creates competing priorities; • collaborators could independently develop, or develop with third parties, products that compete directly or indirectly with our current and future product candidates; • a collaborator with marketing, manufacturing and distribution rights to one or more products may not commit sufficient resources to or otherwise not perform satisfactorily in carrying out these activities; • we could grant exclusive rights to our collaborators that** would ~~yield comparable~~ **prevent us from collaborating with others; • collaborators may not properly maintain or defend** ~~or~~ **our** ~~greater benefits~~ **intellectual property rights or may use our intellectual property or proprietary information in a way that gives rise to actual or threatened litigation that could jeopardize or invalidate our intellectual property or proprietary information or expose us to potential liability; • disputes may arise between us and a collaborator that causes the delay or termination of the research, development or commercialization of our current or future product candidates or that results in costly litigation or arbitration that diverts management attention and resources; • collaborations may be terminated, and, if terminated, may result in a need for additional capital to pursue further development or commercialization of the applicable current or future product candidates; • collaborators may own or co- own intellectual property covering our products that results from our collaborating with them, and in such cases, we would not have the exclusive right to develop or commercialize such intellectual property; and • a collaborator' s sales and marketing activities or other operations may not be in compliance with applicable laws resulting in civil or criminal proceedings** . If **we fail to comply with our obligations under any license, collaboration or** ~~the~~ **other agreements, such agreements may be terminated, we may be required to pay damages and could lose intellectual property rights that are necessary for developing and protecting our product candidates. We may in the future license or otherwise acquire development or commercialization rights to current and future product candidates or data from third parties. If any future licensors fail to prosecute, maintain, enforce, and defend such patents, or lose rights to those patents, the rights we have licensed may be reduced or eliminated, and our right to develop and commercialize future product candidates that may be subject of such licensed rights could be adversely affected. In spite of our efforts, any future licensors might conclude that we are in material breach of obligations under our license agreements. If we breach any material obligations, or use the intellectual property licensed to us in an unauthorized manner, we may be required to pay damages and the licensor may have the right to terminate the license, which could result in us being unable to develop, manufacture, and sell products that are covered by the licensed technology or enable a competitor to gain access to the licensed technology. If such in- licenses are terminated, or if the underlying patents fail to provide the intended exclusivity, our competitors will have the freedom to seek regulatory approval of, and to market, products identical to our product candidates and the licensors to such in- licenses could prevent us from developing or commercializing product candidates that rely upon the patents or other intellectual property rights which were the subject matter of such terminated agreements. Any of these events could adversely affect our business, financial** ~~conditions~~ **condition, results of operations, and prospects. Disputes may arise between us and our licensors regarding intellectual property subject to a license agreement, including: • the scope of rights granted under the license agreement and other interpretation- related issues; • either party' s financial or other obligations under the license agreement; • whether and the extent to which our technology and processes infringe on intellectual property of the licensor that is not subject to the licensing agreement; • our right to sublicense patents and other rights under our collaborative development relationships to third parties; • our diligence obligations with respect to the use of the licensed technology in relation to our development and commercialization of our product candidates, and what activities satisfy those diligence obligations; • our right to**

**transfer or assign the license; • the inventorship or ownership of inventions and know- how resulting from the joint creation or use of intellectual property by any of our licensors and us and our partners; and • the priority of invention of patented technology. If disputes over intellectual property that we license prevent or impair our ability to maintain our licensing arrangements on acceptable terms, we may not be able to successfully develop and commercialize the affected product candidates, which would have a material adverse effect on our business. In addition, certain of our current or future agreements with third parties may limit or delay our ability to consummate certain transactions, may impact the value of those transactions, or may limit our ability to pursue certain activities. Further, we or our current or future licensors, if any, may fail to identify patentable aspects of inventions made in the course of development and commercialization activities before it is ~~to~~ too late to obtain patent protection on ~~the~~ them ~~merger~~. Therefore, we may miss potential opportunities to strengthen our patent position. It is possible that defects of form in the preparation or filing of our patents or patent applications may exist, or may arise in the future, for example with respect to proper priority claims, inventorship, ownership, claim scope, or requests for patent term adjustments. If such defects are identified in a granted patent, we may reissue the granted patent, which would require us to relinquish the patent, and subject the patent to subsequent reissue patent examination. During reissue examination, there is no guarantee that a similar scope of claim would again be granted or that any claim would be granted at all. In addition, if defects in ownership or assignment of rights are identified, there is no guarantee that we would be able to perfect such ownership or assignment of rights. If our current or future licensors** are not ~~satisfied~~ **fully cooperative or disagree with us as to the prosecution, maintenance or enforcement of any patent rights, such patent rights could be compromised. If there are material defects in the form, preparation, prosecution, or enforcement of ~~or~~ our ~~waived~~ patents or patent applications** , **such patents may be invalid and / or unenforceable, and such applications may never result in valid, enforceable patents. Any of ~~the~~ these ~~merger~~ outcomes could impair our ability to prevent competition from third parties, which may have an adverse impact on our business. In addition, even where we have the right to control patent prosecution of patents and patent applications under a license from third parties, we may still be adversely affected or prejudiced by actions or inactions of our predecessors or licensors and their counsel that took place prior to us assuming control over patent prosecution. Our acquired technologies and current or future licensed technology may be subject to retained rights. Our predecessors or licensors may retain certain rights under their agreements with us, including the right to use the underlying technology for noncommercial academic and research use, to publish general scientific findings from research related to the technology, and to make customary scientific and scholarly disclosures of information relating to the technology. It is difficult to monitor whether our predecessors or future licensors limit their use of the technology to these uses, and we could incur substantial expenses to enforce our rights to our licensed technology in the event of misuse. If we are limited in our ability to utilize acquired technologies or current or future licensed technologies, or if we lose our rights to critical acquired or in- licensed technology, we may be unable to successfully develop, out- license, market and sell our products, which could prevent or delay new product introductions. Our business strategy depends on the successful development of acquired technologies, and current or future licensed technology, into commercial products. Therefore, any limitations on our ability to utilize these technologies may impair our ability to develop, out- license or market and sell our product candidate. We** may not **be able to license or acquire new or necessary intellectual property rights or technology from third parties. Because ~~occur~~ -- our development programs may in the future require the use of proprietary rights held by third parties, the growth of our business may depend in part on our ability to acquire, in- license, or use these third- party proprietary rights. Further, other parties, including our competitors, may have patents and have filed and are likely filing patent applications potentially relevant to our business. In order to avoid infringing these patents, we may find it necessary or prudent to obtain licenses to such patents from such parties. The licensing or acquisition of intellectual property rights is a competitive area, and several more established companies may pursue strategies to license or acquire third- party intellectual property rights that we may consider attractive or necessary. These established companies may have a competitive advantage over us due to their size, capital resources and greater clinical development and commercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license rights to us. We also may be unable to license or acquire third party intellectual property rights on terms that would allow us to make an appropriate return on our investment or at all. No assurance can be given that we will be successful in licensing any additional rights or technologies from third parties. Our inability to license the rights and technologies that we have identified, or that we may in the future identify, could have a material adverse impact on our ability to complete the development of our product candidates or to develop additional product candidates** . Even if **we were able to obtain a license, it could be non- exclusive, thereby giving our competitors and other third parties access to the same technologies licensed to us, and it could require us to make substantial licensing and royalty payments. Failure to obtain any necessary rights or licenses may detrimentally affect our planned development of our current or future product candidates could be impacted and costs could increase, extending timelines associated with the development of such other product candidates if we fail to acquire necessary rights or licenses. We may even have to abandon the development of the relevant program or product candidate. Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations and prospects. We may enter into license agreements in the future with others to advance our existing or future research or allow commercialization of our existing or future product candidates. These licenses may not provide exclusive rights to use such intellectual property and technology in all relevant fields of use and in all territories in which we may wish to develop or commercialize our technology and product candidates in the future. In that event, we may be required to expend significant time and resources to redesign our product candidates, or the methods for manufacturing ~~the~~ them ~~merger~~, all of which may not be feasible on a technical or commercial basis. If we are unable to do so, we may be unable**

**to develop or commercialize the affected product candidates, which could harm our business, financial condition, results of operations, and prospects significantly. We cannot provide any assurances that third- party patents do not exist which might be enforced against our current manufacturing methods, product candidates, or future methods or product candidates resulting in either an injunction prohibiting their manufacture or future sales, or, with respect to their future sales, an obligation on our part to pay royalties and / or other forms of compensation to third parties, which could be significant. Risks Related to Our Regulatory Approval and Other Legal Compliance Matters The regulatory approval processes of the FDA and other comparable foreign regulatory authorities are lengthy, time consuming and inherently unpredictable. If we are not able to obtain, or if there are delays in obtaining, required regulatory approvals for our product candidates, we will not be able to commercialize, or will be delayed in commercializing, our product candidates, and our ability to generate revenue will be materially impaired. Our product candidates, including LNZ100 and any future product candidates we may seek to develop, and the activities associated with their development and commercialization, including their design, testing, manufacture, safety, efficacy, recordkeeping, labeling, storage, approval, advertising, promotion, sale, distribution, import and export are subject to comprehensive regulation by the FDA and other regulatory agencies in the United States and by comparable foreign regulatory authorities. Before we can commercialize any of our product candidates, we must obtain marketing approval. We submitted an NDA for LNZ100 in August 2024, which has been accepted by FDA for substantive review with a PDUFA target action date of August 8, 2025. We can provide no assurance that FDA will approve our NDA by this goal date or at all. Obtaining approval by the FDA and other comparable foreign regulatory authorities is unpredictable but typically takes many years following the commencement of clinical trials and depends upon numerous factors, including the type, complexity and novelty of the product candidates involved. In addition, approval policies, regulations or the type and amount of clinical data necessary to gain approval may change during the course of a product candidate' s clinical development and may vary among jurisdictions. Further, securing regulatory approval also requires the submission of information about the drug manufacturing process to, and inspection of manufacturing facilities by, the relevant regulatory authority. Prior to obtaining approval to commercialize any drug product candidate in the United States or abroad, we must demonstrate with substantial evidence from well- controlled clinical trials, and to the satisfaction of the FDA or foreign regulatory agencies, that such product candidates are safe and effective for their intended uses. Results from preclinical studies and clinical trials can be interpreted in different ways. Even if we believe the preclinical or clinical data for our product candidates are promising, such data may not be sufficient to support approval by the FDA and other regulatory authorities. Regulatory authorities have substantial discretion in the approval process and may refuse to accept any application or may decide that our data are insufficient for approval and require additional nonclinical, clinical or other data. Even if we eventually complete clinical testing and receive approval for our product candidates, the FDA and other comparable foreign regulatory authorities may approve our product candidates for a more limited indication or a narrower patient population than we originally requested or may impose other prescribing limitations or warnings that limit the product' s commercial potential. The FDA may also require us to conduct additional preclinical studies or clinical trials for our product candidates either prior to or after approval, or may object to elements of our clinical development programs. We have not obtained regulatory approval for any product candidate, and it is possible that none of our product candidates will ever obtain regulatory approval. Further, development of our product candidates or regulatory approval may be delayed for reasons beyond our control. Applications for LNZ100 or any future product candidates could fail to receive regulatory approval for many reasons, including the following: • the FDA or other comparable foreign regulatory authorities may disagree with the design, implementation or results of our clinical trials; • we may be unable to demonstrate to the satisfaction of the FDA or other comparable foreign regulatory authorities that a product candidate is safe and effective for its proposed indication; • the results of clinical trials may not meet the level of statistical significance required by the FDA or comparable foreign regulatory authorities for approval; • the population studied in the clinical trials may not be sufficiently broad or representative to assure efficacy and safety in the full population for which we seek approval; • the FDA or other comparable foreign regulatory authorities may disagree with our interpretation of data from nonclinical studies or clinical trials; • we may be unable to demonstrate to the FDA or other comparable foreign regulatory authorities that our product candidate' s risk- benefit ratio for its proposed indication is acceptable; • the FDA or other comparable foreign regulatory authorities may fail to approve the manufacturing processes, test procedures and specifications or facilities of third- party manufacturers with which we contract for clinical and commercial supplies; and • the approval policies or regulations of the FDA or other comparable foreign regulatory authorities may significantly change in a manner rendering our clinical data insufficient for approval or resulting in delays in their regulatory approval. Of the large number of drugs in development, only a small percentage successfully complete the FDA or comparable foreign regulatory approval processes and are commercialized. The lengthy approval processes as well as the unpredictability of future clinical trial results may result in us failing to obtain regulatory approval to market our product candidates, which would significantly harm our business, results of operations and prospects. This lengthy approval process, as well as the unpredictability of the results of clinical trials, may result in us failing to obtain regulatory approval to market LNZ100 or any future product candidates, which would significantly harm our business, results of operations and prospects. In addition, even if we obtain approval of LNZ100 or any future product candidates, regulatory authorities may approve any of such product candidates for fewer or more limited indications than we request, may impose significant limitations in the form of narrow indications, warnings, or a REMS. In addition, the FDA or comparable foreign regulatory authorities may change its policies, issue additional regulations or revise existing regulations, or take other actions, which may prevent or delay approval of LNZ100 or any future product candidates on a timely basis. Such policy or regulatory changes could impose additional requirements**

upon us that could delay our ability to obtain approvals, increase the costs of compliance or restrict our ability to maintain any marketing authorizations we may have obtained. Our current or future product candidates may fail to demonstrate substantial evidence of their safety and efficacy or cause significant adverse events or other undesirable side effects may be identified during the development of our product candidates, which could prevent, delay or limit the scope of regulatory approval of our product candidates, prevent market acceptance, limit our commercial potential or result in significant negative consequences. To obtain the requisite regulatory approvals for the commercial sale of our product candidates, we must demonstrate through lengthy, complex and expensive preclinical testing and clinical trials that our product candidates are safe and effective for use in each target indication. Preclinical studies and clinical trials are expensive and time- consuming, and their outcomes are inherently uncertain. Failures can occur at any time during the development process. Product candidates often fail to demonstrate safety or efficacy of the product candidate studied for the target indication, and most product candidates that begin clinical trials are never approved. While we believe our Phase 3 CLARITY trials were completed successfully, we may fail to demonstrate with substantial evidence from adequate and well- controlled trials, and to the satisfaction of the FDA or comparable foreign regulatory authorities, that LNZ100 or any future product candidates are safe and effective for their intended uses. If our product candidates are associated with undesirable side effects or have unexpected characteristics in nonclinical studies or clinical trials when used alone or in combination with other approved products or investigational new drugs, we may decide or be required to perform additional clinical studies or to interrupt, delay or abandon our development or limit development to more narrow uses or subpopulations in which the undesirable side effects or other characteristics are less prevalent, less severe or more acceptable from a risk- benefit perspective. Treatment- related side effects could also affect patient recruitment or the ability of enrolled subjects to complete the clinical trial, or result in potential product liability claims. Any of these occurrences may prevent us from achieving or maintaining market acceptance of the affected product candidate and may harm our business, financial condition, and prospects significantly. Moreover, if we elect, or are required, to not initiate, delay, suspend or terminate any future clinical trial of any of our product candidates, the commercial prospects of such product candidates may be harmed and our ability to generate product revenue from any of these product candidates may be delayed or eliminated. Any of these occurrences may harm our ability to develop other product candidates, and may harm our business, financial condition, and prospects significantly. Patients in our clinical trials may in the future suffer significant adverse events or other side effects not observed in our nonclinical studies or previous clinical trials. Some of our product candidates may be used as chronic therapies or be used in populations for which safety concerns may be particularly scrutinized by regulatory agencies. In addition, if our product candidates are used in combination with other therapies, our product candidates may exacerbate adverse events associated with the therapy. Patients treated with our product candidates may also be undergoing separate treatments which can cause side effects or adverse events that are unrelated to our product candidates, but may still impact the success of our clinical trials, including, for example, by interfering with the effects of our product candidates. If significant adverse events or other side effects are observed in any of our future clinical trials, we may have difficulty recruiting patients to the clinical trials, patients may drop out of our clinical trials, or we may be required to abandon the clinical trials or our development efforts of that product candidate altogether. We, the FDA or other comparable regulatory authorities, or an IRE may suspend clinical trials of a product candidate at any time for various reasons, including a belief that subjects in such clinical trials are being exposed to unacceptable health risks or adverse side effects. Some potential therapeutics developed in the biotechnology industry that initially showed therapeutic promise in early- stage clinical trials have later been found to cause side effects that prevented their further development. Even if the side effects do not preclude the product candidate from obtaining or maintaining marketing approval, undesirable side effects may inhibit market acceptance due to its tolerability versus other therapies. Any of these developments could materially harm our business, financial condition, and prospects. Further, if any of our product candidates obtains marketing approval, and we or others later identify adverse events or other side effects associated with such products, a number of potentially negative consequences could result, including: • regulatory authorities may suspend, withdraw or limit approvals of that product, or seek an injunction against its manufacture or distribution; • regulatory authorities may require additional warnings on the label; • we may decide to remove the product from the market; • we may be required to conduct post- marketing studies or change the way the product is administered; • we may be sued and held liable for harm caused to subjects or patients; • we may be subject to fines, injunctions or the imposition of criminal penalties; and • our reputation and physician or patient acceptance of our products may suffer. There can be no assurance that we will resolve any issues related to any product- related adverse events to the satisfaction of the FDA or any foreign regulatory agency in a timely manner or at all. Moreover, any of these events could diminish the usage or otherwise limit the commercial success of our product candidates and prevent us from achieving or maintaining market acceptance of the affected product, if approved by applicable regulatory authorities. Additional time may be required to develop and obtain regulatory approval for LNZ100 because we expect it will be regulated as a drug- device combination product. We expect LNZ100 to be regulated as a drug- device combination product that will require coordination within the FDA and comparable foreign regulatory authorities and notified bodies for review of its drug and device components. Although the FDA and comparable foreign regulatory authorities and notified bodies have systems in place for the review and approval of drug- device combination products such as LNZ100, we may experience delays in the development, approval and commercialization of LNZ100 due to regulatory timing constraints and uncertainties in the product development and approval process. Obtaining and maintaining regulatory approval of our product candidates in one jurisdiction does not mean that we will be successful in obtaining regulatory approval of our product candidates in other jurisdictions. Obtaining and maintaining regulatory approval of our product candidates in one jurisdiction does

**not guarantee that we will be able to obtain ~~our~~ or ~~stockholders and~~ maintain regulatory approval in any ~~the~~ other ~~stockholders of LENZ~~ jurisdiction. For example , ~~specified~~ even if the FDA grants marketing approval of a product candidate, comparable regulatory authorities in foreign jurisdictions must also approve the manufacturing, marketing and promotion and pricing of the product candidate in those countries. However, a failure or delay in obtaining regulatory approval in one jurisdiction may have a negative effect on the regulatory approval process in others. Approval procedures vary among jurisdictions and can involve requirements and administrative review periods different from those in the United States, including additional nonclinical studies or clinical trials as clinical trials conducted in one jurisdiction may not be accepted by regulatory authorities in other jurisdictions. In many jurisdictions outside the United States, the pricing of a prescription drug candidate is subject to regulatory approval before it can be approved for sale in that jurisdiction. In some cases, the price that we intend to charge for our products is also subject to approval. We may also submit marketing applications in other countries. Regulatory authorities in jurisdictions outside of the United States have requirements for approval of product candidates with which we must comply prior to marketing in those jurisdictions. Obtaining foreign regulatory approvals and establishing and maintaining compliance with foreign regulatory requirements could result in significant delays, difficulties, and costs for us and could delay or prevent the introduction of our products in certain countries. If we or any future collaborator fail to comply with the regulatory requirements in international markets or fail to receive applicable marketing approvals, our target market will be reduced and our ability to realize the full market potential of our potential product candidates will be harmed. Even if we receive regulatory approval of LNZ100 or any future product candidates, we will be subject to ongoing regulatory obligations and continued regulatory oversight, which may result in significant additional expense and we may be subject to penalties if we fail to comply with regulatory requirements or experience unanticipated problems with our product candidates. Even if we obtain any regulatory approval for LNZ100 or any future product candidates, such product candidates will be subject to ongoing regulatory requirements applicable to manufacturing, labeling, packaging, storage, advertising, promoting, sampling, record- keeping and submission of safety or other post- market information, among other things. Any regulatory approvals that we receive for our product candidates will require surveillance to monitor the safety and efficacy of the product candidate. The FDA may also require a REMS, limitations on the approved indicated uses for which the drug may be marketed or to the** conditions **of approval, or requirements that we conduct potentially costly post- market testing and surveillance studies, including Phase 4 trials and surveillance to monitor the quality, safety and efficacy of the drug. An unsuccessful post- marketing study or failure to complete such a study could result in order to approve our product candidates, which could entail requirements for a medication guide, physician communication plans or additional elements to ensure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. Any new legislation addressing drug safety issues could result in delays in our product development or commercialization, or increased costs to assure compliance. We will also have to comply with requirements concerning advertising and promotion for our products. Promotional communications with respect to prescription drug products are subject to a variety of legal and regulatory restrictions and** must be ~~satisfied~~ **consistent with the information in the product' s approved label. As such, we will not be allowed to promote ~~or~~ our ~~, to~~ products for indications or uses for which ~~the~~ they do not have approval, commonly known as off- label promotion. The holder of an approved NDA must submit new or supplemental applications and obtain prior approval for certain changes to the approved product, product labeling, or manufacturing process. A company that is found to have improperly promoted off- label uses of its products may be subject to significant civil, criminal and administrative penalties. In addition, drug manufacturers are subject to payment of user fees and continual review and periodic inspections by the FDA and other regulatory authorities for compliance with cGMP requirements and adherence to commitments made in the NDA or foreign marketing application. If we, the FDA or a comparable foreign regulatory authority, discover previously unknown problems with our product candidates, such as adverse events of unanticipated severity or frequency, or problems with the facility where the drug is manufactured or if a regulatory authority disagrees with the promotion, marketing or labeling of that drug, a regulatory authority may impose restrictions relative to that drug, the manufacturing facility or us including requesting a recall or requiring withdrawal of the drug from the market or suspension of manufacturing. Failure by us to comply with applicable regulatory requirements following approval of any product candidates, may result in, among other things: • restrictions on the marketing or manufacturing of our product candidates, withdrawal of the product from the market or voluntary or mandatory product recalls; • manufacturing delays and supply disruptions where regulatory inspections identify observations of noncompliance requiring remediation; • revisions to the labeling, including limitation on approved uses or the addition of additional warnings, contraindications or other safety information, including boxed warnings; • imposition of a REMS, which may include distribution or use restrictions; • requirements to conduct additional post- market clinical trials to assess the safety of the product; • suspension or withdrawal of regulatory approvals; • issuance of fines, untitled letters, warning letters or holds on clinical trials; • refusal by the FDA to approve pending applications or supplements to approved applications filed by us or suspension or revocation of approvals; • product seizure or detention, or refusal to permit the import or export of our product candidates; and • injunctions or the imposition of civil or criminal penalties. The FDA' s and other regulatory authorities' policies may change, and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of our product candidates. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose any marketing approval that we may have obtained, and we may not achieve or sustain profitability. We also cannot predict the likelihood, nature, or** extent ~~permitted~~ **of government regulation that may arise from future legislation or administrative or executive action, either in the United States or abroad. It is difficult to predict how**

**current and future legislation, executive actions, and litigation, including the executive orders, will be implemented, and the extent to which they will impact our business, our clinical development, and the FDA' s and other agencies' ability to exercise their regulatory authority, including FDA' s pre- approval inspections and timely review of any regulatory filings or applications we submit to the FDA. To the extent any executive actions impose constraints on FDA' s ability to engage in oversight and implementation activities in the normal course, our business may be negatively impacted. Moreover, the FDA strictly regulates the promotional claims that may be made about drug products. In particular, a product may not be promoted for uses that are not approved by the FDA as reflected in the product' s approved labeling. The FDA and other agencies actively enforce the laws and regulations prohibiting the promotion of off- label uses, and a company that is found to have improperly promoted off- label uses may be subject to significant civil, criminal and administrative penalties. The occurrence of any event or penalty described above may inhibit our ability to commercialize our product candidates and generate revenue and could require us to expend significant time and resources in response and could generate negative publicity. Disruptions at the FDA, the SEC, and other government agencies caused by funding shortages or global health concerns could hinder their ability to hire and retain key leadership and other personnel, or otherwise prevent new or modified products from being developed, approved or commercialized in a timely manner or at all, or otherwise prevent those agencies from performing normal business functions on which the operation of our business may rely, 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, return- to- office policies and other executive actions by the Trump administration, changes in the leadership of the FDA, and statutory, regulatory, and policy changes, and other events that may otherwise affect the FDA' s ability to perform routine functions. 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 new drugs to be reviewed or approved by necessary government agencies, which would adversely affect our business. If a prolonged government shutdown or other disruption occurs, or if global health or other concerns prevent the FDA or other regulatory authorities from conducting their regular inspections, reviews, or other regulatory activities in a timely manner, it could significantly impact the ability of the FDA to timely review and process our regulatory submissions, which could have a material adverse effect on our business. Further, future government shutdowns or delays could impact our ability to access the public markets and obtain necessary capital in order to properly capitalize and continue our operations. Separately, in response to the COVID- 19 pandemic, the FDA announced its intention to postpone most inspections of foreign and domestic manufacturing facilities at various points. Even though the FDA has since resumed standard inspection operations of domestic facilities, if a prolonged government shutdown occurs, either for global health related reasons or other reasons, preventing the FDA or other regulatory authorities from conducting business as usual or conducting inspections, reviews or other regulatory activities, it could significantly impact the ability of the FDA to timely review and process our regulatory submissions, which could have a material effect on our business. We may face difficulties from changes to current regulations and future legislation. Healthcare legislative measures aimed at reducing healthcare costs may have a material adverse effect on our business and results of operations. The United States and many foreign jurisdictions have enacted or proposed legislative and regulatory changes affecting the healthcare system that could prevent or delay marketing approval of our product candidates or any future product candidates, restrict or regulate post- approval activities and affect our ability to profitably sell a product for which we obtain marketing approval. Changes in regulations, statutes or the interpretation of existing regulations could impact our business in the future by requiring, for example: • changes to our manufacturing arrangements; • additions or modifications to product labeling; • the recall or discontinuation of our products; or • additional record- keeping requirements, if any such changes were to be imposed on us, could adversely affect the operation of our business. In June 2024, the U. S. Supreme Court overruled the Chevron doctrine, which gives deference to regulatory agencies' statutory interpretations in litigation against federal government agencies, such as the FDA, where the law is ambiguous. This landmark Supreme Court decision may invite more companies and other stakeholders to bring lawsuits against the FDA to challenge longstanding decisions and policies of the FDA, including FDA' s statutory interpretations of market exclusivities and the " substantial evidence " requirements for drug approvals, which could undermine the FDA' s authority, lead to uncertainties in the industry, and disrupt the FDA' s normal operations, any of which could delay the FDA' s review of our regulatory submissions. Further, the new Trump administration, including changes in the leadership at the FDA and other federal agencies, may issue new policies and regulations that can impact the compliance status of our product candidate. We cannot predict the full impact of this decision, future judicial challenges brought against the FDA, or the nature or extent of government regulation that may arise from future legislation or administrative action. LNZ100, if approved, will be directed to the out- of- pocket, cash- pay market in the United States, which we believe makes the market less sensitive to changes in insurance coverage and reimbursement. That said, changes in healthcare legislation and healthcare cost containment measures could impact the pricing of other products and procedures that compete with LNZ100, which can indirectly impact our pricing strategy and profitability. If a competitor treatment is covered by health plans or has more favorable pricing for consumers, the pricing of LNZ100 may be negatively impacted, which could have a material adverse effect on our ability to generate revenue and to attain profitability. Additionally, the out- of- pocket, cash- pay market for our patient population may be negatively impacted by other price increases and market conditions, including rising costs of other consumer goods, which patients may prioritize over any product candidates we may commercialize. In the United**

**States, there have been and continue to be a number of legislative initiatives to contain healthcare costs. For example, in 2010, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (collectively, the " ACA "), was passed, which substantially changed the way healthcare is financed by both governmental and private insurers, and significantly impacted the U. S. pharmaceutical industry. The ACA contained provisions that may reduce the profitability of drug products through, among other things, increased rebates for drugs reimbursed by Medicaid programs, extension of Medicaid rebates to Medicaid managed care plans, mandatory discounts for certain Medicare Part D beneficiaries and annual fees based on pharmaceutical companies' share of sales to federal health care programs. There has been increasing legislative and enforcement interest in the United States with respect to specialty drug pricing practices. In August 2022, Congress passed the Inflation Reduction Act of 2022 (the " IRA "), which includes prescription drug provisions that have significant implications for the pharmaceutical industry and Medicare beneficiaries, including allowing the federal government to negotiate a maximum fair price for certain high- priced single source Medicare drugs, imposing penalties and excise tax for manufacturers that fail to comply with the drug price negotiation requirements, requiring inflation rebates for all Medicare Part B and Part D drugs, with limited exceptions, if their drug prices increase faster than inflation, and redesigning Medicare Part D to reduce out- of- pocket prescription drug costs for beneficiaries, among other changes. Only high- expenditure single- source drugs that have been approved for at least 7 years (11 years for single- source biologics) can qualify for negotiation, with the negotiated price taking effect two years after the selection year. For 2026, CMS selected 10 high- cost Medicare Part D drugs in 2023 and the negotiated maximum fair price for each drug has been announced. CMS has selected 15 additional Medicare Part D drugs for negotiated maximum fair pricing in 2027. For 2028, up to an additional 15 drugs, which may be covered under either Medicare Part B or Part D, will be selected, and for 2029 and subsequent years, up to 20 additional Part B or Part D drugs will be selected. Various industry stakeholders, including pharmaceutical companies and the Pharmaceutical Research and Manufacturers of America, have initiated lawsuits against the federal government asserting that the price negotiation provisions of the IRA are unconstitutional. The impact of these judicial challenges, future lawsuits in view of the Supreme Court' s overturn of the Chevron doctrine, as well as future legislative, executive, and administrative actions and any future healthcare measures and agency rules implemented by the Trump administration, including the Department of Government Efficiency, on our company and the pharmaceutical industry as a whole is unclear. The implementation of cost containment measures or other healthcare reforms may prevent us from being able to generate revenue, attain profitability, or commercialize our product candidates if approved. At the state level, individual states are increasingly aggressive in passing legislation and implementing regulations designed to control prescription drug pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. A number of states are considering or have recently enacted state drug price transparency and reporting laws that could substantially increase our compliance burdens and expose us to greater liability under such state laws once we begin commercialization after obtaining regulatory approval for any of our products. We expect that additional state and federal healthcare reform measures will be adopted in the future, any of which could limit the amounts that federal and state governments will pay for healthcare products and services, which could result in reduced demand for our product candidates or additional pricing pressures. Our revenue prospects could be affected by changes in healthcare spending and policy in the United States and abroad. We operate in a highly regulated industry and new laws, regulations or judicial decisions, or new interpretations of existing laws, regulations or decisions, related to healthcare availability, the method of delivery or payment for healthcare products and services could negatively impact our business, operations and financial condition. There have been, and likely will continue to be, legislative and regulatory proposals at the foreign, federal, and state levels directed at broadening the availability of healthcare and containing or lowering the cost of healthcare. We cannot predict the initiatives that may be adopted in the future. The continuing efforts of the government, insurance companies, managed care organizations, and other payors of healthcare services to contain or reduce costs of healthcare or impose price controls may adversely affect: • the demand for our product candidates, if we obtain regulatory approval; • our ability to set a competitive price that we believe is fair for our products; • our ability to generate revenue and achieve or maintain profitability; • the level of taxes that we are required to pay; and • the availability of capital. The implementation of cost containment measures or other healthcare reforms may lower the pricing of competitor products or procedures, which in turn may constrain the pricing of our product candidates, if approved, and prevent us from being able to generate revenue, attain profitability or commercialize our product candidates. Legislative and regulatory proposals have been made to expand post- approval requirements and restrict sales and promotional activities for biotechnology products. We cannot be sure to what extent the trajectory of these legislative and regulatory proposals will be implemented by the federal and state governments, whether additional legislative changes will be enacted, whether FDA regulations, guidance or interpretations will be changed, or what the impact of such changes on the marketing approvals of our product candidates, if any, may be. In addition, increased scrutiny by Congress of the FDA' s approval process may significantly delay or prevent marketing approval, as well as subject us to more stringent product labeling and post- marketing testing and other requirements. We may be subject to federal and state healthcare fraud and abuse laws, false claims laws, transparency laws, and health information privacy and security laws, which could expose us to, among other things, criminal sanctions, civil penalties, contractual damages, reputational harm, administrative burdens, and diminished profits and future earnings. Although we expect that LNZ100, if approved, will be directed to the out- of- pocket, cash- pay market in the United States, our current and future arrangements with healthcare professionals, clinical investigators, CROs, and customers may expose us to broadly** applicable **fraud and abuse and other healthcare**

~~law~~ **laws and regulations that may constrain the business or financial arrangements and relationships through which we market** , ~~waived~~ **sell and distribute our products for which we obtain marketing approval. The laws that may affect our ability to operate include, but are not limited to: • the federal Anti- Kickback Statute, which prohibits, among other things, persons from knowingly and willfully soliciting, receiving, offering or paying any remuneration (including any kickback, bribe, or rebate), directly or indirectly, overtly or covertly, in cash or in kind, to induce, or in return for, either the referral of an individual, or the purchase, lease, order or recommendation of any good, facility, item or service for which payment may be made, in whole or in part, under a federal healthcare program, such as the Medicare and Medicaid programs. A person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation. There are a number of statutory exceptions and regulatory safe harbors protecting some common activities from prosecution, but the exceptions and safe harbors are drawn narrowly and require strict compliance in order to offer protection. Violations are subject to civil and criminal fines and penalties for each violation, plus up to three times the remuneration involved, imprisonment, and exclusion from government healthcare programs. • federal civil and criminal false claims laws, including the False Claims Act (" FCA "), which can be enforced through civil " qui tam " or " whistleblower " actions, and civil monetary penalty laws, impose criminal and civil penalties against individuals or entities for, among other things, knowingly presenting, or causing to be presented, claims for payment or approval from Medicare, Medicaid, or other federal health care programs that are false or fraudulent; knowingly making or causing a false statement material to a false or fraudulent claim or an obligation to pay money to the federal government; or knowingly concealing or knowingly and improperly avoiding or decreasing such an obligation. Manufacturers can be held liable under the FCA even when they do not submit claims directly to government payors if they are deemed to " cause " the submission of false or fraudulent claims. In addition, the government may assert that a claim including items or services resulting from a violation of the federal Anti- Kickback Statute constitutes a false or fraudulent claim for purposes of the FCA. The FCA also permits a private individual acting as a " whistleblower " to bring actions on behalf of the federal government alleging violations of the FCA and to share in any monetary recovery. When an entity is determined to have violated the federal civil FCA, the government may impose civil fines and penalties for each false claim, plus treble damages, and exclude the entity from participation in Medicare, Medicaid and other federal healthcare programs. • the federal Health Insurance Portability and Accountability Act of 1996 (" HIPAA "), which created new federal criminal statutes that prohibit knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program or obtain, by means of false or fraudulent pretenses, representations, or promises, any of the money or property owned by, or under the custody or control of, any healthcare benefit program, regardless of the payor (e. g., public or private) and knowingly and willfully falsifying, concealing or covering up by any trick or device a material fact or making any materially false statements in connection with the delivery of, or payment for, healthcare benefits, items or services relating to healthcare matters. Similar to the federal Anti- Kickback Statute, a person or entity can be found guilty of violating HIPAA without actual knowledge of the statute or specific intent to violate it. • HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act of 2009 (" HITECH "), and their respective implementing regulations, which impose requirements on certain covered healthcare providers, health plans, and healthcare clearinghouses as well as their respective business associates and their subcontractors that perform services for them that involve the use, or disclosure of, individually identifiable health information, relating to the privacy, security and transmission of individually identifiable health information without appropriate authorization. HITECH also created new tiers of civil monetary penalties, amended HIPAA to make civil and criminal penalties directly applicable to business associates, and gave state attorneys general new authority to file civil actions for damages or injunctions in federal courts to enforce the federal HIPAA laws and seek attorneys' fees and costs associated with pursuing federal civil actions. • the federal Physician Payments Sunshine Act, created under the ACA and its implementing regulations, which require manufacturers of drugs, devices, biologicals and medical supplies for which payment is available under Medicare, Medicaid or the Children' s Health Insurance Program (with certain exceptions) to report annually to CMS information related to payments or other transfers of value made to covered recipients, including physicians (defined to include doctors, dentists, optometrists, podiatrists and chiropractors), certain non- physician healthcare professionals (such as physician assistants and nurse practitioners, among others), and teaching hospitals, as well as information regarding ownership and investment interests held by physicians and their immediate family members. • federal consumer protection and unfair competition laws, which broadly regulate marketplace activities and activities that potentially harm consumers. • analogous and related state and foreign laws and regulations, such as state and foreign anti- kickback, false claims, consumer protection, and unfair competition laws which may apply to pharmaceutical business practices, including but not limited to, research, distribution, sales and marketing arrangements as well as submitting claims involving healthcare items or services reimbursed by any third- party payor, including commercial insurers; state laws that require pharmaceutical companies to comply with the pharmaceutical industry' s voluntary compliance guidelines and the relevant compliance guidance promulgated by the federal government that otherwise restricts payments that may be made to healthcare providers and other potential referral sources; state laws that require drug manufacturers to file reports with states regarding pricing and marketing information, such as the tracking and reporting of gifts, compensations and other remuneration and items of value provided to healthcare professionals and entities; state and local laws requiring the registration of pharmaceutical sales representatives; and state and foreign laws governing the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways and may not have the same effect, thus complicating compliance efforts. Because of the breadth of these laws and the narrowness of available statutory exceptions and regulatory safe harbors, it is possible that some of our business activities, including**

**our advisory board arrangements with physicians, some of whom receive stock or stock options as compensation for services provided, and any sales and marketing activities after a product candidate has been approved for marketing in the United States, could be subject to legal challenge and enforcement actions. If our operations are found to be in violation of any of the federal and state laws described above or any other governmental regulations that apply to us, we may be subject to significant civil, criminal, and administrative penalties, including, without limitation, damages, fines, disgorgement, imprisonment, additional reporting obligations and oversight if we become subject to 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 adversely affect our ability to operate our business and our results of operations. Our employees, independent contractors, consultants, commercial collaborators, principal investigators, CROs, suppliers and vendors may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements. We are exposed to the risk that our employees, independent contractors, consultants, commercial collaborators, principal investigators, CROs, suppliers, and vendors may engage in misconduct or other improper activities. Misconduct by these parties could include failures to comply with FDA regulations, provide accurate information to the FDA, comply with federal and state health care fraud and abuse laws and regulations, accurately report financial information or data, or disclose unauthorized activities to us. In particular, sales, marketing and business arrangements in the health care industry are subject to extensive laws and regulations intended to prevent fraud, misconduct, kickbacks, self- dealing, and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs, and other business arrangements. Misconduct by these parties could also involve the improper use of information obtained in the course of clinical trials, which could result in regulatory sanctions and serious harm to our reputation. It is not always possible to identify and deter misconduct by these parties, 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 governmental investigations or other actions or lawsuits stemming from a failure to comply with these laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, including the imposition of significant penalties, including civil, criminal and administrative penalties, damages, fines, disgorgement, imprisonment, integrity oversight and reporting obligations, contractual damages, reputational harm, diminished profits and future earnings, and the curtailment or restructuring of our operations. If we fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could have a material adverse effect on the success of our business. We are subject to numerous environmental, health and safety laws and regulations, including those governing laboratory procedures and the handling, use, storage, treatment, and disposal of hazardous materials and wastes. Our operations involve the use of hazardous and flammable materials, including chemicals and biological and radioactive materials. Our operations also produce hazardous waste products. We generally contract with third parties for the disposal of these materials and wastes. We cannot eliminate the risk of contamination or injury from these materials. In the event of contamination or injury resulting from our use of hazardous materials, we could be held liable for any resulting damages, and any liability could exceed our resources. We also could incur significant costs associated with civil or criminal fines and penalties. Although we maintain workers' compensation insurance to cover our company for costs and expenses we may incur due to injuries to our employees resulting from the use of hazardous materials, this insurance may not provide adequate coverage against potential liabilities. We do not maintain insurance for environmental liability or toxic tort claims that may be asserted against us in connection with our storage or disposal of biological, hazardous or radioactive materials. In addition, we may incur substantial costs in order to comply with current or future environmental, health and safety laws and regulations. These current or future laws and regulations may impair our research, development or commercialization efforts. Failure to comply with these laws and regulations also may result in substantial fines, penalties or other sanctions. We are subject to certain U. S. and foreign anti- corruption, anti- money laundering, export control, sanctions, and other trade laws and regulations and can face serious consequences for violations. Among other matters, U. S. and foreign anti- corruption, anti- money laundering, export control, sanctions, and other trade laws and regulations, which are collectively referred to as Trade Laws, prohibit companies and their employees, agents, clinical research organizations, legal counsel, accountants, consultants, contractors, and other partners from authorizing, promising, offering, providing, soliciting, or receiving directly or indirectly, corrupt or improper payments or anything else of value to or from recipients in the public or private sector. Violations of trade laws can result in substantial criminal fines and civil penalties, imprisonment, the loss of trade privileges, debarment, tax reassessments, breach of contract and fraud litigation, reputational harm, and other consequences. We have direct or indirect interactions with officials and employees of government agencies or government- affiliated hospitals, universities, and other organizations. We also expect our non- U. S. activities to increase over time. We plan to engage third parties for clinical trials or to obtain necessary permits, licenses, patent registrations, and other regulatory approvals and we can be held liable for the corrupt or other illegal activities of our personnel, agents, or partners, even if we do not explicitly authorize or have prior knowledge of such activities. Restrictive laws and regulations govern the collection, use, transfer, and other processing of personal information. In conducting and / or enrolling patients in current or future clinical trials, we are subject to restrictions relating to privacy, data protection and cybersecurity and may be subject to additional restrictions associated with clinical operations in the future. For example, the collection, use, storage, disclosure, transfer, or other processing of personal data regarding individuals in the EU, including personal health data, is subject to the General Data Protection Regulation (" GDPR "), which is wide-ranging in scope and imposes numerous requirements on companies that process personal data. The GDPR permits data**

**protection authorities to impose large penalties for violations, including potential fines of up to € 20 million or 4 % of annual global revenue, whichever is greater, for the most serious of violations. The GDPR also confers a private right of action on data subjects and consumer associations. Certain aspects of cross- border data transfers under the GDPR are uncertain as the result of legal proceedings in the EU, including a July 2020 decision by the Court of Justice for the European Union (" CJEU ") that invalidated the EU- U. S. Privacy Shield and called into question the efficacy and legality of using standard contractual clauses (" SCCs "). To address certain concerns of the CJEU, the European Commission issued revised SCCs in June 2021. The EU also has enacted numerous new laws and regulations addressing cybersecurity. In the United Kingdom (" UK "), the Data Protection Act of 2018 implements and complements the GDPR and is effective along with a version of the GDPR referred to as the UK GDPR. These regimes authorize significant fines, up to the greater of £ 17. 5 million or 4 % of global turnover, and expose us to ~~to~~ two parallel regimes and potentially divergent enforcement actions. Further, aspects of data protection in the UK remain uncertain. On June 28, 2021, the European Commission issued an adequacy decision, pursuant to which personal data generally may be transferred from the EU to the UK without restriction; however, this adequacy decision is subject to a four- year " sunset " period, after which it may be renewed. This decision may be revoked or modified at any time. Additionally, the UK' s Information Commissioner' s Office has issued standard contractual clauses to support personal data transfers out of the UK (" UK SCCs "). Regulatory guidance and other developments relating to cross- border personal data transfers, including the necessity of putting in place SCCs and UK SCCs, may increase the complexity of transferring personal data across borders and may require us to engage in additional contractual negotiations and to modify our policies and practices. Other jurisdictions also increasingly maintain laws and regulations addressing privacy, data protection, and cybersecurity. We may incur liabilities, expenses, costs, and other operational losses under the GDPR and local laws of applicable EU member states, the UK, and other regions in connection with any measures we take to comply with them. In the United States, in addition to HIPAA, HITECH and state laws addressing health- related information, numerous federal and state laws and regulations govern the collection, use, disclosure, and other processing of information relating to individuals. In California, the California Consumer Privacy Act (" CCPA ") requires covered companies to provide disclosures to consumers about such companies' data collection, use and sharing practices, provide such consumers ways to opt- out of certain sales or transfers of personal information, and provide consumers with additional causes of action in data breach situations. The CCPA went into effect on January 1, 2020, and was modified significantly by the California Privacy Rights Act (" CPRA "), which was approved by California voters in the November 3, 2020 election and became effective January 1, 2023. The CCPA has prompted numerous proposals for federal and state privacy legislation. Numerous U. S. states have proposed, and in certain cases enacted, laws addressing privacy and cybersecurity matters. Many of these laws are comprehensive privacy statutes imposing obligations similar to the CCPA. Certain U. S. states also have enacted laws and regulations addressing specific subject matter, such as Washington' s My Health, My Data Act, which, among other things, provides for a private right of action. Compliance with U. S. and international laws and regulations relating to privacy, data protection, and cybersecurity could require us to take on more onerous obligations in our contracts, restrict our ability to collect, use and disclose data, or in some cases, impact our ability to operate in certain jurisdictions, and may increase our costs of doing business and require us to change our policies and practices. Any actual or alleged failure to comply with U. S. or international laws and regulations relating to privacy, data protection, or cybersecurity could result in governmental investigations, proceedings, and enforcement actions (which could include civil or criminal penalties), private litigation or adverse publicity, harm to our reputation, and could negatively affect our operating results and business. Moreover, clinical trial subjects about whom we or our potential collaborators obtain information, as well as the providers who share this information with us, may contractually limit our ability to use and disclose the information or impose other obligations or restrictions in connection with our use, retention, and other processing of information, and we may otherwise face contractual restrictions applicable to these activities. Claims that we have violated individuals' privacy rights, failed to comply with data protection laws, or breached our contractual obligations, even if we are not found liable, could be expensive and time- consuming to defend and could result in adverse publicity that could harm our business. Risks Related to Our Reliance on Third Parties We contracted with third parties for the manufacture of our product candidates for our clinical trials for LNZ100, and expect to continue to do so for any additional clinical trials and ultimately for commercialization. This reliance on third parties increases the risk that we will not have sufficient quantities of LNZ100 or such quantities at an acceptable cost, which could delay, prevent or impair our development or commercialization efforts. We do not currently have the infrastructure or internal capability to manufacture supplies of LNZ100 for use in development and commercialization. We relied on third- party manufacturers for the production of our product candidates for our clinical trials under the guidance of members of our organization, and would expect to continue to do so for any additional clinical trials. Furthermore, the raw materials for our product candidates are sourced, in some cases, from a single- source supplier. For any future clinical trials, if we were to experience an unexpected loss of supply of LNZ100 or any of our future product candidates for any reason, whether as a result of manufacturing, supply or storage issues or otherwise, we could experience delays, disruptions, suspensions or terminations of, or be required to restart or repeat, any such clinical trials. We also expect to continue to rely on third- party manufacturers for the commercial supply of LNZ100 if we obtain marketing approval. We may be unable to maintain or establish required agreements with third- party manufacturers or to do so on acceptable terms. Even if we are able to establish agreements with third- party manufacturers, reliance on third- party manufacturers entails additional risks, including: • the failure of the third party to manufacture LNZ100 according to our schedule, or at all, including if our third- party contractors give greater priority to the supply of other products over the supply of LNZ100 or otherwise do not satisfactorily**

**perform according to the terms of the agreements between us and them; • the reduction or termination of production or deliveries by suppliers, or the raising of prices or renegotiation of terms; • the termination or nonrenewal of arrangements or agreements by our third- party contractors at a time that is costly or inconvenient for us; • the breach by the third- party contractors of their agreements with us; • the failure of third- party contractors to comply with applicable regulatory requirements; • the failure of the third party to manufacture LNZ100 according to our specifications; • the mislabeling of clinical supplies for any future clinical trials we conduct, potentially resulting in the wrong dose amounts being supplied or active drug or placebo not being properly identified; • clinical supplies not being delivered to clinical sites on time for any future clinical trials we conduct, leading to clinical trial interruptions, or drug supplies not being distributed to commercial vendors in a timely manner, resulting in lost sales; and • the misappropriation of our proprietary information, including our trade secrets and know- how. We do not have** complete **control over all aspects of the manufacturing process of, and are dependent on, our contract manufacturing partners for compliance with cGMP regulations for manufacturing both active drug substances and finished drug products. Third-party manufacturers may not be able to comply with cGMP regulations or similar regulatory requirements outside of the United States. If our contract manufacturers cannot successfully manufacture material that conforms to our specifications and the strict regulatory requirements of the FDA, EMA or others, we will not be able to secure and / or maintain marketing approval for our manufacturing facilities. In addition, we do not have control over the ability of our contract manufacturers to maintain adequate quality control, quality assurance and qualified personnel. If the FDA, EMA or a comparable foreign regulatory authority does not approve ~~the~~ these ~~merger~~ facilities for the manufacture of LNZ100 or any future product candidates we may seek to develop, or if it withdraws any such approval in the future, we may need to find alternative manufacturing facilities, which would significantly impact our ability to develop, obtain marketing approval for, or market LNZ100 or any such product candidates, if approved. Our failure, or the failure of our third- party manufacturers, to comply with applicable regulations could result in sanctions being imposed on us, including fines, injunctions, civil penalties, delays, suspension or withdrawal of approvals, license revocation, seizures or recalls of product candidates or drugs, operating restrictions and criminal prosecutions, any of which could significantly and adversely affect supplies of our product candidates or drugs and harm our business and results of operations. Our current and anticipated future dependence upon others for the manufacture of LNZ100 may adversely affect our future profit margins and our ability to commercialize LNZ100, if approved, on a timely and competitive basis. Manufacturing drugs, especially in large quantities, is complex and may require the use of innovative technologies. Each lot of an approved drug product must undergo thorough testing for identity, strength, quality, purity, potency, and stability. Manufacturing drugs requires facilities specifically designed for and validated for this purpose, and sophisticated quality assurance and quality control procedures are necessary. Slight deviations anywhere in the manufacturing process, including filling, labeling, packaging, storage and shipping and quality control and testing, may result in lot failures, product recalls or spoilage. When changes are made to the manufacturing process, we may be required to provide preclinical and clinical data showing the comparable identity, strength, quality, purity or potency of the products before and after such changes. If microbial, viral or other contaminations are discovered at the facilities of our manufacturer, such facilities may need to be closed for an extended period of time to investigate and remedy the contamination, which could adversely harm our business. If our manufacturers are unable to produce sufficient quantities for any future clinical trials or for commercialization** as ~~set forth in~~ **a result of** ~~the~~ **these** ~~Merger Agreement~~ **challenges, or otherwise, our development and commercialization efforts would be impaired, which would have an adverse effect on our business, financial condition, results of operations and growth prospects. We have relied upon and plan to continue to rely upon third parties, including independent clinical investigators and third- party CROs, to conduct certain aspects of our prior preclinical studies and clinical trials and to monitor and manage data for our ongoing clinical programs and any future preclinical studies or clinical trials. We rely on these parties for execution of our trials, and generally do not control their activities. Nevertheless, we are responsible for ensuring that each of our studies and trials is conducted in accordance with the applicable clinical investigation plan and protocol, legal, regulatory and scientific standards, and our reliance on these third parties does not relieve us of our regulatory responsibilities. We and our third- party contractors and CROs are required to comply with GCP requirements, which are regulations and guidelines enforced by the FDA and comparable foreign regulatory authorities for all of our product candidates in clinical development. Regulatory authorities enforce these GCPs through periodic inspections of trial sponsors, principal investigators and trial sites. If we or any of these third parties or our CROs fail to comply with applicable GCPs, the clinical data generated in our clinical trials may be deemed unreliable and the FDA or comparable foreign regulatory authorities may require us to perform additional clinical trials before approving our marketing applications** . We cannot assure you that ~~all of the conditions to the consummation of the merger~~ **upon inspection by a given regulatory authority, such regulatory authority** will ~~be satisfied~~ **determine that any of** ~~or~~ **our** ~~waived~~ **clinical trials comply or, with respect to completed clinical trials, complied with GCP regulations** . ~~If~~ **In addition, our clinical trials must be conducted with product produced under cGMP regulations. Our failure to comply with** ~~the~~ **these** ~~conditions~~ **regulations may require us to repeat clinical trials, which would delay the regulatory approval process. Moreover, our business may be adversely affected if any of these third parties violates federal or state fraud and abuse or false claims laws and regulations or healthcare privacy and security laws. Further, these investigators and CROs** are not ~~satisfied or~~ **our employees and we are** ~~waived, the merger may~~ not **able to control, other than by contract, the amount of resources, including time, which they devote to our product candidates and clinical trials. These third parties may also have relationships with other commercial entities, including our competitors, for whom they may also be conducting clinical trials or other product development activities, which could affect their performance on our behalf. If independent investigators or CROs fail to devote sufficient resources to**

**the development of our product candidates, if CROs do not successfully carry out their contractual duties or obligations or meet expected deadlines, if they need to be replaced, or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to our clinical protocols, regulatory requirements, or for other reasons, our clinical trials may be extended, delayed or terminated, and we may not be able to obtain regulatory approval for or successfully commercialize our product candidates. As a result, our results of operations and the commercial prospects for our product candidates would be harmed, our costs could increase and our ability to generate revenue could be delayed or precluded entirely. Our CROs have the right to terminate their agreements with us in the event of an uncured material breach. In addition, some of our CROs have an ability to terminate their respective agreements with us if it can be reasonably demonstrated that the safety of the subjects participating in our clinical trials warrants such termination, if we make a general assignment for the benefit of our creditors or if we are liquidated. If any of our relationships with these third parties terminate, we may not be able to timely enter into arrangements with alternative third parties or to do so on commercially reasonable terms, if at all. Switching or adding CROs involves substantial cost and requires management time and focus. In addition, there is a natural transition period when a new CRO commences work. As a result, delays** occur **, which can materially impact ~~or~~ our ability to meet our desired clinical development timelines. Though we intend to carefully manage our relationships with our CROs, ~~the~~ there ~~closing~~ can be no assurance that we will not encounter challenges or delays in the future or that these delays or challenges will not have a material adverse impact on our business, financial condition, and prospects. If any of our relationships with these third- party CROs terminate, we** may **not be able to enter into arrangements with alternative CROs or to do so on commercially reasonable terms. Switching or adding additional CROs involves additional cost and requires management time and focus. In addition, there is a natural transition period when a new CRO commences work. As a result, delays occur, which can materially impact our ability to meet our desired clinical development timelines. Additionally, CROs may lack the capacity to absorb higher workloads or take on additional capacity to support our needs. Though we carefully manage our relationships with our CROs, there can be no assurance that we will not encounter similar challenges or delays in the future or that these delays or challenges will not have a material adverse impact on our business, financial condition, and prospects. We entered into a collaboration agreement with CORXEL and depend on CORXEL to develop and commercialize its products within Greater China. We have limited control over how CORXEL will conduct development and commercialization activities for LNZ100 or LNZ101. In April 2022, we entered into the CORXEL License, pursuant to which we granted CORXEL an exclusive license to certain of our intellectual property rights to develop, use, import, and sell products containing LNZ100 or LNZ101 (" LNZ Products ") for the treatment of presbyopia in humans in mainland China, Hong Kong Special Administrative Region, Macau Special Administrative Region, and Taiwan (collectively, " Greater China ") and the first right of negotiation for CORXEL to license any other product that we develop or commercialize containing aceclidine or brimonidine for uses outside of the treatment of presbyopia in Greater China. Under the terms of the CORXEL License, we shall refrain from developing or commercializing any competing product, or knowingly enabling a third party to develop or commercialize a product containing aceclidine or brimonidine that would reasonably be expected to result in off- label sales of such products, for the treatment of presbyopia in humans in Greater China. As a result of the CORXEL License, we are dependent upon CORXEL for the development, regulatory, and commercialization activities for LNZ Products in Greater China, and we have limited control over the amount and timing of resources that CORXEL devotes to such activities. In addition, payments associated with development, regulatory and commercial milestones that we may be eligible to receive, as well as royalties, will be dependent upon further advancement of LNZ Products by CORXEL. If these milestones are not met and no LNZ Products are commercialized in Greater China, we will not receive future revenue from the collaboration. CORXEL may fail to develop or effectively commercialize any LNZ Product for a variety of reasons and the CORXEL License Agreement subjects us to a number of risks, including: • CORXEL may not commit sufficient resources to the development, regulatory approval, marketing, or distribution of any LNZ Product; • CORXEL may be unable to successfully complete the clinical development of any LNZ Product or obtain all necessary approvals from foreign regulatory agencies in any of the Greater China territories required to market any LNZ Product; • CORXEL may develop or commercialize (or attempt to develop or commercialize) an LNZ Product in a manner that may adversely impact our development or commercialization of either such product candidate and / or future product candidates outside of such collaboration, including for example (1) the risk that any clinical trials conducted by CORXEL may result in unfavorable safety or efficacy results that negatively impact our ability to obtain regulatory approval of our products in jurisdictions outside Greater China and (2) the risk that, if approved and commercialized, patients report that the products developed by CORXEL are not effective, or not effective for long enough, and it negatively impacts our ability to market any products outside Greater China, if approved; • CORXEL may not properly maintain our intellectual property rights or may use our proprietary information in such a way as to invite litigation that could jeopardize or invalidate our proprietary information or expose us to potential litigation; • CORXEL may terminate its agreement with us prior to completing development or commercialization of any LNZ Product under the collaboration, in whole or in part, adversely impacting the potential approval and our revenue from the licensed product; • CORXEL may fail to manufacture any applicable LNZ Product in compliance with requirements of applicable foreign regulatory agencies and in commercial quantities sufficient to meet market demand; • there may be disputes between us and CORXEL, including disagreements regarding the CORXEL License, that may result in (1) the delay or prevention of the achievement of development, regulatory and commercial objectives that would result in milestone payments, (2) the delay or termination of the development or commercialization of any LNZ Product in Greater China, costly litigation or arbitration that diverts our management' s attention and resources and / or termination of the underlying agreement; •**

**CORXEL may not comply with applicable regulatory guidelines with respect to developing or commercializing any LNZ Product, which could adversely impact the development of or sales thereof, either in Greater China or (depending on the scope of the noncompliant activities) by us in other jurisdictions, and could result in administrative or judicially imposed sanctions, including warning letters, civil and criminal penalties, injunctions, product seizures or detention, product recalls, total or partial suspension of production and refusal to approve any new drug applications; • CORXEL may experience financial difficulties; and • business combinations or significant changes in the business strategy of CORXEL may also adversely affect its ability to perform its obligations under its license agreement with us. If CORXEL does not perform in the manner we expect or fulfill its responsibilities in a timely manner, or at all, the development, regulatory approval, and commercialization efforts related to an LNZ Product in Greater China could** be delayed **and it may be necessary for us to either assume the responsibility at our own expense for the development of LNZ100 or LNZ101 in Greater China or seek out a different collaboration partner for such efforts. In that event, our potential to generate future revenue from the Greater China region could be significantly reduced and our business could be materially and adversely harmed. Risks Related to Our Business Operations To succeed, we must recruit, retain, manage and motivate qualified executives as we build out the management team, and we face significant competition for experienced personnel. We are highly dependent on the principal members of our management and need to add executives with operational and commercialization experience as we plan for commercialization of our product candidates and build out a leadership team that can manage our operations as a public company. If we do not succeed in attracting and retaining qualified personnel, particularly at the management level, it could adversely affect our ability to execute our business plan and harm our operating results. In particular, the loss of one or more of our executive officers could be detrimental to us if we cannot recruit suitable replacements in a timely manner . The ~~merger~~ competition for qualified personnel in the biotechnology field is intense and as a result, we** may be **unable to continue to attract and retain qualified personnel necessary for the future success of our business. We could, in the future, have difficulty attracting experienced personnel and may be required to expend significant financial resources in employee recruitment and retention efforts. Many of the other biotechnology companies that we ~~completed~~ -- compete against for qualified personnel have greater financial and other resources, different risk profiles and a longer history in the industry than we do. They also may provide more diverse opportunities and better prospects for career advancement. Some of these characteristics may be more appealing to high- quality candidates than what we have to offer. If we are unable to continue to attract and retain high- quality personnel, the rate and success at which we can discover, develop and commercialize our product candidates will be limited and the potential for successfully growing our business will be harmed. If we engage in acquisitions, in- licensing or strategic partnerships, this may increase our capital requirements, dilute our stockholders, cause us to incur debt or assume contingent liabilities and subject us to other risks. We may engage in various acquisitions and strategic partnerships in the future, including licensing or acquiring complementary products, intellectual property rights, technologies or businesses. Any acquisition or strategic partnership may entail numerous risks, including: • increased operating expenses and cash requirements; • the assumption of indebtedness or contingent liabilities; • the issuance of equity securities which would result in dilution to our stockholders; • assimilation of operations, intellectual property, products and product candidates of an acquired company, including difficulties associated with integrating new personnel; • the diversion of management' s attention from our existing product candidates and initiatives in pursuing such an acquisition or strategic partnership; • retention of key employees, the loss of key personnel, and uncertainties in our ability to maintain key business relationships; • risks and uncertainties associated with the other party to such a transaction, including the prospects of that party and their existing products or product candidates and regulatory approvals; and • our inability to generate revenue from acquired intellectual property, technology and / or products sufficient to meet our objectives or** even ~~though~~ **to offset the associated transaction and maintenance costs. In addition, if we undertake such a transaction, we may incur large one- time expenses and acquire intangible assets that could result in significant future amortization expense. We expect to significantly expand our organization, including building sales and marketing capability and creating additional infrastructure to support our operations as a public company, and as a result, we may encounter difficulties in managing our growth, which could disrupt our operations. We expect to experience significant growth in the number of our employees and the scope of our operations, particularly in the areas of sales and marketing and finance and accounting. To manage our anticipated future growth, we must continue to implement and improve our managerial, operational and financial systems, expand our facilities and continue to recruit and train additional qualified personnel. Due to our limited financial resources and our limited experience in managing such anticipated growth, we may not be able to effectively manage the expansion of our operations or recruit and train additional qualified personnel. The expansion of our operations may lead to significant costs and may divert or stretch our management and business development resources in a way that we may not anticipate. Any inability to manage growth could delay the execution of our business plans or disrupt our operations. We could be subject to securities class action litigation, which is expensive and could divert management attention. In the past, securities class action litigation has often been brought against a company following a decline in the market price of its securities. This risk is especially relevant for us because pharmaceutical companies have experienced significant stock price volatility in recent years. If we face such litigation, it could result in substantial costs and a diversion of management' s attention and resources, which could harm our business, operating results, or financial condition. We have been subject to litigation and received demands in connection with the Merger as previously disclosed in our public filings with the SEC. Our internal computer systems, or those of any of our CROs, manufacturers, other contractors or consultants or potential future collaborators, may fail or suffer actual or suspected security or privacy breaches or incidents or other unauthorized or improper access to, use of, or destruction of our proprietary or confidential data, employee data, or personal data, which could result in**

**additional costs, loss of revenue, significant liabilities, harm to our brand and material disruption of our operations, and potentially significant delays in our delivery to market. Despite the implementation of security measures in an effort to protect systems that store our information, given their size and complexity and the increasing amounts of information maintained on our internal information technology systems and external processing and storage systems (e. g., cloud), and those of our third- party CROs, other contractors (including sites performing our current or future clinical trials) and consultants and other third- party service providers, these systems are potentially vulnerable to breakdown or other damage or interruption. Our systems and the systems of third parties who support our operations are vulnerable to service interruptions, system malfunction, natural disasters, terrorism, war (such as the ongoing conflicts in the Middle East and between Ukraine and Russia) and telecommunication and electrical failures, as well as security breaches and incidents arising from or caused by inadvertent or intentional actions by our employees, contractors, consultants, business partners, and / or other third parties, or from cyber- attacks by malicious third parties (including the deployment of harmful malware, ransomware, denial- of- service attacks, social engineering and other means to affect service reliability and threaten the confidentiality, integrity and availability of information), which may compromise our system infrastructure or lead to unauthorized access to or disruption of our or third- party systems used in our business and the unauthorized access to, misuse, disclosure, loss, destruction, alteration or dissemination of, or damage to, our data, including trade secrets or other confidential information, intellectual property, proprietary business information, and personal information. For example, companies have experienced an increase in phishing and social engineering attacks from third parties in recent years. Our employees generally work in a hybrid model in our offices and from home, and we may need to adjust our working model from time to time. As a result, we 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 implement controls to reduce the risk of a resulting cyber security or data security incident or breach, we may experience data security incidents, and there is no guarantee that the measures we have implemented will be adequate to safeguard all systems and data, especially with an increased number of employees working from home or in a hybrid model where it is more difficult for us to monitor our employees. Any disruption, security incident, or security breach resulting in any loss, destruction, unavailability, alteration or dissemination of, or damage to, our data (including confidential information) or other data we or any of our CROs, other contractors or consultants or potential future collaborators or other third- party service providers maintain or otherwise process, or our applications, or for it to be believed or reported that any of these occurred, could result in us incurring liability and reputational damage and the development and commercialization of our product candidates could be delayed. For example, if a security incident were to cause interruptions in our operations, it could result in a material disruption of our programs and the development of our product candidates could be delayed. In addition, the loss or unavailability of clinical trial data for our product candidates could result in delays in our marketing approval efforts and significantly increase our costs to recover or reproduce the data. Furthermore, disruptions of our internal information technology systems or those of third parties used in our business, or security breaches or incidents impacting us or any of our CROs, other contractors or consultants or potential future collaborators or other third- party service providers, could result in the loss, misappropriation, and / or unauthorized access, use, or disclosure of, or the inability to access, data (including trade secrets or other confidential information, intellectual property, proprietary business information, and personal information), which could result in financial, legal, business, and reputational harm to us. Unauthorized access, use, or disclosure of personal information, including personal information regarding our clinical trial subjects or employees, could harm our reputation directly, compel us to notify individuals or regulators under data breach notification laws, cause us to incur costs related to investigation of the incident (including legal expenses, forensic examination costs, and remediation costs), subject us to mandatory corrective action, and otherwise subject us to liability under laws and regulations that protect the privacy and security of personal information, which could result in significant legal and financial exposure and reputational damages that could potentially have an adverse effect on our business. Our preclinical studies in China could increase our risk to such disruptions. We expect to incur significant costs in our efforts to detect, prevent, and respond to security incidents. We also rely on third parties to manufacture our product candidates, and similar events relating to their systems could also have** a material adverse effect **on our business. There have been and** may **continue to be significant supply chain attacks and operational technology attacks globally, and we cannot guarantee that our systems or those of third- party service providers or other third parties that support us or our operations have not been breached or that they do not contain exploitable defects or bugs that could** result ~~from the public announcement~~ **in a security incident or breach** of ~~the merger~~ , ~~industry- wide changes~~ or other **disruption to** ~~causes. In general , neither we~~ **our systems and the systems of third parties that support us and our operations. To the extent that any disruption** ~~nor~~ **or** ~~LENZ is obligated~~ **security incident were** to ~~complete the merger if~~ **result in a loss, destruction or alteration of, or damage to, our data, or inappropriate disclosure of confidential or proprietary information, we could be exposed to litigation and governmental investigations,** ~~there~~ **the** ~~is~~ **further development and commercialization of our product candidates could be delayed, and we could be subject to significant fines or penalties for any noncompliance with certain state, federal and / or international laws relating to privacy, data protection, and information security. Litigation and governmental investigations could force us to spend money in defense or settlement, divert management' s time and attention, increase our costs of doing business, and / or adversely affect our reputation. We could be required to fundamentally change our business activities and practices in response to such litigation or investigations, which could have an adverse effect on our business. Any actual or perceived inability to adequately protect data in our possession, custody or control could have** a material adverse effect ~~affecting the~~ **upon our reputation, business, operations, or financial condition. Our insurance policies may not be adequate to compensate us for** ~~other~~ **the potential losses arising** ~~party~~

between November 14, 2023 (the date of the Merger Agreement) and the closing of the merger. However, certain types of events are excluded from the concept of a " material adverse effect. " Such exclusions include but are not limited to changes in general economic or political conditions, industry- wide changes, changes resulting from the public announcement of the merger, natural disasters, pandemics (including the COVID- 19 pandemic), public health events, other force majeure events, acts or threat of terrorism or war and changes in GAAP. Therefore, if any of these events were to occur and adversely affect us or LENZ, the other party would still be required to consummate the merger notwithstanding such material adverse effects. If any such adverse effects **disruption in or, failure or security breach of, or incident impacting,** occur -- **our** and we consummate the closing of the merger **systems or third- party systems where information important to our business operations or commercial development is stored. In addition** , **such insurance may not be available to us in** the **future on economically reasonable terms, or at all. Further, our insurance may not cover all claims made against us and could have high deductibles in any event, and defending a suit, regardless of its merit, could be costly and divert management attention. Risks Related to Our Common Stock An active trading market for our** common stock **may never develop or** be difficult **sustained.Prior to the Merger,there was no public trading market** for **LENZ OpCo** you to sell your shares of our common stock.Although our common stock is listed on the Nasdaq Global **Select** Market, **if** an active trading market **does not develop,** for -- **or develops but is not maintained,you may have difficulty selling any of** our common stock **due** may not be sustained.If a market for our common stock is not sustained,it may be difficult for you to **the limited public float** sell your shares of common stock at an attractive price or at all .We cannot predict the prices at which our common stock will trade in the future .It is possible that in one or more future periods our results of operations **and progression of our product pipeline** may be below **not meet** the expectations of public market analysts and investors,and,as a result of these and other factors,the price of our price of **our common stock may fall. Accordingly, we cannot assure you of your ability to sell your shares of our common stock when desired or at prices at or above the price you paid for your shares or at all. The market price of our common stock is expected to be volatile, and the market price of the common stock may drop. The market price of our common stock has been, and may continue to be, subject to significant fluctuations. For example, from April 1, 2024 through December 31, 2024, the closing price for our common stock ranged from a low of $ 14. 68 to a high of $ 37. 37 per share. Some of the factors that may cause the market price of our common stock to fluctuate include: • price and volume fluctuations in the overall stock market from time to time; • the timing and results of clinical trials for LNZ100 and any future product candidates that we may develop; • our ability to obtain regulatory approvals for LNZ100 or any future product candidates that we may develop, and any delays or failures to obtain such approvals; • commencement or termination of collaborations for our product development and research programs; • failure to achieve development, regulatory or commercialization milestones under our collaborations; • failure or discontinuation of any of our product development and research programs; • results of preclinical studies, clinical trials or regulatory approvals of product candidates of our competitors, or announcements about new research programs or product candidates of our competitors; • the level of expenses related to any of our research programs, clinical development programs or product candidates that we may develop; • the results of our efforts to develop additional product candidates or products; • regulatory actions with respect to our products or** the **those** combined company may suffer. This **of our competitors; • developments or disputes concerning patent applications** , **issued patents or** in turn, may reduce the **other** value **proprietary rights; • announced or completed acquisitions** of **businesses, products or intellectual property by us or our competitors; • actual or anticipated changes in the financial projections or development timelines we may provide to the public or our failure to meet** the **those** merger to **projections or timelines; • market conditions in** the **biotechnology, pharmaceutical and ophthalmology sectors; • changes in the structure of healthcare payment systems; • sales of shares of our common stock by us or our** stockholders **, or expectations that such sales may occur, and the expiration of market stand-** of off ours, LENZ, or both. If we complete **lock- up agreements; •** the **recruitment** merger with Lenz, the combined company may need to raise additional capital by issuing equity securities or **departure of key personnel; •** additional debt or through licensing arrangements, which may cause significant dilution to the **public** combined company ' s **stockholders reaction to** or **our** restrict **press releases,** the **other public announcements** combined company' s operations. On November 14 , **and filings** 2023, we entered into a subscription agreement (the " Subscription Agreement ") with certain investors, including existing investors of LENZ, pursuant to which the investors agreed to purchase, in the aggregate, $ 53. 5 million in shares of our common stock immediately following the closing of the merger, which amount may be increased to up to $ 125 million through additional subscriptions under the subscription agreement from additional investors. The closing of our private placement is conditioned upon the satisfaction or waiver of the conditions to the closing of the merger, as well as certain other conditions. The shares of our common stock issued in our private placement will result in dilution to all securityholders of the combined company (i. e., both our securityholders and former LENZ securityholders). Our private placement is more fully described under " Item 5 — Recent Sales of Unregistered Securities. " Even if the Graphite private placement closes as expected, the combined company may need to raise additional capital in the future. Additional financing may not be available to the combined company when it is needed or may not be available on favorable terms. To the extent that the combined company raises additional capital by issuing equity securities, such financing will cause additional dilution to all securityholders of the combined company, including our securityholders and former LENZ securityholders. It is also possible that the terms of any new equity securities may have preferences over the combined company' s common stock. Any debt financing into which the combined company enters may involve covenants that restrict its operations. These restrictive covenants may include limitations on additional borrowing and specific restrictions on the use of the combined company' s assets, as well as prohibitions on its ability to grant liens, pay dividends, redeem its stock or make investments. In addition, if the combined company raises additional funds through licensing arrangements, the terms of such arrangements may not be favorable to the combined company. Transfers of the combined company' s securities utilizing Rule 144 of the Securities Act may be limited. A significant portion of the combined company' s

securities will be restricted from immediate resale. Holders should be aware that transfers of the combined company' s securities pursuant to Rule 144 may be limited as Rule 144 is not available, subject to certain exceptions, for the resale of securities initially issued by shell companies (other than business combination related shell companies) or issuers that have been at any time previously a shell company. Our disposal of our historical assets and operations in connection with our merger with LENZ has made us a shell company. We anticipate that following the consummation of the merger, the combined company will no longer be a shell company. As a result, we anticipate that holders will not be able to sell their restricted combined company securities pursuant to Rule 144 without registration until one year after we file the Current Report on Form 8- K following the closing that includes the required Form 10 information that reflects that the combined company is no longer a shell company. Our disposal of our historical assets and operations in connection with our proposed merger with LENZ has made us a shell company. As a result, we are subject to more stringent reporting requirements, offering limitations and resale restrictions. We have no remaining ongoing development programs and we have disposed of (or are in the process of disposing of) our legacy technology and intellectual property. As such, we are a shell company, and our merger with LENZ will be subject to the requirements applicable to shell company business combinations, which are as follows: • the combined company will need to file a Form 8- K to report the Form 10 type information after closing with the SEC reflecting its status as an entity that is not a shell company ; • **rumors** we are not and **market speculation involving** the combined company will not be eligible to use - **us or other companies in our industry** a Form S- 3 until 12 full calendar months after closing ; • **fluctuations in** the **trading volume of** combined company will need to wait at least 60 calendar days after closing to file a Form S- 8 for any equity plans or **our shares** awards; • the combined company will be an " ineligible issuer " for - **or** three -- **the size of** years following the closing, which will prevent the combined company from (i) incorporating by reference in its Form S- 1 filings, (ii) using a free writing prospectus, or **our** (iii) taking advantage of well- known seasoned issuer status despite its public float; • **actual** investors who (i) were affiliates of LENZ at the time the merger was submitted for - **or** the vote or consent of LENZ' s stockholders, (ii) receive securities of the combined company in the merger (i. e., Rule 145 (c) securities) and (iii) publicly offer or sell such securities, will be deemed to be engaged in a distribution of such securities, and therefore to be underwriters with respect to resales of those securities, and accordingly such securities may not be included in the Form S- 1 resale shelf registration statement anticipated **changes** to be filed after the closing of the merger unless such securities are sold only in a fixed price offering in which such investors are named as underwriters in the prospectus; and • Rule 144 (i) (2) will limit the ability to publicly resell Rule 145 (c) securities per Rule 145 (d), as well as any other " restricted " or " control " securities of the combined company per Rule 144 (i. e., holders of restricted securities and any affiliates of the public company are also affected) until one year after the Form 10 information is filed with the SEC. The foregoing SEC requirements will increase the combined company' s time and cost of raising capital, offering stock under equity plans, and complying with securities laws. Further, such requirements will add burdensome restrictions on the resale of combined company shares by affiliates of LENZ and any holders of " restricted " or " control " securities. Some of our - **or** and LENZ directors and executive officers may have interests in the merger that are different from yours and that may influence them to support or approve the merger without regard to your interests. Directors and executive officers of ours and LENZ may have interests in the merger that are different from, or in addition to, the interests of other of our stockholders generally. These interests with respect to our directors and executive officers may include, among others, acceleration of stock option or restricted stock unit vesting, retention bonus payments, extension of exercisability periods of previously issued stock option grants, severance payments if employment is terminated in a qualifying termination in connection with the merger and rights to continued indemnification, expense advancement and insurance coverage. One or more members of our board of directors may continue as directors of the combined company after the effective time, and, following the closing of the merger, may therefore be eligible to be compensated as non- employee directors of the combined company. These interests with respect to LENZ' s directors and executive officers may include, among others, that certain of LENZ' s directors and executive officers hold options, subject to vesting, to purchase shares of LENZ common stock which, after the effective time, will be converted into and become options to purchase shares of the common stock of the combined company; that LENZ' s executive officers are expected to continue as executive officers of the combined company after the effective time and are expected to enter into new confirmatory offer letters to reflect their status as executive officers of a publicly- traded company and to provide for certain increases to annual base salary and annual target bonus opportunity; and that all of our and LENZ' s directors and executive officers are entitled to certain indemnification and liability insurance coverage pursuant to the terms of the Merger Agreement. In addition, certain of each of our and LENZ' s directors are affiliated with investment funds which hold an interest in LENZ. Further, certain members of LENZ' s current board of directors will continue as directors of the combined company after the effective time, and, following the closing of the merger, will be eligible to be compensated as non- employee directors of the combined company pursuant to a non- employee director compensation policy that is expected to be adopted in connection with the closing and take effect at the effective time. Our and LENZ board of directors were aware of and considered those interests, among other matters, in reaching their decisions to approve and adopt the Merger Agreement, approve the merger, and recommend the approval of the Merger Agreement to our and LENZ stockholders. These interests, among other factors, may have influenced the directors and executive officers of ours and LENZ to support or approve the merger. Our stockholders and LENZ' s stockholders may not realize a benefit from the merger commensurate with the ownership dilution they will experience in connection with the merger, including the conversion shares of common stock issued in our private placement. If the combined company is unable to realize the full strategic and financial benefits currently anticipated from the merger, our stockholders and LENZ stockholders will have experienced substantial dilution of their ownership interests without receiving any commensurate benefit, or will have only received part of the commensurate benefit resulting from the extent to which the combined company is able to realize the strategic and financial benefits currently anticipated from the merger. If the merger is not completed, our stock price may decrease significantly. The market price of our common stock is subject to significant fluctuations **in** . Market prices for securities of pharmaceutical,

~~biotechnology and other life science companies have historically been particularly volatile. In addition, the market price of our common stock will likely be volatile based on whether stockholders and other investors believe that we can complete the merger or~~ **our results of** ~~otherwise raise additional capital to support our~~ operations ~~if the merger is not consummated and another strategic transaction cannot be identified, negotiated and consummated in a timely manner, if at all. The volatility of the market price of our common stock may be exacerbated by low trading volume. Additional factors that may cause the market price of our common stock to fluctuate include: • the entry into, or termination of, our key agreements, including commercial partner agreements~~ ; • **actual** ~~announcements by our~~ **or** ~~commercial partners~~ **anticipated developments in** ~~or~~ **our business, our** competitors **' businesses** ~~of new commercial products~~ , ~~our~~ **or changes in the market valuations of similar companies and the competitive landscape generally** ~~clinical progress or lack thereof, significant contracts, commercial relationships or capital commitments~~ ; • **changes in** the ~~loss~~ **market valuations** of **similar companies** ~~our key employees~~ ; • **failure of securities analysts to maintain coverage of us, changes in actual or** future ~~sales~~ **expectations** of **investors** ~~our~~ **or** ~~common stock~~ **securities analysts, or our failure to meet these estimates or the expectations of investors; • litigation involving us, our industry or both; • governmental or regulatory actions or audits; • regulatory or legal developments in the United States and other countries** ; • general ~~and industry- specific~~ economic conditions ~~that may affect our research~~ and **trends** ~~development expenditures~~ ; • **announcement** ~~our~~ **or** ~~failure to meet industry analyst expectations~~ **expectation of additional financing efforts** ; ~~and~~ • ~~period- to- period fluctuations~~ **sales of securities by us or our security holders** in ~~financial results~~ **the future; and • changes in accounting standards, policies, guidelines, interpretations, or principles** . Moreover, the stock markets in general have experienced substantial volatility that has often been unrelated to the operating performance of individual companies. These broad market fluctuations may also adversely affect the trading price **of our common stock. In addition, a recession, depression or other sustained adverse market event could materially and adversely affect our business and the value** of our common stock. In the past, following periods of volatility in the market price of a company' s securities, stockholders have often instituted class action securities litigation against such companies. ~~Our and LENZ' s securityholders will generally have~~ **Furthermore, market volatility may lead to increased shareholder activism if we experience** a ~~reduced ownership and voting interest in, and will exercise less influence over the management of, the combined company following the completion of the merger as compared to their current ownership and voting interests in the respective companies. After the completion of the merger, the current stockholders of ours and LENZ will generally own a smaller percentage of the combined company than their ownership of their respective companies prior to the merger. Immediately after the merger, and after giving effect to our private placement, our stockholders as of immediately prior to the merger are expected to own approximately 30. 7 % of the outstanding shares of capital stock of the combined company on a fully- diluted basis, former LENZ stockholders are expected to own approximately 56. 3 % of the outstanding shares of capital stock of the combined company on a fully- diluted basis and the investors issued shares of our common stock in our private placement are expected to own approximately 13. 0 % of the outstanding shares of capital stock of the combined company on a fully- diluted basis (excluding, in each case, any additional shares reserved under the 2024 Plan and the 2024 ESPP), subject to certain assumptions, including, but not limited to, our net cash as of closing totaling between $ 115. 0 million and $ 175. 0 million and a subscription amount of $ 53. 5 million in the Graphite private placement. During the pendency of the merger, neither we nor LENZ will be able to enter into a business combination with another party on more favorable terms because of restrictions in the Merger Agreement, which could adversely affect our respective business prospects. Covenants in the Merger Agreement impede the ability of us and LENZ to make~~ **market valuation that activists believe** ~~acquisitions during the pendency of the merger, subject to specified exceptions. As a result, if the merger~~ is not ~~completed, the parties may be at a disadvantage~~ **reflective of our intrinsic value. Activist campaigns that contest or conflict** with ~~respect to their competitors during that period. In addition, while the Merger Agreement is in effect, each party is generally prohibited from soliciting, seeking, initiating or~~ **our strategic direction** ~~knowingly encouraging, inducing or facilitating the communication, making, submission or announcement of any acquisition proposal or acquisition inquiry or taking any action that could reasonably be expected to lead to certain transactions involving a third party, including a merger, sale of assets or other business combination, subject to specified exceptions. Even if such a transaction would be favorable to such party' s stockholders, such party would be unable to pursue it. Certain provisions of the Merger Agreement may discourage third parties from submitting competing proposals, including proposals that may be superior to the transactions contemplated by the Merger Agreement. The terms of the Merger Agreement prohibit each of us and LENZ from soliciting competing proposals or cooperating with persons making unsolicited takeover proposals except in limited circumstances. In addition, if we terminate the Merger Agreement under specified circumstances, we will be required to pay LENZ a termination fee of $ 7. 5 million. This termination fee may discourage third parties from submitting competing proposals to us or our~~ **or** ~~stockholders and may cause our or LENZ boards of directors to be less inclined to recommend a competing proposal. Because the lack of a public market for LENZ common stock makes it difficult to evaluate the fair market value of its capital stock, the value of our common stock to be issued to LENZ stockholders may be more or less than the fair market value of LENZ common stock. The outstanding capital stock of LENZ is privately held and is not traded on any public market. The lack of a public market makes it difficult to determine the fair market value of LENZ capital stock. Because the percentage of our equity to be issued to LENZ stockholders was determined based on negotiations between the parties, it is possible that the value of our common stock to be issued to LENZ stockholders will be more or less than the fair market value of LENZ capital stock. If the merger does not qualify as a reorganization under the Internal Revenue Code of 1986, as amended (the " Code "), U. S. holders of LENZ capital stock may be taxed on the full amount of the consideration received in the merger. Subject to certain limitations and qualifications, in the opinion of Wilson Sonsini Goodrich Rosati, P. C. (" Wilson Sonsini "), tax counsel to LENZ, the merger will qualify for U. S. federal income tax purposes as a " reorganization " within the meaning of Section 368 (a) of the Code and no gain will be recognized by U. S. holders of LENZ capital stock who receive only our common stock in the merger. None of the parties to the Merger Agreement have sought or intend to~~ seek

**changes in** ~~any ruling from the IRS regarding the qualification of the merger as a reorganization within the meaning of Section 368 (a) of the Code. If the merger does not qualify for the U. S. federal income tax treatment described herein, U. S. holders of LENZ capital stock may be taxed on any gain realized up to the full fair market value of any of our common stock they~~ **the composition of** ~~receive in the merger. Lawsuits may be filed against us, LENZ, or~~ **our** ~~any of the members of our respective boards of directors arising out of the merger, which may delay or prevent the merger. Putative stockholder complaints, including stockholder class action complaints, and other complaints may be filed against us, our board of directors, LENZ, the LENZ board of directors and others in connection with the transactions contemplated by the Merger Agreement. The outcome of litigation is uncertain, and we or LENZ may not be successful in defending against any such future claims. Lawsuits that may be filed against us, our board of directors, LENZ, or the LENZ~~ board of directors could ~~delay or prevent the merger, divert the attention of our and LENZ' s management and employees from their day- to- day business and otherwise adversely affect us and LENZ financially. As of February 27, 2024, one complaint has been filed by a purported Graphite stockholder against us and our board of directors in connection with the proposed merger. Specifically, on February 1, 2024, a purported stockholder filed a complaint, captioned Chew v. Graphite Bio, Inc., et al., No. 3: 24- cv- 00613 (N. D. Cal.) (the " Complaint "), in federal court in California against us and our board of directors. The Complaint alleges that the defendants filed or caused to be filed a materially incomplete and misleading preliminary registration statement with the SEC and asserts claims under Sections 14 (a) and 20 (a) of the Exchange Act. The Complaint seeks an order enjoining the proposed merger, or in the event that the proposed merger is consummated, an order rescinding the merger or awarding rescissory damages, as well as costs, including attorneys' and experts' fees. In addition, we and our board of directors have received four additional demands from purported stockholders seeking additional disclosures in the registration statement (collectively, the " Demands "). We cannot predict the outcome of the Complaint or the Demands. We believe that the allegations and claims asserted in the Complaint and the Demands are without merit and intend to defend against them vigorously. Additional lawsuits and demand letters arising out of the merger may also be filed or received in the future, though we will not provide additional disclosures unless those new complaints or letters contain material differences from those received to date. We are substantially dependent on our remaining employees to facilitate the consummation of the merger. As of December 31, 2023, we had only six full- time employees. Our ability to successfully complete the merger depends in large part on our ability to retain certain remaining personnel. Despite our efforts to retain these employees, one or more employees may terminate their employment with us on short notice. The loss of the services of certain employees could potentially harm our ability to consummate the merger and run our day- to- day business operations, as well as fulfill our reporting obligations as a public company. Risks Related to the Proposed Reverse Stock Split The reverse stock split may not increase the combined company' s stock price over the long- term. Our board of directors believes that a reverse stock split may be desirable for a number of reasons. Our common stock is currently, and is expected to continue to be, following the completion of the merger, listed on Nasdaq. According to the applicable Nasdaq rules, in order for our common stock to continue to be listed on Nasdaq, Graphite must satisfy certain requirements established by Nasdaq. The Graphite board of directors expects that a reverse stock split of our common stock will increase the market price of our common stock so that we will be able to maintain compliance with the relevant Nasdaq listing requirements for the foreseeable future, although we cannot assure holders of our common stock that it will be able to do so. Our board of directors also believes a higher stock price may help generate investor interest in the combined company, help the combined company attract and retain employees, increase trading volume in the combined company' s common stock, and facilitate future financings by the combined company. While it is expected that the reduction in the number of outstanding shares of common stock will proportionally increase the market price of our common stock, it cannot be assured that the reverse stock split will increase the market price of our common stock by a multiple of the reverse stock split ratio mutually agreed by us and LENZ, or result in any permanent or sustained increase in the market price of our common stock, which is dependent upon many factors, including our business and financial performance, general market conditions and prospects for future success. Thus, while our stock price might meet the listing requirements for Nasdaq initially after the reverse stock split, it cannot be assured that it will continue to do so. The reverse stock split may decrease the liquidity of the combined company' s common stock. Although our board of directors believes that the anticipated increase in the market price of the combined company' s common stock resulting from the proposed reverse stock split could encourage interest in our common stock and possibly promote greater liquidity for our stockholders, such liquidity could also be adversely affected by the reduced number of shares outstanding after the reverse stock split. The reduction in the number of outstanding shares may lead to reduced trading and a smaller number of market makers for the combined company' s common stock. In addition, the reverse stock split may not result in an increase in the combined company' s stock price necessary to satisfy Nasdaq' s initial listing requirements for the combined company. The reverse stock split may lead to a decrease in the combined company' s overall market capitalization. Should the market price of the combined company' s common stock decline after the reverse stock split, the percentage decline may be greater, due to the smaller number of shares outstanding, than it would have been prior to the reverse stock split. A reverse stock split is often viewed negatively by the market and, consequently, can lead to a decrease in the combined company' s overall market capitalization. If the per share market price does not increase in proportion to the reverse stock split ratio, then the value of the combined company, as measured by its stock capitalization, will be reduced. In some cases, the per- share stock price of companies that have effected reverse stock splits subsequently declined back to pre- reverse split levels, and accordingly, it cannot be assured that the total market value of the combined company' s common stock will remain the same after the reverse stock split is effected, or that the reverse stock split will not~~ have an adverse effect on ~~the combined company' s stock price due to the reduced~~ **our operating results, financial condition and cash flows. A sale of a substantial** number of shares ~~outstanding after the reverse stock split. Risks Related to Our Financial Position, Limited Operating History and Need for Additional Capital in the Event the Merger is not Consummated We have incurred significant losses since our inception, we expect to incur significant losses for the foreseeable future, and we may never achieve or maintain profitability. Since our inception, we have incurred significant net~~

losses, have not generated any revenue from product sales to date and have financed our operations principally through the net proceeds raised in our initial public offering (the " IPO ") and private placements of our redeemable convertible preferred stock. Our net loss for the fiscal years ended December 31, 2023 and 2022 was $ 124. 7 and $ 101. 1 million, respectively. As of December 31, 2023, we had an accumulated deficit of $ 367. 1 million. We expect to continue to incur significant and increasing losses for the foreseeable future. The net losses we incur may fluctuate significantly from quarter to quarter and year to year, such that a period- to- period comparison of our results of operations may not be a good indication of our future performance. Should we resume development of product candidates, we anticipate that our expenses would increase substantially if and as we: • initiate and conduct clinical trials for any product candidates that we may identify and develop; • initiate new research and discovery programs and preclinical development of product candidates from any new research programs; • seek to identify additional research programs and additional product candidates; • hire additional research and development and clinical personnel; • maintain, expand, enforce, defend and protect our intellectual property portfolio and provide reimbursement of third- party expenses related to our patent portfolio; • seek marketing approvals for any of our product candidates that successfully complete clinical trials; • establish our manufacturing capability, including developing our contract development and manufacturing relationships, and should we decide to do so, building and maintaining a commercial- scale current Good Manufacturing Practices (cGMP), manufacturing facility; • ultimately establish a sales, marketing, and distribution infrastructure to commercialize any products for which we may obtain marketing approval; • add operational, financial, and management information systems and personnel; • acquire or in- license product candidates, intellectual property and technologies; and • operate as a public company. To date, we have not successfully completed a clinical trial for any product candidate. To become and remain profitable, we would have to develop and eventually commercialize products with significant market potential. This would require us to be successful in a range of challenging activities, including identifying product candidates, completing preclinical testing and clinical trials of product candidates, obtaining marketing approval for these product candidates, manufacturing, marketing, and selling those products for which we may obtain marketing approval, obtaining market acceptance for such products and satisfying any post- marketing requirements. We may never succeed in these activities and, even if it does, may never generate revenue in an amount sufficient to achieve profitability. We currently have no ongoing programs. We commenced our Phase 1 / 2 clinical trial of nulabeglogene autogedtemcel (nula- cel), in SCD in November 2021, and in February 2023 announced that it was discontinuing our development of nula- cel. In August 2023, we entered into an agreement pursuant in which we granted Kamau rights to acquire our technology and intellectual property related to our nula- cel program and related pre- clinical platform assets, and a separate agreement pursuant to which we transferred to Maro our rights to our pre- clinical non- genotoxic conditioning program. Following these transactions, we had no remaining ongoing development programs. However, we continue to hold, maintain and preserve the technology, licenses and intellectual property related to its nula- cel program and related preclinical platform assets subject to Kamau' s option using its remaining workforce. Because of the numerous risks and uncertainties associated with developing gene therapy and gene editing product candidates, we are unable to predict the extent of any future losses or when we will become profitable, if ever. If we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis. Our failure to become and remain profitable would decrease the value of our company and our stock price and could impair our ability to raise capital, maintain and fund our research and development efforts, expand our business, or continue our operations. A decline in the value of our company could also cause you to lose all or part of your investment. Our limited operating history may make it difficult for you to evaluate the performance of our business to date and to assess our future viability. We are an early- stage company. We were founded in 2017 and commenced operations in 2020. Our operations to date have been limited to organizing and staffing our company, business planning, raising capital, acquiring and developing our platform and technology, identifying potential product candidates, establishing and maintaining our intellectual property portfolio, undertaking preclinical studies and preparing for clinical trials. Other than nula- cel, which was being evaluated in a Phase 1 / 2 clinical trial, and which we terminated development of in February 2023, all of our research programs were still in the preclinical or research stage of development. We have not demonstrated an ability to initiate or successfully complete any clinical trials, including large- scale, pivotal clinical trials, obtain marketing approvals, manufacture a commercial- scale product, or arrange for a third party to do so on our behalf, or conduct sales and marketing activities necessary for successful commercialization. Typically, it takes about 10 to 15 years to develop a new product from the time it is discovered to when it is available for treating patients. Consequently, any predictions you make about the likelihood of our future success or viability may not be as accurate as they could be if we had a longer operating history. Our limited operating history, particularly in light of the rapidly evolving gene editing field, may make it difficult to evaluate our technology and industry and predict our future performance. Our very short history as an operating company makes any assessment of the likelihood of our future success and viability subject to significant uncertainty. We will encounter risks and difficulties frequently experienced by very early- stage companies in rapidly evolving fields. If we do not address these risks successfully, our business will suffer. In addition, as a new business, we may encounter other unforeseen expenses, difficulties, complications, delays, and other known and unknown factors. We will need to transition from a company with a research focus to a company capable of supporting commercial activities. We may not be successful in such a transition. If we do not adequately address these risks and difficulties or successfully make such a transition, our business will suffer. We have never generated revenue from product sales, may never generate any revenue from product sales and may never become profitable. Our ability to generate revenue from product sales and achieve profitability, if ever, depends on our ability, alone or with collaborative partners, to initiate and successfully complete the development of, and obtain the regulatory approvals necessary to commercialize, any product candidates we may identify for development. We do not anticipate generating revenues from product sales for the next several years, if ever. Even if one or more of the product candidates we develop are approved for commercial sale, we anticipate incurring significant costs associated with commercializing any approved product candidate. Our expenses could increase beyond expectations if we are required by the FDA, the EMA, or

other regulatory authorities to perform clinical and other studies in addition to those that we currently anticipate. Even if we are able to generate revenues from the sale of any approved product candidates, we may not become profitable and may need to obtain additional funding to continue operations. We will need substantial additional funding. If we are unable to raise capital when needed on acceptable terms, or at all, we would be forced to delay, reduce, or terminate our research and product development programs, future commercialization efforts or other operations. Developing pharmaceutical products, including conducting preclinical studies and clinical trials, is a very time- consuming, expensive and uncertain process that takes years to complete. Our operations have consumed substantial amounts of cash since inception, and we expect our expenses to increase in connection with our ongoing activities, particularly as we identify, continue the research and development of, initiate and conduct clinical trials of, and seek marketing approval for, any product candidates we may identify. In addition, if we obtain marketing approval for any product candidates, we expect to incur significant commercialization expenses related to product sales, marketing, manufacturing, and distribution to the extent that such sales, marketing, manufacturing, and distribution are not the responsibility of a collaborator. Other unanticipated costs may also arise. Furthermore, we expect to incur substantial costs associated with operating as a public company. Accordingly, we will need to obtain substantial additional funding in connection with our continuing operations. If we are unable to raise capital when needed or on acceptable terms, we would be forced to delay, reduce, or eliminate our research and product development programs, future commercialization efforts or other operations. As of December 31, 2023, our cash and cash equivalents were $ 184. 3 million. We expect that these funds will enable us to fund our operating expenses and capital expenditure requirements beyond the next 12 months. However, our operating plan may change as a result of factors currently unknown to us, and we may need to seek funding sooner than planned. Our future capital requirements will depend on many factors, including: • the timing, scope, progress, results and costs of any product candidates that we may identify and develop; • the costs, timing, and outcome of regulatory review of the product candidates we develop; • the costs of continuing to build our gene editing platform; • the timing, scope, progress, results, and costs of discovery, preclinical development and formulation development for the product candidates we develop; • the costs of preparing, filing, and prosecuting patent applications, establishing, maintaining and enforcing our intellectual property and proprietary rights, and defending intellectual property- related claims; • the costs of future activities, including product sales, medical affairs, marketing, manufacturing, distribution, coverage and reimbursement for any product candidates for which we receive regulatory approval; • our ability to achieve sufficient market acceptance, coverage and adequate reimbursement from third- party payors and adequate market share and revenue for any approved products; • our ability to negotiate favorable terms in strategic alternatives including, but not limited to, any collaboration, licensing or other arrangements into which we may enter in the future and performing our obligations in such collaborations; • the success of any collaborations that we may establish and of our license agreements; • the continued effect of the COVID- 19 pandemic on our business; • the extent to which we acquire or in- license product candidates, intellectual property and technologies; and • the costs of operating as a public company. Identifying potential product candidates and conducting preclinical testing and clinical trials is a time- consuming, expensive, and uncertain process that takes years to complete, and we may never generate the necessary data or results required to obtain marketing approval and achieve product sales. In addition, our product candidates, if approved, may not achieve commercial success. Our commercial revenues, if any, will be derived from sales of products that we do not expect to be commercially available for many years, if at all. Accordingly, we will need to continue to rely on additional financing to achieve our business objectives. Adequate additional financing may not be available to us on acceptable terms, or at all. In addition, we may seek additional capital due to favorable market conditions or strategic considerations even if we believe we have sufficient funds for our current or future operating plans. Any additional fundraising efforts may divert our management from their day- to- day activities, which may adversely affect our ability to develop and commercialize our product candidates. We have no committed sources of additional capital and, if we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we may have to significantly delay, scale back or discontinue the development or commercialization of our product candidates or other research and development initiatives. Without sufficient funding, our license agreements and any future collaboration agreements may also be terminated if we are unable to meet the payment or other obligations under such agreements. Until such time, if ever, as we can generate substantial product revenues, we expect to finance our cash needs through a combination of equity offerings, debt financings, collaborations, strategic alliances, and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect your rights as a common stockholder. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures, declaring dividends, and possibly other restrictions. If we raise funds through additional collaborations, strategic alliances, or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs, or product candidates we develop, or we may have to grant licenses on terms that may not be favorable to us and / or that may reduce the value of our common stock . If we are unable to raise additional funds through equity or debt financings when needed, we may be required to delay, limit, reduce, or terminate our product development or future commercialization efforts or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves. We may be subject to adverse legislative or regulatory tax changes that could adversely affect our business and financial condition. The rules dealing with U. S. federal, state and local income taxation are constantly under review by persons involved in the legislative process and by the Internal Revenue Service and the U. S. Treasury Department. Changes to tax laws (which changes may have retroactive application) could adversely affect our stockholders or us. We cannot predict whether, when, in what form, or with what effective dates, tax laws, regulations and rulings may be enacted, promulgated or decided, which could result in an increase in our, or our stockholders', tax liability or require changes in the manner in which we operate in order to minimize increases in our tax liability. Our ability to use our U. S. net operating loss

carryforwards and certain other U. S. tax attributes may be limited. As of December 31, 2023 and 2022, we had U. S. federal net operating loss carryforwards of $ 164. 3 and $ 75. 7 million, respectively, (which are not subject to expiration) and minimal state net operating loss carryforwards. Our ability to use our U. S. federal and state net operating losses to offset potential future taxable income and reduce income taxes that would otherwise be due is dependent upon our generation of future taxable income, and we cannot predict with certainty when, or whether, we will generate sufficient taxable income to use all of our net operating losses. Under current law, unused U. S. federal net operating losses generated in taxable years beginning after December 31, 2017 are not subject to expiration and may be carried forward indefinitely. For taxable years beginning after December 31, 2020, however, the deductibility of such U. S. federal net operating losses is limited to 80 % of our taxable income in such taxable years. In addition, both our current and our future unused U. S. federal net operating losses and tax credits may be subject to limitation under Sections 382 and 383 of the Code if we undergo an " ownership change, " generally defined as a greater than 50 percentage point change (by value) in its equity ownership by certain stockholders over a rolling three- year period. We may have experienced such ownership changes in the past, and we may experience ownership changes in the future as a result of our equity offerings or subsequent shifts in our stock ownership, some of which are outside our control. Our net operating losses and tax credits may also be impaired or restricted under state law. We face risks related to health epidemics, pandemics and other widespread outbreaks of contagious disease, including the COVID- 19 pandemic, which could significantly disrupt our operations, impact our financial results or otherwise adversely impact our business. Significant outbreaks of contagious diseases, and other adverse public health developments, could have a material impact on our business operations and operating results. The continued effects of COVID- 19, have affected segments of the global economy as well as our operations. For example, COVID- 19 impacted clinical trial site resourcing, staffing and operations, resulting in longer timeframes than initially anticipated for participant screening and enrollment. In particular, treatment of the first patient in our Phase 1 / 2 clinical trial of nula- cel was delayed due to screen failure as a result of a prospective participant becoming infected with COVID- 19. As a result of the COVID- 19 pandemic or similar public health crises that may arise, we may experience further disruptions that could adversely impact our operations, research and development, including preclinical studies, clinical trials and manufacturing activities, including: • delays or disruptions in clinical trials that we may be conducting, including patient screening, patient enrollment, patient dosing, clinical trial site activation, and study monitoring; • delays or disruptions in preclinical experiments and IND- enabling and clinical trial application- enabling studies due to restrictions related to our staff being on site; • interruption or delays in the operations of the FDA, the EMA and comparable foreign regulatory agencies; • interruption of, or delays in, receiving, supplies of drug substance and drug product from our CMOs or delays or disruptions in our pre- clinical experiments or clinical trials performed by CROs due to staffing shortages, production and research slowdowns or stoppages and disruptions in delivery systems or research; • limitations imposed on our business operations by local, state, or federal authorities to address such pandemics or similar public health crises could impact our ability to conduct preclinical or clinical activities, including conducting IND- enabling studies or our ability to select future development candidates; • the impact of the COVID- 19 pandemic on our corporate culture; and • business disruptions caused - **cause** by potential workplace, laboratory and office closures and an increased reliance on employees working from home, disruptions to or delays in ongoing laboratory experiments and operations, staffing shortages, travel limitations, cyber security and data accessibility, or communication or mass transit disruptions, any of which could adversely impact our business operations or delay necessary interactions with local regulators, ethics committees, manufacturing sites, research or clinical trial sites and other -- **the** important agencies and contractors. The trading prices for biopharmaceutical companies have been highly volatile as a result of the COVID- 19 pandemic, and we may face similar volatility in our stock price . We cannot predict the scope and severity of any potential business shutdowns or disruptions. If we or any of the third parties with whom we engage were to experience shutdowns or other business disruptions, our ability to conduct our business in the manner and on the timelines presently planned could be materially and negatively affected, which could have a material adverse impact on our business, financial condition, our results of operations and prospects. Risks Related to Our Business if Merger is not Consummated We may not be successful in completing the merger or any strategic transactions that it may consummate in the future could have negative consequences. We are exploring and evaluating strategic transactions, including a merger, reverse merger, sale, wind- down, liquidation and dissolution or other strategic transaction. However, there can be no assurance that we will be able to successfully consummate any particular strategic transaction. The process of continuing to evaluate these strategic options may be very costly, time- consuming and complex and we have incurred, and we may in the future incur, significant costs related to this continued evaluation, such as legal and accounting fees and expenses and other related charges. We may also incur additional unanticipated expenses in connection with this process. A considerable portion of these costs will be incurred regardless of whether any such course of action is implemented or transaction is completed. Any such expenses will decrease the remaining cash available for use in our business and may diminish or delay any future distributions to our stockholders. In addition, any strategic business combination or other transactions that we may consummate in the future could have a variety of negative consequences and we may implement a course of action or consummate a transaction that yields unexpected results that adversely affects our business and decreases the remaining cash available for use in our business or the execution of our strategic plan. There can be no assurances that any particular course of action, business arrangement or transaction, or series of transactions, will be pursued, successfully consummated, lead to increased stockholder value, or achieve the anticipated results. Any failure of such potential transaction to achieve the anticipated results could significantly impair our ability to enter into any future strategic transactions and may significantly diminish or delay any future distributions to our stockholders. If we are successful in completing the merger, we may be exposed to other operational and financial risks. The consummation of the merger or any other strategic transaction will require significant time on the part of our management, and the diversion of management' s attention may disrupt our business. The negotiation and consummation of any such transaction may also require more time or greater cash resources than we anticipate and expose us to other operational and financial risks, including: •

increased near- term and long- term expenditures; • exposure to unknown liabilities; • higher than expected acquisition or integration costs; • incurrence of substantial debt or dilutive issuances of equity securities to fund future operations; • write-downs of assets or goodwill or incurrence of non- recurring, impairment or other charges; • increased amortization expenses; • difficulty and cost in combining the operations and personnel of any acquired business with our operations and personnel; • impairment of relationships with key suppliers or customers of any acquired business due to changes in management and ownership; • inability to retain key employees of ours or any acquired business; and • possibility of future litigation. Any of the foregoing risks could have a material adverse effect on our business, financial condition and prospects. If the merger is not consummated, our board of directors may decide to pursue a dissolution and liquidation. In such an event, the amount of cash available for distribution to our stockholders will depend heavily on the timing of such liquidation as well as the amount of cash that will need to be reserved for commitments and contingent liabilities. There can be no assurance that the merger will be completed. If the merger is not completed, our board may decide to pursue a dissolution and liquidation. In such an event, the amount of cash available for distribution to our stockholders will depend heavily on the timing of such decision and, as with the passage of time the amount of cash available for distribution will be reduced as we continue to fund our operations. In addition, if our board were to approve and recommend, and our stockholders were to approve, a dissolution and liquidation, we would be required under Delaware corporate law to pay our outstanding obligations, as well as to make reasonable provision for contingent and unknown obligations, prior to making any distributions in liquidation to our stockholders. As a result of this requirement, a portion of our assets may need to be reserved pending the resolution of such obligations and the timing of any such resolution is uncertain. In addition, we may be subject to litigation or other claims related to a dissolution and liquidation. If a dissolution and liquidation were pursued, our board, in consultation with our advisors, would need to evaluate these matters and make a determination about a reasonable amount to reserve. Accordingly, holders of our common stock could lose all or a significant portion of their investment in the event of a liquidation, dissolution or winding up. Our ability to consummate the merger depends on our ability to retain our employees required to consummate such transaction. Our ability to consummate the merger depends upon our ability to retain our employees required to consummate such a transaction, the loss of whose services may adversely impact the ability to consummate such transaction. In February 2023 and again in August 2023, we undertook an organizational restructuring that significantly reduced our workforce in order to conserve our capital resources. Our cash conservation activities may yield unintended consequences, such as attrition beyond our planned reduction in workforce and reduced employee morale, which may cause remaining employees to seek alternative employment. Our ability to successfully complete the merger depends in large part on our ability to retain certain of our remaining personnel. If we are unable to successfully retain our remaining personnel, we are at risk of a disruption to our exploration and consummation of the merger as well as business operations. Our corporate restructuring and the associated headcount reduction may not result in anticipated savings, could result in total costs and expenses that are greater than expected, and could disrupt our business. In February 2023, and again in August 2023, we undertook organizational restructurings that significantly reduced our workforce, including the departure of our chief business officer and chief scientific officer. We may not realize, in full or in part, the anticipated benefits, savings and improvements in our cost structure from our restructuring efforts due to unforeseen difficulties, delays or unexpected costs. If we are unable to realize the expected operational efficiencies and cost savings from the restructuring, our operating results and financial condition would be adversely affected. Furthermore, our restructuring plan may be disruptive to our operations. For example, our headcount reductions could yield unanticipated consequences, such as increased difficulties in implementing our business strategy, including retention of our remaining employees. Employee litigation related to the headcount reduction could be costly and prevent management from fully concentrating on the business. Any future growth would impose significant added responsibilities on members of management, including the need to identify, recruit, maintain and integrate additional employees. We may not be able to effectively manage our operations or recruit and retain qualified personnel, which may result in weaknesses in our infrastructure and operations, risks that we may not be able to comply with legal and regulatory requirements, and loss of employees and reduced productivity among remaining employees. For example, the workforce reduction may negatively impact our clinical, regulatory, technical operations, and commercial functions, should we choose to continue to pursue them, which would have a negative impact on our ability to successfully develop, and ultimately, commercialize our product candidates. Our future financial performance and our ability to develop our product candidates or additional assets will depend, in part, on our ability to effectively manage any future growth or restructuring, as the case may be. In addition, given the substantial restructuring of our operations, it may be difficult to evaluate our current business and future prospects on the basis of historical operating performance. We may become involved in securities class action litigation that could divert management' s attention and harm the company' s business, and insurance coverage may not be sufficient to cover all costs and damages. In the past, securities class action litigation has often followed certain significant business transactions, such as the sale of a company or announcement of any other strategic transaction, or the announcement of negative events, such as negative results from clinical trials. These events may also result in investigations by the SEC. We may be exposed to such litigation or investigation even if no wrongdoing occurred. Litigation and investigations are usually expensive and divert management' s attention and resources, which could adversely affect our business and cash resources and our ability to consummate a potential strategic transaction or the ultimate value our stockholders receive in any such transaction. Risks Related to Our Discovery, Development, and Commercialization We may not be successful in our efforts to identify and develop potential product candidates. If these efforts are unsuccessful, it may never become a commercial stage company or generate any revenues. The success of our business depends primarily upon our ability to identify, develop, and commercialize product candidates. Our research programs may fail to identify potential product candidates for clinical development for a number of reasons: our research methodology may be unsuccessful in identifying potential product candidates; our potential product candidates may be shown to have harmful side effects in preclinical in vitro experiments or animal model studies; our product candidates may not show promising signals of therapeutic effect in such experiments or studies; or our product

candidates may have other characteristics that may make the product candidates impractical to manufacture, unmarketable, or unlikely to receive marketing approval. If any of these events occur, we may be forced to abandon our research or development efforts for a program or programs, which would have a material adverse effect on our business, financial condition, results of operations, and prospects and could potentially cause us to cease operations. For instance, in February 2023, we announced that it had discontinued development of our lead program, and subsequently announced that it had discontinued development of all our development programs. Research programs to identify new product candidates require substantial technical, financial, and human resources. We may focus our efforts and resources on potential programs or product candidates that ultimately prove to be unsuccessful, which would be costly and time- consuming. Even if we complete the necessary preclinical studies and clinical trials, the marketing approval process is expensive, time- consuming, and uncertain and may prevent us from obtaining approvals for the commercialization of our product candidates. If we are not able to obtain, or if there are delays in obtaining, required regulatory approvals, it will not be able to commercialize, or will be delayed in commercializing, product candidates it develops, and our ability to generate revenue will be materially impaired. Any product candidates we develop and the activities associated with their development and commercialization, including their design, testing, manufacture, recordkeeping, labeling, storage, approval, advertising, promotion, sale, import, export, and distribution, are subject to comprehensive regulation by the FDA, the EMA and other regulatory authorities in the United States and by comparable authorities in other countries. Failure to obtain marketing approval for a product candidate will prevent us from commercializing the product candidate in a given jurisdiction. We have not received approval to market any product candidates from regulatory authorities in any jurisdiction. We have only limited experience in filing and supporting the applications necessary to gain marketing approvals and expect to rely on third parties to assist us in this process. Securing regulatory approval requires the submission of extensive preclinical and clinical data and supporting information to the various regulatory authorities for each therapeutic indication to establish the biological product candidate' s safety, purity, and potency. Securing regulatory approval also requires the submission of extensive information about the product manufacturing process, and inspection of manufacturing facilities by, the relevant regulatory authority. Our product candidates may not be effective, may be only moderately effective, or may prove to have undesirable or unintended side effects, toxicities, or other characteristics that may preclude us from obtaining marketing approval or prevent or limit commercial use. The process of obtaining marketing approvals, both in the United States and abroad, is expensive, may take many years if approval is obtained at all, and can vary substantially based upon a variety of factors, including the type, complexity, and novelty of the product candidates involved. Changes in marketing approval policies during the development period, changes in or the enactment of additional statutes or regulations, or changes in regulatory review for each submitted product application, may cause delays in the approval or rejection of an application. The FDA and comparable authorities in other countries have substantial discretion in the approval process and may refuse to accept any application or may decide that our data is insufficient for approval and require additional preclinical, clinical, or other studies. In addition, varying interpretations of the data obtained from preclinical and clinical testing could delay, limit, or prevent marketing approval of a product candidate. Any marketing approval we ultimately obtain may be limited or subject to restrictions or post- approval commitments that render the approved product not commercially viable. If we experience delays in obtaining approval or if we fail to obtain approval of our product candidates, the commercial prospects for those product candidates may be harmed, and our ability to generate revenues will be materially impaired. We may expend our limited resources to pursue a particular product candidate or indication and fail to capitalize on product candidates or indications that may be more profitable or for which there is a greater likelihood of success. Because we have limited financial and managerial resources, we focus on research programs and product candidates that we identify for specific indications among many potential options. As a result, it may forego or delay pursuit of opportunities with other product candidates or for other indications that later prove to have greater commercial potential. Our resource allocation decisions may cause us to fail to capitalize on viable commercial products or profitable market opportunities. Our spending on current and future research and development programs and product candidates for specific indications may not yield any commercially viable products. If we do not accurately evaluate the commercial potential or target market for a particular product candidate, it may relinquish valuable rights to that product candidate through collaboration, licensing, or other royalty arrangements in cases in which it would have been more advantageous for us to retain sole development and commercialization rights to such product candidate. Any such event could have a material adverse effect on our business, financial condition, results of operations, and prospects. Even if we complete the necessary clinical trials, it cannot predict when, or if, it will obtain regulatory approval to commercialize a product candidate we may develop in the United States or any other jurisdiction, and any such approval may be for a more narrow indication than it seeks. We cannot commercialize a product candidate until the appropriate regulatory authorities have reviewed and approved the product candidate. Even if our product candidates meet their safety and efficacy endpoints in clinical trials, the regulatory authorities may not complete their review processes in a timely manner, or we may not be able to obtain regulatory approval. Additional delays may result if an FDA Advisory Committee or other regulatory authority recommends non- approval or restrictions on approval. In addition, we may experience delays or rejections based upon additional government regulation from future legislation or administrative action, or changes in regulatory authority policy during the period of product development, clinical trials, and the review process. Regulatory authorities also may approve a product candidate for more limited indications than requested or they may impose significant limitations in the form of narrow indications, warnings or a REMS. These regulatory authorities may require labeling that includes precautions or contraindications with respect to conditions of use, or they may grant approval subject to the performance of costly post- marketing clinical trials. In addition, regulatory authorities may not approve the labeling claims that are necessary or desirable for the successful commercialization of our product candidates. Any of the foregoing scenarios could materially harm the commercial prospects for our product candidates and materially adversely affect our business, financial condition, results of operations, and prospects. Marketing approval by the FDA in the United States, if obtained, does not ensure approval by regulatory authorities in other countries or jurisdictions. In

addition, clinical trials conducted in one country may not be accepted by regulatory authorities in other countries, and regulatory approval in one country does not guarantee regulatory approval in any other country. Approval processes vary among countries and can involve additional product candidate testing and validation and additional administrative review periods. Seeking regulatory approval outside the United States could result in difficulties and costs for us and require additional preclinical studies or clinical trials which could be costly and time- consuming. Regulatory requirements can vary widely from country to country and could delay or prevent the introduction of our product candidates in those countries. The foreign regulatory approval process involves all of the risks associated with FDA approval. We do not have any product candidates approved for sale in any jurisdiction, including international markets, and we do not have experience in obtaining regulatory approval in international markets. If we fail to comply with regulatory requirements in international markets or to obtain and maintain required approvals, or if regulatory approvals in international markets are delayed, our target market will be reduced and our ability to realize the full market potential of our product candidates will be unrealized. Our product candidates may fail to achieve the degree of market acceptance by physicians, patients, third- party payors, and others in the medical community necessary for commercial success. The commercial success of any of our product candidates will depend upon its degree of market acceptance by physicians, patients, third- party payors, and others in the medical community. Ethical, social, and legal concerns about genetic medicines generally and gene editing technologies specifically could result in additional regulations restricting or prohibiting the marketing of our product candidates. Even if our product candidates receive marketing approval, they may nonetheless fail to gain sufficient market acceptance by physicians, patients, third- party payors, and others in the medical community. The degree of market acceptance of our product candidates, if approved for commercial sale, will depend on a number of factors, including: • the efficacy and safety of such product candidates as demonstrated in clinical trials; • the potential and perceived advantages compared to alternative treatments; • the limitation to our targeted patient population and limitations or warnings contained in approved labeling by the FDA or other regulatory authorities; • the ability to offer our products for sale at cost- effective or competitive prices; • convenience and ease of administration compared to alternative treatments; • the clinical indications for which the product candidate is approved by the FDA, the EMA, or other regulatory agencies; • public attitudes regarding genetic medicine generally and gene editing technologies specifically; • the willingness of the target patient population to try novel therapies and of physicians to prescribe these therapies, as well as their willingness to accept a therapeutic intervention that involves the editing of the patient' s gene; • product labeling or product insert requirements of the FDA, the EMA, or other regulatory authorities, • including any limitations or warnings contained in a product' s approved labeling; • relative convenience and ease of administration; • the timing of market introduction of competitive products; • publicity concerning our products or competing products and treatments; • the strength and effectiveness of sales, marketing and distribution efforts; • sufficient third- party coverage and adequate reimbursement, including the ability to supply product that is cost- effective and acceptable to the pricing or reimbursement authorities in different countries; and • the prevalence and severity of any side effects. Even if any of our product candidates obtain regulatory approval, such products may not achieve an adequate level of acceptance, we may not generate or derive sufficient product revenues, and we may not become profitable. We face significant competition in an environment of rapid technological change, and there is a possibility that our competitors may achieve regulatory approval before us or develop therapies that are safer, less expensive or more advanced or effective than ours, which may harm our financial condition and our ability to successfully market or commercialize our product candidates. The development and commercialization of new drug products is highly competitive. Moreover, the gene editing field is characterized by rapidly changing technologies, significant competition, and a strong emphasis on intellectual property. We will face competition with respect to any product candidates that we may develop or commercialize in the future from major pharmaceutical companies, specialty pharmaceutical companies, and biotechnology companies worldwide. Potential competitors also include academic institutions, government agencies, and other public and private research organizations that conduct research, seek patent protection, and establish collaborative arrangements for research, development, manufacturing, and commercialization. There are a number of large pharmaceutical and biotechnology companies that currently market and sell products or are pursuing the development of products for the treatment of the disease indications for which we have research programs. Some of these competitive products and therapies are based on scientific approaches that are the same as or similar to our approach, and others are based on entirely different approaches. There are several other companies advancing gene editing and gene editing and gene therapy product candidates in preclinical or clinical development in sickle cell disease, including Beam Therapeutics Inc., bluebird bio, Inc., Cellectis SA, CRISPR Therapeutics AG, Editas Medicine, Inc., Intellia Therapeutics, Inc., and Sangamo Therapeutics, Inc. Companies advancing gene therapy programs in beta- thalassemia include bluebird bio, Inc., CRISPR Therapeutics AG, Sangamo Therapeutics, Inc. and Edigene Inc. Companies advancing gene therapy programs in XSCID include Mustang Bio, Inc. Companies advancing gene therapy programs in Gaucher Disease include AVROBio, Inc. and Freeline Therapeutics Holdings plc. Companies advancing gene editing and gene therapy programs in preclinical development for AAT deficiency include Beam Therapeutics Inc., Editas Medicine, Inc., Intellia Therapeutics, Inc., Krystal Biotech Inc., Apic Bio Inc., and LogicBio Therapeutics Inc. Companies combining CRISPR with HDR (homology directed repair) include CRISPR Therapeutics AG, which, for oncology applications, inserts a chimeric antigen receptor (" CAR ") construct into the TCR alpha constant (" TRAC ") locus in T- cells using HDR. Additionally, an academic collaboration between the University of California, San Francisco and the University of California, Los Angeles is seeking to correct the sickle cell mutation using CRISPR followed by delivery of a single- stranded oligonucleotide DNA donor to potentially harness HDR. Any product candidates that we successfully develop and commercialize will compete with existing therapies and new therapies that may become available in the future that are approved to treat the same diseases for which we may obtain approval for our product candidates. This may include other types of therapies, such as small molecule, antibody, and / or protein therapies. Many of our current or potential competitors, either alone or with their collaboration partners, may have significantly greater financial resources and expertise than we do in research and development, manufacturing, preclinical testing, conducting

clinical trials, obtaining regulatory approvals, and marketing approved products. Mergers and acquisitions in the pharmaceutical, biotechnology, and gene therapy industries may result in even more resources being concentrated among a smaller number of our competitors. Smaller or early- stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These competitors also compete with us in recruiting and retaining qualified scientific and management personnel and establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs. Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize product candidates that are safer, more effective, have fewer or less severe side effects, are more convenient, or are less expensive than any product candidates that we may develop or that would render any product candidates that we may develop obsolete or non- competitive. Our competitors also may obtain FDA or other regulatory approval for their product candidates more rapidly than we may obtain approval for our product candidates, which could result in our competitors establishing a strong market position before we are able to enter the market. Additionally, technologies developed by our competitors may render our potential product candidates uneconomical or obsolete, and we may not be successful in marketing our product candidates against competitors. In addition, as a result of the expiration or successful challenge of our patent rights, we could face more litigation with respect to the validity and / or scope of patents relating to our competitors' products. The availability of our competitors' products could limit the demand, and the price we are able to charge, for any product candidates that we may develop and commercialize. If, in the future, we are unable to establish sales and marketing capabilities or enter into agreements with third parties to sell and market our product candidates, we may not be successful in commercializing those product candidates if and when they are approved. We do not have a sales or marketing infrastructure and have limited experience in the sale, marketing, or distribution of pharmaceutical products. To achieve commercial success for any approved products for which we retain sales and marketing responsibilities, we must either develop a sales and marketing organization or outsource these functions to third parties. In the future, we may choose to build a focused sales, marketing, and commercial support infrastructure to sell, or participate in sales activities with our collaborators for, some of our product candidates if and when they are approved. There are risks involved with both establishing our own commercial capabilities and entering into arrangements with third parties to perform these services. For example, recruiting and training a sales force or reimbursement specialists is expensive and time consuming and could delay any product launch. If the commercial launch of a product candidate for which we recruit a sales force and establish marketing and other commercialization capabilities is delayed or does not occur for any reason, we would have prematurely or unnecessarily incurred these commercialization expenses. This may be costly, and our investment would be lost if we cannot retain or reposition our commercialization personnel. Factors that may inhibit our efforts to commercialize our product candidates on our own include: • our inability to recruit and retain adequate numbers of effective sales, marketing, reimbursement, customer service, medical affairs, and other support personnel; • the inability of sales personnel to obtain access to physicians or educate adequate numbers of physicians on the benefits of prescribing any future products; • the inability of reimbursement professionals to negotiate arrangements for formulary access, reimbursement, and other acceptance by payors; • restricted or closed distribution channels that make it difficult to distribute our product candidates to segments of the patient population; • the lack of complementary products to be offered by sales personnel, which may put us at a competitive disadvantage relative to companies with more extensive product lines; and • unforeseen costs and expenses associated with creating an independent commercialization organization. If we enter into arrangements with third parties to perform sales, marketing, commercial support, and distribution services, our product revenues or the profitability of these product revenues to us may be lower than if we were to market and sell any products we may develop ourselves. In addition, we may not be successful in entering into arrangements with third parties to commercialize our product candidates or may be unable to do so on terms that are favorable to us. We may have little control over such third parties, and any of them may fail to devote the necessary resources and attention to sell and market our products effectively. If we do not establish commercialization capabilities successfully, either on our own or in collaboration with third parties, we will not be successful in commercializing our product candidates. Adverse public perception of genetic medicines and gene editing in particular, may negatively impact regulatory approval of, and / or demand for, our potential products, if approved. Our potential therapeutic products historically involved editing the human genome. The clinical and commercial success of our potential products will depend in part on public understanding and acceptance of the use of gene editing therapy for the prevention or treatment of human diseases. Public perception and related media coverage of potential gene therapy- related efficacy or safety issues, including adoption of new therapeutics or novel approaches to treatment, as well as ethical concerns related specifically to gene editing, may adversely influence the willingness of subjects to participate in clinical trials, or if any therapeutic is approved, of physicians and patients to accept these novel and personalized treatments. Physicians, health care providers and third- party payors often are slow to adopt new products, technologies and treatment practices, particularly those that may also require additional upfront costs and training. Physicians may not be willing to undergo training to adopt these novel and potentially personalized therapies, may decide the particular therapy is too - **to** complex or potentially risky to adopt without appropriate training, and may choose not to administer the therapy. Further, due to health conditions, genetic profile or other reasons, certain patients may not be candidates for the therapies. In addition, responses by federal and state agencies, congressional committees and foreign governments to negative public perception, ethical concerns or financial considerations may result in new legislation, regulations, or medical standards, such as stricter labeling requirements, that could limit our ability to develop or commercialize any product candidates, obtain or maintain regulatory approval or otherwise achieve profitability. New government requirements may be established that could delay or prevent regulatory approval of our product candidates under development. It is impossible to predict whether legislative changes will be enacted, regulations, policies or guidance changed, or interpretations by agencies or courts changed, or what the impact of such changes, if any, may be. Based on these and other factors, health care providers and payors may decide **decline** that the benefits of these new therapies do not or will not outweigh their costs . More restrictive government regulations or negative public opinion would

have a negative effect on our business or financial condition and may delay or impair our development and commercialization of product candidates or demand for our product candidates. Adverse events in our preclinical studies or clinical trials or those of our competitors or of academic researchers utilizing gene editing technologies, even if not ultimately attributable to product candidates we identify and develop, and the resulting publicity could result in increased governmental regulation, unfavorable public perception, potential regulatory delays in the testing or approval of potential product candidates we identify and develop, stricter labeling requirements for those product candidates that are approved, and a decrease in demand for any such product candidates. Use of gene editing technology by a third party or government to develop biological agents or products that threaten U. S. national security could similarly result in such negative impacts to us. Due to the novel nature of our technology and the potential for our product candidates to offer therapeutic benefit in a single administration or limited number of administrations, we face uncertainty related to pricing and reimbursement for these product candidates. Likewise, even if we are able to commercialize any product candidates, such products may become subject to unfavorable pricing regulations, third- party reimbursement practices, or healthcare reform initiatives, which would harm our business. The regulations that govern marketing approvals, pricing, and reimbursement for new products vary widely from country to country. Some countries require approval of the sale price of a product before it can be marketed. In many countries, the pricing review period begins after marketing or product licensing approval is granted. In some foreign markets, prescription pharmaceutical pricing remains subject to continuing governmental control even after initial approval is granted. As a result, we might obtain marketing approval for a product in a particular country, but then be subject to price regulations that delay or might even prevent our commercial launch of the product, possibly for lengthy time periods, and negatively impact the revenues we are able to generate from the sale of the product in that country. Adverse pricing limitations may hinder our ability to recoup our investment in one or more product candidates we develop, even if any of our product candidates obtain marketing approval. See the section titled " Business — Government Regulation — Pharmaceutical Coverage, Pricing and Reimbursement. " In the United States, no uniform policy exists for coverage and reimbursement for products among third- party payors. Therefore, decisions regarding the extent of coverage and amount of reimbursement to be provided can differ significantly from payor to payor. The process for determining whether a payor will provide coverage for a product may be separate from the process for setting the reimbursement rate a payor will pay for the product. One third- party payor' s decision to cover a particular product or service does not ensure that other payors will also provide coverage for the medical product or service. Third- party payors may limit coverage to specific products on an approved list or formulary, which may not include all FDA- approved products for a particular indication. We expect the cost of a single administration of a gene editing therapy, such as those we have historically sought to develop, to be substantial, when and if they achieve regulatory approval. Coverage and reimbursement by government and private payors will be essential for most patients to be able to afford these treatments. Accordingly, sales **Sales** of any such product candidates will depend substantially, both domestically and abroad, on the extent to which the costs of any of our product candidates will be paid by government authorities, private health plans, and other third- party payors. Payors may not be willing to pay high prices for a single administration. Coverage and reimbursement by a third- party payor may depend upon several factors, including the third- party payor' s determination that use of a product is: • a covered benefit under our health plan; • safe, effective, and medically necessary; • appropriate for the specific patient; • cost- effective; and • neither experimental nor investigational. We cannot be sure that reimbursement will be available for any products that we commercialize and, if reimbursement is available, that the level of reimbursement will be adequate. Reimbursement may impact the demand for, or the price of, any product candidate for which we obtain marketing approval. If reimbursement is not available or is available only to limited levels, we may not be able to successfully commercialize any product candidate for which we obtain marketing approval. Obtaining coverage and reimbursement for a product from third- party payors is a time- consuming and costly process that could require us to provide to the payor supporting scientific, clinical, and cost- effectiveness data. There is significant uncertainty related to third- party coverage and reimbursement of newly approved products. We may not be able to provide data sufficient to gain acceptance with respect to coverage and reimbursement. If coverage and reimbursement are not available, or are available only at limited levels, we may not be able to successfully commercialize any of our product candidates. Even if coverage is provided, the approved reimbursement amount may not be adequate to realize a sufficient return on our investment. Our initial target patient populations are relatively small, as a result of which the pricing and reimbursement of any of our product candidates, if approved, must be adequate to support the necessary commercial infrastructure. If we are unable to obtain adequate levels of reimbursement, our ability to successfully market and sell any such product candidates will be adversely affected. The manner and level at which reimbursement is provided for services related to any product candidates we develop (e. g., for administration of our product candidate to patients) is also important. Inadequate reimbursement for such services may lead to physician and payor resistance and adversely affect our ability to market or sell our product candidates. In addition, we may need to develop new reimbursement models in order to realize adequate value. Payors may not be able or willing to adopt such new models, and patients may be unable to afford that portion of the cost that such models may require them to bear. If we determine such new models are necessary but we are unsuccessful in developing them, or if such models are not adopted by payors, our business, financial condition, results of operations, and prospects could be adversely affected. There may be significant delays in obtaining reimbursement for newly approved products, and coverage may be more limited than the purposes for which the product is approved by the FDA, the EMA or other regulatory authorities outside the United States. Moreover, eligibility for reimbursement does not imply that any product will be paid for in all cases or at a rate that covers our costs, including research, development, manufacture, sale, and distribution. Interim reimbursement levels for new products, if applicable, may also not be sufficient to cover our costs and may not be made permanent. Reimbursement rates may vary according to the use of the product and the clinical setting in which it is used, may be based on reimbursement levels already set for lower cost products and may be incorporated into existing payments for other services. Net prices for products may be reduced by mandatory discounts or rebates required by government healthcare programs or private

payors and by any future relaxation of laws that presently restrict imports of products from countries where they may be sold at lower prices than in the United States. Our inability to promptly obtain coverage and profitable payment rates from both government- funded and private payors for any approved products we may develop could have a material adverse effect on our operating results, our ability to raise capital needed to commercialize products, and our overall financial condition. If the market opportunities for any product candidates we may develop are smaller than we believe they are, our potential revenues may be adversely affected, and our business may suffer. Because the target patient populations for many of our product candidates are small, we must be able to successfully identify patients and achieve a significant market share to maintain profitability and growth. We have focused our research and product development on treatments for rare genetically defined diseases. Many of our historical product candidates were expected to target a single mutation; as a result, the relevant patient population may therefore be small. Our projections of both the number of people who have these diseases, as well as the subset of people with these diseases who have the potential to benefit from treatment with our product candidates, are based on estimates. These estimates may prove to be incorrect and new studies may change the estimated incidence or prevalence of these diseases. The number of patients in the United States, Europe, and elsewhere may turn out to be lower than expected, and patients may not be amenable to treatment with our product candidates, or may become increasingly difficult to identify or gain access to, all of which would adversely affect our business, financial condition, results of operations, and prospects. Additionally, because of the potential that any product candidates we develop could cure a target disease, we may not receive recurring revenues from patients and may deplete the patient population prevalence through curative therapy. Genetic medicines are novel, and any product candidates we develop may be complex and difficult to manufacture. We could experience delays in complying with regulatory requirements or production problems that result in delays in our development or commercialization programs, limit the supply of our product candidates, or otherwise harm our business. Our product candidates will likely require processing steps that are more complex than those required for most chemical pharmaceuticals. Moreover, unlike chemical pharmaceuticals, the physical and chemical properties of a biologic such as the product candidates we have historically developed generally cannot be fully characterized. As a result, assays of the finished product candidate may not be sufficient to ensure that the product candidate will perform in the intended manner. Problems with the manufacturing process, even minor deviations from the normal process, could result in product defects or manufacturing failures that result in unusable products, product recalls, product liability claims, insufficient inventory, or potentially delay progression of our potential IND filings. We may also encounter problems achieving adequate quantities and quality of clinical- grade materials that meet FDA, EMA or other comparable applicable foreign standards or specifications with consistent and acceptable production yields and costs. For example, the current approach of manufacturing AAV vectors may fall short of supplying required number of doses needed for advanced stages of pre- clinical studies or clinical trials, and the FDA may ask us to demonstrate that we have the appropriate manufacturing processes in place to support the higher- dose group in our future pre- clinical studies or clinical trials. In addition, the FDA, the EMA, and other regulatory authorities may require us to submit samples of any of the approved product together with the protocols showing the results of applicable tests at any time. Under some circumstances, the FDA, the EMA, or other regulatory authorities may require that we not distribute a sample until the agency authorizes its release. Slight deviations in the manufacturing process, including those affecting quality attributes and stability, may result in unacceptable changes in the product that could result in product recalls. Product recalls could cause us to delay clinical trials or product launches, which could be costly to us and otherwise harm our business, financial condition, results of operations, and prospects. We also may encounter problems hiring and retaining the experienced scientific, quality control, and manufacturing personnel needed to manage our manufacturing process, which could result in delays in our production or difficulties in maintaining compliance with applicable regulatory requirements. Given the nature of biologics manufacturing, including for AAV vectors, there is a risk of contamination during manufacturing. Any contamination could materially harm our ability to produce product candidates on schedule and could harm our results of operations and cause reputational damage. Some of the raw materials that we anticipate will be required in our manufacturing process are derived from biologic sources. Such raw materials are difficult to procure and may be subject to contamination or recall. A material shortage, contamination, recall, or restriction on the use of biologically derived substances in the manufacture of our current or future product candidates could adversely impact or disrupt the commercial manufacturing or the production of clinical material, which could materially harm our development timelines and our business, financial condition, results of operations, and prospects. Any problems in our manufacturing process or the facilities with which we contract could make us a less attractive collaborator for potential partners, including larger pharmaceutical companies and academic research institutions, which could limit our access to additional attractive development programs. Product liability lawsuits against us could cause us to incur substantial liabilities and could limit commercialization of our product candidates. We face an inherent risk of product liability exposure related to the testing in human clinical trials of our product candidates and will face an even greater risk if we commercially sell any products we develop. If we cannot successfully defend ourselves against claims that our product candidates caused injuries, we could incur substantial liabilities. Regardless of merit or eventual outcome, liability claims may result in: • decreased demand for any of our current or future product candidates; • injury to our reputation and significant negative media attention; • withdrawal of clinical trial participants; • significant time and costs to defend the related litigation; • substantial monetary awards to trial participants or patients; • loss of revenue; and • the inability to commercialize our product candidates. Although we maintain product liability insurance coverage, it may not be adequate to cover all liabilities that we may incur. We anticipate that we will need to increase our insurance coverage when we begin clinical trials and if we successfully commercialize any products. Insurance coverage is increasingly expensive. We may not be able to maintain insurance coverage at a reasonable cost or in an amount adequate to satisfy any liability that may arise. Our relationships with healthcare providers, physicians, and third- party payors will be subject to applicable anti- kickback, fraud and abuse, anti-bribery and other healthcare laws and regulations, which could expose us to criminal sanctions, civil penalties, contractual damages, reputational harm, and diminished profits and future earnings. Healthcare providers, including physicians, and third-

party payors play a primary role in the recommendation and prescription of any product candidates that we may develop for which we obtain marketing approval. Our current and future arrangements with third- party payors, healthcare providers and customers may expose us to broadly applicable fraud and abuse and other healthcare laws and regulations that may constrain the business or financial arrangements and relationships through which we market, sell, and distribute our products for which we obtain marketing approval. See the section titled " Business — Government Regulation — Government Other U. S. Healthcare Laws and Compliance Requirements. " Efforts to ensure that our business arrangements with third parties comply with applicable healthcare laws and regulations will involve substantial costs. Given the breadth of the laws and regulations, limited guidance for certain laws and regulations and evolving government interpretations of the laws and regulations, governmental authorities may possibly conclude that our business practices may not comply with healthcare laws and regulations. If our operations are found to be in violation of any of the laws described above or any other government regulations that apply to it, we may be subject to significant penalties, including without limitation, civil, criminal and / or administrative penalties, damages, fines, disgorgement, exclusion from participation in government health care programs, such as Medicare and Medicaid, individual imprisonment, injunctions, private " qui tam " actions brought by individual whistleblowers in the name of the government, or refusal to allow us to enter into government contracts, contractual damages, reputational harm, administrative burdens, diminished profits and future earnings, and the curtailment or restructuring of our operations, any of which could adversely affect our business, financial condition, results of operations, and prospects. Healthcare and other reform legislation may increase the difficulty and cost for us and any collaborators we may have to obtain marketing approval of and commercialize any product candidates we may develop, and affect the prices we, or our collaborators, may obtain. In the United States and some foreign jurisdictions, there have been and continue to be ongoing efforts to implement legislative and regulatory changes regarding the healthcare system. Such changes could prevent or delay marketing approval of any product candidates that Graphite may develop, restrict or regulate post- approval activities, and affect our ability to profitably sell any product candidates for which we obtain marketing approval. Although we cannot predict what healthcare or other reform efforts will be successful, such efforts may result in more rigorous coverage criteria, in additional downward pressure on the price that we, or our future collaborators, may receive for any approved products or in other consequences that may adversely affect our ability to achieve or maintain profitability. See the section titled " Graphite' s Business — Government Regulation — Healthcare Reform. " The continuing efforts of the government, insurance companies, managed care organizations and other payers of healthcare services to contain or reduce costs of healthcare may adversely affect: • the demand for any of our product candidates, if approved; • the ability to set a price that we believes is fair for any of our product candidates, if approved; • our ability to generate revenues and achieve or maintain profitability; • the level of taxes that we are required to pay; and • the availability of capital. Within the United States, the federal government and individual states have aggressively pursued healthcare reform, as evidenced by the passing of the ACA and the ongoing efforts to modify or repeal that legislation. The ACA substantially changed the way healthcare is financed by both governmental and private insurers and contains a number of provisions that affect coverage and reimbursement of drug products and / or that could potentially reduce the demand for pharmaceutical products such as increasing drug rebates under state Medicaid programs for brand name prescription drugs and extending those rebates to Medicaid managed care and assessing a fee on manufacturers and importers of brand name prescription drugs reimbursed under certain government programs, including Medicare and Medicaid. Other aspects of healthcare reform, such as expanded government enforcement authority and heightened standards that could increase compliance- related costs, could also affect our business. Modifications have been implemented under the previous presidential administration and additional modifications or repeal may occur. Moreover, increasing efforts by governmental and third- party payors in the United States and abroad to cap or reduce healthcare costs may cause such organizations to limit both coverage and the level of reimbursement for newly approved products and, as a result, they may not cover or provide adequate payment for our product candidates. There has been increasing legislative and enforcement interest in the United States with respect to specialty drug pricing practices. Specifically, there have been several recent U. S. Congressional inquiries and proposed and enacted federal and state legislation designed to, among other things, bring more transparency to drug pricing, reduce the cost of prescription drugs under Medicare, review the relationship between pricing and manufacturer patient programs, and reform government program reimbursement methodologies for drugs. We expect that the healthcare reform measures that have been adopted and may be adopted in the future may result in more rigorous coverage criteria and in additional downward pressure on the price that we receive for any approved product and could seriously harm our future revenues. Any reduction in reimbursement from Medicare or other government programs may result in a similar reduction in payments from private payors. The implementation of cost containment measures or other healthcare reforms may prevent us from being able to generate revenue, attain profitability or commercialize any products we may develop. If we or any contract manufacturers and suppliers we engage fail to comply with environmental, health, and safety laws and regulations, we could become subject to fines or penalties or incur costs that could have a material adverse effect on the success of our business. We and any contract manufacturers and suppliers we engage are subject to numerous federal, state, and local environmental, health, and safety laws, regulations, and permitting requirements, including those governing laboratory procedures; the generation, handling, use, storage, treatment, and disposal of hazardous and regulated materials and wastes; the emission and discharge of hazardous materials into the ground, air, and water; and employee health and safety. Our operations involve the use of hazardous and flammable materials, including chemicals and biological and radioactive materials. Our operations also produce hazardous waste. We generally contract with third parties for the disposal of these materials and wastes. We cannot eliminate the risk of contamination or injury from these materials. In the event of contamination or injury resulting from our use of hazardous materials, we could be held liable for any resulting damages, and any liability could exceed our resources. Under certain environmental laws, we could be held responsible for costs relating to any contamination at our current or past facilities and at third- party facilities. We also could incur significant costs associated with civil or criminal fines and penalties. Compliance with applicable environmental laws and regulations may be

expensive, and current or future environmental laws and regulations may impair our research and product development efforts. In addition, we cannot entirely eliminate the risk of accidental injury or contamination from these materials or wastes. Although we maintain workers' compensation insurance to cover us for costs and expenses we may incur due to injuries to our employees resulting from the use of hazardous materials, this insurance may not provide adequate coverage against potential liabilities. We do not carry specific biological or hazardous waste insurance coverage, and our property, casualty, and general liability insurance policies specifically exclude coverage for damages and fines arising from biological or hazardous waste exposure or contamination. Accordingly, in the event of contamination or injury, we could be held liable for damages or be penalized with fines in an amount exceeding our resources, and our clinical trials or regulatory approvals could be suspended, which could have a material adverse effect on our business, financial condition, results of operations, and prospects. In addition, we may incur substantial costs in order to comply with current or future environmental, health, and safety laws, regulations, and permitting requirements. These current or future laws, regulations, and permitting requirements may impair our research, development, or production efforts. Failure to comply with these laws, regulations, and permitting requirements also may result in substantial fines, penalties, or other sanctions or business disruption, which could have a material adverse effect on our business, financial condition, results of operations, and prospects. Any third- party contract manufacturers and suppliers we engage will also be subject to these and other environmental, health, and safety laws and regulations. Liabilities they incur pursuant to these laws and regulations could result in significant costs or an interruption in operations, which could have a material adverse effect on our business, financial condition, results of operations, and prospects. Risks Related to Our Intellectual Property If we are unable to obtain and maintain patent and other intellectual property protection for any product candidates we develop and for our platform technology, or if the scope of the patent and other intellectual property protection obtained is not sufficiently broad, our competitors could develop and commercialize products and technology similar or identical to ours, and our ability to successfully commercialize our product candidates, and our platform technology may be adversely affected. Our commercial success will depend in large part on our ability to obtain and maintain patent, trademark, trade secret and other intellectual property protection of our platform technology, product candidates and other technology, methods used to manufacture them and methods of treatment, as well as successfully defending our patent and other intellectual property rights against third- party challenges. It is difficult and costly to protect our platform technology and product candidates, and we may not be able to ensure their protection. Our ability to stop unauthorized third parties from making, using, selling, offering to sell, importing or otherwise commercializing our product candidates is dependent upon the extent to which we have rights under valid and enforceable patents or trade secrets that cover these activities. In February 2023, we announced that we had discontinued development of our lead program and subsequently announced that we had discontinued development of all our development programs, and we do not intend to continue to seek or maintain intellectual property protection on the technology underlying these programs. In addition, we have sold or intend to sell in the future certain intellectual property rights to one or more third parties, and any intellectual property rights sold in the manner will no longer provide benefit or protection to us. We have historically sought to protect our proprietary position by in- licensing intellectual property relating to our platform technology and filing patent applications in the United States and abroad related to our platform technology and product candidates that are important to our business. If we or our licensors are unable to obtain or maintain patent protection with respect to our platform technology and our product candidates, or if the scope of the patent protection secured is not sufficiently broad, our competitors could develop and commercialize products and technology similar or identical to us and our ability to commercialize our product candidates may be adversely affected. The patent prosecution process is expensive, time- consuming, and complex, and we may not be able to file, prosecute, maintain, enforce, or license all necessary or desirable patent applications at a reasonable cost or in a timely manner. In addition, we may not pursue or obtain patent protection in all relevant markets. It is also possible that we will fail to identify patentable aspects of our research and development output in time to obtain patent protection. Although we enter into non- disclosure and confidentiality agreements with parties who have access to confidential or patentable aspects of our research and development output, such as our employees, corporate collaborators, outside scientific collaborators, CROs, contract manufacturers, consultants, advisors, and other third parties, any of these parties may breach the agreements and disclose such output before a patent application is filed, thereby jeopardizing our ability to seek patent protection. In addition, our ability to obtain and maintain valid and enforceable patents depends on whether the differences between our inventions and the prior art allow our inventions to be patentable over the prior art. Furthermore, publications of discoveries in the scientific literature often lag behind the actual discoveries, and patent applications in the United States and other jurisdictions are typically not published until 18 months after filing, or in some cases not at all. Therefore, we cannot be certain that we or our licensors were the first to make the inventions claimed in our owned or any licensed patents or pending patent applications, or that we or our licensors were the first to file for patent protection of such inventions. No consistent policy regarding the scope of claims allowable in the field of gene editing has emerged in the United States. The scope of patent protection outside of the United States is also uncertain. Changes in either the patent laws or their interpretation in the United States and other countries may diminish our ability to protect our inventions, obtain, maintain, enforce and defend our intellectual property rights and, more generally, could affect the value of our intellectual property or narrow the scope of our owned and licensed patent rights. With respect to both in- licensed and owned intellectual property, we cannot predict whether the patent applications us and our licensors are currently pursuing will issue as patents in any particular jurisdiction or whether the claims of any issued patents will be valid and enforceable and provide sufficient protection from competitors. Further, it is anticipated that in mid- 2023, European patent applications will have the option, upon grant of a patent, of becoming a Unitary Patent which will be subject to the jurisdiction of the Unitary Patent Court (" UPC "). This will be a significant change in European patent practice. As the UPC is a new court system, there is no precedent for the court, increasing the uncertainty of any litigation. Moreover, the coverage claimed in a patent application can be significantly reduced before the patent is issued, and its scope can be reinterpreted after issuance. Even if patent applications we license or own currently or in the future issue as patents, they may not issue in a form

that will provide us with any meaningful protection, prevent competitors or other third parties from competing with us, or otherwise provide us with any competitive advantage. Any patents that we own or in- license may be challenged, narrowed, circumvented, or invalidated by third parties. Consequently, we do not know whether any of our platform advances and product candidates will be protectable or remain protected by valid and enforceable patents. Our competitors or other third parties may be able to circumvent our patents by developing similar or alternative technologies or products in a non- infringing manner. In addition, given the amount of time required for the development, testing, and regulatory review of new product candidates, patents protecting such candidates might expire before or shortly after such candidates are commercialized. As a result, our intellectual property may not provide us with sufficient rights to exclude others from commercializing products similar or identical to ours. Moreover, some of our owned and in- licensed patents and patent applications may in the future be, co- owned by us with third parties. If we are unable to obtain an exclusive license to such third- party co- owners' interest in such patents or patent applications, such co- owners may be able to license their rights to other third parties, including our competitors, and our competitors could market competing products and technology. In addition, we may need the cooperation of any such co- owners of our patent rights in order to enforce such patents against third parties, and such cooperation may not be provided to us. Any of the foregoing could have a material adverse effect on our competitive position, business, financial conditions, results of operations, and prospects. Our rights to develop and commercialize our gene editing platform technology and product candidates are subject, in part, to the terms and conditions of licenses granted to us by others. We depend on intellectual property licensed from third parties, and our licensors may not always act in our best interest. If we fail to comply with our obligations under our intellectual property licenses, if the licenses are terminated, or if disputes regarding these licenses arise, we could lose significant rights that are important to our business. We have licensed and are dependent on certain patent rights and proprietary technology from third parties that are important or necessary to the development of our gene editing technology and product candidates. For example, we are a party to a license agreement with Stanford pursuant to which we in- license key patent applications for our gene editing platform technology and product candidates (the " Stanford License Agreement "). This license agreement imposes various diligence, milestone payment, royalty, insurance, and other obligations on us. If we fail to comply with these obligations, our licensors may have the right to terminate our license, in which event we would not be able to develop or market our gene editing platform or any other technology or product candidates covered by the intellectual property licensed under this agreement. For example, under the Stanford License Agreement, we are required to initiate clinical trial programs in accordance with the development plan and development milestones for the development of a licensed product covered by the licensed patent rights. If we fail to initiate such clinical trial programs, our rights with respect to the licensed patent rights may terminate. We may be able to license our rights to other third parties, including our competitors, and our competitors could market competing products and technology. In addition, we may need the cooperation of any such co- owners of our patent applications in order to enforce such patent rights against third parties, and such cooperation may not be provided to us. Additionally, we may collaborate with academic institutions to accelerate our preclinical research or development under written agreements with these institutions. In certain cases, these institutions provide us with an option to negotiate a license to any of the institution's rights in technology resulting from the collaboration. Even if we hold such an option, we may be unable to negotiate a license from the institution within the specified timeframe or under terms that are acceptable to us. If we are unable to do so, the institution may offer the intellectual property rights to others, potentially blocking our ability to pursue our program. For example, the licensing or acquisition of third- party intellectual property rights is a highly competitive area, and a number of more established companies are also pursuing strategies to license or acquire third- party intellectual property rights that we may consider attractive or necessary. These established companies may have a competitive advantage over us due to their size, capital resources and greater clinical development and commercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license rights to us. We also may be unable to license or acquire third- party intellectual property rights on terms that would allow us to make an appropriate return on our investment or at all. If we are unable to successfully obtain rights to required third party intellectual property rights or maintain the existing intellectual property rights we have, we may have to abandon development of the relevant program or product candidate, which could have a material adverse effect on our business, financial condition, results of operations, and prospects. The intellectual property landscape around the technologies we use or plan to use, including gene editing technology, is highly dynamic, and third parties may initiate legal proceedings alleging that we are infringing, misappropriating, or otherwise violating their intellectual property rights, the outcome of which would be uncertain and may prevent, delay or otherwise interfere with our product discovery and development efforts. Because of the large number of patents issued and patent applications filed in our field, third parties may allege they have patent rights encompassing our product candidates, technologies or methods. Third parties may assert that we are employing or have employed their proprietary technology without authorization and may file patent infringement claims or lawsuits against us, and if we are found to infringe such third- party patents, we may be required to pay damages, cease commercialization of the infringing technology, or obtain a license from such third parties, which may not be available on commercially reasonable terms or at all. In addition, we have in the past, and may in the future, receive an offer for license from third parties regarding their proprietary intellectual property for which they may believe encompass our product candidates and technologies. We will evaluate such offers for relevance to our business. The field of gene editing is still in its infancy, and no such therapeutic product candidates have reached the market. Due to the intense research and development that is taking place by several companies, including us and our competitors, in this field, the intellectual property landscape is evolving and in flux, and it may remain uncertain for the coming years. There may be significant intellectual property related litigation and proceedings relating to our owned and in- licensed, and other third- party, intellectual property and proprietary rights in the future. Our commercial success depends upon our ability and the ability of our collaborators and present and future licensors to develop, manufacture, market, and sell any product candidates that we may develop and use our proprietary technologies without infringing, misappropriating, or otherwise violating the intellectual property and proprietary rights of third parties. The

~~biotechnology and pharmaceutical industries are characterized by extensive litigation regarding patents and other intellectual property rights as well as administrative proceedings for challenging patents, including interference, derivation, inter partes review, post grant review, and reexamination proceedings before the USPTO or oppositions and other comparable proceedings in foreign jurisdictions. We may be subject to and may in the future become party to, or threatened with, adversarial proceedings or litigation regarding intellectual property rights with respect to our platform technology and our product candidates, including interference proceedings, post- grant review, inter partes review, and derivation proceedings before the USPTO and similar proceedings in foreign jurisdictions such as oppositions before the EPO. Numerous U. S. and foreign issued patents and pending patent applications that are owned by third parties exist in the fields in which we are developing our product candidates and they may assert infringement claims against us based on existing patents or patents that may be granted in the future, regardless of their merit. As the biotechnology and pharmaceutical industries expand and more patents are issued, the risk increases that our platform technology and product candidates may give rise to claims of infringement of the patent rights of others. Moreover, it is not always clear to industry participants, including us, which patents cover various types of therapies, products or their methods of use or manufacture. There may also be third- party patents of which we are currently unaware with claims to technologies, methods of manufacture or methods for treatment related to the use or manufacture of our product candidates. Because patent applications can take many years to issue, there may be currently pending patent applications that may later result in issued patents that our product candidates may infringe. In addition, third parties may obtain patents in the future and claim that use of our technologies infringes upon these patents. Numerous third- party U. S. and foreign issued patents and pending patent applications exist in the fields in which we are developing product candidates. Some of our product candidates make use of CRISPR- based technology, which is a field that is highly active for patent filings. As of June 2019, it was reported that approximately 2072 patent families worldwide related to CRISPR gene editing inventions and uses as the description and / or claims of these patent families specifically focus on a CRISPR- type system. The extensive patent filings related to CRISPR make it difficult for us to assess the full extent of relevant patents and pending applications that may cover our gene editing platform technology and product candidates and their use or manufacture. There may be third- party patents or patent applications with claims to materials, formulations, methods of manufacture or methods for treatment related to the use or manufacture of our gene editing platform technology and product candidates. For example, we are aware of a patent portfolio that is co- owned by the University of California, University of Vienna and Emmanuelle Charpentier, or the University of California Portfolio, which contains multiple patents and pending applications directed to gene editing. We are also aware of patents and patent applications directed to gene editing owned or co- owned by the Broad Institute, MIT and Harvard University, Toolgen, and Sigma Aldrich. Our ability to commercialize our product candidates may be adversely affected if we do not obtain a license to these patents. We may not be able to obtain any required license on commercially reasonable terms or at all. Even if we were able to obtain a license, it could be nonexclusive, thereby giving our competitors and other third parties access to the same technologies licensed to us, and it could require us to make substantial licensing and royalty payments. If we are unable to obtain a necessary license to a third- party patent on commercially reasonable terms, we may be unable to commercialize our gene editing platform technology or product candidates or such commercialization efforts may be significantly delayed, which could in turn significantly harm our business. Our ability to commercialize our product candidates in the United States and abroad may be adversely affected if we cannot obtain a license on commercially reasonable terms to relevant third- party patents that cover our product candidates or platform technology. Even if we believe third- party intellectual property claims are without merit, there is no assurance that a court would find in our favor on questions of infringement, validity, enforceability, or priority. A court of competent jurisdiction could hold that these third- party patents are valid, enforceable, and infringed, which could materially and adversely affect our ability to commercialize our product candidates and any other product candidates or technologies covered by the asserted third- party patents. In order to successfully challenge the validity of any such U. S. patent in federal court, we would need to overcome a presumption of validity. As this burden is a high one requiring us to present clear and convincing evidence as to the invalidity of any such U. S. patent claim, there is no assurance that a court of competent jurisdiction would invalidate the claims of any such U. S. patent. If we are found to infringe a third- party' s intellectual property rights, and we are unsuccessful in demonstrating that such patents are invalid or unenforceable, we could be required to obtain a license from such third- party to continue developing, manufacturing, and marketing our product candidates and our technology. However, we may not be able to obtain any required license on commercially reasonable terms or at all. Even if we are able to obtain a license, it could be non- exclusive, thereby giving our competitors and other third parties access to the same technologies licensed to us, and it could require us to make substantial licensing and royalty payments. If we are unable to obtain a necessary license to a third- party patent on commercially reasonable terms, we may be unable to commercialize our platform technology or product candidates or such commercialization efforts may be significantly delayed, which could in turn significantly harm our business. We also could be forced, including by court order, to cease developing, manufacturing, and commercializing the infringing technology or product candidates. In addition, we could be found liable for significant monetary damages, including treble damages and attorneys' fees, if we are found to have willfully infringed a patent or other intellectual property right. Claims that we have misappropriated the confidential information or trade secrets of third parties could have a similar material adverse effect on our business, financial condition, results of operations, and prospects. Defense of third- party claims of infringement of misappropriation, or violation of intellectual property rights involves substantial litigation expense and would be~~ a substantial ~~diversion~~ **number** of ~~management and employee time and resources from our business. Some third parties may be able to sustain the costs of complex patent litigation more effectively than we can because they have substantially greater resources. In addition, any uncertainties resulting from the initiation and continuation of any litigation could have a material adverse effect on our ability to raise the funds necessary to continue our operations or could otherwise have a material adverse effect on our business, financial condition, results of operations and prospects. There could also be public announcements of the results of hearings, motions, or other interim proceedings or developments, and if securities~~

analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. Any of the foregoing events could have a material adverse effect on our business, financial condition, results of operations and prospects. Third parties may assert that our employees or consultants have wrongfully used or disclosed confidential information or misappropriated trade secrets. As is common in the biotechnology and biopharmaceutical industries, we employ or have employed individuals who were previously employed at universities or other biotechnology or biopharmaceutical companies, including our competitors or potential competitors. Although no claims against us are currently pending, and although we try to ensure that our employees and consultants do not use the proprietary information or know- how of others in their work for us, we may be subject to claims that we or our employees, consultants or independent contractors have inadvertently or otherwise used or disclosed intellectual property, including trade secrets or other proprietary information, of a former employer or other third parties. Litigation may be necessary to defend against these claims. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Even if we are successful in defending against such claims, litigation or other legal proceedings relating to intellectual property claims may cause us to incur significant expenses, and could distract our technical and management personnel from their normal responsibilities. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments, and, if securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. This type of litigation or proceeding could substantially increase our operating losses and reduce our resources available for development activities. We may not have sufficient financial or other resources to adequately conduct such litigation or proceedings. Some of our competitors may be able to sustain the costs of such litigation or proceedings more effectively than we can because of their substantially greater financial resources. Uncertainties resulting from the initiation and continuation of patent litigation or other intellectual property related proceedings could adversely affect our ability to compete in the marketplace. If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. In addition to seeking patents for our technology and product candidates, we also rely on know- how and trade secret protection, as well as confidentiality agreements, non- disclosure agreements and invention assignment agreements with our employees, consultants and third- parties, to protect our confidential and proprietary information, especially where we do not believe patent protection is appropriate or obtainable. It is our policy to require our employees, corporate collaborators, outside scientific collaborators, CROs, contract manufacturers, consultants, advisors, and other third parties to execute confidentiality agreements upon the commencement of employment or consulting relationships with us. These agreements provide that all confidential information concerning our business or financial affairs developed by or made known to the individual or entity during the course of the party' s relationship with us is to be kept confidential and not disclosed to third parties, except in certain specified circumstances. In the case of employees, the agreements provide that all inventions conceived by the individual, and that are related to our current or planned business or research and development or made during normal working hours, on our premises or using our equipment or proprietary information, are our exclusive property. In the case of consultants and other third parties, the agreements provide that all inventions conceived in connection with the services provided are our exclusive property. However, we cannot guarantee that we have entered into such agreements with each party that may have or have had access to our trade secrets or proprietary technology and processes. Additionally, the assignment of intellectual property rights may not be self- executing, or the assignment agreements may be breached, and we may be forced to bring claims against third parties, or defend claims that they may bring against us, to determine the ownership of what we regard as our intellectual property. Any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive, and time- consuming, and the outcome is unpredictable. In addition to contractual measures, we try to protect the confidential nature of our proprietary information through other appropriate precautions, such as physical and technological security measures. However, trade secrets and know- how can be difficult to protect. These measures may not, for example, in the case of misappropriation of a trade secret by an employee or third party with authorized access, provide adequate protection for our proprietary information. Our security measures may not prevent an employee or consultant from misappropriating our trade secrets and providing them to a competitor, and any recourse we might take against this type of misconduct may not provide an adequate remedy to protect our interests fully. In addition, trade secrets may be independently developed by others in a manner that could prevent us from receiving legal recourse. If any of our confidential or proprietary information, such as our trade secrets, were to be disclosed or misappropriated, or if any of that information was independently developed by a competitor, our competitive position could be harmed. In addition, some courts inside and outside the United States are sometimes less willing or unwilling to protect trade secrets. If we choose to go to court to stop a third party from using any of our trade secrets, we may incur substantial costs. Even if we are successful, these types of lawsuits may consume our time and other resources. Any of the foregoing could have a material adverse effect on our business, financial condition, results of operations and prospects. Risks Related to Our Relationships with Third Parties We expect to rely on third parties to conduct clinical trials and some aspects of our research and preclinical testing, and those third parties may not perform satisfactorily, including failing to meet deadlines for the completion of such trials, research, or testing. We have historically relied and expect to continue to rely on third parties, such as CROs, clinical data management organizations, medical institutions, and clinical investigators, to conduct certain aspects of research and preclinical testing we may conduct, and we expect to rely on third parties to help conduct any potential clinical trials. Any of these third parties may terminate their engagements with us at any time under certain criteria. If we need to enter into alternative arrangements, it may delay our product development activities. Our reliance on these third parties to conduct any potential clinical trials and for research and development activities will reduce our control over these activities but will not relieve us of our responsibilities. For example, we will remain responsible for ensuring that each of any potential clinical trial we choose to conduct is conducted in accordance with the general investigational plan and protocols for the trial. Moreover, the

~~FDA, the EMA and other regulatory authorities require us to comply with standards, commonly referred to as Good Clinical Practices, for conducting, recording, and reporting the results of clinical trials to assure that data and reported results are credible and accurate and that the rights, integrity, and confidentiality of trial participants are protected. Although we may design clinical trials for future product candidates we may choose to develop, CROs will conduct some or all of the clinical trials. As a result, many important aspects of our development programs, including their conduct and timing, will be outside of our direct control. Our reliance on third parties to conduct current and future preclinical studies and future clinical trials will also result in less direct control over the management of data developed through preclinical studies and clinical trials than would be the case if we were relying entirely upon our own staff. Communicating with third parties can also be challenging, potentially leading to mistakes as well as difficulties in coordinating activities. Third parties may: • have staffing difficulties; • fail to comply with contractual obligations; • experience regulatory compliance issues; • undergo changes in priorities or become financially distressed; or • form relationships with other entities, some of which may be our competitors. These factors may materially adversely affect the willingness or ability of third parties to conduct our preclinical studies and clinical trials and may subject us to unexpected cost increases that are beyond our control. If the CROs and other third parties do not perform preclinical studies and future clinical trials in a satisfactory manner, breach their obligations to us or fail to comply with regulatory requirements, the development, regulatory approval and commercialization of our product candidates may be delayed, we may not be able to obtain regulatory approval and commercialize our product candidates, or our development programs may be materially and irreversibly harmed. If we are unable to rely on preclinical and clinical data collected by our CROs and other third parties, we could be required to repeat, extend the duration of, or increase the size of any preclinical studies or clinical trials we conduct and this could significantly delay commercialization and require greater expenditures, which could have a material adverse effect on our business, financial condition, result of operations, and prospects. We also expect to rely on third parties to store and distribute drug supplies for any clinical trials we conduct. Any performance failure on the part of our distributors could delay clinical development or marketing approval of our product candidates or commercialization of our therapies, producing additional losses and depriving us of potential product revenue. Dr. Matthew Porteus, our co- founder and a member of our board of directors, may have actual or potential conflicts of interest because of his position with Stanford. Dr. Porteus serves on our board of directors, our Scientific & Clinical Advisory Board and as our paid consultant and retains his position and affiliation with Stanford. Furthermore, Dr. Porteus holds~~ shares of our restricted common stock subject to..... of additional financing efforts; • sales of our common stock by **holders** ~~us, our insiders or other stockholders; • expiration of market stand- off or lock- up agreements; • variations in our financial results or those of companies that are perceived to be similar to us; • changes in the structure of healthcare payment systems; • market conditions in the pharmaceutical and biotechnology sectors; • the COVID- 19 pandemic, natural disasters, or major catastrophic events; • general economic, industry, and market conditions; and • the other factors described in this " Risk Factors " section. In recent years, the stock market in general, and the market for pharmaceutical and biotechnology companies in particular, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to changes in the operating performance of the companies whose stock is experiencing those price and volume fluctuations. Broad market and industry factors may seriously affect the market price of our common stock, regardless of our actual operating performance. Following periods of such volatility in the market price of a company' s securities, securities class action litigation has often been brought against that company. Because of the potential volatility of our stock price, we may become the target of securities litigation in the future. Securities litigation could result in substantial costs and divert management' s attention and resources from our business. A significant portion of our total outstanding shares may be sold into the market in the near future, which could cause the market price of our common stock to decline significantly. Sales of a substantial number of shares~~ of our common stock in the public market could occur at any time. These sales, or the perception in the market that the holders of a large number of shares of **our** common stock intend to sell shares, could reduce the market price of our common stock. **On April 9, 2024, we filed** ~~Persons who were our stockholders prior to our IPO continue to hold~~ a ~~substantial number~~ **registration statement on Form S- 1 to register the offer and sale** of **1, 297, 411** shares of ~~our~~ common stock **issued in** ~~. Significant portions of these --~~ **the March 2024 PIPE Financing, and on April 10, 2024, that registration statement was declared effective by the SEC. Additionally, on July 14, 2024, we entered into the Purchase Agreement for the July 2024 PIPE Financing. Pursuant to the Purchase Agreement, we agreed to sell 1, 578, 947** shares **of the Company' s common stock at a purchase price of $ 19. 00 per share. The gross proceeds of the July 2024 PIPE Financing were $ 30. 0 million. The July 2024 PIPE Financing closed on July 17, 2024. Pursuant to the Purchase Agreement, we filed a registration statement to register the offer and resale of the shares sold in the July 2024 PIPE Financing, and that registration statement was declared effective by the SEC on September 19, 2024. A significant portion of our securities** are ~~held~~ **restricted from immediate resale and transfers of our securities pursuant to Rule 144 are limited. We anticipate holders will be able to sell their restricted securities pursuant to Rule 144 without registration beginning March 22, 2025, the date that is one year from the date we filed the Current Report on Form 8- K following the closing of the Merger that included the required Form 10 information that reflected we are no longer a shell company. In addition, we anticipate that we will become eligible to use Form S- 3 on April 1, 2025, which is 12 full calendar months following the closing of the Merger. We anticipate filing a post- effective amendment to each of our prior registration statements on Form S- 1 declared effective** by ~~a small number~~ **the SEC on April 10, 2024 and September 19, 2024, to convert such registration statements on Form S- 3. We also anticipate filing an additional resale registration statement on Form S- 3 to register certain shares pursuant to registration agreements with certain** of **our** stockholders **as previously filed with the SEC** . **We cannot predict what effect, if any,** ~~Sales~~ **sales** ~~by~~ **of our shares in the public market** ~~our --~~ **or** ~~stockholders~~ **the availability** of ~~a~~ **shares for sale will have on the market price of our common stock. However, future sales of** substantial ~~number~~ **amounts** of **our common stock in the public market, including** shares **issued upon exercise of outstanding options** , or the ~~expectation~~ **perception** that such sales may occur, could ~~significantly~~

~~reduce~~ **adversely affect** the market price of our common stock. ~~Moreover, certain~~ **Our board of directors is authorized to issue and designate** shares of **our convertible preferred stock in additional series without stockholder approval. Our amended and restated certificate of incorporation authorizes our board of directors, without the approval of our stockholders, to issue shares of convertible preferred stock, subject to limitations prescribed by applicable law, rules and regulations and the provisions of our amended and restated certificate of incorporation, as shares of convertible preferred stock in series, to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The powers, preferences and rights of these additional series of convertible preferred stock may be senior to or on parity with** our common stock ~~have rights~~, **which** ~~subject to conditions, to require us to file registration statements covering their shares or to include their shares in registration statements that we~~ may **reduce its value** ~~file for ourselves or other stockholders~~. We ~~have also registered or intend to register all shares of common stock that we may issue under our equity compensation plans or that are issuable upon exercise of outstanding options. These shares can be freely sold in the public market upon issuance and once vested, subject to volume limitations applicable to affiliates. In addition, our directors, executive officers and certain affiliates may establish programmed selling plans under Rule 10b5- 1 of the Exchange Act for the purpose of effecting sales of our common stock. If any of these events cause a large number of our shares to be sold, or if it is perceived that they~~ will **continue** ~~be sold, in the public market, the market price of our common stock could decline. Our principal stockholders and management own a significant percentage of our stock and will be able~~ to ~~exert significant control over matters subject to stockholder approval. As of December 31, 2023, our executive officers, directors, holders of 5 % or more of our capital stock and their respective affiliates beneficially owned approximately 78. 4 % of our common stock. This group of stockholders has the ability to control us through this ownership position. These stockholders may~~ be ~~able to determine all matters requiring stockholder approval. For example, these stockholders may be able to control elections of directors, amendments of our organizational documents or approval of any merger, sale of assets or other major corporate transaction. This may prevent or discourage unsolicited acquisition proposals or offers for our common stock that a stockholder may feel are in such stockholder' s best interest as one of our stockholders. The interests of this group of stockholders may not always coincide with the interests of our other stockholders and they may act in a manner that advances their best interests and not necessarily those of other stockholders, including seeking a premium value for their common stock, and might affect the prevailing market price for our common stock. We are~~ an ~~"~~ emerging growth company ~~"~~ and a ~~"~~ smaller reporting company, ~~"~~ and **we cannot be certain if** the reduced ~~disclosure~~ **reporting** requirements applicable to emerging growth companies and smaller reporting companies ~~may~~ **will** make our common stock less attractive to investors. We are an ~~"~~ emerging growth company, ~~"~~ as defined in the ~~Jumpstart Our Business Startups Act (the "~~ JOBS Act ~~") and may remain~~ **enacted in April 2012. For as long as we continue to be** an emerging growth company ~~for up to five years. For so long as we remain an emerging growth company~~, we **may take advantage of** ~~are permitted and plan to rely on~~ exemptions from ~~certain disclosure~~ **various reporting** requirements that are applicable to other public companies that are not emerging growth companies **,** ~~. These exemptions include~~ **including** not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act of 2002, as amended ( **the** " ~~SOX~~ **Sarbanes- Oxley Act** ") ~~, not being required to comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor' s report providing additional information about the audit and the financial statements~~, reduced disclosure obligations regarding executive compensation **in this prospectus and our periodic reports and proxy statements** , and exemptions from the requirements of holding ~~a~~ nonbinding advisory ~~vote~~ **votes** on executive compensation and stockholder approval of any golden parachute payments not previously approved. **We** ~~As a result, the information we provide stockholders~~ will **remain** ~~be different than the information that is available with respect to other public companies. In addition, the JOBS Act provides that~~ an emerging growth company ~~can take advantage~~ **until the earlier** of **(1) the last day of the fiscal year (a) following the fifth anniversary of the closing of Graphite' s initial public offering (i. e., December 31, 2026), (b) in which we have total annual gross revenue of at least $ 1. 235 billion, or (c) in which we are deemed to be a large accelerated filer, which requires, among other things, that the market value of our common stock that is held by non- affiliates to exceed $ 700 million as of the prior June 30th,** ~~an~~ **and** ~~extended transition~~ **(2) the date on which we have issued more than $ 1 billion in non- convertible debt during the prior three- year** period ~~for complying with new or revised accounting standards~~. ~~This allows~~ **Even after we no longer qualify as** an emerging growth company **, we may still qualify as a " smaller reporting company, " which would allow us** to **take advantage of many of the same exemptions from disclosure requirements, including not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act (if we are also a non- accelerated filer at that time) and reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements. It cannot be predicted if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile. Under the JOBS Act, emerging growth companies can also** delay ~~the adoption~~ **adopting** ~~of certain~~ **new or revised** accounting standards until **such time as** those standards ~~would otherwise~~ apply to private companies. **It is expected that we will** ~~Accordingly, the information contained in our disclosure may be different from the information you receive from other public companies in which you hold stock. We have elected~~ -- **elect** to use this extended transition period **under the JOBS Act. As a result, our financial statements may not be comparable to the financial statements of issuers who are required to comply with the effective dates** for ~~complying with~~ new or revised accounting standards that **are applicable to** ~~have different effective dates for~~ public ~~and private~~ companies ~~until~~ **, which may make comparison of our financials to** ~~the~~ **those** ~~earlier~~ of ~~the other date~~ **public companies more difficult. As a result, changes in rules of U. S. generally accepted accounting principles or their interpretation, the adoption of new guidance, or the application of existing guidance to changes in our business**

**could significantly affect our financial position and results of operations. Once** we ~~(i)~~ are no longer an emerging growth company **,** ~~or (ii) affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As~~ a ~~result,~~ **smaller reporting company** ~~our~~ **or otherwise** ~~financial statements may not~~ **no longer qualify for applicable exemptions, we will** be ~~comparable~~ **subject** to **additional laws and regulations affecting public** companies that **will increase** ~~comply with new or~~ **our** ~~revised accounting pronouncements as of public company effective dates~~ **costs and the demands on management and could harm our operating results and cash flows** . We are ~~also~~ **subject to the reporting requirements of the Exchange Act, which requires, among other things, that we file with the SEC, annual, quarterly and current reports with respect to our business and financial condition as well as other disclosure and corporate governance requirements. However, as an emerging growth company, we may take advantage of exemptions from various requirements such as an exemption from the requirement to have our independent auditors attest to our internal control over financial reporting under Section 404 of the Sarbanes- Oxley Act of 2002 as well as an exemption from the " say on pay " voting requirements pursuant to the Dodd- Frank Wall Street Reform and Consumer Protection Act of 2010. We will no longer qualify as an emerging growth company after December 31, 2026 (or upon such earlier time as we no longer meet the other applicable requirements). After we no longer qualify as an emerging growth company, we may still qualify as** a " smaller reporting company, " **as such term is defined in Rule 12b** ~~meaning that the market value of our stock held by non~~ **2 under** ~~affiliates is less than $ 700. 0 million and our annual revenue is less than $ 100. 0 million during~~ the ~~most recently completed fiscal year. We~~ **Exchange Act, which may allow us to take advantage of** ~~may~~ **many** ~~continue~~ **of the same exemptions from disclosure requirements, including not being required** to ~~be~~ **comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act and reduced disclosure obligations regarding executive compensation in this prospectus and in our periodic reports and proxy statements. Once we are no longer an emerging growth company or** a smaller reporting company ~~if either (i)~~ **or otherwise no longer qualify for these exemptions, we will be required to comply with these additional legal and regulatory requirements applicable to public companies and will incur significant legal, accounting and other expenses to do so. If we are not able to comply with the requirements in a timely manner or at all, our financial condition or** the market ~~value~~ **price** of our **common** stock **may be harmed** ~~held by non- affiliates is less than $ 250. 0 million or (ii) our annual revenue is less than $ 100. 0 million during the most recently completed fiscal year and the market value of our stock held by non- affiliates is less than $ 700. 0 million~~ . If we **fail** ~~are a smaller reporting company at the time we cease to be an emerging growth company, we may continue to rely on exemptions from certain disclosure requirements that are available to smaller reporting companies. Specifically, as a smaller reporting company we may choose to present only the two~~ **to** ~~most recent fiscal years of audited~~ **maintain proper and effective internal controls, our ability to produce accurate** financial statements **on a timely basis could be impaired. We are subject to the reporting requirements of the Exchange Act, the Sarbanes- Oxley Act and the rules and regulations of Nasdaq. The Sarbanes- Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. 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 controls over financial reporting** in our Annual Report on Form 10- K ~~and~~ **filing for that year** , ~~similar to emerging growth~~ **as required by Section 404 of the Sarbanes- Oxley Act. As a private** ~~companies~~ **company** , ~~smaller~~ **LENZ OpCo was not required to test its internal controls within a specified period. Doing so will require that we incur substantial professional fees and internal costs to expand our accounting and finance functions and that we expend significant management efforts. We may experience difficulty in meeting these** reporting **requirements in a timely manner** ~~companies have reduced disclosure obligations regarding executive compensation~~ . We ~~cannot predict whether investors~~ **may discover weaknesses in our system of internal financial and accounting controls and procedures that could result in a material misstatement of our financial statements. Our internal control over financial reporting** will ~~find~~ **not prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system' s objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud will be detected. If we are not able to comply with the requirements of Section 404 of the Sarbanes- Oxley Act, or if we are unable to maintain proper and effective internal controls, we may not be able to produce timely and accurate financial statements. If that were to happen, the market price of** our common stock ~~less attractive if~~ **could decline and** we **could be subject to sanctions** ~~rely on these exemptions. If some investors find our~~ **or investigations by Nasdaq** ~~common stock less attractive as a result~~ , ~~there~~ **the SEC** ~~may be a less active trading market for~~ **or** ~~our common stock, and our stock price may be more volatile. We have broad discretion in the~~ **other regulatory authorities** ~~use of the capital we have raised and may not use it effectively. We cannot specify with certainty the particular uses of the capital we have raised, including the net proceeds from our IPO. Accordingly, our stockholders will have to rely upon the judgment of our management with respect to the use of these funds, with only limited information concerning management' s specific intentions~~ . Our ~~management may spend a portion or all of the net proceeds from our prior financings, including our IPO in ways that our stockholders may not desire or that may not yield a favorable return. The failure by our management to apply these funds effectively could harm our business, financial condition, results of operations and prospects. Pending their use, we may invest the net proceeds from our prior financings, including our IPO in a manner that does not produce income or that loses value. Provisions in our amended and restated~~ certificate of incorporation ~~, our amended~~ and ~~restated~~ bylaws and **provisions under** Delaware law ~~may have anti- takeover effects that~~ could ~~discourage~~ **make** an acquisition of us **more difficult** ~~by others, even if an acquisition would be beneficial to our stockholders,~~ and may prevent attempts by our stockholders to replace or remove our ~~current~~ management ~~, which could depress the trading price of our common stock~~ . **Provisions in our** ~~Our amended and restated~~ certificate of incorporation ~~, amended~~ and ~~restated~~ bylaws ~~and Delaware law contain provisions that~~ may ~~have the effect of discouraging~~ **discourage** , ~~delaying~~ --- **delay** or

~~preventing~~ --- **prevent** a **merger, acquisition or other** change in control of us ~~or changes in our management~~ that stockholders may consider favorable, including transactions in which our **common** stockholders might otherwise receive a premium **price** for their shares. **These** ~~Our amended and restated certificate of incorporation and bylaws include~~ provisions **could also limit the price** that **investors might be willing to pay in the future for shares of our common stock, thereby depressing the market price of our common stock. In addition, because our board of directors will be responsible for appointing the members of our management team, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. Among other things, these provisions** : • authorize " blank check " preferred stock, which could be issued by our board of directors without stockholder approval and may contain voting, liquidation, dividend and other rights superior to our common stock; • create a classified board of directors whose members serve staggered three- year terms; • specify that special meetings of our stockholders can be called only by our board of directors; • prohibit stockholder action by written consent; • establish an advance notice procedure for stockholder approvals to be brought before an annual meeting of our stockholders, including proposed nominations of persons for election to our board of directors; • provide that vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum; • provide that our directors may be removed ~~only~~ (i) **only** for cause ~~or~~ **and** (ii) **only** by the affirmative vote of the holders of 75 % or more of the outstanding shares of capital stock then entitled to vote at an election of directors; • expressly authorize our board of directors to make, alter, amend or repeal our amended and restated bylaws; and • require supermajority votes of the holders of our common stock to amend specified provisions of our amended and restated certificate of incorporation and amended and restated bylaws **;** ~~, provided,~~ however, if our board of directors recommends that ~~our~~ **the** stockholders approve the amendment at a meeting of stockholders, the amendment shall only require the affirmative vote of the majority of the outstanding shares of capital stock entitled to vote on such amendment. **Moreover** ~~These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our management. These provisions could also limit the price that investors might be willing to pay in the future for shares of our common stock, thereby depressing the market price of our common stock. In addition, because we are incorporated in the State of Delaware~~ , we are governed by the provisions of Section 203 of the ~~Delaware General Corporation Law (the "~~ DGCL ~~")~~ , which prohibits **stockholders owning** ~~a person who owns~~ in excess of 15 % of ~~our~~ **the** outstanding voting stock from merging or combining with us **. Although we believe these provisions collectively will provide** for ~~a period~~ **an opportunity to receive higher bids by requiring potential acquirors to negotiate with our board** of **directors,** ~~three years after the~~ **they** ~~date of~~ **would apply even if the offer may be considered beneficial by some stockholders. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove** ~~the~~ **then** ~~transaction in~~ **current management by making it more difficult for stockholders to replace members of the board of directors,** which **is responsible for appointing** the **members** ~~person acquired in excess~~ of **management. Our bylaws provide that** ~~15 % of our outstanding voting stock~~ , unless **we consent** ~~the merger or combination is approved~~ in **writing to the selection** ~~a prescribed manner. Any provision~~ of ~~our amended and~~ - **an alternative** ~~restated certificate of incorporation, amended and restated bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for~~ **forum** ~~our stockholders to receive a premium for their shares of our common stock~~ , **certain** ~~and could also affect the price that some investors are willing to pay for our common stock. Our amended and restated bylaws designate~~ **designated courts will be** the **sole and** ~~Court of Chancery of the State of Delaware as the~~ exclusive forum for certain **legal actions between us and** ~~state law litigation that may be initiated by~~ our stockholders ~~and the U. S. federal district courts as the exclusive forum for certain securities law actions~~ , which could limit ~~our~~ stockholders' ability to ~~litigate~~ **obtain a favorable judicial forum for** disputes with us ~~in a different judicial forum and increase the costs for~~ - **or our directors, officers, employees** ~~our~~ - **or agents** ~~stockholders to pursue certain claims against us~~ . **Our** ~~Pursuant to our amended and restated~~ bylaws **provide that** , unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: (i) any derivative action or proceeding brought on ~~our~~ **the company' s** behalf; (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our current or former directors, officers or employees to ~~us or~~ **the company** ~~our~~ - **or its** stockholders; (iii) any action asserting a claim arising pursuant to any provision of the DGCL, our amended and restated certificate of incorporation or our ~~amended and restated~~ bylaws (including their interpretation, validity or enforceability); or (iv) any action asserting a claim governed by the internal affairs doctrine. Unless we consent in writing to the selection of an alternate forum, the United States federal district courts shall be the sole and exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act **of 1933 (the" Securities Act")** . In addition, our ~~amended and restated~~ bylaws provide that any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock is deemed to have notice of and consented to these exclusive forum provisions. The forum selection provisions in our ~~amended and restated~~ bylaws may limit our stockholders' ability to litigate disputes with us in a judicial forum that they find favorable for disputes with us or our directors, officers or employees, which may discourage the filing of lawsuits against ~~us~~ **the company** and ~~our~~ **its** directors, officers and employees, even though an action, if successful, might benefit ~~our~~ **the company' s** stockholders. In addition, these forum selection provisions may impose additional litigation costs for stockholders who determine to pursue any such lawsuits against **the company or its directors, officers or employees. Claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third- party claims against** us **and may reduce the amount of money available to us** . ~~58~~ **Our certificate of incorporation and bylaws provide that we will indemnify our directors and officers, in each case to the fullest extent permitted by Delaware law. In addition, as permitted by Section 145 of the Delaware General Corporation Law, our bylaws and the indemnification agreements that we plan to enter into with our directors and officers provide that: • We may, at our discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law; • We are required to advance expenses, as incurred, to our directors and**

**officers in connection with defending a proceeding, except that such directors or officers shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification; • We are not obligated pursuant to our bylaws to indemnify a person with respect to proceedings initiated by that person against us or our other indemnitees, except with respect to proceedings authorized by our board of directors or brought to enforce a right to indemnification; • The rights conferred in our bylaws are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees and agents, and to obtain insurance to indemnify such persons; and • We may not retroactively amend our bylaw provisions to reduce our indemnification obligations to directors, officers, employees, and agents. We will indemnify our directors and officers for serving us in those capacities or for serving other business enterprises at our request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such person' s conduct was unlawful. To the extent that a claim for indemnification is brought by any of our directors or officers, it would reduce the amount of funds available for use in our business. Transfers of our securities utilizing Rule 144 of the Securities Act may be limited. A significant portion of our securities are restricted from immediate resale. Holders should be aware that transfers of our securities pursuant to Rule 144 may be limited as Rule 144 is not available, subject to certain exceptions, for the resale of securities initially issued by shell companies (other than business combination related shell companies) or issuers that have been at any time previously a shell company. The disposal of Graphite' s historical assets and operations in connection with the Merger made Graphite subject to the SEC requirements applicable to reporting shell company business combinations. Following the Merger, we are no longer a shell company. As a result, we anticipate that holders will not be able to sell their restricted securities pursuant to Rule 144 without registration until one year after March 22, 2024, the date that we filed the Current Report on Form 8- K following the closing of the Merger that includes the required Form 10 information that reflects we are no longer a shell company. The disposal of Graphite' s historical assets and operations in connection with the Merger made us subject to the SEC requirements applicable to reporting shell company business combinations. As a result, we will be subject to more stringent reporting requirements, offering limitations, and resale restrictions. According to SEC guidance, the requirements applicable to reporting shell company business combinations apply to any company that sells or otherwise disposes of its historical assets or operations in connection with or as part of a plan to combine with a non- shell private company in order to convert the private company into a public one. Prior to the completion of the Merger, Graphite had no remaining ongoing development programs and disposed of its legacy technology and intellectual property. As such, we are subject to the SEC requirements applicable to reporting shell company business combinations, which are as follows: • we were required to file a Form 8- K to report the Form 10 type information after closing of the Merger with the SEC reflecting our status as an entity that is not a shell company; • we will not be eligible to use a Form S- 3 until 12 full calendar months after closing of the Merger; • we will need to wait at least 60 calendar days after closing of the Merger to file a Form S- 8; • we will be an " ineligible issuer " for three years following the closing of the Merger, which will prevent us from (i) incorporating by reference in our Form S- 1 filings, (ii) using a free writing prospectus, or (iii) taking advantage of the well- known seasoned issuer (WKSI) status regardless of our public float; • investors who (i) were affiliates of LENZ OpCo or Graphite at the time the Merger was submitted for the vote or consent of the respective company' s stockholders, (ii) received securities in the Merger (i. e., Rule 145 (c) securities) and (iii) publicly offer or sell such securities will be deemed to be engaged in a distribution of such securities, and therefore to be underwriters with respect to resales of those securities, and accordingly such securities may not be included in any resale registration statement unless such securities are sold only in a fixed price offering in which such investors are named as underwriters in the prospectus; and • Rule 144 (i) (2) will limit the ability to publicly resell Rule 145 (c) securities per Rule 145 (d), as well as any other " restricted " or " control " securities per Rule 144 until one year after the Form 10 information is filed with the SEC. The foregoing SEC requirements will increase our time and cost of raising capital, offering stock to under equity plans, and compliance with securities laws. Further, such requirements will add burdensome restrictions on the resale of our shares by affiliates and any holders of " restricted " or " control " securities. If equity research analysts do not publish research or reports, or publish unfavorable research or reports, about us, our business, or our market, our stock price and trading volume could decline. The trading market for our common stock will be influenced by the research and reports that equity research analysts publish about us and our business. Equity research analysts may elect to not provide research coverage of our common stock, and such lack of research coverage may adversely affect the market price of our common stock. In the event we do have equity research analyst coverage, we will not have any control over the analysts or the content and opinions included in their reports. The price of our common stock could decline if one or more equity research analysts downgrade our stock or issue other unfavorable commentary or research. If one or more equity research analysts cease coverage of us or fail to publish reports on us regularly, demand for our common stock could decrease, which in turn could cause our stock price or trading volume to decline. We may be subject to adverse legislative or regulatory tax changes that could negatively impact our financial condition. The rules dealing with U. S. federal, state, and local income taxation are constantly under review by persons involved in the legislative process and by the Internal Revenue Service and the U. S. Treasury Department. Changes to tax laws (which changes may have retroactive application) could adversely affect us or our stockholders. We continually assess the impact of various tax reform proposals in all jurisdictions where we have operations to determine the potential effect on our business and any assumptions we will make about our future taxable income. We cannot predict whether any specific proposals will be enacted, the terms of any such proposals or what effect, if any, such proposals would have on our business if they were to be enacted. Such changes, among others, may**

**adversely affect our effective tax rate, results of operation, and general business condition. Our ability to use net operating loss carryforwards and other tax attributes may be limited, including those obtained as a result of the Merger. At December 31, 2024, the Company had federal and state net operating loss (" NOL ") carryforwards of $ 72. 9 million and $ 3. 9 million, respectively. The federal NOL carryforwards of $ 72. 9 million may be carried forward indefinitely. State NOL carryforwards totaling $ 3. 9 million begin to expire in 2040, unless previously utilized. In addition, the Company had federal and state R & D credit carryforwards totaling $ 7. 6 million and $ 0. 7 million, respectively. The federal R & D credit carryforwards will begin to expire in 2040 unless previously utilized. The state R & D credit carryforward will begin to expire in 2042 unless previously utilized. Under current law, U. S. federal net operating loss carryforwards generated in taxable periods beginning after December 31, 2017, may be carried forward indefinitely, but the deductibility of such net operating loss carryforwards is limited to 80 % of taxable income for taxable periods beginning after December 31, 2020. Many state jurisdictions conform to federal law for this purpose or have similar provisions that limit the deductibility of state net operating loss carryforwards in a taxable period. In addition, under Sections 382 and 383 of the Code, U. S. federal net operating loss carryforwards and other tax attributes may become subject to an annual limitation in the event of certain cumulative changes in ownership. An " ownership change " pursuant to Section 382 of the Code generally occurs if one or more stockholders or groups of stockholders who own at least 5 % of a company' s stock increase their ownership by more than 50 percentage points (by value) over their lowest ownership percentage within a rolling three- year period. During the year ended December 31, 2024, the Company completed a Section 382 analysis and determined that an ownership change more likely than not occurred on March 21, 2024 as a result of the Merger. The ownership change resulted in a limitation that will reduce the total amount of NOL carryforwards and tax credits disclosed that can be utilized to offset future taxable income. The Company adjusted the carryforward attributes accordingly, with an offsetting adjustment to the valuation allowance. Subsequent ownership changes may affect the limitation in future years. To the extent we have or will experience an ownership change (s), our ability to utilize our net operating loss carryforwards and other tax attributes to offset future taxable income or tax liabilities may be limited. If we earn taxable income, such limitations could result in increased future income tax liability to us, and our future cash flows could be adversely affected. Unfavorable global economic conditions could adversely affect our business, financial condition, results of operations, or cash flows. Our results of operations could be adversely affected by general conditions in the global economy and in the global financial markets. A severe or prolonged economic downturn could result in a variety of risks to our business, including weakened demand for our product candidates and our ability to raise additional capital when needed on acceptable terms, if at all. A weak or declining economy could also strain our suppliers, possibly resulting in supply disruption, or cause our customers to delay making payments for our services. Any of the foregoing could harm our business and we cannot anticipate all of the ways in which the current economic climate and financial market conditions could adversely impact our business.**